



**MANITOBA INSTITUTE  
FOR PATIENT SAFETY**

# **BOARD POLICIES**

**March 2020**

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## STRATEGIC PLAN

<b>Policy Title</b>	<b>POLICY NUMBER</b>
Vision, Mission, Values	SP – 1
	<b>DATE OF APPROVAL</b>
	January 14, 2005
<b>RESPONSIBLE AUTHORITY</b>	<b>REVISED ON:</b>
Board of Directors	May 2018
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### **Manitoba Institute for Patient Safety - Vision**

Safe healthcare is a priority.

### **Manitoba Institute for Patient Safety - Mission**

MIPS works with the public, healthcare providers and leaders to promote patient safety in Manitoba.

### **Manitoba Institute for Patient Safety - Values**

**Accountability:** Patient safety is the primary concern of the Manitoba Institute for Patient Safety and therefore all decisions must be evaluated in terms of their impact on patient safety.

**Collaboration, Partnership and Fiscal Stewardship:** The Manitoba Institute for Patient Safety will enter into partnerships with other organizations to promote patient safety.

**Integrity:** The Manitoba Institute for Patient Safety will conduct its activities based on its values, policies and bylaws, fostering a climate of respect, trust and transparency.

**Engagement & Consultation:** The Manitoba Institute for Patient Safety will ensure extensive involvement with volunteers, members and the public in its activities.

**Excellence:** The Manitoba Institute for Patient Safety and the board will continually strive for excellence.

## GOVERNANCE PROCESSES

<b>Policy Title</b>	<b>POLICY NUMBER</b>
Governance Framework	GP-1
	<b>DATE OF APPROVAL</b>
	January 14, 2005
<b>RESPONSIBLE AUTHORITY</b>	<b>REVISED ON:</b>
Board of Directors	November 2014
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**Organizational Status:** The Manitoba Institute for Patient Safety Inc. is incorporated under the Manitoba Corporations Act, dated May 21, 2004.

**Mandate:** The Manitoba Institute for Patient Safety (MIPS) promotes patient safety and quality health care for Manitobans. MIPS will promote, coordinate, facilitate and participate in/stimulate research activities and initiatives, monitor emerging issues, promote best practices, and raise awareness of patient safety and quality care issues.

**The board of directors:** Up to five of the directors are appointed by the Minister of Health, Government of Manitoba, and seven directors are elected from the membership of the Institute. The board has a chair appointed by the Minister of Health and a vice-chair elected from the board of directors.

**The executive director:** The executive director (ED) is appointed by the board and accountable to the board of directors for the operation of the Manitoba Institute for Patient Safety in accordance with the by-laws, rules, policies and directions of the board.

**Corporation Members:** Members of the Manitoba Institute for Patient Safety form a base from which the elected members of the board of directors are drawn. The members as a group will represent a broad, diverse range of expertise, experience, and views.

**Board Policy:** The board operates under a functional model of governance. Board policy will be used to articulate the strategic direction of the Manitoba Institute for Patient Safety, ED expectations, governance processes, and the board-ED relationship.

**Values:** The values developed by the board provide the framework within which the board, the executive director and staff are expected to function.

**Strategic Plan:** The board approved Strategic Plan and budget will set the strategic directions for the Institute. The board will establish strategic priorities, results to be achieved, and measures to be used, to assess performance. The board will contribute to identifying strategies to achieve the desired results and resources required to support the implementation of the strategies.

**Accountability:** The board is accountable to the public, government, member organizations and key stakeholders for the achievement of mandated responsibilities. Effective mechanisms will be in place to assess corporation performance and ensure accountability, including an annual report.

## GOVERNANCE PROCESSES

<b>Policy Title</b>	<b>POLICY NUMBER</b>
<b>Governing Style</b>	GP-2
	<b>DATE OF APPROVAL</b>
	January 14, 2005
<b>RESPONSIBLE AUTHORITY</b>	<b>REVISED ON:</b>
Board of Directors	November 2014
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The board will govern with a style that emphasizes an encouragement of diversity in viewpoints, strategic leadership, distinction of board and executive director, and collective decisions. The board will:

1. Operate in a way that is mindful of its obligations to be accountable to the public and to funders for competent, conscientious, and effective accomplishment of its obligations as a body. It will not allow any officer, individual or committee to usurp or hinder this commitment;
2. When choosing between two alternative courses of action, the board shall choose the one that is most congruent with the Vision, Mission and Values;
3. Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, policy-making principles, respect of roles, speaking publicly with one voice, and ensuring the continuity of governance capacity and succession;
4. In its continual redevelopment, include orientation of new members in the board's governance process and periodic board discussion of process management;
5. Focus primarily on intended long term impacts, not on the administrative or operational means of attaining those effects;
6. Be pro-active in initiating policy, not merely reactive;
7. Cultivate a sense of group responsibility, using expertise of individual members to enhance the knowledge and ability of the board as a body; and
8. Monitor and regularly discuss the board's process and performance.

