

Board of Directors Policies

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Board Policies

1.0 Executive Limitations Policy 1.1

Asset Protection

The CEO shall not allow Hearing and Speech Nova Scotia (HSNS) corporate assets to be unprotected, inadequately maintained, or unnecessarily put at risk.

Accordingly, the CEO shall not:

1. Fail to insure against theft and casualty losses for replacement value in keeping with carrier (deductible) requirements.
2. Subject equipment to improper wear and tear or insufficient maintenance.
3. Make any purchase wherein normally prudent protection has not been given against conflict of interest.
4. Allow assets to be at risk due to improper use or lack of internal controls.
5. Receive, process, or disburse funds under controls, which are insufficient to meet the Board appointed auditor’s standards.
6. Invest or hold operating capital in insecure instruments or in non-interest-bearing accounts except where necessary to facility ease in operational transactions.
7. Fail to insure against liability losses to Board members, staff, and the organization itself in an amount equal to or greater than the average for comparable organizations.
8. Unnecessarily expose the organization, its Board, or staff to claims of liability.
9. Fail to protect intellectual property, information and files from loss or significant damage.
10. Endanger the organization’s public image or credibility, particularly in ways that would hinder the accomplishment of the Board’s mission.
11. Fail to be transparent to the Board through reporting to the Board Finance and Investment Committee on a quarterly basis, the amount and nature of all expenses incurred by the CEO on behalf of HSNS.

Date approved: September 23, 2004
Date reviewed: April 10, 2024
Date revised: April 18, 2024

Board Policies

1.0 Executive Limitations Policy 1.2

Communications and Support to the Board

The CEO shall not permit the Board to be uninformed or unsupported in its work.

Accordingly, the CEO shall not:

1. Neglect to submit data required by the Board in a timely, accurate and understandable fashion.
2. Let the Board be unaware of relevant trends, major concerns, risks, client/patient safety issues, anticipated adverse media coverage or material external and internal changes, particularly changes in the assumptions upon which Board policy has previously been established.
3. Fail to advise the Board if, in the CEO's opinion, the Board is not in compliance with its own policies on Governance Process and Board CEO Linkage, particularly in the case of Board behaviour, which is detrimental to the work between the Board and the CEO.
4. Fail to deal with the Board as a whole except when responding to officers or committees duly charged by the Board.
5. Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the Board.
6. Fail to provide for the Board anticipated and negative implications and/or alternatives of Board decisions.

Date approved: September 23, 2004
Date reviewed: September 12, 2024
Date revised: October 17, 2024

Board Policies

1.0 Executive Limitations Policy 1.3

Communications and Engagement

The CEO shall not fail to maintain an honest and constructive relationship with stakeholders including but not limited to staff, patients, clients/families, communities, providers, organizations, and government.

Accordingly,

1. The CEO shall not fail to develop an engagement plan and communications strategy to keep the Board, staff, community, and other stakeholders fully informed.
2. The CEO shall not fail to periodically address the engagement plan and communication strategy in terms of its relevancy and effectiveness in collaboration with the Board.

Date approved: September 23, 2004

Date reviewed: February 3, 2026

Date revised: February 26, 2026

Board Policies

1.0 Executive Limitations Policy 1.4

Compensation and Benefits

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the CEO shall not cause or allow jeopardy to fiscal integrity or public image.

Accordingly, the CEO shall not:

1. Change the CEO's own compensation and benefits.
2. Establish current compensation and benefits, which are inconsistent with the standards of the provincial healthcare sector or professional market for the skills employed or are outside the terms of the collective agreement.
3. Allow severance packages either outside allocated resources or above the provincial healthcare sector standards.

Date approved: September 23, 2004

Date reviewed: September 12, 2024

Date revised: October 17, 2024

Board Policies

1.0 Executive Limitations

Policy 1.5

CEO Succession

There are two types of CEO transition. One is the planned transition in which the CEO notifies the Board of an intent to leave, enough in advance to allow the Board and the organization to prepare. The second is a sudden departure whether by sudden change in circumstances, illness, death, or termination by the Board.

Procedure

Annually, as part of the CEO performance review, the CEO and Board Chair discuss their succession plan. The CEO, through this discussion, advises the Board Chair what should be done in the event of a sudden departure to ensure organizational stability until a new CEO is appointed. In addition, the CEO and Board Executive ensure the organization always has in place:

- An up-to-date CEO position description
- Current strategic, operating plans, and current Patient Safety and Quality of Care Plan and related operational plans.
- An operating budget that includes adequate salary and benefits to attract a competent successor.
- Knowledge of best practices in executive recruitment to ensure compliance with legal/contractual requirements and consistency with the organizations hiring procedures.
- Current Talent Management Plan, which includes internal leadership development strategies.

To protect the Board from sudden loss of CEO services, the CEO shall have no fewer than one other staff member familiar with Board and CEO issues and processes.

The Board has adopted the practice of appointing a Designate who will attend at least one meeting per quarter and special Board meetings. This person so appointed will become familiar with all Board policies and procedures; will meet regularly with the CEO to be apprised of all matters related to HSNS' administration; and from time to time, assume administrative responsibilities as directed by the CEO.

In the event of a resignation or other permanent separation of the CEO from HSNS, the Board will establish a Search Committee to find a replacement. The Search Committee will develop the recruiting strategy and identify any external recruiting support as required.

Required skills and responsibilities of the candidate will be defined by the current HSNS CEO position description. The selection procedures will be consistent with HSNS values, Ethics Framework, EDI principles, Talent Management Plan, best practices in health executive recruiting, and consideration of appropriate leadership style. Selection of the successful candidate will be informed by organization's vision, mission, and strategic plan. The Search Committee reports to the Board.

The person appointed as Designate may apply for the position and in that instance, will be subject to the same recruiting and selection process.

Date approved: September 23, 2004

Date reviewed: March 4, 2025

Date revised: March 20, 2025

Board Policies

1.0 Executive Limitations Policy 1.6

Financial Conditions and Activities

With respect to the actual ongoing financial condition and activities, the CEO shall not cause or allow the development of fiscal jeopardy.

Accordingly, the CEO shall not:

1. Approve budgeted items in excess of \$150,000 without approval by the Board of Directors, approve non budget expenses over \$100,000 without approval of the Finance and Investment Committee of the Board and non budget expenses over \$150,000 without approval of the Board.
2. Fail to provide to the Finance and Investment Committee a list of each cheque and Electronic Funds Transfer (EFT) released in excess of \$50,000 (Excluding regular payroll transactions related to benefit and pension costs).
3. Expend more funds than have been received in the fiscal year without Board approval.
4. Indebt the organization in an amount greater than can be repaid by certain, otherwise unencumbered, revenues within 90 days.
5. Use long-term reserves or investment principal without the expressed approval of the Finance and Investment Committee
6. Fail to implement the Board's investment policy.
7. Fail to settle payroll and other debts in a timely manner.
8. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
9. Acquire, encumber, or dispose of real property without Board approval.
10. Fail to aggressively pursue receivables after a reasonable grace period.
11. Fail to ensure the timely provision of financial reports to the Board for quarterly monitoring of fund performance.
12. Fail to comply with provincial government standards for procurement of services, facilities, and/or materials.
13. Fail to adhere to directives of the Board, its Finance and Investment Committee, or its Board Executive.

Date approved: September 23, 2004

Date reviewed: March 4, 2025

Date revised: March 20, 2025

Board Policies

1.0 Executive Limitations Policy 7

Financial Planning and Budgeting

Financial planning for any fiscal year or the remaining part of any fiscal year shall not risk fiscal jeopardy.

Accordingly, the CEO shall not allow budgeting which:

1. Projects a bottom-line operating deficit.
2. Contains too little information to enable credible projection of revenues and expenses.
3. Fails to separate operating and capital budgets.
4. Fails to disclose planning assumptions.
5. Provides less for Board activities during the year than is set forth in the Board Member Education Policy.

Date approved: September 23, 2004

Date reviewed: April 10, 2024

Date revised: April 18, 2024

Board Policies

1.0 Executive Limitations Policy 1.8

Global Executive Constraint

The CEO shall not cause or allow any practice, activity, decision, or organizational circumstance which is either unlawful, imprudent, in violation of commonly accepted business and professional ethics, in violation of organizational or applicable board policy, or which would place the CEO in conflict of interest.

