

 <p>Policies</p>	<p>Title: Board Administration</p> <p>Revision:</p> <p>Original Approval Date: February 12, 2025</p> <p>Approval Date: August 27, 2025</p> <p>Next Review Date: 2027</p>
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Purpose and Scope:

This Board Administration policy applies to the work of the Uxbridge Hospital Auxiliary Board of Directors.

Definitions:

N/A

Policy Statement(s):

The Uxbridge Hospital Auxiliary (UHA) is a registered Not-for-Profit Corporation in Ontario that operates in compliance with the Not-for-Profit Corporations Act (2010) and regulations included under the Act. As a Not-for-Profit Corporation, the UHA is required to comply with its Organizational By-laws in alignment with the Act. These By-laws set out:

- Policies to execute documents
- The composition of the Board of Directors
- The roles of the Directors and Officers of the Board
- UHA Membership
- Creation, composition and operation of Committees
- Financial administration requirements
- Meeting procedures and scheduling.

The UHA's Board Administration policy sets out the UHA's:

- Officer roles and responsibilities
- Committee structure

- Meeting procedures.

UHA Board and Officers

The Uxbridge Hospital Auxiliary is led by a Board of nine Directors. Typically, Board Directors serve for a three-year term, unless they are required to step down sooner for personal or other reasons.

The Directors vote to select Officers, including a Chairperson (Chair), Vice Chairperson (Vice Chair), Secretary and Treasurer, from their Board colleagues. Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- The Officer's successor being appointed
- The Officer's resignation; or
- Such Officer's death.

The Chairperson performs the following duties:

- Presides at Board meetings
- Establishes agendas for Board meetings
- Serves as the central point of communication with Management
- Leads the Board in monitoring and assessing the performance of Management
- Ensures the development and implementation of a Board work plan
- Serves as the Board's primary contact with the public
- Reports regularly to the Board on issues relevant to its governance responsibilities
- Sets a high standard for Board conduct and serves as a mentor for other Directors
- Ensures succession planning takes place for Management and the Board
- Serves as an ex-officio member of all Board committees
- Other duties required by law or determined by the Board.

The Vice Chair performs the following duties:

- Supports the Chair in maintaining a high standard for Board conduct and upholding policies and the By-laws
- Performs the duties of the Chair when requested by the Chair, or in the absence or inability of the Chair
- Serves as a mentor for other Directors
- Attends the regular meetings of the Uxbridge Hospital Foundation Board and reports back to the UHA Board of Directors
- Other duties as directed by the Board.

The Secretary performs the following duties:

- Supports the Chair in maintaining a high standard for Board conduct and upholding policies and the By-laws with a particular emphasis on fiduciary responsibilities
- Maintains a listing of the names, addresses and contact information for Directors
- Ensures the proper recording and maintenance of minutes of all meetings of the Board and Committees
- Attends to correspondence on behalf of the Board
- Collaborates with the UHA's legal counsel to maintain custody of all minute books, documentation, documents, registers and the seal and ensure that all reports are prepared and filed as required by law or requested by the Board
- Serves as a mentor for other Directors
- Gives notice of all meetings of the Corporation and attends all meetings of the Corporation and Board. May attend Committee meetings, if requested
- Other duties as directed by the Board.

The Treasurer performs the following duties:

- Maintains a high standard for Board conduct and upholds policies and By-laws regarding Directors' conduct with a particular emphasis on fiduciary responsibilities
- Works with the UHA's bookkeeper to ensure the maintenance of full and accurate accounts of all assets, liabilities, receipts and disbursements of the UHA and deposit all monies, securities and other valuable effects in the name and to the credit of the UHA in a chartered bank or trust company
- Works with the UHA's bookkeeper to disburse UHA funds as may be directed by the proper authority and render an accounting of all transactions to the Chair and Board Directors at a meeting or whenever they may require it
- Serves as a mentor for other Directors
- Presents to the Members at the AGM as part of the annual report, the financial statements of the Corporation approved by the Board together with the report of the Auditor
- Other duties as directed by the Board.