## GOVERNANCE PROCESSES

Policy Title	POLICY NUMBER
Board Policies	GP – 3
	DATE OF APPROVAL
	January 14, 2005
RESPONSIBLE AUTHORITY	REVISED ON:
Board of Directors	November 2014
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Board policies will be used to articulate the strategic direction of the Institute, the expectations of the executive director, governance processes and the board-executive director relationship.

Policies will be organized into the following categories: Strategic Plan; Governance Processes; Executive Expectations; and Board-Executive Director Relationship.

**Strategic Plan** – outlines what the Manitoba Institute for Patient Safety hopes to achieve as articulated through the vision, mission and values.

**Governance Processes** – defines how the board organizes, manages and evaluates its operations, and how it relates to the public, funders, and key stakeholders.

**Executive Expectations** – defines the expectations to the way in which the executive director works to achieve the strategic direction of the board.

**Board-Executive Director Relationship** – defines the nature of the delegation of authority to the executive director, the evaluation of performance of the executive director, and how the executive director is held accountable for results.

Areas for policy development can be recommended to the board by the board directors, board committees, members of the Manitoba Institute for Patient Safety or the executive director. The board must approve all policies. All policies will have a specified time by which they must be reviewed to determine if they are current, still required, and compatible with legislation and by-laws of the corporation. At a minimum, policies will be reviewed every two years. The board remains aware of, and follows, all board policy. The board must approve changes to existing board policies. Policy is followed until changed.

## GOVERNANCE PROCESSES

<b>Policy Title</b>	<b>POLICY NUMBER</b>
<b>Board Chair Roles and Responsibilities</b>	GP – 4
	<b>DATE OF APPROVAL</b>
	January 14, 2005
<b>RESPONSIBLE AUTHORITY</b>	<b>REVISED ON:</b>
Board of Directors	November 2014
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The board chair is appointed by the Minister of Health and is primarily responsible for:

1. Providing visionary and strategic leadership to the board and executive director;
2. Maintaining strategic relationships and effective communications with relevant organizations and associations;
3. Contributing to the development of a cohesive board team that effectively capitalizes on the strengths, diversities and expertise of all directors;
4. Effectively managing the board’s activities, ensuring that the board fulfils its legal requirements, and its own by-laws;
5. Ensuring the work of the board is done efficiently and effectively;
6. Setting the agenda for board meetings in cooperation with the Executive Committee and executive director and planning the timing of the board meetings with the executive director;
7. Presiding at meetings of the board and meetings of the Executive Committee, ensuring that such meetings are conducted in accordance with the corporation by-laws, and is an ex-officio member of all other committees of the board;
8. Ensuring that the board is properly informed about the operations of the Corporation and has the information and opportunity necessary to come to decisions on matters within the purview of the board;
9. Acting as the primary liaison with the executive director;
10. Acting as the spokesperson for the board on board matters;
11. Act as a signing authority for the expense accounts of the executive director and directors; and, performing other duties as may be assigned by the board.



## GOVERNANCE PROCESSES

<b>Policy Title</b>	<b>POLICY NUMBER</b>
<b>Formation of Board Committees</b>	GP - 5
	<b>DATE OF APPROVAL</b>
	January 14, 2005
<b>RESPONSIBLE AUTHORITY</b>	<b>REVISED ON:</b>
Board of Directors	November 2014
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The board will establish the standing board committees in accordance with the by-laws. The board may also establish additional standing and adhoc committees to assist the board in fulfilling its governance role and working with the executive director in meeting the Manitoba Institute for Patient Safety's mandate.

Standing committees noted in bylaws shall conduct business as per the parameters of the bylaws. Ad Hoc and additional standing committees shall have terms of reference that outline the committee purpose, responsibilities, authority, composition, decision making, terms, meetings, reporting, evaluations and accountability. Terms of Reference will reflect the direction of the board, then be developed by the committee and approved by the board. Committee minutes are filed with the Institute and accessible to any board member. Minutes of the Executive Committee are distributed to the board.

Board committees do not speak for the board except when delegated the authority of the board to do so.

Board committees cannot exercise authority over staff.

The board will evaluate standing committees at least once every three years and ad-hoc committees when the task is completed. Board committees shall review their terms of reference at least once every two years.

## GOVERNANCE PROCESSES

Policy Title	POLICY NUMBER
Board Roles and Responsibilities	GP – 6
	DATE OF APPROVAL
	January 14, 2005
RESPONSIBLE AUTHORITY	REVISED ON:
Board of Directors	November 2016
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The board of the Manitoba Institute for Patient Safety (MIPS) is accountable to the public, the membership of the corporation and funders (including corporate donors) who provide funds for the operation of the corporation. The board will account to the corporation’s members, funders and the public through annual reports on the activities, outcomes, and finances of the corporation, annual audited financial statements, access to minutes of board meetings (except in-camera portions), receiving information from and consulting with key stakeholders and generally operating in an open and transparent manner.