Date approved: September 23, 2004

Date reviewed: March 4, 2025

Date revised: March 20, 2025

Board Policies

1.0 Executive Limitations Policy 1.9

Quality and Standards of Care

The CEO shall not allow practices to deviate from acceptable industry, safety, ethical, and professional standards.

Accordingly, the CEO shall not:

1. Fail to provide services/programs that follow accepted requirements/standards as defined by the HSNS Patient Safety Plan and HSNS Quality Care Council.
2. Fail to demonstrate performance on delivery of quality of care to HSNS clients.
3. Fail to maintain certification by Speech-Language and Audiology Canada (SAC), and licensure with Nova Scotia College of Audiology and Speech-Language Pathology.
4. Fail to ensure that staff possesses the necessary competencies and credentials for their assigned program/service responsibilities.
5. Fail to provide necessary resources for ethical decision making.
6. Fail to provide necessary resources for patient and staff safety.
7. Fail to ensure HSNS activities are guided by the HSNS Integrated Quality Care Framework, HSNS Strategic Plan, and HSNS Quality Improvement Plan.
8. Fail to ensure that all aspects of HSNS operations are consistent with accreditation standards and contractual obligations.

Date approved: September 23, 2004

Date reviewed: November 4, 2024

Date revised: November 21, 2024

Board Policies

1.0 Executive Limitations Policy 1.10

Treatment of Clients

With respect to interactions with clients, patients, and families or those applying to be same, the CEO shall not cause or allow conditions, procedures or decisions which are unsafe, disrespectful, unnecessarily intrusive, inconsistent with patient centered care, or fail to provide appropriate confidentiality or privacy.

Accordingly, the CEO shall not:

1. Elicit information for which there is no clear necessity.
2. Use methods of collecting, reviewing, transmitting, or storing client information that fail to protect against improper access to the material elicited, as described in the Client Confidentiality, Client Rights and Responsibilities, Privacy, and Security policies (HSNS Policy and Procedures Manual), and federal and provincial legislation.
3. Fail to ensure that clients, patients, and families are provided with a clear explanation of what may be expected from the products and services offered so that clients and patients can either decide to provide reasonably informed consent or not in connection with those products and services.
4. Fail to seek and be guided by client feedback on HSNS services.
5. Fail to ensure clinical services are consistent with professional standards, quality of care as defined by the HSNS Quality Care Plan, and the Patient Safety Plan.
6. Fail to ensure services are guided by the HSNS Equity, Diversity, Inclusion principles.

Date approved: September 23, 2004
Date reviewed: November 4, 2024
Date revised: November 21, 2024

Board Policies

1.0 Executive Limitations Policy 1.11

Treatment of Staff

With respect to the treatment of paid and volunteer staff, the CEO may not cause or allow conditions which violate provincial and federal legislation addressing human rights and labour relations, collective agreement with the union, or safe work environments.

Accordingly, the CEO shall not:

1. Operate without hiring policies based on principles of openness, equity, and fairness.
2. Fail to implement human resource strategies that strengthen HSNS capacity to meet its obligations.
3. Operate without written HR policies which reflect industry standards.
4. Discriminate against any staff member due to gender identity, age, community, religion, or cultural beliefs.
5. Approve/change collective agreements that are beyond the approved operating budgets or that violate Board policy.
6. Fail to encourage staff feedback, engagement, or reporting of incidents related to patient or staff safety.
7. Permit staff to accept corporate personal gifts from third parties, affiliated with or wishing to be affiliated with Hearing and Speech Nova Scotia.
8. Place HSNS staff at risk or create an unsafe working environment.
9. Violate the regulations, acts, or decrees of any level of government having jurisdiction over Hearing and Speech Nova Scotia facilities or services.

Date approved: September 23, 2004

Date reviewed: January 6, 2025

Date revised: January 16, 2025

Board Policies

2.0 Governance Process Policy 2.1

Agenda Planning

The CEO will prepare the Board Executive and Board agendas in collaboration with the Chair for subsequent approval by the Board Executive or the Board, as the case may be. To meet its governance responsibilities, the Board will review its governance process and continually improve its performance through attention to Board education and enriched input and deliberation.

Over the course of the year agenda topics will include:

- Strategic Plan, Business (Operational) Plan, Integrated Quality Care and Patient Safety Plan, Communication Plan, Risk Plan, Engagement Plan, and Talent Management Plan
- Integrated Quality Improvement Plan
- Performance (Integrated Quality Scorecard, KPIs)
- Audited Financial Statements and Board Investment Portfolio
- Client/patient and staff safety, risk reports and mitigation strategies
- Evaluation of governance performance, effectiveness, and areas for improvement
- Review of Board policies, bylaws, and procedures
- Review of Board membership and succession plan
- HSNS services, programs, sites, partners, communities, and service delivery contexts
- Input from clients, patients, and families regarding their care experience and safety and to support board decision making
- Education in best governance practices, principles in quality and safety, ethics, and client/patient-centred care.
- CEO report

The Board of Directors standing agenda includes an education activity (presentation, site tour, webinar, orientation to resources, etc). Board members may request a motion and/or formal vote at any time during the meeting. The Chair will determine voting method (for virtual and in person meetings). The agenda format is as follows:

- Call to Order
- Announcements
 - Regrets
 - Declarations of potential conflict of interest

- Educational Presentation: topic related to HSNS Integrated Quality Care and Patient Safety Plan
- Consent agenda
 - Agenda
 - Previous meeting minutes
 - Board Executive report
 - Board committee reports
- Board Executive Report (topics requiring discussion)
- CEO Report
 - Integrated Quality of Care and Patient Safety
 - Quality Improvement project or initiative
 - HSNS reports (e.g., Talent Management, Engagement, Risk, etc)
- Committee reports (topics requiring discussion)
 - Finance and Investments
 - Policy and Governance Review
 - Nominating
- Old business
- New business
- Members comments
- In-camera session
- Next meeting
- Adjournment

Date approved: September 23, 2004

Date reviewed: May 22, 2025

Date revised: June 26, 2025

Board Policies

2.0 Governance Process Policy 2.2

Standing Committees

Membership on Board committees is confirmed at the Annual Board Meeting and is for one-year terms, renewable annually. The Board Chair is an ex-officio member on all Board Committees. The CEO will attend all committee meetings. Committees are supported by the CEO Executive Assistant. The committees may hold in camera sessions as needed.

Policy and Governance Committee

The Board Policy and Governance Review Committee is responsible for coordinating the ongoing review and updating of Board policies, bylaws and the related documents required to support the governing work of the Board. The Board Policy and Governance Review Committee will review all Board Policies and bylaws at least every two years and on request of the Board. The Board Policy and Governance Review Committee will research and develop new policies and related documents for review by the Board as requested by the Board. Additionally, the Policy and Governance Review Committee provides oversight on the HSNS Risk Plan and Digital Governance Plan and the Quality Improvement- Patient Safety Plan. The HSNS CEO and staff will be asked to present the activity on the Risk and Digital Governance Plan a minimum of twice per year. The Policy and Governance Review Committee has a Chair appointed by the Board and a minimum of three Board members.

Nominating Committee

The Nominating Committee is appointed at the Board Annual Meeting. Membership is composed of ~~four~~ three Board members including a Chair appointed by the Board, and the CEO. The Nominating Committee is responsible for coordinating the board recruiting activities in accordance with Board bylaws, policies and presenting the Board Slate of Officers and Committees to the Board at its Annual Meeting.

Finance and Investment Committee

The Finance and Investment Committee of the HSNS Board of Directors oversees the Board's responsibilities relating to the financial affairs of HSNS and makes recommendations to the Board in connection with HSNS Board's investment policy, investment asset allocations, Board sponsored fundraising, and financial management activities. The Committee is comprised of a minimum of three Board Directors appointed by the Board, including the Secretary-Treasurer, who normally acts as Chair. The HSNS Director of Finance and Operations and the CEO may also be invited to attend. The Finance and Investment Committee meets as often as required, normally in advance of every regular Board meeting, and reports to the Board of Directors.

Board Executive

The Executive of the Board is defined in the HSNS Board Bylaws. It reports to the Board. The membership of the Board Executive consists of the Board Chair (who is also Chair of the Board

Executive), Vice Chair, Co-Vice Chair (as recommended by the Board Executive) and Secretary-Treasurer. The Board Executive normally meets at a minimum four times each year ('quarterly'). The Chair of the Board Executive develops the Board Executive agenda. The HSNS CEO and CEO Executive Assistant may also be invited to attend meetings.