Each UHA Officer (the Chairperson, Vice Chairperson, Secretary or Treasurer) may decide to appoint a Volunteer Delegate to assist them in performing their duties. The Volunteer Delegate is a UHA Volunteer who will perform the duties assigned by the respective Officer until there is a change of Officers. A Volunteer Delegate may be asked to continue their duties under the newly elected Officer.

UHA Standing Committees

The Uxbridge Hospital Auxiliary has established the following standing committees to support its operations:

- Communications
- Governance
- Run for the Diamond.

The Board of Directors may establish any additional Committees it determines are necessary for the execution of the Board's responsibilities.

Committees are chaired by a Board Director, but their membership may include Directors and volunteers.

UHA Fundraising Entities and Events

The UHA's **Chances Are** thrift store is a true recycling enterprise. Donated items are sorted, priced and displayed for sale. The store sells new and gently used adult and children's clothing, shoes, hats, purses and jewelry, household linens, small housewares, small furnishings, toys, games, puzzles and books. Proceeds are donated to the Uxbridge Hospital, via the Uxbridge Hospital Foundation.

The UHA's **Cottage Gift Shop**, located within the main Uxbridge Hospital building, sells women's clothing, purses, jewelry, hand-knit items and giftware. Proceeds are donated to the Uxbridge Hospital, via the Uxbridge Hospital Foundation.

The UHA's **Run for the Diamond** is an annual fundraiser that offers a 5 km. and 10 km. walk/run and a 1 km. Kids Dash through Uxbridge's rural roads and trails. Proceeds from the Run for the Diamond are donated to the Uxbridge Hospital, via the Uxbridge Hospital Foundation, to support the purchase of new medical equipment.

Procedures:

Board Meetings

The UHA Board of Directors meets monthly. Typically, Board meetings are held on the last Wednesday of the month. Board meetings may re-scheduled, or additional meetings scheduled, at the call of the Chairperson, or any two Directors, following consultation with the Board.

In advance of each Board meeting, the Chairperson prepares a meeting agenda in consultation with the Directors.

In office

The Secretary distributes meeting agendas and prepares minutes for all Board meetings.

The meeting minutes are reviewed and approved by the Directors and retained on file.

The quorum required to conduct a Board meeting is the majority of Directors in office.

Volunteer Information Meetings

Three times a year, the Board of Directors convenes a Volunteer Information Meeting and invites

all Uxbridge Hospital Auxiliary Volunteers and Directors to attend. The agenda for Volunteer Information Meetings typically includes:

- Uxbridge Hospital Foundation Report
- UHA Board Update/Report
- Chances Are Update
- Run For the Diamond Update
- Gift Shop Update.

Annual General Meeting

The UHA Board of Directors, who are also the Members of the Uxbridge Hospital Auxiliary (UHA) Not-for-Profit Corporation, participate in an Annual Meeting once per year. The business transacted at the Annual Meeting includes:

- Review of the agenda
- Review of the minutes of the previous Annual Meeting and subsequent special meetings
- Consideration of the financial statements
- Review of the report of the Auditor
- Appointment or re-appointment of the Auditor for the coming year
- Election of Directors
- Other business.

Reference(s): Not Applicable.

Related Documents:

Uxbridge Hospital Auxiliary Organizational By-laws

Responsibility:

Required Endorsements	Sponsor	Approval Authority
Board of Directors	Governance Committee	Board of Directors

Document History:

Type	Individual/Committee	Date	Outcome
Draft	Board of Directors	February 12, 2025	Approved
Revised	Board of Directors	August 27, 2025	Approved

Appendices:

Electing a New Board Chair and/or Officers

At the April Board meeting, the meeting floor is opened for Board members to nominate fellow Board members for the position of Chair, and/or other Officer positions. The individuals who have been nominated must accept the nomination for their names to stand for the Chair or Officer position. The floor remains open for nominations until no more nominations are made. When nominations have been completed, the nomination process is declared closed and those individuals who have agreed to let their names stand are now candidates for the Chair or Officer position. The election for Chair and Officers is usually a closed ballot system. Board members write the name of the candidate they are voting for on a piece of paper. The ballots are collected and tallied by a third. The candidate with the most votes becomes the Chair or Officer. The ballots are then disposed of in the Hospital's shredding system.