Specifically, the board is responsible for:

1. Defining the mandate of the Manitoba Institute for Patient Safety;
2. Providing strategic leadership to and defining the strategic direction of MIPS;
3. Hiring the executive director, establishing policies and procedures for delegation of authority to the executive director, and supporting the executive director in meeting the mandate of MIPS;
4. Evaluating the performance of the executive director;
5. Developing governing policies that address:
  - **The Strategic Plan** – outlines what MIPS hopes to achieve as articulated through the vision, mission and values.
  - **Governance Processes** – defines how the board organizes, manages and evaluates its operations, and how it relates to the public, funders, and key stakeholders.
  - **Board - Executive Director Relationship:** defines the nature of the delegation of authority to the executive director, the evaluation of performance of the executive director, and how the executive director is held accountable for results.

- **Executive Expectations:** defines the expectations to the way in which the executive director works to achieve the strategic direction of the board.
6. Seeking and securing sufficient resources for the Corporation to finance its operations adequately;
  7. Developing guidelines within which management may negotiate pay and benefits agreements with staff;
  8. Ensuring that the Manitoba Institute for Patient Safety conducts its operations within the by-laws of MIPS and legal requirements;
  9. Approving the financial statements of the Corporation;
  10. Issuing a call for proposals for an independent auditor at least every five years; and
  11. Monitoring the Manitoba Institute for Patient Safety's performance with regard to its strategic directions and board policy.

## GOVERNANCE PROCESSES

<b>Policy Title</b>	<b>POLICY NUMBER</b>
<b>Board Member Code of Conduct</b>	GP - 7
	<b>DATE OF APPROVAL</b>
	January 14, 2005
<b>RESPONSIBLE AUTHORITY</b>	<b>REVISED ON:</b>
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In accordance with the Corporations Act, all directors, in exercising their powers and discharging their duties, shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

The directors of the Manitoba Institute for Patient Safety (MIPS) will conduct themselves in all circumstances in a manner that supports the objectives of MIPS and serves the overall best interest of MIPS.

Directors will treat one another and staff with respect, a willingness to fairly consider varying points of view, and will deal with one another openly.

Directors will respect the conflict of interest policy.

Individual directors who interact with the media, public or other entities will emphasize that they do not speak for the board unless specifically designated to do so by the board.

Directors will be familiar with the incorporating documents of the Manitoba Institute for Patient Safety, by-laws, regulations, policies and organizational structure of authority of MIPS.

Directors will take part in education which will assist them in carrying out board responsibilities.

Directors will be informed of the issues, options, alternatives and effects of the proposed decisions and will actively contribute to the efficient deliberations and decisions of the board.

Directors will ensure that the financial affairs of the corporation are conducted in a responsible and transparent manner.

Directors will respect confidentiality of information as per the by-laws, and as required by law.

Attendance at board meetings will be compiled and reviewed on an annual basis and a report made to the board by the chair.

To ensure the effectiveness of the board, directors will attend board meetings on a regular basis. Directors will attend at minimum 66% of the board meetings annually, and will not have more than two unexplained absences (i.e. no regrets by phone or email received by the office of the Manitoba Institute for Patient Safety). Quarterly stipends may be withheld if directors do not meet these attendance requirements. Attendance at board committee meetings will be taken into consideration when reviewing board meeting attendance reports.

## GOVERNANCE PROCESSES

<b>Policy Title</b>	<b>POLICY NUMBER</b>
<b>Board Member Conflict of Interest</b>	GP – 8
	<b>DATE OF APPROVAL</b>
	November 1, 2005
<b>RESPONSIBLE AUTHORITY</b>	<b>REVISED ON:</b>
Board of Directors	January 5, 2012
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Directors of the Manitoba Institute for Patient Safety are expected to maintain high standards of integrity, impartiality, and ethical conduct. Directors must be vigilant to prevent any actual or perceived misconduct, predisposition or conflict of interest.

The *Manitoba Health Service Agreement* requires disclosure of interest in a situation which results or appears to result in an interference with the objective exercise of directors' duties.

### Definition

A conflict of interest is any situation in which a board member has an employment, business or personal interest which results or appears to result in:

- (a) an improper material interest or an advantage by virtue of the person's position; or
- (b) an interference with the objective exercise of the person's duties in respect of the Institute.

A material interest includes any matter or situation where a board member has a direct or indirect financial or other interest beyond the interest of an ordinary citizen.

### Requirements for Disclosure

Directors are responsible for disclosure of any situation or matter where they have an actual or perceived conflict of interest or the potential for a conflict of interest.

Conflict of interest declarations should be filed annually at a minimum or updated immediately where:

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1. An actual, potential or perceived conflict situation arises where none existed previously.
2. Change occurs which alters the nature or degree of the conflict, subsequent to a declaration being made.