Other Committees

In addition to Board Committees, Board representation on designated HSNS committees as required (e.g., Strategic Planning, Ethics).

Date approved: June 15, 2018
Date reviewed: September 11, 2025
Date revised: September 25, 2025

Board Policies

2.0 Governance Process

Policy 2.3

Board Recruitment

The Board of Directors will make every effort to ensure a viable and diverse Board with the capacity to support the vision, mission, values, and objectives of the Board, represent HSNS's clients/patients and stakeholders, and meet the Board's governance responsibilities. A standing committee, the Nominating Committee, is appointed during the Society's annual meeting. The Nominating Committee implements established recruitment procedures to ensure the Board has access to the competencies and stakeholder representation (e.g., client diversity, cultural diversity, and regional representation of Nova Scotia) to govern effectively. The Nominating Committee implements the following procedures:

Procedures

It is the responsibility of each Director, during the course of the Director's term, to refer at least one potential candidate for review by the Nominating Committee. Referral may be made by a Director by notifying the Executive Assistant to anticipate receipt of an Expression of Interest from the referred individual.

Any interested individuals may contact the HSNS Executive Assistant directly or visit the HSNS website to complete the Expression of Interest form. The Executive Assistant will send a letter acknowledging the individual's interest in being considered for the Board.

Each received Expression of Interest form will be reviewed by the Nominating Committee. Priority for nominations of Board members will be determined by the Nominating Committee, targeting specific areas of expertise or stakeholder representation, according to the current and future needs for Board membership.

Desired representation on the Board includes experience in the areas of business/finance, legal/governance, education, health, past client/family, government/policy, public communications. Representation reflecting the full diversity of Nova Scotia, and of HSNS regional and community partners, is also desired. Priorities in recruiting for specific characteristics (cultural/community representation, specific skills needed by the Board) are identified and presented to the Board by the Nominating Committee.

The Nominating Committee Chair or designate is responsible for the initial contact with potential Board candidates, conducting follow-up interviews of potential candidates using the *Board Recruiting Interview* form, and conducting reference checks (using the *Reference Check* form) on candidates selected by the Nominating Committee. The Nominating Committee will present nominees for election at the Board of Directors Annual meeting.

Following the Board's decision on the prospective new board member, the Executive Assistant will send a letter to individuals who have submitted an *Expression of Interest* to serve on the Board, advising them of the Board's decision and, if approved for Board membership, plans for orientation. All *Reference Check* forms are destroyed regardless of any decision of the Board.

The Nominating Committee will maintain and review the Board of Directors Membership Roster and present this roster, along with its regular reporting of its activities, to the Board.

All Board members are required to sign a statement acknowledging their role and responsibilities, commitment to uphold the mission, values, and policies, legal duties, conflict of interest disclosure, and ethical code. Board members are required to participate in the Board orientation program before assuming their responsibilities.

Addendum

In order to maintain quorum and required Board functions as set out by its Bylaws and policies, the Board may elect to fill vacant Board positions or add members to fill recently vacated positions during the term of a Board and prior to the Annual General Meeting.

In such cases only candidates that have been vetted and approved by the Nominating Committee through its routine practices and procedures will be considered and approved by the Board as a whole. The timing of such additions will be at the discretion of the Board.

Orientation of new Board members will be the responsibility of the Board Executive and will need to fulfill the requirements of understanding their role and duties as members of the Board and appropriately introduce them to the role and scope of the organization.

Date approved: June 18, 2015
Date reviewed: February 3, 2026
Date revised: February 26, 2026

Board Policies

2.0 Governance Process Policy 2.4

Financial Oversight

Finance and Investment Committee

The Finance and Investment Committee of the HSNS Board of Directors oversees the Board's responsibilities relating to the financial affairs of HSNS and makes recommendations to the Board in connection with HSNS Board's investment policy, investment asset allocations, HSNS fundraising, and financial management and reporting activities. The Committee is comprised of a minimum of three Board Directors appointed by the Board, the Board Chair (ex officio position), the HSNS Director of Finance and Operations, and CEO. The HSNS CEO Executive Assistant provides administrative support to this committee.

Meetings: The Committee shall meet as often as it determines, in advance of every regular Board meeting and when requested by the Committee Chair or Board Chair. The Committee may request any employee of HSNS or HSNS's outside counsel to attend a meeting of the committee or to meet with any members of, or consultants to, the committee.

The committee shall maintain minutes for all its meetings and report any actions or meetings to the Board at the next Board meeting. Copies of the agenda and minutes are to be distributed to the Board.

The Committee, to the extent it deems necessary or appropriate, shall:

1. Advise the Board on all financial matters affecting HSNS, including all HSNS investment funds.
2. Receive and review the audited financial statements of HSNS prior to presentation to the Board.
3. Receive and review the HSNS Annual Budget before submission to the Board.
4. Make recommendations to the Board on financial and investment policies, the appointment of an external auditor, and selection of financial investment provider.
5. Approve investment performance benchmarks and target risk management exposures.
6. Review investment performance and compliance with investment guidelines.
7. Review and make recommendations to the Board on all capital-related issues.
8. Provide oversight and management on activity and performance related to charitable donations and fundraising.
9. Review and provide recommendations to the Board on proposals for the Innovations or Operational Designated Investment Funds.

10. Provide other financial information requested by the Board.

11. Assume such other duties as may be delegated by the Board.

Date approved: April 5, 2018

Date reviewed: May 11, 2023

Date revised: May 18, 2023

Board Policies

2.0 Governance Process Policy 2.5

Investment Funds

All recommendations pertaining to the management and access to Investment funds must be approved by the Board of Directors.

Investment Funds Management:

1. Oversight of Investment funds (Seamark and TD) are the responsibility of the Finance and Investment (FI) Committee of the Board.
2. Oversight of Disbursement of funds for the Dr. N. Barrie Coward Education Award and the George and Lenore Mencher Scholarship.
3. Funds are managed based on Board-approved investment policies for each of the funds.
4. Any suggested changes to these Investment policies will be reviewed/approved by the F&I Committee and recommended to the Board of Directors for their approval.

Submissions requesting spending allocations from Investment funds:

- Must be vetted for appropriateness and completeness of submission by Executive Council (EC) and put forward to the F&I Committee
- Must be reviewed by the F&I Committee for viability in terms of investment fund impacts. Submission and financial viability assessment sent to Board Executive.
- Board Executive reviews all documentation and makes recommendation to Board for approval of funding allocation or denial of request
- Board approves/denies request

Submission of proposals: → EC → F&I Committee → Board Exec → Full Board → copy of approval documentation sent to Director of Corporate Services/CFO

- A. Proposals for Emergency Fund (TD Investment):** The purpose of this fund is to serve as contingency to support Business Continuity, the maintenance of operations and patient/staff safety. Funding allocation requests for the Emergency fund are submitted to the Board Finance and Investment Committee by the HSNS Director of Corporate Services and CFO with approval of the CEO. Requests are submitted using the designated form “Emergency Fund: Investment Funding Request Form’.

The minimum threshold for the Emergency Fund is \$900,000. Funding requests in excess of the threshold may be considered by the board for funding proposals according to the guidelines/criteria as follows:

Funding Guidelines/Criteria:

- Min/max \$ amount (\$5k to \$50K)
- Sufficient information (SBAR+ form)
- One-time funding (no unbudgeted ongoing costs)
- Support strategic directions
- Must be related to unfunded capital equipment, endowment funds, and enhancing site comforts for clients.

B. Proposals for Innovations Fund (Seamark Investment):

The purpose of this fund is to honor donors' intent to support access to HSNS Services for Nova Scotians. This fund should support innovations/research in service delivery and quality improvement. It should also support the improvement/equity and safety of services to meet the needs of diverse NS Communities and maximize the organization's potential through strategic partnerships and other levels of government. Proposals for the Innovations Fund should be submitted by the Director of Corporate Services with CEO approval. Proposals should be submitted using the designated form "Innovations Fund Proposal Submission Form" (attachment). The Finance and Investment Committee will determine eligibility based on the following criteria:

Funding Guidelines/Criteria:

- Min/max \$ amount (\$5k to \$50K)
- Sufficient information (SBAR+ form)
- Fixed term funding (1-3 years)
- Support strategic directions
- Must be related to Unfunded Capital Equipment, Project costs, Research and Innovation, Endowment funds, Enhancing Site comforts for clients.

