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Manual: Governance	Number:	
Section: Board Effectiveness	Effective Date: 06 JUN 2006	
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Scope

The policy pertains to the Muskoka Algonquin Healthcare (MAHC) Board of Directors and Committee Appointee Members.

Policy Statement

The Board will annually utilize an evaluation protocol (attached as Schedule A, as amended from time to time) to ensure continuous improvement. The evaluation will examine the processes and structure of the Board as a whole, as well as its Committees. The Board evaluation process will also ensure continuous improvement of individual Directors and Committee Appointee Members.

Purpose

The purpose of the evaluation is to:

- ensure continuous improvement of the Board, Committees, individual Directors, and Committee Appointee Members;

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- obtain input for succession planning for the Board and Board Officers and renewal of Director terms;
- identify the education and development needs of individual Directors and Committee Appointee Members; and
- provide an opportunity for Directors and Committee Appointee Members to give feedback on the effectiveness of Board and Committee meetings.

Procedure

- Each Director will participate in an evaluation of the performance of the Board as a whole and their own performance as a Director. Specifically, the evaluations will include an assessment of the effectiveness of the Board as a whole in fulfilling its roles and responsibilities and of the processes and structure of the Board and its Committees.
- Each Committee Appointee Member will participate in evaluation of the Committee as a whole and their performance as a Committee member.
- Discussions of any evaluations will be held in camera to preserve the confidential nature of evaluations. For certainty, information regarding evaluations will be available to the Board and its Committees. The results of peer reviews will be limited to Directors who need to know the content of evaluations and the Board Chair.
- The Board Chair will meet with each Director and Committee Appointee Member at least annually to discuss their performance. This will be informed by the peer reviews, the self-evaluations, the Board Chair's personal observations from Board and Committee meetings, and may include input from the applicable Committee Chair(s) from whom the Board Chair believes value would be added. During the annual meeting, the Director and Committee Appointee Members will have an opportunity to respond to the comments. Educational opportunities may be discussed. A discussion regarding the Director's aspirations to take on a Committee or even Board leadership role will also be discussed. In the case of a Committee Appointee Member, interest in joining the Board could be discussed. All relevant information will be passed on to the Nominations Committee if the candidate is up for re-election.
- External resources that have made appropriate confidentiality commitments to the Corporation may be used as appropriate to ensure an effective process.
- The Governance Committee will provide a summary report of the evaluation of the Board as a whole to the Directors, including key issues to be addressed, if any, to ensure continuous improvement of the Board as a whole.

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Cross References

Board Orientation and Education policy

Notes

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Appendices

- Schedule A – Evaluation Protocol
- Schedule B – Board Meeting Evaluation
- Schedule C – Current Governance Practices and Policies Checklist
- Schedule D – Peer/Self-Assessment
- Schedule E – Annual Committee Evaluation
- Schedule F – Director Exit Questionnaire

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Schedule A - Evaluation Protocol

The Governance Committee will oversee the implementation of the following Evaluation Tools:

1. Board of Director Meeting Evaluation Tool (Schedule B)

The purpose of this tool is to evaluate the effectiveness of Board meetings, improve Board performance and provide the Board Chair with timely feedback for improvement.

The Board Liaison will ensure the evaluation tool is available for Directors at the end of each Board meeting and will aggregate and tabulate the results.

<i>To be completed by:</i>	Directors
<i>Frequency:</i>	At the end of each Board meeting
<i>Results evaluated by:</i>	Governance Committee and Board Chair
<i>Action & Timeline:</i>	Results reported to the Board Chair immediately following the Board meeting and taken into account in agenda development and meeting processes. The results reviewed by the Governance Committee bi-monthly for identification of further remedial action.

2. Ontario Hospital Association Board-Self Assessment Tool (Schedule C)

The process involves two stages, a preparation stage and the administration of an online survey questionnaire.

Stage 1 – Current Governance Practices and Policies Checklist

This stage is a preparation stage to document the existence and completeness of the Board’s formal documentation of the current governance practices and policies by completing a checklist. The Board Liaison, working with the Board Chair, Chair of the Governance Committee and the President and Chief Executive Officer, will complete the checklist and distribute the completed checklist to each Director prior to administering the questionnaire (Stage 2). The intent is to demonstrate to the Board the degree to which good governance practices are being followed and identify where the documents are located. Prepared with this information, Directors may respond more knowledgeably to the questionnaire.