Where a conflict of interest has been found to exist, the board member will be required to take steps to avoid the conflict of interest. As well, where a perceived or potential conflict situation may exist, the board member will be provided with advice on what steps need to be taken to remove the perception of or the potential for a conflict of interest.

Where a board member is unsure whether any conflict of interest may exist, it is his/her responsibility to seek clarification from the chair of the board of directors.

### **Procedure**

A board member shall disclose in writing to the board of directors, or request to have entered in the minutes of meetings of the board of directors, the nature and extent of his/her interest.

The board of directors shall decide by majority vote of other members at the meeting whether a perceived or actual conflict of interest exists in the case of a board member.

No board member shall be present during any discussions of the board or vote on any matter where it has been decided that a material interest exists. The minutes of the board meeting shall in each case record the member's disclosure of interest and the fact he/she took no part in the discussion or decision. In addition, the board member must refrain from attempting, directly or indirectly, to influence the decision of the board.

### **Guidelines**

The following are guidelines related to avoiding situations that could constitute a real or perceived conflict of interest:

1. Directors shall not engage directly or indirectly in any personal business transaction or private arrangement for personal profit which accrues from or is based upon their official position or authority or upon confidential or non-public information which they gain by reason of such position or authority.
2. Directors shall not divulge confidential or restricted information to any unauthorized person or release such information in advance of authorization for its release.
3. Directors shall not act in any official matter where there is a personal interest which is incompatible with an unbiased exercise of official judgement.

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4. Directors must declare where they have direct or indirect personal business or financial activities which conflict with their official duties and responsibilities.
5. Directors shall not place themselves in a position where they are under obligation to any persons who might benefit from special considerations or favours on their part.

### **Appeals**

A director who disputes the manner of application of these guidelines may appeal such application to an independent arbitrator agreed to by both parties.

A director, at his/her option, may have a representative present at the appeal.

### **Disciplinary Action**

Departure from this policy by directors, without the specific prior approval of the majority of directors, may be cause for removal from the board.



## GOVERNANCE PROCESSES

<b>Policy Title</b>	<b>POLICY NUMBER</b>
<b>Media Relations</b>	GP – 9
	<b>DATE OF APPROVAL</b>
	January 14, 2005
<b>RESPONSIBLE AUTHORITY</b>	<b>REVISED ON:</b>
Board of Directors	September 4, 2007
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In general, the board chair is the primary spokesperson for the board, and the executive director is the primary spokesperson for the operations of the Manitoba Institute for Patient Safety.

The executive director may call upon a board member with expertise in an area of interest for assistance and possible media contact.

All media calls will initially go or be referred to the executive director, who will review the request and refer the call as per board policy.

## GOVERNANCE PROCESSES

<b>Policy Title</b>	<b>POLICY NUMBER</b>
<b>Board Evaluation Process</b>	GP – 10
	<b>DATE OF APPROVAL</b>
	January 14, 2005
<b>RESPONSIBLE AUTHORITY</b>	<b>REVISED ON:</b>
Board of Directors	November 2015
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The board will participate in three forms of evaluation:

1. Directors will conduct a self-assessment annually using a tool approved by the board. The results of the evaluations will be to identify personal goals as a board member for the subsequent year.
2. The board will evaluate its performance annually, using a board approved self-evaluation tool, relative to:
  - 2.1 Board adherence to generally accepted principles of successful board operations and board policies.
  - 2.2 The progress made on the strategic plan.

The board may use external consulting resources to support the evaluation process.

The results of the evaluations will be used in reassessing the Manitoba Institute for Patient Safety's expected results and identifying personal goals as a board member for the subsequent year.

3. Board meetings will be evaluated at least two times per year, using a board approved process. Results will be shared with the board and will be used to inform and improve subsequent board meetings.

## GOVERNANCE PROCESSES

<b>Policy Title</b>	<b>POLICY NUMBER</b>
<b>Board Member and Board Committee Compensation/Expenses</b>	GP - 11
	<b>DATE OF APPROVAL</b>
	January 14, 2005
<b>RESPONSIBLE AUTHORITY</b>	<b>REVISED ON:</b>
Board of Directors	September 5, 2019
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Directors are eligible to be paid a stipend and to be reimbursed for travel and out of pocket expenses for board meetings, committee meetings, and conferences (latter as approved by the board chair). Directors will not be eligible for stipends if they are being reimbursed for their time by their sponsoring organization or employer.

The annual stipend will be recommended by the Finance Committee to the board as part of the annual budget, and will be paid quarterly.

Directors will be reimbursed for mileage traveled by automobile for board/board committee meetings and board business.

Directors will be reimbursed for mileage, meals, travel and other out of pocket expenses in accordance with the Manitoba Institute for Patient Safety's "Reimbursement for Travel and Out of Pocket Expenses" administrative policy.