Date approved: May 19, 2022
Date reviewed: February 3, 2026
Date revised: February 26, 2026

Emergency Fund: Investment Funding Request Form

Emergency Fund - TD Investments

The purpose of these funds are to serve as a contingency to support Business Continuity, the maintenance of operations and patient/staff safety.

Criteria/Funding Guidelines

Request Min/max \$ amount (\$5k to \$50K)

Sufficient information (include completed SBAR document)

One- time funding (no unbudgeted ongoing costs)

Support strategic directions

Must be related to Unfunded Capital Equipment, Endowment Funds, Enhancing Site comforts for clients.

Date of request:			Comments
Title of request:			
Person/Group requesting Funding:			
Contact email:			
Amount of funding requested \$			
When are funds required?			

Provide brief description of how funding will be used:

SBAR Document: Please complete and attach a completed SBAR document to further explain your funding request and how it meets the funding criteria and guidelines. Please be concise but ensure there is appropriate information to support the request.

Funding Request Vetting Form

Criteria/Funding Guidelines

Emergency Fund - TD Investment

Funds to serve as a contingency fund to support Business Continuity, the maintenance of operations and patient/staff safety.

Check all that apply	Comments		
Min/max \$ amount (\$5k to \$50K)			
Sufficient information (SBAR)			
One- time funding (no unbudgeted ongoing costs)			
Support strategic directions			
Must be related to Unfunded Capital Equipment			
Must be related to Endowment funds			
Must be related to Enhancing Site comforts for clients			
CEO/Executive Recommendations:		YES	NO
Does this funding request meet the criteria/guidelines ?			
The CEO/Executive support/recommend this request.			
Funding Amount			
Explanation if request is not supported:			

Date of Review/vetting:

CEO Signature

Financial Impact/Viability check - Finance and Investment Committee

		Date:	Amount	Comments
FUNDING REQUEST				
Current Fund Balance as of:				
Fund Balance if request approved			\$ -	

NOTE: Required Minimum Emergency Fund Balance = \$900,000

Risk Guide		Amount below \$900K
Insignificant		0
Minimal		up to \$10,000
Low		10,001 to 15,000
Low-medium		15,001 to 25,000
Medium		25,001 to 50,000
Medium - High		50,001 to 75,000
High		75,001 to 100,000
Extreme	X	>100,000

	Yes	No
The risk to the sustainability of this fund is at a reasonable level		
The F&I Committee recommends this request to the Board Executive Committee		

Date of Review/vetting:

F&I Committee Chair (Signature)	
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Innovation Fund: Investment Funding Request Form

Innovation Fund - Seamark Investment

The purpose of this fund is to honor donor's intent with regard to access to HSNS Services for Nova Scotians. This fund should support innovations/research in service delivery and quality improvement. It should also support the improvement/equity and safety of services to meet the needs of diverse NS Communities and maximize the organization's potential through strategic partnerships and other levels of government.

Criteria/Funding Guidelines

- Request Min/max \$ amount (\$5k to \$50K)
- Sufficient information (include completed SBAR document)
- Fixed term funding (1-3 years)
- Support strategic directions
- Must be related to Unfunded Capital Equipment, Project Costs, Research and Innovation, Endowment Funds, Enhancing Site comforts for clients.

Date of request:			Comments
Title of request:			
Person/Group requesting Funding:			
Contact email:			
Amount of funding requested \$			
When are funds required?			

Provide brief description of how funding will be used:

SBAR Document: Please complete and attach a completed SBAR document to further explain your funding request and how it meets the funding criteria and guidelines. Please be concise but ensure there is appropriate information to support the request.

Funding Request Vetting Form

Criteria/Funding Guidelines

Innovation Fund - TD Investments

Funds to serve as a contingency fund to support Business Continuity, the maintenance of operations and patient/staff safety.

Check all that apply	Comments		
Min/max \$ amount (\$5k to \$50K)			
Sufficient information (SBAR)			
One- time funding (no unbudgeted ongoing costs)			
Support strategic directions			
Must be related to Unfunded Capital Equipment			
Must be related to Project Costs			
Must be related to Research and Innovation			
Must be related to Endowment funds			
Must be related to Enhancing Site comforts for clients			
CEO/Executive Recommendations:		YES	NO
Does this funding request meet the criteria/guidelines ?			
The CEO/Executive support/recommend this request.			
Funding Amount			
Explanation if request is not supported:			

Date of Review/vetting:

CEO Signature



Financial Impact/Viability check - Finance and Investment Committee

		Date:	Amount	Comments
FUNDING REQUEST				
Current Fund Balance as of:				
Fund Balance if request approved			\$ -	

NOTE: Required Minimum Innovation Fund Balance = \$350,000 - \$400,000

Risk Guide		Amount below \$400K
Insignificant		0
Minimal		up to \$10,000
Low		10,001 to 15,000
Low-medium		15,001 to 25,000
Medium		25,001 to 50000
Medium - High		50,001 to 75000
High		75,001 to 100000
Extreme	X	>100,000

	Yes	No
The risk to the sustainability of this fund is at a reasonable level		
The F&I Committee recommends this request to the Board Executive Committee		

Date of Review/vetting:

F&I Committee Chair (Signature)	
---------------------------------	--

Board Policies

2.0 Governance Process Policy 2.6

Risk Oversight

Purpose

The HSNS Board is committed to ensuring the organization has an effective and integrated risk management program to identify, assess, manage, and report on key risks to the organization. This oversight is accomplished through the Board Policy and Governance Committee.

Policy

1. The HSNS Board will annually review the HSNS Integrated Risk Plan and the Digital Governance Plan. This plan describes the strategies for identifying, assessing, managing, and monitoring key risks to organizational objectives. The CEO and senior leadership will provide an annual report of the Integrated Risk Plan and identify for the Board HSNS risk areas with high probability and impact.
2. The HSNS Board, through its communication to the CEO and staff, values and supports a culture that fosters physical and psychological safety throughout the organization so that staff feel comfortable raising and escalating concerns.
3. The HSNS senior leadership team is responsible for operationalizing the organization's integrated risk management program.
4. The HSNS senior leadership team provides information to the Board regarding the controls and mitigation strategies which have been identified to manage the top risks facing the organization, through the HSNS Risk Plan.
5. The CEO ensures that necessary resources are available to assist those accountable and responsible for managing risk.

Oversight

The HSNS CEO will be responsible for oversight of the HSNS Risk Plan.

Reporting

The CEO will report on new or emerging risks to HSNS in the regular CEO Reports to the Board. The activity on the HSNS Risk Plan will be presented in the Integrated Quality Scorecard reports at the regular meetings of the Board for review and discussion. The HSNS Risk Plan will be presented annually to the Board.

Definitions

- Risk – the possibility of loss or harm; described in terms of likelihood of occurrence the associated impact should it occur. The terms of risk and hazard are not interchangeable: a hazard is a source of potential damage or harm (e.g., water on the floor), while a risk is the potential that harm will occur if exposure to the hazard occurs (e.g., visitor fall).
- Strategic Risks – risks that pose major threats to achieving the organization’s vision and strategic objectives particularly related to patient care and human resources; could also include risks related to finances, leadership, information management, facilities, regulations, external relations, teaching, and research.
- Integrated Risk Management – a continuous, proactive, systematic approach to identifying, assessing, prioritizing, acting on, and reporting strategic risks from an organizational-wide, aggregate perspective.
- Risk Register – a report providing a high-level summary of the strategic risks to the organization and including information related to risk owner, risk ratings, and key controls.
- Digital Governance – is the part of corporate governance that addresses how HSNS complies with privacy law, secure data, information management and information technology strategy, and related risk management strategies.

Date approved: June 3, 2020
Date reviewed: March 4, 2025
Date revised: March 20, 2025

Board Policies

2.0 Governance Process

Policy 2.7

Financial Conduct of the Board of Directors

Hearing and Speech Nova Scotia recognizes that hospitality-related expenses are, at times, necessary and legitimate expenses. Approval of hospitality expenses will be done in an accountable, economical, and consistent manner so as to reflect the prudent stewardship of public funds.

For the purposes of this policy, hospitality refers to ***non-operating expenses which may include (but are not limited to) meals, beverages, accommodation, entertainment, and gifts*** that are incurred while hosting individuals who are not employees of HSNS (e.g., volunteers, students, partners, non-staff, and Board Members).