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Stage 2 – Board Self-Assessment Tool

The purpose of this tool is to enable the Board to assess their overall governance against current leading practice guidelines and to benchmark against other Ontario hospitals. The tool will evaluate how well the Board performs its primary functions, the Board’s understanding of its governance role and relationship with management, the quality of the Board (including collective skills), Board structure, and meeting processes, and overall Board functioning.

The Board Liaison will contact the Ontario Hospital Association to coordinate the administration of the survey and ensure the appropriate timeline is included on the Governance Committee workplan. The survey will be administered annually and Directors will be provided four weeks to complete the survey. Once completed, the Board Liaison will advise the Ontario Hospital Association who will aggregate and tabulate the results and provide a report. The report will contain the Board’s average score as well as the province-wide average scores for each assessment criterion.

- To be completed by:* Directors
- Frequency:* Annually
- Results evaluated by:* Governance Committee and Board Chair
- Action & Timeline:* Results reported to the Board along with any recommendations for remedial action or suggested objectives and priorities for governance development.

3. Director / Committee Appointee Member Assessment Tool (Schedule D)

The purpose of this tool is to assess how well each Director and Committee Appointee Member has contributed throughout the year and their engagement in various aspects of the Board’s work.

- The self-assessment will be completed by all Directors and Committee Appointee members, including *ex-officio* Directors and Elected Directors.
- Peer evaluations will be completed by the applicable Committee Chair for Elected Directors and Committee Appointee Members.

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- The tool is to be administered through an on-line survey questionnaire with a four-week timeline for completion. Once complete, the Board Liaison will collate the results of peer evaluations for review by the Board Chair.
- The results of peer reviews and self assessments will be available to Directors who need to know the content of evaluations and the Board Chair.

To be completed by: Directors and Committee Appointee Members

Frequency: Annually in February

Results evaluated by: Director results: Directors who need to know the content of evaluations and the Board Chair.

Action & Timeline: Results of peer reviews and self-evaluations to inform annual performance reviews conducted by Board Chair. All relevant information will be passed on to the Nominations Committee if the candidate is up for re-election.

4. Committee/Chair Evaluation (Schedule E)

The purpose of this tool is to assess the Committees, including the performance of the Committee Chair, Committee processes, and how well Committee members have worked together as an effective and efficient team.

To be completed by: Committee Members

Frequency: Twice per Board cycle; once mid-way through Committee meeting schedule and at conclusion of meeting schedule

Results evaluated by: Committee, Committee Chair and Board Chair

Action & Timeline: Results reported to the Board Chair or their designate and to the applicable Committee Chair.

5. Orientation Program

The purpose of the tool is to assess and improve the Board Orientation Program to ensure there are the appropriate supports in place to allow new Directors to maximize their

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All new Directors completing the Orientation Program will complete an assessment of the Orientation Program following attendance of a minimum of two regular Board meetings and at least one Committee meeting. The Orientation Assessment can be found in Board Orientation and Education policy.

<i>To be completed by:</i>	New Directors
<i>Frequency:</i>	Following attendance of 2 Board meetings and 1 Committee meeting
<i>Results evaluated by:</i>	Governance Committee
<i>Action & Timeline:</i>	Review and revise the Orientation Program prior to next year's orientation

6. Director Exit Questionnaire (Schedule F)

The purpose of the tool is to provide departing Directors with the opportunity to provide feedback on both strengths and weaknesses that may result in a plan for improvement where necessary.

As individual Directors' terms are complete, the Board Liaison will provide each departing Director with a copy of the exit questionnaire. The Board Liaison will co-ordinate an in-person upon request between each departing director and the Board Chair, or a designate, to receive the Directors feedback and comments. The Governance Committee will review a report and identify any actions for improvement at its first meeting in the new Board cycle.