Directors submitting a claim for reimbursement of expenses will do so using the forms outlined in the "Reimbursement for Travel and Out of Pocket Expenses" policy, and must sign the forms to indicate that to their knowledge, the claim submitted provides accurate information and that the expenses relate to approved job related expenditures.

Director and board committee expense claims will be approved by the board chair.

## GOVERNANCE PROCESSES

Policy Title	POLICY NUMBER
Corporate Membership	GP – 12
	DATE OF APPROVAL
	January 14, 2005
RESPONSIBLE AUTHORITY	REVISED ON:
Board of Directors	January 2020
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### General

Categories of membership are reflected in By-Law 1, Manitoba Institute for Patient Safety Inc.

The Minister is the sole member in Class A.

The criteria for membership in Class B are stated in section 3, Schedule B, Articles of Incorporation (see reference to schedule B in this policy) and reiterated in By-Law 1, Manitoba Institute for Patient Safety.

Membership criterion 3 (ii), (d), refers to “diversity of the healthcare system in Manitoba”. Communications regarding Manitoba Institute for Patient Safety membership will include the following explanation of what the board will consider in assessing “diversity”:

A balance in representation of culture, geography, structures (e.g. # of RHA members), and disciplines and from other organizations that meet the criteria as outlined in the by-law will be considered when assessing membership eligibility of organizations in Class B membership category.

### Process, membership applications

Manitoba Institute for Patient Safety will advertise a public call of interest through various vehicles.

Membership applications will be available through the Manitoba Institute for Patient Safety office and the website.

Applications must be accompanied by documentation as requested in the application.

The board may choose to invite particular organizations to be members in order to obtain/maintain the mandatory 1/3 of members (i.e. organizations) having direct involvement in or be accountable for patient safety issues (see Schedule B, Section 3 Articles of Incorporation referenced in this policy).

A standing committee of the board, the Membership Committee, will review membership applications using an assessment tool, assess eligibility for membership, and recommend members to the board.

In the event that an eligible organization is deemed ineligible at the point of assessment because the total number of Manitoba Institute for Patient Safety member organizations falls below the mandatory 1/3 of members (i.e. organizations) having direct involvement in or be accountable for patient safety issues, the applying organization will be placed on an eligibility list.

When the ratio of 1/3 direct involvement in/accountable for patient safety issues to 2/3 not directly involved in/not accountable for patient safety issues is such that additional members in either group can be added, organizations on the eligibility list will be contacted in the order of placement on the list to determine their interest in joining the Manitoba Institute for Patient Safety.

The board will inform organizations in writing of whether or not their application has been approved.

New member organizations will be added to a member list, and the composition of the membership according to criterion 3 (ii) and (iii) will be tracked and reported on periodically to the Membership Committee.

### **Fees**

The Membership Committee will review Membership fees every 3 years, unless otherwise directed by the board, and will make any recommendations on membership fees to the board for the board's consideration and approval through resolution. Membership fees will be paid as per By-Law 1.

**Articles of Incorporation, Schedule B Manitoba Institute for Patient Safety, section 3.  
Criteria for being admitted to MIPS Membership**

3. Upon resignation of the First Directors as members within Class B of the Corporation, members may be admitted to the Corporation within Class B by the Board of Directors of the Corporation based on the following criteria:

- (i) members must be not-for-profit organizations;
- (ii) members must, in the view of the Board of Directors of the Corporation:
  - have a primary focus on health care delivery and/or health care quality and/or demonstrated leadership regarding health care issues; and,
  - have experience and/or a demonstrated interest in advancing patient safety; and,
  - be provincial in influence and/or profile and/or have significant influence in the area of patient safety; and/or,
  - represent the diversity of the health care system in Manitoba, and,
- (iii) a minimum of one-third of the members must have direct involvement in or be accountable for patient safety issues.

## GOVERNANCE PROCESSES

<b>Policy Title</b>	<b>POLICY NUMBER</b>
<b>Public Access to Board of Directors</b>	GP – 13
	<b>DATE OF APPROVAL</b>
	January 14, 2005
<b>RESPONSIBLE AUTHORITY</b>	<b>REVISED ON</b>
Board of Directors	July 2018
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The board will, at its discretion or if bound by agreement, entertain or invite representations on matters before the board from individuals, agencies, or groups having an interest in particular matters or having expertise which the board believes would be helpful in its deliberations on particular matters.

Any individual, agency, or group wishing to make a representation to the board will indicate as such in writing, and will submit the request to the board secretary. The board chair, in consultation with the board secretary (or the executive director if there has not been a board secretary elected or appointed) will assess the request, and will determine the appropriate time on an agenda to invite the interested party to attend the board meeting. The board secretary will convey the decision to the interested party, indicating the time/place of the meeting or reasons for refusal.

The board may ask questions of the individual, groups or agency making representation and may, at its discretion, adjourn to an in-camera session if required for the purpose of debating, deliberating and/or deciding upon the matter at issue. The board shall communicate to the individual, agency or group following the meeting.