Eligible hospitality expenses support the advancement of HSNS's Mission, for reasons of diplomacy, partnership, protocol, program development, promotional advocacy, or recruitment.

Policy Statements:

1. This policy provides direction and guidance to HSNS Board and CEO with respect to hospitality expenses that are deemed appropriate and necessary.
2. Hospitality expenses are permissible under the following circumstances:
 - 2.1. Hosting key partners individually in groups
 - 2.2. Engaging in official HSNS business with external representatives from government; business, industry or labour leaders, donors, or other community leaders
 - 2.3. Honoring external guests at recognition events
 - 2.4. Attending official functions, as approved by the Board Chair
 - 2.5. They are within the bounds of good taste, moderation, and legal requirements
 - 2.6. They are within reasonable limits of discretion
 - 2.7. This policy ***does not apply to approved operating expenses*** for internal events such as:
 - 2.7.1. long service awards
 - 2.7.2. staff appreciation
 - 2.7.3. staff meetings and consultations
 - 2.7.4. travel and continuing education
 - 2.7.5. professional development sessions
 - 2.7.6. retirement ceremonies
 - 2.7.7. board meetings
3. HSNS Board and CEO will act responsibly in the use of public funds.

Guiding Principles and Values:

1. This policy applies to all expenses approved pursuant to this policy. When CEO/HSNS Board acts as an official host, the occasion is to serve a clear organizational business purpose and conflict of interest applies wherever expenses are approved pursuant to this policy.
2. Authorized individuals to exercise prudent judgment in reviewing proposed hospitality expenditures for meals and refreshments based on their reasonableness, eligibility, and benefit to HSNS. In addition, such expenditures should be cost effective and in accordance with the best use of public funds of HSNS.
3. While the standard for hospitality is the provision of non-alcoholic beverages, the provision of alcohol in the context of hospitality for reasons of diplomacy, protocol, partnership or business development, promotional advocacy, or board recruitment, networking which may lead to philanthropic donations back to the organization, is deemed an acceptable expense in limited circumstances.
4. Any request for approval to serve or cover alcohol costs at a hospitality event must have prior approval by the Board Chair.
5. Token gifts to individuals outside of HSNS of a value typically not to exceed \$100 may be deemed appropriate. Recipients may be given the option of a donation of the same value to their chosen charity in lieu of other token gift. Any giving of gifts requires prior approval by the CEO or Board Chair.

Procedure

1. CEO/Board member obtains prior authorization from the Board Chair and Director of Finance and Operations for eligible hospitality expenses by preparing a purchase requisition form with the following detail:
 - 1.1. Rationale/purpose of the request
 - 1.2. Estimated itemized costs (including gratuities and supplementary expenses if applicable)
 - 1.3. Account to be expensed (may be identified by Director of Finance)
2. The CEO/Board member submits approved Hospitality expenses for reimbursement or payment on the Board expense claim form to Board Chair.
3. The CEO/Board member includes a copy of the signed purchase requisition form with the expense claim form for reimbursement.
4. The CEO/Board member provides the details outlined above in the expense claim form when prior approval using the purchase requisition form was not possible.
 - 4.1. The CEO/Board member includes rationale outlining the reasons prior approval was not possible such as short notice/unavailability of approver.
 - 4.2. In the absence of such circumstances noted above, expenses incurred without prior approval are not reimbursable pursuant to this policy.
5. The CEO/Board member provides itemized receipts in the claim for reimbursement.

- 5.1. No credit card statement or Interact slips are permissible as receipts, unless approved by Board Chair.

Roles & Responsibilities:

1. CEO/Board Chair:
 - 1.1. Ensure compliance with the requirements established by this policy with respect to hospitality expenses
 - 1.2. Communicate this policy as necessary
 - 1.3. Approve eligible requests and claims for hospitality-related expenses
 - 1.4. Ensure consistent application and review of this policy
 - 1.5. Board Chair should consider whether the request is:
 - 1.5.1. Able to stand up to scrutiny by auditors and members of the public
 - 1.5.2. Properly explained and documented
 - 1.5.3. Fair and equitable
 - 1.5.4. Reasonable
 - 1.5.5. Appropriate
2. CEO/Board members/Director of Finance:
 - 2.1. Act in accordance with this policy
 - 2.2. Conflict of Interest applies wherever expenses are approved pursuant to this policy
3. Director of Finance:
 - 3.1. Approves hospitality expenses incurred by the Board Chair
 - 3.2. Provides advice and assistance regarding the application of this policy
 - 3.3. Monitors and reviews hospitality expenses to Finance and Investment Committee
 - 3.4. Processes hospitality-related expense claims
 - 3.5. Monitors the effectiveness and consistent application of this policy including coordinating periodic reviews of hospitality expenses to ensure compliance with this policy by CEO and Board members

Appendix A: Definitions

Hospitality	<p>Non-budgeted, non-operating expenses incurred while hosting individuals who are not employees of HSNS to advance the organization’s Mission and Vision for reasons of:</p> <ul style="list-style-type: none">• Protocol• Business development• Promotional advocacy• Recruitment.• Includes receptions, ceremonies, conferences, performances, or other group events. <p>Allowable expenses may include meals, beverages, room rentals, entertainment, gifts, or other approved items.</p>
Note	The expenses are not connected to employee travel
Hospitality Event	Events which host individuals who are not employees of (HSNS) to advance the organization’s Mission and for reasons of diplomacy, protocol, business development, promotional advocacy, or recruitment.
Authorized Authority	Board Chair and Director of Finance and Operations
Employee	A person working at HSNS whose salary and compensation are provided by HSNS.
Date approved:	September 13, 2019
Date reviewed:	November 4, 2024
Date revised:	November 21, 2024

Board Policies

2.0 Governance Process

Policy 2.8

Member Expenses and Meeting Support

1. All board members may claim the following expenses to attend approved “in-person” HSNS Board activities:
 - a) Mileage at standard provincial government approved rate (standard distance from Board member’s location to Park Lane site is available on request)
 - b) Parking, tolls, or taxi (with receipts); valet parking is not covered
 - c) Meals that are not provided during meetings (refer to “per diem” for allocations on the standard HSNS expense form)
 - d) Miscellaneous costs: hotel internet charges, long-distance phone calls to home residence. Include these on the HSNS expense form.
 - The Board Member Expense Form should be submitted to the CEO Executive Assistant within one month of incurring the expenses.
 - A VOID cheque should be sent to the CEO Executive Assistant for direct deposit.
2. Hotel accommodations are provided **for the night of an “in-person” Board meeting for board members travelling more than 1 hour between their home/work site to the Board meeting site.** All hotel reservations are made by the CEO Executive Assistant.
 - The CEO Executive Assistant should be informed 2 weeks prior to each board meeting/activity if a hotel room is required.
3. In-person Board meetings that are scheduled over the lunch hour (12:00-1:00 pm) or dinner hour (5:00-6:00 pm) will be supported with the provision of a meal.
4. The Board Chair may approve additional expenses under exceptional circumstances.
5. Participation at board meetings/activities through phone conferencing (and distance technology when available) is encouraged for all meetings hosted from the HSNS Provincial Centre (Park Lane, Halifax). If a member chooses to attend the planned ‘in-person’ meeting by distance technology, the CEO Executive Assistant should be advised with one half-day notice to allow for sufficient time to set up the teleconference and send any supporting documentation for the meeting. Board meetings that are held at locations other than the HSNS Provincial Center cannot be supported by virtual technology.

Date approved: November 3, 2022
Date reviewed: November 4, 2024
Date revised: November 21, 2024

Board Policies

2.0 Governance Process Policy 2.9

Board Position Descriptions

The Board will review each of the Board Officers’ Roles and Responsibilities at a minimum of every two years and as requested by motion of the Board. The Policy and Governance Review Committee will initiate the review, recommend amendments as necessary, and present the Board Position Statements to the Board as part of their regular review of Board policies and bylaws.

Procedures

The roles and responsibilities of the following elected Board positions will be reviewed and approved by the Board at a regular Board meeting:

- Board Chair
- Board Vice Chair
- Board Co-Vice Chair (as recommended by the Board Executive)
- Board Secretary-Treasurer

The Board Policy and Governance Review Committee will initiate the review and present these, along with any recommended amendment(s) to the Board for approval at a regular Board meeting.

