

015 - OPLB Board Evaluations and Governance Reviews

Guiding Principles

The Board is collectively responsible to ensure adherence to governance best practices, effective strategic leadership, and a commitment to continuous improvement.

Accordingly, the Board will conduct:

- Regular evaluations of the Board's business, performance, and governance to obtain member input and suggestions and determine what changes to regular business or governance practices may need to be undertaken in a timely manner;
- A formal review of governance matters at the end of term (or earlier as necessary) including acting on the findings; and,
- Informal discussions as necessary, led by the Chair, to assess the effectiveness of the Board, identify any improvements that should be made, and respond to them in a timely manner.

The Chair, working closely with the CEO and/or their designate, shall be primarily responsible for planning, implementing, and ensuring follow-up for these activities, as well as implementing any resulting actions.

Board Evaluation

Two types of evaluation of the Board's activities occur regularly using a questionnaire:

1. The Meeting Evaluation Form (Appendix A) shall be used annually to obtain Board member input into the general structure and functioning of Board meetings; and,
2. The Performance Evaluation Form (Appendix B) shall be used in the first half of the second and fourth years of the term of Board as part of a broader performance evaluation process (described further below) to obtain member input into a broad range of Board performance dimensions reflecting governance best practices.

The CEO, or their delegate, shall ensure the questionnaires are reviewed prior to issuance and provided to each Board member for completion. Each questionnaire will ask Board members to rate their level of satisfaction with elements of the board meetings or governance practices. The questionnaires will be administered anonymously (personal information will not be collected), and comments will be shared without attribution.

Responses will be compiled, and a summary provided to the Chair and the Governance Standing Committee. The Chair and the Governance Standing Committee shall assess the findings from the questionnaire, and staff will prepare key insights to be shared with the Board at a subsequent meeting as required.

Mid-Term Governance Review

In the first half of the second and fourth years of each term of office, the Board shall conduct a formal performance evaluation. This process will include determining an administrative process for the evaluation (for example, by an independent third party), using the OPL Board Performance Evaluation Form (Appendix B), incorporating confidential interviews with each Board member and senior staff who interact with the Board, observing one or more Board and/or Committee meetings, and developing a summary of findings and recommendations for Board and CEO implementation to be reviewed by the Chair and Governance Standing Committee, and discussed at a Board meeting.

End-of-Term Governance Review

The Board shall undertake a review of governance matters in the fourth year of each term of office, to align with the City Council Governance process. A review shall also be undertaken when major changes in legislation or City policies occur that would impact the structure, role, responsibilities, or functioning of the Board. The Board may undertake additional evaluations or types of evaluations as it may deem appropriate.

The governance review process will generally follow that of the mid-term governance review.

Informal Discussions

Informal discussions provide opportunity for conversation related to Board effectiveness and the continuous improvement of Board activities. As such, the Board may hold informal discussions at any time. Members should direct their request for such discussions to the Chair.

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Appendix A: Meeting Evaluation Form (annual)

Section 1: Timely receipt of materials

How satisfied or dissatisfied are you with the timely receipt of the following materials prior to the meeting?

1. Emails (all email correspondence)
2. Documents uploaded to Board's cloud storage
3. Couriered materials (as applicable)
4. Committee materials
5. Documents from fellow Board members related to various files (i.e. OLA, OLS, FOPL, etc.)
6. Comments / suggestions regarding timely receipt of materials:

Section 2: Relevance of materials

How satisfied or dissatisfied are you with the relevance of the following materials?

7. Agenda documentation: Decision reports
8. Agenda documentation: Information reports
9. Agenda documentation: Presentations supporting reports
10. Agenda documentation: Information presentations
11. Agenda documentation: Memos
12. Continuing education opportunities
13. Comments / suggestions regarding relevance of materials:

Section 3: Agenda Protocols

How satisfied or dissatisfied are you with the following?

14. Appropriate meeting notice, distribution of documents, etc.
15. Appropriateness of agenda topics
16. Time allowed for discussion
17. Respect of the schedule
18. Comments / suggestions regarding Agenda protocols:

Section 4 - Chair

How satisfied or dissatisfied are you with the following?

19. Meetings effectively managed
20. Discussions kept to strategic scope
21. Discussions effectively guided to a conclusion
22. Comments / suggestions regarding the Chair:

Section 5 - Board members

Considering both your behaviour and that of your fellow members, how satisfied or dissatisfied are you with the following?

- 23. Members arrive well prepared
- 24. Comments made by members are well considered and to the point
- 25. Discussions transcend personal interests for the greater good
- 26. Comments / suggestions regarding board member behaviour:

Section 6 – Facilities and technology

How satisfied or dissatisfied are you with your own experience of the following?