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Schedule B – Board Meeting Evaluation

Rating Scale: “Agree” - “Somewhat Agree” - “Disagree”

Comments to be provided for ratings of “Somewhat Agree” and “Disagree”

Subject Area	Question
1. Management	Presentations and information from management were clear, concise and helped the board to understand issues and make decisions
2. Your Participation	Were you satisfied with your opportunity to participate in the discussion?
3. Board Participation	Were you satisfied with the manner in which other Board members contributed to the discussion?
4. Board Education	The education session was valuable in helping Board Members better understand important topics that will assist the Board in better governance
5. Strategy	Were you satisfied that the board achieved the right balance between standard board operational matters and strategic issues.
6. Priorities & Issue Management	Were you satisfied that the board achieved the right balance of proactive oversight, without infringing on management's responsibility?
7. Board Chair	The Board Chair ran the meeting effectively and efficiently, balancing discussion with timely consensus and decision making?
8. Future Meetings	Future meetings could be improved by <i>(complete statement)</i>
9. Additional Information	Additional Information Requested

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Schedule C – Current Governance Practices and Policies Checklist

CURRENT GOVERNANCE PRACTICES AND POLICIES CHECKLIST

	Status (Check one)	Comments (e.g., name and location of relevant policy)
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1. Board Role & Management Relationship (Guide Chapter 3)

1.1	The board has a formal role statement that expressly describes the areas and functions in which it exercises a governance role.	Yes ☒	No ☐	<ul style="list-style-type: none"> Responsibilities of the Board
1.2	The board has a statement of accountabilities that identifies key stakeholders and describes the organization's accountability relationships.	Yes ☒	No ☐	<ul style="list-style-type: none"> Principles of Governance and Board Accountability
1.3	The board has an approved statement of the role of the CEO and the relationship with the board reflecting its governance model and principles.	Yes ☒	No ☐	<ul style="list-style-type: none"> President and CEO Direction and Position Description
1.4	Board members understand their legal and fiduciary responsibilities.	Yes ☒	No ☐	<ul style="list-style-type: none"> Conflict of Interest Policy Responsibilities of the Board Policy Annual Declaration and Consent
1.5	The board adheres to its bylaws, governance policies and the three-year review cycle.	Yes ☒	No ☐	<ul style="list-style-type: none"> Board Policy and Governance Review Policy Governance Committee oversees review cycle and integrates into work plan.
1.6	The board has written policy and processes and tools for evaluating the governance performance.	Yes ☒	No ☐	<ul style="list-style-type: none"> Evaluations Policy

2. Performing Board Functions (Guide Chapter 4)

<i>Providing Strategic Direction</i>				
2.1	There is a current or updated strategic plan with a clear set of strategic goals and directions for the organization.	Yes ☒	No ☐	<ul style="list-style-type: none"> Strategic Planning Policy A comprehensive annual risk assessment is completed for each of the Strategic Directions and reported to the Board The CEO Report to the Board includes an update quarterly
2.2	The board has a process for regularly monitoring and evaluating progress towards strategic goals.	Yes ☒	No ☐	
2.3	The board provides clear direction with respect to annual	Yes	No	

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	and long-term goals and priorities.	⚙️	●	
<i>Financial and Quality Performance</i>				
2.4	The board has a clear process for overseeing the development of the annual budget/financial plan for the organization and monitoring its implementation.	Yes ⚙️	No ●	<ul style="list-style-type: none"> Financial Planning and Performance Policy
2.5	The board and/or a committee of the board regularly reviews quality plans and policies related to the quality of services and programs.	Yes ⚙️	No ●	<ul style="list-style-type: none"> Quality & Patient Safety Committee Terms of Reference
2.6	The Board has a primary focus on issues of patient or staff safety.	Yes ⚙️	No ●	<ul style="list-style-type: none"> Quality Improvement and Safety Policy
2.7	The Board receives ongoing quality and safety education to help fulfill its roles and responsibilities	Yes ⚙️	No ●	<ul style="list-style-type: none"> The annual orientation program includes dedicated time. The annual education plan is developed by the Governance Committee who identifies relevant topics based on feedback from Directors as appropriate.
2.8	There is a formal performance measurement system with indicators for monitoring all key areas of operational performance relevant to the board.	Yes ⚙️	No ●	<ul style="list-style-type: none"> The Quality & Patient Safety Report is monitored quarterly through the Quality & Patient Safety Committee. The Financial Report is monitored at least quarterly through the Resources & Audit Committee.
2.9	The board receives regular reports with performance indicators, including variances and management's explanatory comments.	Yes ⚙️	No ●	
<i>Overseeing the CEO (and Chief of Staff if applicable)</i>				
2.10	The board has a documented process for evaluating the CEO annually including reviewing the CEO's annual goals.	Yes ⚙️	No ●	<ul style="list-style-type: none"> President & CEO and Chief of Staff Performance Evaluation
2.11	The board has a sound formal process for evaluating the Chief of Staff annually including reviewing the Chief's annual goals.	Yes ⚙️	No ●	<ul style="list-style-type: none"> President & CEO and Chief of Staff Performance Evaluation
2.12	The board has a written plan for CEO succession.	Yes ⚙️	No ●	<ul style="list-style-type: none"> President and CEO Selection and Succession Planning The Board is provided with an education regarding the process at least annually.