The board may invite representations from individuals, agencies or groups at such times and with such conditions as may be mutually agreeable to the board and the individuals, agencies, or groups.

In the matter of a patient/family story, special attention to the process of the story telling is required due to the emotion and stress that can be associated with sharing the patient story and from hearing the patient story. The processes outlined in the guidelines document of the Manitoba Institute for Patient Safety document “Presentations by Patients and Family to the Board of Directors” should be considered.

## GOVERNANCE PROCESSES

Policy Title	POLICY NUMBER
Public Access to Board Documents	GP – 14
	DATE OF APPROVAL
	January 14, 2005
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The board will act in accordance with the provisions of the *Freedom of Information and Protection of Privacy Act (FIPPA)*, the *Personal Health Information Act*, and other relevant statutes of Manitoba and Canada.

The general principle of the legislation is that people have the right to:

- access information held by public bodies subject to specified exceptions; and
- privacy for personal information collected, stored, used, and disclosed by public bodies.

This means that mandatory exceptions to disclosure and discretionary exceptions to disclosure will be adopted as per the Acts noted above.

Mandatory disclosure exception categories that relate to the work of the Manitoba Institute for Patient Safety include, for example:

- disclosure harmful to a third party's privacy
  - example: individual board member expense record
- disclosure harmful to business interests of a third party
  - example – information provided by a firm that bid on a tender from the Manitoba Institute for Patient Safety
- information provided by another government
  - example – information provided to board regarding an RHA or health department in another province that is provided in confidence

Discretionary disclosure categories that relate to the work of the Manitoba Institute for Patient Safety board includes, for example:

- confidences
  - example – draft of a Manitoba Institute for Patient Safety resolution, by-law, substance of board deliberations



- advice:
  - example – advice, recommendations, policy options developed for the board, or for the Department of Health or the Minister of Health by the board.

The general procedure will be that of disclosure unless the information is assessed as falling within a mandatory exception category or if the board has assessed the information and decides not to disclose the information because it falls within a discretionary exception category. Each case will be assessed on its own merit, and after discussion with the board, the executive director and others as required.

The board will make its agendas, minutes and documents available to individuals, agencies, or groups through the web site except those of in camera sessions of the board unless and except as required by law.

## GOVERNANCE PROCESSES

<b>Policy Title</b>	<b>POLICY NUMBER</b>
<b>Board Orientation and Education</b>	GP – 15
	<b>DATE OF APPROVAL</b>
	January 14, 2005
<b>RESPONSIBLE AUTHORITY</b>	<b>REVISED ON</b>
Board of Directors	November 2014
	<b>DATE OF LAST REVIEW</b>
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The board will invest in its governance capacity.

The board recognizes that continual updating of skills and awareness of new issues is vital to a member's contribution to the board. Therefore, it is expected that:

1. New directors shall receive a complete orientation to ensure familiarity with the issues, the organization's structure and issues, and the board's process of governance;
2. Candidates for board membership shall be provided with information that clearly outlines the role of the board, the necessary qualifications and the expectations of directors; and
3. Directors shall have ongoing opportunity for continued training and education to enhance their governance capabilities.

## GOVERNANCE PROCESSES

<b>Policy Title</b>	<b>POLICY NUMBER</b>
<b>Participation in Conferences, External Committees</b>	GP - 17
	<b>DATE OF APPROVAL</b>
	November 7, 2006
<b>RESPONSIBLE AUTHORITY</b>	<b>REVISED ON</b>
Board of Directors	September 5, 2019
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Directors may be invited to speak at conferences or workshops, and participate on external committees. In the event of a request, directors will confirm the terms and conditions of the request, including:

1. Responsibility for expenses (transportations, accommodation, meals); and
2. Whether the director will be representing the Manitoba Institute for Patient Safety.

Directors will assess the potential for any conflict of interest and are responsible for disclosure where they have an actual or perceived conflict of interest or the potential for a conflict of interest as per board policy GP - 8.

In some cases, the director's employer may cover director expenses. Should this not be the case, and should the external organization offer to cover director expenses, this option should be taken prior to accessing funds of the Institute to cover expenses. Should there be no option available for an organization external to the Manitoba Institute for Patient Safety (MIPS) to cover director expenses. MIPS will pay for director expenses to the extent possible within the approved budget.

Directors will discuss the request, including terms and conditions, with the executive director for purposes of:

1. Ensuring funds for expenses to be paid by the Manitoba Institute for patient Safety are available within the approved budget. Should the anticipated expenses exceed the approved budget, discussion will occur with the Committee for review and resolution;
2. Ensuring that staff can track participation in events for reporting purposes; and
3. Negotiating assistance from staff as required in preparation of material.

Directors attending conferences on behalf of MIPS will report on the conference at a future board meeting.

