

**POLICY NUMBER:** GP - 1  
**ISSUING AUTHORITY:** Board of Directors  
**Date:** Issued December 19, 2012  
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**SUBJECT:**

Governance Process

GLOBAL GOVERNANCE COMMITMENT

**POLICY:**

Governing with Integrity, Compassion, Excellence, Respect, and Innovation, and engaging in responsible governance practices grounded in people-centeredness, the Board of Directors of Southern Health–Santé Sud is committed to effective leadership using principles of policy governance as general guidelines.

The Board formally addresses its ethical obligations by means of policies that pertain to Governance and Accountability, Committee Principles, Code of Conduct, Confidentiality, Conflict of Interest, and Executive Limitations, among others.

The Board is committed to using the organization’s ethical framework, as attached, to critically determine the best course of action in times of ethical uncertainty.

Principles of Policy Governance<sup>1</sup>:

1. The trust in trusteeship:

Appointed by government to govern Southern Health–Santé Sud, the Board has both legal and moral trusteeship obligations:

- to the Minister(s) responsible for Health, who has the elected mandate from the people of Manitoba
- to govern on behalf of people in Southern Health–Santé Sud and the province of Manitoba.

2. The Board speaks with one voice or not at all:

The strength of the Board’s “speaking with one voice” arises from the diversity of viewpoints expressed by members prior to making a final decision. Engaging in ‘insightful/generative discussions’ debate among individual members at the table is respected and encouraged. While unanimity is not required, the Board’s group decision must be unambiguous, recorded and upheld by every member of the Board as if it had been their own decision. No one person or sub-group may make policy for the Board. No member has the authority to speak for the Board unless specifically authorized by the Board as a whole.

3. Board decisions are policy decisions:

The Board’s policies are the Board’s voice. The Board governs through policy because policy can encapsulate vision, perspectives and values in clear statements of enduring importance, readily transmittable to all and impacting every aspect of the organization’s work in an efficient manner.

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<sup>1</sup> Principles of Policy Governance: Adapted and Abridged from “Carver Guide Number One: Basic Principles of Policy Management” by Catherine Razo and Caroline Oliver for “The Policy Governance® Fieldbook”. Published by kind permission of Jossey-Bass Inc. Publishers. Reprinted here with permission and by Susan Rogers, ROGERS LEADERSHIP CONSULTING, 2 – 400 River Avenue, Winnipeg, Manitoba, R3L 0C5

4. The Board formulates policy by determining the broadest values before progressing to more narrow ones:  
This principle is essential both to making policy without loopholes and to the Board's ability to delegate. The Board starts with its broadest value then moves on to create more specific policies until, it comes to a point at which it is confident to delegate further interpretation to the CEO who acts in a manner that is consistent with "a reasonable interpretation" of the Board's policies.
5. The Board defines and delegates, rather than reacts and ratifies:  
The Board defines the results the organization is to produce (a Statement of Purpose and Strategic Priorities) and defines the acceptable boundaries within which it can delegate achievement of those results to the CEO (Executive Limitations). The Board, if it is truly governing, should not be simply reacting to and ratifying staff or committee ideas.
6. Mission, Vision, Statement of Purpose determination and Strategic Priorities are the pivotal duty of governance:  
The Board, on behalf of the legal and moral ownership, aligns its strategies with the government's mandate and provincial plan and priorities, direction and fiscal realities. There is no greater governance job than this and it cannot be delegated.
7. The Board's best oversight of staff is to limit, not prescribe:  
It is impossible for the Board to oversee all the detail in the day to day running of the organization. In focusing its attention to the large governance issues, it is more effective and ethical to tell the CEO what is to be achieved and then allow the CEO to use his/her expertise and experience to determine how best to get there, within the limits of the law, prudence and ethics as contained in Executive Limitations policies.
8. The Board explicitly designs its own products and processes:  
Since the Board's governance function is distinct from the CEO's staff management function, the Board states in policies on governance process how it will actually govern. All Board members should clearly understand why the Board exists, which is to define the future and demonstrate a strong competency in applying governance principles and effective oversight of the organization in a legal, ethical and prudent manner. The Board leads by example in ensuring there is a culture of people-centeredness, ongoing innovation and quality improvement in the organization.
9. The Board forms a linkage with management that is both safe and empowering:  
The Board exercises stewardship through effective direction and oversight of the organization through its CEO. The CEO is the Board's link with staff and the organization. No single relationship in the organization is as important as that between the Board and its CEO. The CEO's success is the Board's success. While maintaining the independence of its governance role, the Board has a positive, respectful and ethical working relationship with the CEO. There is an understanding of each other's roles enabling the CEO and staff to function responsibly and within the limits of accountability, fully aware of their limitations of authority.
10. The Board's performance is monitored rigorously:  
In its oversight role the Board focuses on its legal responsibilities as defined in the bylaws, Health System Governance and Accountability Act and other legislation pertinent to healthcare. As per the Annual Calendar and Workplan, the Board regularly and rigorously monitors compliance to its policies and strategies and does performance appraisals for the CEO as well as itself.