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2.13	In making annual compensation/incentive compensation decisions, the board ensures that the processes and recommendations are consistent with leading practice and applicable government legislation and regulation.	Yes ⚙️	No ⦿	<ul style="list-style-type: none"> President and CEO and Chief of Staff Compensation Policy
<i>Stakeholder Relations</i>				
2.14	The board provides reports of the organization's plans, recent performance and financial condition to the major stakeholders on a timely basis.	Yes ⚙️	No ⦿	<ul style="list-style-type: none"> A Communications Strategy is developed annually and incorporates several tactics to ensure stakeholders are kept up to date
2.15	The board has a formal policy or process for engaging key stakeholders in the organization's planning and decision-making process	Yes ⚙️	No ⦿	<ul style="list-style-type: none"> MAHC has an approved Community Engagement Framework that provides guidance of how to engage stakeholders appropriately. The framework supports strong, active and inclusive communities who are informed and involved in decision making appropriately.
2.16	MAHC has in place a Corporate Communications Strategy.	Yes ⚙️	No ⦿	<ul style="list-style-type: none"> A Communications Strategy is developed annually and is brought forward for approval.
2.17	MAHC's community engagement strategy is used to build positive relationships and responds to stakeholder interests.	Yes ⚙️	No ⦿	<ul style="list-style-type: none"> MAHC has an approved Community Engagement Framework that provides guidance of how to engage stakeholders appropriately. The framework supports strong, active and inclusive communities who are informed and involved in decision making appropriately.

3. Board Quality (Guide Chapter 7)

3.1	As a guide to the recruitment of new directors, the board has a profile of current members and target profile of skills and experience	Yes ⚙️	No ⦿	<ul style="list-style-type: none"> Nominations to the Board Policy
3.2	The board has an approved recruitment and screening process, which includes proactive outreach for nominees, written criteria and process for evaluating potential directors.	Yes ⚙️	No ⦿	<ul style="list-style-type: none"> Nominations to the Board Policy
3.3	The board has formal statements and policies that support and emphasize directors' duties and behaviours, such as conflict of interest, code of conduct, attendance, confidentiality, and loyalty expectations.	Yes ⚙️	No ⦿	<ul style="list-style-type: none"> Conflict of Interest Policy Responsibilities of Individual Directors Policy A declaration is signed by each Director attesting to compliance annually
3.4	The board has a formal, high-quality, mandatory orientation program for new members.	Yes ⚙️	No ⦿	<ul style="list-style-type: none"> Board Orientation and Education Policy

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3.5	There is an established policy and process that ensures ongoing education and development of directors.	Yes ⚙️	No ⦿	<ul style="list-style-type: none"> Board Orientation and Education Policy Governance Committee develops education plan annually
3.6	The board has a formal process for assessing the contribution of directors and providing individual development advice.	Yes ⚙️	No ⦿	<ul style="list-style-type: none"> Evaluation Policy (Director Self-Assessment evaluation tool)
3.7	There is an annual evaluation process of the board and its committees.	Yes ⚙️	No ⦿	<ul style="list-style-type: none"> Evaluation Policy