Once approved by the Board, the roles and responsibilities of each of these positions will be presented as “Position Descriptions” in Aprio, under Resources, and on the HSNS website.

Date approved: March 10, 2022
Date reviewed: September 11, 2025
Date revised: September 25, 2025

Board Policies

2.0 Governance Process

Policy 2.10

Roles and Responsibilities of the Board of Directors

The Volunteer Board represents the public and seeks to be reflective of the diverse communities that we serve. The Board provides excellent oversight to ensure appropriate organizational performance and accountability.

The Board is responsible for:

- Establishing and supporting HSNS strategic direction and priorities
- Overseeing organization's health and safety and environmental stewardship
- Overseeing organization's performance and management of resources
- Overseeing organizational risk management, including digital governance
- Ensuring Board effectiveness and accountability
- Abiding by all applicable laws and regulations

The Board governs by fulfilling the following roles:

Policy Formulation

Establish and review regularly board policies to provide guidance to those empowered with the responsibility to lead and manage the operations of Hearing and Speech Nova Scotia (HSNS) through the CEO.

Decision Making

On matters that specifically require Board approval, use the HSNS Governance Decision Matrix to choose from alternatives that are informed by stakeholder input, and which are consistent with HSNS Memorandum of Association, Board bylaws and policies, organization's legal obligations, HSNS mission, HSNS values, HSNS ethics framework and ethics tool, HSNS commitment to patient-centred care, HSNS financial viability, and strategic priorities that advance HSNS goals.

Oversight and Monitoring of HSNS Activities and Outcomes

Ensures optimal performance through oversight and monitoring of:

- organizational sustainability
- performance
- outcomes

- risk management, including digital governance
- business continuity
- quality and quality improvement
- patient and staff safety
- environmental stewardship
- talent management
- stakeholder engagement
- fiscal management
- adherence to legal, regulatory, and contractual requirements

Accountability and Transparency

The Board periodically reviews its roles, responsibilities, accountability, and performance. The Board reports on its activities to HSNS stakeholders and the general public, utilizing the HSNS Communications and Engagement Plan.

Board Member Responsibilities

All Board members are expected to uphold the HSNS values, Board Code of Conduct, and comply with Board policies and procedures. Board members are committed to upholding the HSNS principles of equity, diversity, inclusion, reconciliation and accessibility during all its activities. In addition to the responsibilities described above and in the Bylaws and Memorandum of Association, Directors are responsible for preparing for and attending every regular Board meeting, participating in Board orientation, education and evaluation activities, supporting board member onboarding and sustainability, proactively addressing potential, actual, or perceived conflict of interest, participating in Board Quality Improvement activities, promoting HSNS at the direction of the Board Executive, participating in at least one Board committee or project during their board term, and/or represent the Board in a HSNS organization project.

Individual roles and responsibilities of the Directors are outlined in the HSNS Board Member Commitment form and Board policies. Directors will acknowledge their individual responsibilities and disclose any potential conflict of interest. (See the “HSNS Board Member Commitment Form”). The HSNS Board Member Commitment Form is signed on an annual basis.

Date approved: September 23, 2004
Date reviewed: February 3, 2026
Date revised: February 26, 2026

Board Policies

2.0 Governance Process Policy 2.11

Code of Conduct

Consistent with its values of Integrity, Safety, Inclusion and Collaboration, the Board strives to promote and ensure a collegial and productive working environment for its members. Members of the Board are expected to act respectfully, fairly and ethically toward each other, and the employees of Hearing and Speech Nova Scotia, in the performance of their duties and responsibilities. In order to maintain a healthy working environment, a Code of Conduct has been established as a guide to expectations and behaviours.

General Expectations

Board members are to attend all meetings and:

- Be prepared for meetings
- Attend education sessions
- Abide by and support majority decisions
- Recognize the Chair as the Board spokesperson
- Abide by Board policies
- Adhere to Board discussions in a confidential manner
- Will not accept gifts from or gratuities for special interest groups
- Must remove themselves from discussions on decision-making in which there could be or appear to be any conflict
- Ensure that personal information regarding clients, physicians, staff, or job applicants is treated in the strictest confidence.
- Be respectful and supportive of Board members, staff, clients, and stakeholders
- Respect the Board Chair and Board Executive decisions regarding any violation of any Board Policy by a board member.

Ethics

The Board will use the HSNS Ethics Framework and HSNS Ethics Tool for guidance in addressing ethical issues and decisions. The Board may access the HSNS Ethics Decision-Support resources and external expertise as needed.

Conflict of Interest

At all times, Board members are expected to vote what they believe to be in the best interests of Nova Scotians.

A Board member shall declare any conflict of interest or potential conflict of interest before the Board in accordance with their agreed upon duties, obligations and commitments set out in the “Board Member Commitment Form” (in Aprio, under Resources).

Board members shall avoid situations where their personal/professional interests, financial or otherwise, conflict or appear to conflict with, those of the Board or its operations. Board members will declare any potential conflict of interest at the beginning of each board meeting and at any time in which a potential conflict of interest may arise.

Where a conflict of interest is specific, and where it can be dealt with by the member removing themselves from the discussion and/or decision-making situation, this shall be deemed appropriate provided the member declares the conflict in advance and the withdrawal is recorded in the minutes of the meeting.

Directors disclose any potential conflict of interest by signing the “HSNS Board Member Commitment Form”, in Aprio, under Resources and by disclosing potential conflict during Board meetings.

Directors may consider potential conflict of interest during any discussions using the HSNS Ethics framework and Ethics Tool in Aprio, under Resources.

The Board may employ the HSNS Ethics Framework and HSNS Ethics Tool when potential conflicts of interest are identified, discussed, and resolved at meetings of the Board.

Principles of Equity Diversity, Inclusion, and Anti-Racism

The Board strives to apply the HSNS principles of equity, diversity, inclusion, reconciliation, and accessibility in all its activities including board recruitment, meetings, policy and procedures, and communications. It is committed to ensuring optimal participation of all its members, and that its decisions are informed by HSNS stakeholders. It strives to identify and eliminate systemic racism, including Indigenous specific racism, arising from Board activity.

Confidentiality

Each member shall respect and protect the proprietary and confidential information in any form entrusted to the Board and its members.

Procedures regarding alleged breaches of Code of Conduct

Concerns regarding the conduct of a Board member are communicated in confidence to a member of the Board Executive. The HSNS Internal Complaint procedure (through use of [Clearview Connects](#)) may be used to facilitate investigation and resolution. The appropriate reporting procedure and follow-up will be identified by the Chair or designate. Failure to

comply with Board policy will be addressed by the Board Chair in confidence with the Board member. Noncompliance with board policy and code of conduct may result in a recommendation to the Board Executive to remove the Board member.

Date approved: September 23, 2004

Date reviewed: February 3, 2026

Date revised: February 26, 2026

Board Policies

2.0 Governance Process

Policy 2.12

Governing Style

The Board commits itself and its members to respectful, ethical, professional, and lawful conduct, including proper use of authority and appropriate and respectful decorum when acting as Board members.

Accordingly, members must represent loyalty to the interests of the community served by Hearing and Speech Nova Scotia within the context of the provincial healthcare system. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. Members should disclose to the Chair any perceived potential conflicts in loyalty. This accountability also supersedes the personal interest of any Board member acting as a consumer of the organization's services. Members recognize that they may be asked to remove themselves from the Board upon the request of the Board Executive in the event of Board Policy noncompliance.

The Board will govern with an emphasis on:

- a) HSNS vision, mission, and values
 - b) Strategic leadership
 - c) Outward vision
 - d) Oversight of HSNS performance and accountability
 - e) Encouraging equitable participation and diverse viewpoints
 - f) Transparency of its activities to stakeholders
 - g) Ensuring that the CEO role is clearly defined
 - h) Collective decisions
 - i) Proactive ideas
- The Board values group responsibility and member participation
 - The Board values principles of equity, diversity, inclusion, reconciliation, and accessibility
 - The Board will focus on long-term impact on hearing and speech problems in Nova Scotia
 - The Board will use the HSNS Ethics Framework, Ethics Tool, and evidence-based criteria (e.g., Decision Matrix) to guide its decisions
 - The Board will use Robert's Rules of Order to govern action
 - The Board will provide orientation for new Board members
 - The Board will continually monitor its policies and bylaws and make revisions as necessary

- The Board Chair approves meeting agendas
- The Board Chair or designate holds the ultimate responsibility to investigate and respond to any incident of policy noncompliance.