## GOVERNANCE PROCESSES

<b>Policy Title</b>	<b>POLICY NUMBER</b>
<b>Requests for Endorsement</b>	GP - 18
	<b>DATE OF APPROVAL</b>
	May 6, 2008
<b>RESPONSIBLE AUTHORITY</b>	<b>REVISED ON</b>
Board of Directors	November 2011
	<b>DATE OF LAST REVIEW</b>
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The board will, at its discretion, endorse documents, tools and resources (“the product”) from work initiated by external organizations upon their request. Endorsement may be in the form of application of the corporate logo on the product and/or listing the Institute as having endorsed the product. The Manitoba Institute for Patient Safety (MIPS) may or may not be represented (either by a board member or staff person) in the planning of the initiative or development of the document, tools and resources.

Principles and messages expressed in the product are to be consistent with the Manitoba Institute for Patient Safety mission and strategic plan, and compatible with its values and priorities.

### **Procedure**

The request for identifying the Institute’s endorsement and/or application of the corporate logo of the Manitoba Institute for Patient Safety is to be submitted in writing to the executive director who will bring the request forward to the board through the board chair. Documentation to support the request will be submitted with the request. The request will be reviewed by the board and a decision to approve or not approve the request will be made. Communication of the decision will be made through the executive director.

Should the request be time sensitive, the board chair may forward the request to directors in between regularly scheduled board meetings for review/request for approval.

Should approval be granted, the following wording shall be applied by the corporate logo:

“A Patient Safety Initiative supported by”: (MIPS LOGO)

The corporate graphic standards must be used for application of the logo.

Should a logo not be required, the full name of the Manitoba Institute for Patient Safety will be identified in the list of endorsees in the product.

The organization will be advised in writing that changes to the message or principles in the document, resource, tool or initiative will be communicated in writing to the Manitoba Institute for Patient Safety and a review of the continuation of approval of use of the corporate logo will occur.

## GOVERNANCE PROCESSES

<b>Policy Title</b>	<b>POLICY NUMBER</b>
<b>In-camera Sessions</b>	GP – 19
	<b>DATE OF APPROVAL</b>
	June 25, 2015
<b>RESPONSIBLE AUTHORITY</b>	<b>REVISED ON</b>
Board of Directors	
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In-camera sessions are closed board sessions where members of the public and media are not able to be present. Such sessions cover information such as personnel or other sensitive decisions that must be kept confidential and are not recorded in the regular board meeting minutes or divulged to the public and media.

1. In-camera sessions are for board members only. By invitation of the board chair, individuals other than board members (e.g. executive director) can be invited to attend in-camera sessions as required to contribute information pertinent to the session.
2. A decision by the board to go “in-camera” shall be made by resolution of the board and shall be recorded in the board minutes.
3. No board motions will be made in-camera. The decision to move out of ‘in-camera’ shall be made by resolution of the board outside of the in-camera session and recorded in the board minutes in the regular session of the board. Required motions arising from the in-camera session will be made in the regular session of the board and will be recorded in the board minutes.

## EXECUTIVE EXPECTATIONS

<b>Policy Title</b>	<b>POLICY NUMBER</b>
<b>Spending Authority and Tendering</b>	EE – 2
	<b>DATE OF APPROVAL</b>
	January 14, 2005
<b>RESPONSIBLE AUTHORITY</b>	<b>REVISED ON</b>
Board of Directors	April 2017
	<b>DATE OF LAST REVIEW</b>
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In accordance with protecting the assets of the corporation, the executive director will sign contracts, documents, invoices, or instruments for services, purchases, grants, or other expenditures on behalf of the corporation below the following amounts:

1. Purchases below \$25,000.00;
2. Professional services below \$25,000.00; and
3. Grants below \$50,000.

The executive director will obtain a co-signature of the chair or vice-chair when signing contracts, documents, invoices or instruments in excess of the amounts stated above.

The executive director will obtain board approval and the signature of the chair on lease agreements for office space.

The executive director will obtain tenders for purchases or professional services over the amounts stated above.

The executive director will:

1. Ensure protection against conflict of interest;
2. Ensure that, when tendering, selection is competitive, taking into account price, quality, delivery and installation;
3. Ensure declaration of single source purchases or contracts/agreements above the amounts identified;
4. Secure a funding agreement for grants and professional services.

**Definitions:**

“Funding Agreement” means a written document (e.g. contracts, letters of understanding, memorandum of understanding) that specifies stipulations or conditions for provision of funds for purposes of working toward the objectives of the Manitoba Institute for Patient Safety (MIPS).

“Grant” means financial support to conduct research or to conduct a project to support the operation of Manitoba Institute for Patient Safety. The research or project can be initiated by a grantor, by the investigators, or by MIPS.

“Purchases” means procurement of goods and materials such as furniture, office equipment and computers.

“Professional services” means the provision of an aspect of the operation of MIPS, (such as cleaners, security, analysts, logo development, issue consultation) that are secured through written contracts or letters of understanding or a memorandum of understanding.