4. Board Structure (Guide Chapter 8)

4.1	The board has a position description for the role of the board chair.	Yes ⚙️	No ⦿	<ul style="list-style-type: none"> Position Descriptions for Board Officers and Committee Chairs
4.2	The board has criteria and a process for selecting the board chair	Yes ⚙️	No ⦿	<ul style="list-style-type: none"> Nominations Process for Board Officers Nominations Process for Committees
4.3	There is a written process that is used in selecting other officers and committee chairs annually.	Yes ⚙️	No ⦿	
4.4	All committees have written terms of reference that are reviewed annually, and updated as required.	Yes ⚙️	No ⦿	<ul style="list-style-type: none"> Board Committees and Terms of Reference Policy
4.5	All committees have annual, approved written objectives and work plans	Yes ⚙️	No ⦿	<ul style="list-style-type: none"> Board Committees and Terms of Reference Policy Each Standing Committee is required to develop work plans annually to be approved by the Board.

5. Meeting Processes (Guide Chapter 8)

5.1	The board develops and uses an annual work plan outlining when major topics will be addressed	Yes ⚙️	No ⦿	<ul style="list-style-type: none"> Board Committees and Terms of Reference Policy Board Goals and Work Plan
5.2	There is an established practice for creating the regular meeting agendas with clear roles for the Chair and CEO, and an opportunity for individual directors to make suggestions.	Yes ⚙️	No ⦿	<ul style="list-style-type: none"> Board Meetings
5.3	There is an annual board retreat where major topics	Yes ⚙️	No ⦿	<ul style="list-style-type: none"> Board Orientation and Education Policy

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	selected by the board are discussed.			
5.4	The board agendas provide regular opportunities for deeper discussions of specific topics of special interest to the board in its governance role.	Yes ⚙️	No ⦿	<ul style="list-style-type: none"> When the need for a deep dive discussion regarding a specific topic is identified, the general practice for MAHC is to refer the item to the appropriate standing committee for thorough review and recommendation. Once the recommendation(s) is determined, the item is then brought back to the Board for final discussion and voting. This approach uses standing committee, and Board time, in an efficient manner. From time to time, the Board identifies a need for the Board as a whole to have deeper dive discussions. When this occurs, the appropriate format for that discussion is identified i.e. within a Board meeting, or a special off site single purpose meeting.
5.5	The board has a policy and/or guidelines for dealing with certain matters in-camera	Yes ⚙️	No ⦿	<ul style="list-style-type: none"> Board Meetings Policy
5.6	The board has a formal practice of meeting without management and feedback is provided to the CEO.	Yes ⚙️	No ⦿	<ul style="list-style-type: none"> Board Meetings Policy
5.7	Meetings are regularly evaluated and that feedback is provided to the Chair.	Yes ⚙️	No ⦿	<ul style="list-style-type: none"> Evaluations Policy (monthly Board meeting evaluation)
5.8	The board has a consent agenda policy for items of a routine, recurring, or non-contentious nature	Yes ⚙️	No ⦿	<ul style="list-style-type: none"> Board Meetings Policy

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Schedule D – Director and Committee Appointee Member Assessment Tool

Assessment Category	Assessment Rating		Comment(s)
	Meets Expectations	Improvement Opportunity	
1. Demonstrates awareness of the responsibilities of a Director or Committee Appointee Member.			
2. Demonstrates familiarity with MAHC's by-laws and governing policies.			
3. Demonstrates an appropriate level of engagement in Board and/or Committee activities.			
4. Maintains at least an 80% meeting attendance rate.			
5. Comes prepared to Board and/or Committee meetings, asks informed questions and makes constructive contribution to discussions.			
6. Promotes teamwork and cooperation within the Board and/or Committee.			
7. Maintains effective and respectful relationships with Directors, management, and stakeholders.			
8. Demonstrates Board solidarity by supporting board decisions and policies once they are made.			
9. Encourage other members to express their opinions at Board and Committee meetings.			
10. Demonstrates good listening skills at Board and/or Committee meetings.			