- 27. Virtual participation
- 28. In-person participation
- 29. Comments / suggestions regarding facilities and technology:

Section 7 – Catering

How satisfied or dissatisfied are you with the vendor(s)? [repeat for each vendor]

- 30. Quality
- 31. Quantity
- 32. Variety
- 33. Comments / suggestions:

Section 8 – Overall Comments

Please share any additional feedback regarding the general structure and functioning of Board meetings based on your experience this year.

Appendix B: Performance Evaluation Form (Years 2 and 4)

Section 1 – Legal Considerations

1. The Board has a comprehensive and well- grounded understanding of its legal responsibilities, including relevant federal, provincial, and municipal legislation, bylaws, and policies, ensuring a firm foundation for legislative compliance and governance effectiveness.
2. The Board understands the legal responsibilities of the organization and ensures that it is operated by the CEO in accordance with these responsibilities.
3. The Board ensures it reviews its governance documents (By-law and policies) regularly and ensures these are effectively communicated and applied to all members.

Section 2 - Governance

Board Composition

4. The size of the Board is appropriate for its mandate.
5. The composition of the Board provides for an effective combination of skills, expertise, and experience appropriate for its mandate and the organisation's priorities.
6. Board member appointments allow for effective continuity of the Board.
7. The Board has an appropriate and effective role in Board member succession planning.
8. The Board has an appropriate and effective role in succession planning for the Chair of the Board.

Board Performance

9. Appropriate policies and processes exist to ensure the Board and its members fulfil their responsibilities.
10. The Board evaluation process is effective and promotes continuous improvement.
11. The Board addresses shortcomings in its performance expeditiously.
12. The orientation and onboarding process adequately prepares members to fulfill their responsibilities.
13. The Board has an effective continuing education program for members.

Roles and Responsibilities of the Board

14. Board members demonstrate a clear understanding of, and respect for, the distinct roles of the Board, the Chair, the CEO, and Senior Management.
15. Management is candid and direct in responding to Board member questions.

16. Management responds to requests for information by Board members in a reasonable time frame.
17. The Board has made clear, in writing, its delegation of authority to the CEO.
18. The Board thinks and acts independently of, and is not unduly influenced by, management.
19. The roles and responsibilities of the Chair, individual Board members, and committees are well documented and understood.
20. The relationship between the Board and the CEO is appropriate and effective.
21. The Board does a good job of evaluating the performance of the CEO by measuring results against objectives.
22. The Board provides regular feedback to the CEO concerning performance, and opportunities for improvement and development.
23. The Board effectively links CEO performance to compensation in a manner consistent with established policies.
24. The Board has an appropriate role in succession planning for the CEO.
25. The Board plays an appropriate role in the succession planning process for senior management (other than the CEO).
26. The Board has ensured that the organization has an emergency contingency plan for the succession of the corporation's officers.

Board and Committee Meetings

27. Board members have adequate opportunities to influence the structure and content of meeting agendas.
28. Meeting agendas are well structured and address an appropriate range of issues for consideration.
29. The Board is effective in following through on agenda items from previous meetings.
30. The minutes of Board meetings adequately and accurately reflect proceedings of the Board, as well as capture Board decisions.
31. The Board is compliant with its use of closed meetings.
32. The Chair effectively plans and leads Board meetings.
33. Committee Chair(s) effectively plan and lead committee meetings.
34. Committee feedback is incorporated into Board reports and meeting discussions in a way that supports decision-making.

Board Culture and Protocol

35. The Board promotes candid communications and rigorous decision-making.
36. There is a high level of trust and respect among Board members.
37. All Board members are appropriately involved in Board discussions.
38. The Board speaks with one voice after a vote is taken.

Section 3 - Financial Oversight

39. The Board obtains all the financial and other information it requires to understand and assess the financial condition of the organization.
40. The Board obtains all the financial and other information it requires to understand, deliberate, and determine the annual budget.

Section 4 – Strategic Leadership

41. The Board is effective in providing strategic leadership to the organization.
42. The Board is committed to being accountable for the strategic leadership of the organization.
43. The Board plays an appropriate role in contributing to the development, review, and approval of the Strategic Plan, including the organization’s vision, mission, values, and strategic priorities
44. The Board has tools to track the progress of the implementation of the Strategic Plan via annual work plans.
45. The Board plays an appropriate role in contributing to the development, review, and approval of key strategic frameworks.
46. The Board has ensured the organization has an effective risk management framework, including a risk mitigation program.

Section 5 – Overall Rating

47. What is your overall rating of the effectiveness of the Board?

Section 6 – Overall Comments

48. Please share any additional feedback regarding Board performance in alignment with governance best practices, based on your experiences in this term of Board.