Date approved: September 23, 2004

Date reviewed: February 3, 2026

Date revised: February 26, 2026

Board Policies

2.0 Governance Process Policy 2.13

Board Member Education

The Board will plan and invest in the regular provision of education activity and information resources on such topics as skills in good governance and increased understanding of the Centres. Board members are expected to participate in Board educational activities and dedicate personal time to developing their individual capacity for meeting their responsibilities as a Board member. An orientation program is provided to each board member before assuming responsibilities on the Board, and the recorded material is accessible for every board member throughout the year. Every Board member is invited to recommend specific educational topics and provide feedback on the education sessions after each meeting using the Board Meeting Evaluation form. The Board Policy and Governance Committee provides oversight and recommendations to the annual Board Governance, Education, and Activity Workplan in collaboration with the CEO.

The Board Policy and Governance Committee provides education on principles of good governance, which is provided through presentations, ad hoc board discussion, and provision of resources (e.g., articles, webinars, in-house introductory presentations).

The HSNS senior leadership team will provide the Board orientation program and information sessions on a variety of topics including:

- HSNS services, staff, clients, community needs, partners, and facilities
- HSNS Quality of Care and Patient Safety Plan
- Risk assessment and mitigation planning
- Financial oversight, capital equipment planning
- HSNS information systems and cyber security
- Strategic plan(ning), and performance
- HSNS performance indicators
- Risk assessment, management, mitigation plan, and performance
- Talent Management
- Quality Improvement principles and initiatives
- client/patient centered care principles
- HSNS values, ethical framework, 'decision matrix'
- HSNS Equity, Diversity and Inclusivity Framework, action plan, and principles
- Cultural safety and systemic racism
- HSNS Engagement and Communication Plans

All regular board meeting agendas will include an educational component.

Date approved: September 23, 2004

Date reviewed: January 6, 2025

Date revised: January 16, 2025

Board Policies

2.0 Governance Process Policy 2.14

Board Evaluation

The Board of Directors regularly evaluates its performance and effectiveness for the purpose of determining direction for improvement. The Board evaluation processes include Board members' individual evaluation of their own effectiveness in meeting Board member responsibilities, Board members evaluating the effectiveness of their Board meetings, periodic evaluation of Board functioning, and regular evaluation of the Board Chair.

Procedures

Board Meeting Evaluation:

Board members are requested to complete the Board Meeting Evaluation Form following regular Board meetings. Results will be compiled by the Administrative Assistant and submitted to the Board Chair. Board suggestions regarding Board Education including guidance on governance practices will be presented to the Board Policy and Governance Committee.

Governance Functioning:

The Policy and Governance Committee Chair directs the administration, analysis, and reporting of the Accreditation Canada Board Governance Functioning Tool at least once every accreditation cycle. The results of the Governance Functioning Tool are discussed and recommendations for improvement are presented to the Board. The Policy and Governance Committee uses this information to develop the Board's Quality Improvement Governance Work Plan. Board feedback regarding board governance process and/or need for education or resources may be brought to the attention of the Board Policy and Governance Committee at any time.

Board Directors Self Evaluation:

All Directors are required to complete the Board of Directors Self Evaluation Tool during the first year of appointment to the Board and annually thereafter. The Self Evaluation should include suggestions for improving the Board members effectiveness in meeting their governance responsibilities. The evaluation results are confidential and intended to assist the Board member prepare for the Board Chair Touch Base Interview.

Board Chair Touch Base Interview:

The Board Chair (or designate from the Board Executive) will conduct individual interviews with each Board member within the first year following their appointment to the Board and annually thereafter. The Board Chair Touch Base Interview Questionnaire is used to guide the interview and identify supports and educational opportunities to support the Board members.

Board Chair Evaluation:

The Board Vice Chair is responsible for conducting the annual Board Chair Evaluation. The Board Chair Evaluation form is distributed to every board member for completion and submission to the Vice Chair, who then summarizes the feedback and suggestions for improvement with the Chair.

Date approved: October 20, 2016

Date reviewed: June 11, 2024

Date revised: June 20, 2024

Board Policies

2.0 Governance Process

Policy 2.15

Public Disclosure of Information

The HSNS Board of Directors is committed to transparency and accountability to the staff and public with respect to its structure and activities.

The HSNS website will be the communication platform for providing current information from the board.

The information provided by the Board includes:

- Board's role, responsibilities, and accountability
- Responsibilities of Board members
- Recruiting procedures including its Expression of Interest form for applicants
- Support for new Board members including orientation and mentorship
- Identification of current Board members and Patient Advisors
- Description of Board Executive and Patient Advisor positions
- Board committees' role and responsibilities
- Minutes of General Board meetings
- Board bylaws
- Board evaluation procedures for the members, Board Chair, and CEO
- Roles and Responsibilities of the CEO
- Strategic Plan and report on progress
- Annual Report describing performance in Quality of Care and Quality Improvement
- Report on HSNS Talent Management Plan
- Annual Financial Report (audited)
- Public Sector Compensation Disclosure

Date approved: April 17, 2025

Date reviewed: April 15, 2025

Date revised:

Board Policies

3.0 Board/CEO Relationship Policy 3.1

CEO's Role

The CEO is accountable to the Board acting as a body. The Board will instruct the CEO according to the CEO employment contract and written policies. The Board will delegate the implementation of directives to the CEO. All Board authority related to HSNS operations or staff is delegated through the CEO.

Date approved: September 23, 2004
Date reviewed: September 12, 2024
Date revised: October 17, 2024

Board Policies

3.0 Board/CEO Relationship Policy 3.2

Duties of the Board to the CEO

The CEO will have a contract of employment with the Board. The Board Executive Committee ensures periodic review of the contract of employment and compensation and benefits for the CEO within the terms and conditions of the contract.

The Board Executive Committee will ensure completion of an annual performance appraisal of the CEO, related to the roles and responsibilities outlined in the CEO Position Description, performance on quality of patient quality of care and safety objectives, and other CEO performance objectives. The appraisal includes review of input from the organization's leaders.

The Board Executive Committee will review no less than once every three years, the CEO emergency and long-term succession plans and the CEO Position Description with the CEO.

The Board Executive will report to the Board annually in September, the results of the CEO performance review and compensation review.

Date approved: September 23, 2004

Date reviewed: January 6, 2025

Date revised: January 16, 2025

Appendices

- CEO Performance Review Procedures
- CEO Succession Plan template
- Leadership Role Performance Review form
- Leadership Role Self-Reflection
- Leadership Role Peer Feedback form

Appendix

CEO Performance Review Procedures

The Board Chair is responsible for the annual completion of a formal CEO performance evaluation and identifying performance goals, generally in June before the Board Annual Meeting. The CEO Executive Assistant assists the Board Chair with the administering the CEO Evaluation procedures.

The CEO Performance Review is based on a “360” approach with information gathered from individuals familiar with the CEO’s work, representing the perspectives of the Board, Staff Executive, Management, Administration, Board Chair observations, as well as the CEO’s personal reflection on their performance, using standard formats. Areas for evaluation include:

- demonstration of HSNS values
- meeting expectations for identified dimensions of the position
- assessment of personal professional development (LEADS competencies)
- progress on performance goals specific to improving patient safety and quality of care identified for the previous year
- a summary of strengths and areas for improvement.

Performance goals and professional development goals for the upcoming year are identified.

Procedures for completing the CEO Performance evaluation are as follows:

1. Chair identifies individuals who will participate in the CEO Performance Review and the timeline for completion.
2. The Executive Assistant (EA) distributes the designated “Peer Review Form” to the identified individuals to complete and return to the EA within the required timeframe. After the last day for submission, the EA forwards all submitted Peer Review Forms to the Board Chair.
3. Concurrently to the Peer Review, the CEO completes their self-reflection, using the designated Template Performance Review Form- Leadership Template and submits this form to the Chair within the same timeframe as the Peers.
4. The Chair reviews the Peer submissions and the CEO self-reflection and completes their review of the CEO using the Performance Review Form – Leadership Template.
5. The completed CEO Performance Evaluation is reviewed by the Chair with the CEO. Performance objectives and a leadership development plan for the upcoming year are identified at that time. Following this discussion, the completed CEO Performance Review is signed by the Chair and CEO and then filed with confidential HSNS HR files; copies are provided to the Chair and CEO. Peer review and other confidential supporting documents are shredded.