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Assessment Category	Assessment Rating		Comment(s)
	Meets Expectations	Improvement Opportunity	
11. Exercises the authority of a Director or Committee Appointee Member appropriately and respects the authority and responsibilities of the CEO.			
12. Maintains focus on strategic decision-making consistent with MAHC's Vision, Mission, and Values.			
13. Is knowledgeable of the requirements of MAHC's Conflict of Interest Policy and applicable legislation.			
14. Demonstrates understanding and respect for the confidentiality of matters brought before the Board and all Committees, keeping in mind that unauthorized statements could adversely affect the interests of the Corporation.			
15. Follows through on required tasks and assignments.			
16. Participates in events that promote the work of MAHC, the Foundations and Auxiliaries in the community, as feasible.			
17. Stays informed about issues relevant to MAHC's mission and brings information to the attention of the Board, as necessary.			
18. Committed to a process of continuous self-improvement and seeks opportunities to participate in education events.			
General Comments:			

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Schedule E –Committee/Chair Evaluation

The Committee/Chair Evaluation is intended to be completed by all Committee members. Please rate each statement according to your perception of how well the Committee attends to each of these factors.

Committee Name: _____

Committee Chairperson: _____

Please select one score for each question. Comments should be provided for ratings of “Somewhat Agree” and “Disagree.”

Board Responsibility & Indicators	Agree	Somewhat Agree	Disagree	Comment
Committee Evaluation				
1. Committee members possess required knowledge, ability and commitment to fulfill their responsibilities.				
2. The Committee anticipates, responds to change and once informed, is prepared to make recommendations.				
3. Committee members work collaboratively in a healthy and constructive working environment.				
4. The Committee receives adequate support and information from management to support effective decision making.				
5. The Committee receives timely information in a timely manner prior to meetings.				
6. The Committee's annual evaluation of its own function and performance is adequate.				
7. The Committee makes recommendations consistent with the MAHC's issue-focused Ethical Decision-making Framework.				
8. The Committee is sensitive to the impact of their decision on all stakeholders.				
9. There is open and clear communication among board members and opposing points of view are respected.				
10. The Committee achieves the right balance of proactive oversight, neither infringing on management's responsibility nor providing less-than-effective oversight.				
11. The Committee has a clear and appropriate Terms of Reference supported by a clear work plan.				
12. Committee members regularly attend meetings.				
13. Committee members participate in discussions.				
14. The Committee meets an appropriate number of times over the year.				

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	Policy/Procedure Name:	Evaluations
Manual: Governance	Number:	
Section: Board Effectiveness	Effective Date: 06 JUN 2006	
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Board Responsibility & Indicators	Agree	Somewhat Agree	Disagree	Comment
15. As a member of the Committee, I am satisfied with the Committee's contribution to the Board.				
16. As a member of the Committee, I am satisfied with member contributions to the Committee.				
Committee Chair Evaluation				
17. The Chair is prepared for Committee meetings.				
18. The Chair keeps the meetings on track.				
19. The Chair's reports to the Board of the Committee's work are fair and accurate.				
20. The Chair encourages participation and manages discussions appropriately.				

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Schedule F – Director Exit Questionnaire
Results as at xxxx

Number of Directors Departing: XX

Number of Evaluations Completed: XX

Before you leave the Board, please help us to make the Board, and Muskoka Algonquin Healthcare as a whole, even better by answering the following questions. Your honest responses are greatly appreciated and will remain anonymous.

1. *What do you wish you had known when you joined the Board that you didn't know?*

•

2. *Did your Committee assignments and other roles use your skills and knowledge appropriately? Do you have any suggestions for alternative ways for Directors to contribute?*

•

3. *Does the Board, through its Committees and Board meetings, efficiently and effectively use Directors' time? In your opinion, how does the Board use time well: Committee work, Committee meetings, Board meetings, pre- and post-meeting communications, other? In what ways may they be improved?*

•

4. *What is your opinion of the decision-making process utilized by the Board? How can it be improved?*

•

5. *Is the Board culture welcoming to all voices during Board meetings? Why or why not?*

•

6. *How do you feel the Board work addressed the fiduciary, strategic and generative aspects of its work for the Corporation? Which of these, if any, did the Board spend too little or too much time on?*

•

7. *What were moments of the Board's strength during the time that you served? What were moments that you felt the Board could have done better or you wished that more could have been done?*

•

8. *Is there anything else that we should know about your time on the Board, with the Corporation, or anything else related to your valuable service?*

•

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