6. The CEO Succession Plan, CEO position description, and CEO compensation, and CEO career objectives are reviewed during the performance review meeting and actions are identified using the CEO Succession Plan Template.
7. The Board Chair reports to the Board the completion of the CEO Performance Review and provides the Board with a summary of performance and recommendations.

CEO Succession Plan: Annual Review:

Item	Accept	Required Action
CEO position description is current		
CEO compensation review is current		
Required CEO skills and credentials are identified		
NSHSC Strategic and Operational Plans are current		
Required notice for planned resignation/retirement is confirmed		
Discussion of CEO career plans is current		
NSHSC Talent Management Plan indicates Leadership Development for directors and managers		
Leadership Development Plans and performance reviews for NSHSC directors are current		
Emergency CEO Succession Policy is current and implemented		
Conclusions and Recommendations		Report to Board Executive at the next meeting on _____.

Chair of NSHSC Board of Directors

Date

CEO

Date



Performance Review Leadership Role

Section 1: Employee Information

Employee Name:	Role:	Probationary?
Reviewer Name:	Reviewer Title:	Review Date:

Section 2: HSNS Mission, Vision, Values and Ethical Framework

Mission: *To improve the lives of Nova Scotians by delivering quality audiology and speech-language pathology services.*
Vision: *Every person deserves a voice. Every voice deserves to be heard.*

A. Describe activities and/or accomplishments demonstrating the employee’s commitment to HSNS Mission, Vision, and Values B. Rate as meets expectations or below expectations	Meets Expectations or Below Expectations
Client Centered:	
Leadership:	
Accessible:	
Supportive:	
Safety:	
Integrity:	
Collaborative:	

Section 3: Dimensions of the Job

Rating Scale: [1] Does not meet expectations [2] Meets expectations N/A – not observed	Rating
Delivering solutions: Demonstration of creativity, innovation, problem-solving skills aimed at improving patient and family experiences, directly or indirectly, to establish a culture of compassion, caring, safety, and collaboration.	
Impact: Demonstration of taking accountability, effective decision making, developing working relationships, and influencing actions required to achieve results.	
Project/Program management: Develops and implements project/program plans, strategies and methods for accomplishing objectives, and puts measures in place to assess results.	
Fiscal management: Managing finances in accordance with budgets, incorporating expense controls, and providing informed analyses.	



Performance Review Leadership Role

People resource management: Coaching employees to optimize performance; determining training and development needs; setting performance standards for work assigned.	
COMMENTS Please elaborate on any areas above rated as “1” and areas that may exceed expectations.	

Section 4: LEADS in a Caring Environment Competencies

Rating Scale [1] Does not meet expectations [2] Meets expectations N/A – not observed	Rating
Lead self: Demonstration of self-awareness, personal development, responsibility for own performance, and modeling HSNS desired qualities.	
Engage others: Demonstration of supporting others, effective communications, creating engaging environments and facilitating environments of collaboration and cooperation.	
Achieve results: Demonstration of setting direction, taking action, integrating with Strategic Plan, organizational priorities, and measuring and evaluating outcomes.	
Develop coalitions: Demonstration of building partnerships and networks to create results, facilitating collaboration amongst diverse groups and navigating socio-political environments.	
Systems transformation: Demonstration of systems/critical thinking, creating a climate of continuous improvement and creativity and actively contributing to change processes.	
COMMENTS Please elaborate on any areas rated as “1”, areas that may exceed expectations, and provide suggestions that would support the employee’s success in their position.	

Section 5: Achieving Annual Objectives and Other Deliverables

Compare results achieved <i>in this review period</i> to established objectives and other deliverables that support team and organizational goals. Where applicable, discuss reasons why objectives and other deliverables were not met, identify what might have been done differently.	
	Director Rating
Assessment of results achieved in this review period (meets/below expectations):	
COMMENTS	

Section 6: Strengths/Achievements and Opportunities for Development



Performance Review Leadership Role

Strengths/Achievements: Summarize employee strengths and achievements

Leadership Development Interests & Recommendations:

Opportunities for Development: (where applicable, identify opportunity for performance development that will assist employee in their role.)

Section 7: Comments

Employee comments:

Section 8: Signatures

Employee Signature _____ Date _____

Director Signature _____ Date _____

Note: Email signed copy to HR Coordinator; HR Coordinator adds PDF to BambooHR personnel file and sends PDF copy to employee for their records.

Section 9: Setting Objectives

S-M-A-R-T Objectives in alignment with HSNS and department goals, the Director/CEO, in consultation with the employee, determines employee objectives for the next performance management period. Create a minimum of 1-2 SMART objectives for the year.

Specific	Measurable	Attainable	Relevant	Timely
To the point and behavioural in nature	Characteristics that will define successful achievement	Possible to attain. "Just out of reach, but not out of sight"	Truly worth taking on; it is of value	A clearly identified time element
Performance Objectives Clearly outline what you are trying to accomplish with your objective. Use action-oriented words. WHAT	Action Plan Focuses on the plan or strategy you will use to reach your goal; i.e. create a new process, solicit customer feedback, review new requirements. HOW		Measures of Success The measure of success is what you will use to track progress – what does success look like? Types of measurements: Quality; Quantity; Cost; and Timeliness; MEASURE/WHEN	

Attach employee self-reflection on next page



Section 1: Employee Information

Employee Name:	Role:	Probationary?

Section 2: HSNS Mission, Vision, Values and Ethical Framework

Mission: *To improve the lives of Nova Scotians by delivering quality audiology and speech-language pathology services.*

Vision: *Every person deserves a voice. Every voice deserves to be heard.*

A. Describe activities and/or accomplishments demonstrating employee’s commitment to HSNS Mission, Vision, and Values B. Rate as meeting expectations or below expectations	Meets Expectations or Below Expectations
Client Centered:	
Leadership:	
Accessible:	
Supportive:	
Safety:	
Integrity:	
Collaborative:	

Section 3: Dimensions of the Job

Rating Scale: [1] Does not meet expectations [2] Meets expectations N/A – not applicable	Rating
Expertise: Demonstration of the required level of knowledge, corporate understanding and organizational awareness required to perform the role and improve processes and services.	
Delivering solutions: Demonstration of creativity, innovation, problem-solving skills aimed at improving patient and family experiences, directly or indirectly, to establish a culture of compassion, caring, safety, and collaboration.	
Impact: Demonstration of taking accountability, effective decision making, developing working relationships, and influencing actions required to achieve results.	



Self-Reflection Leadership Role

Project/Program management: Develops and implements project/program plans, strategies and methods for accomplishing objectives, and puts measures in place to assess results.	
Fiscal management: Managing finances in accordance with budgets, incorporating expense controls, and providing informed analyses.	
People resource management: Coaching employees to optimize performance; determining training and development needs; setting performance standards for work assigned.	
COMMENTS: Please elaborate on any areas rated as “1” and areas that may exceed expectations	

Section 4: LEADS in a Caring Environment Competencies	
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Section 6: Strengths/Achievements and Opportunities for Development

Strengths/Achievements: (Summarize employee strengths and achievements):

Leadership Development Interests & Recommendations:

Opportunities for Development: (where applicable, identify opportunity for performance development that will assist employee in their role.)

Section 9: Setting Objectives

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CEO Succession Plan: Annual Review:

Item	Accept	Required Action
CEO position description is current		
CEO compensation review is current		
Required CEO skills and credentials are identified		
NSHSC Strategic and Operational Plans are current		
Required notice for planned resignation/retirement is confirmed		
Discussion of CEO career plans is current		
NSHSC Talent Management Plan indicates Leadership Development for directors and managers		
Leadership Development Plans and performance reviews for NSHSC directors are current		
Emergency CEO Succession Policy is current and implemented		
Conclusions and Recommendations		Report to Board Executive at the next meeting on _____.

Chair of NSHSC Board of Directors

Date

CEO

Date



Performance Review Leadership Role

Section 1: Employee Information

Employee Name:	Role:	Probationary?
Reviewer Name:	Reviewer Title:	Review Date:

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Performance Review Leadership Role

People resource management: Coaching employees to optimize performance; determining training and development needs; setting performance standards for work assigned.	
COMMENTS Please elaborate on any areas above rated as “1” and areas that may exceed expectations.	

Section 4: LEADS in a Caring Environment Competencies

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Self-Reflection Leadership Role

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Peer Feedback Form Leadership Role

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