## EXECUTIVE EXPECTATIONS

<b>Policy Title</b>	<b>POLICY NUMBER</b>
<b>Asset Protection</b>	EE -3
	<b>DATE OF APPROVAL</b>
	January 14, 2005
<b>RESPONSIBLE AUTHORITY</b>	<b>REVISED ON</b>
Board of Directors	
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The executive director will ensure assets are protected.

The executive director will ensure:

1. Maintenance of buildings and capital assets;
2. Controls are in place to receive, process or disburse funds that are sufficient to meet the board appointed auditor's standards; and
3. Intellectual property is protected.

## EXECUTIVE EXPECTATIONS

<b>Policy Title</b>	<b>POLICY NUMBER</b>
<b>Insurance Protection</b>	EE – 4
	<b>DATE OF APPROVAL</b>
	January 14, 2005
<b>RESPONSIBLE AUTHORITY</b>	<b>REVISED ON</b>
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The executive director will ensure that appropriate liability, theft and casualty insurance is in place in order to cover replacement value and liability losses to directors, staff, volunteers and the organization itself.

The executive director will:

1. Not knowingly expose the organization, its board, staff or volunteers to claims of liability;
2. Not allow un-bonded or uninsured personnel access to material amounts of funds; and
3. Ensure there is appropriate liability protection for staff, directors, and volunteers for the course of their duties.

## EXECUTIVE EXPECTATIONS

<b>Policy Title</b>	<b>POLICY NUMBER</b>
<b>Compensation and Benefits</b>	EE -5
	<b>DATE OF APPROVAL</b>
	January 14, 2005
<b>RESPONSIBLE AUTHORITY</b>	<b>REVISED ON</b>
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With respect to employment, compensation and benefits to employees, consultants, contract workers, and volunteers, the executive director will ensure that the financial integrity and public image of the Manitoba Institute for Patient Safety is not jeopardized.

Accordingly:

1. The executive director's compensation and benefits will only be changed by the board; and
2. The executive director will establish compensation, expenses and benefits which:
  - are consistent with geographic or professional market for the skills employed;
  - do not create obligations over a longer term than revenues can be safely projected; and
  - are not discriminatory.

## EXECUTIVE EXPECTATIONS

<b>Policy Title</b>	<b>POLICY NUMBER</b>
<b>Communication and Support to the Board</b>	EE -6
	<b>DATE OF APPROVAL</b>
	January 14, 2005
<b>RESPONSIBLE AUTHORITY</b>	<b>REVISED ON</b>
Board of Directors	
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In order for the executive director to inform and support the board, the executive director will:

1. Submit monitoring data required by the board in a timely, accurate and understandable fashion, directly addressing provisions of the board policies being monitored;
2. Inform the board of relevant trends, significant legal issues, adverse media coverage, significant external and internal changes, issues requiring municipal or provincial political action, staffing decisions (e.g., hiring, firing and discipline) at a senior level, particularly changes in the assumptions upon which any board policy has previously been established;
3. Advise the board if, in the executive director's opinion, the board is not in compliance with its own policies on governance process and board-executive director relationship, particularly in the case of board member conduct which is detrimental to the work relationship between the board and the executive director;
4. Present information in a concise manner;
5. Provide information required for fully informed board choices;
6. Deal with the board as a whole except when:
  - fulfilling individual requests for information;
  - responding to officers or committees of the board; and
  - briefing and advising the chairperson on emergent/urgent issues between meetings.
7. Report in a timely manner any actual or anticipated non-compliance with any Executive Expectations policies of the board;

8. Supply for board meetings all items delegated to the executive director, yet required by law or contract to be board-approved, along with the monitoring assurance pertaining to the item(s); and
9. Provide administrative support for board activities.

## EXECUTIVE EXPECTATIONS

<b>Policy Title</b>	<b>POLICY NUMBER</b>
<b>Ethics and Research</b>	EE – 7
	<b>DATE OF APPROVAL</b>
	January 14, 2005
<b>RESPONSIBLE AUTHORITY</b>	<b>REVISED ON</b>
Board of Directors	September 5, 2019
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The executive director will ensure that appropriate ethics and research policies are in place. Accordingly, the executive director will:

1. Operate according to an ethical business practice policy;
2. Ensure that research projects (solely or partly funded by Manitoba Institute for Patient Safety) where MIPS provides services in kind, or where a staff person, a volunteer and/or a director participate, have completed an ethics review in accordance with accepted Manitoba ethics research practices and received ethics approval, and where a service delivery organizations is engaged, also received approval from that organization; and
3. Ensure protection of personal health information and personal information as set out in *The Protection of Personal Health Information Act* and *The Freedom of Information and Protection of Privacy Act* in the event that individual patient records or survey information are held in databases in the Manitoba Institute for Patient Safety specific to a research project or similar project.

## EXECUTIVE EXPECTATIONS

<b>Policy Title</b>	<b>POLICY NUMBER</b>
<b>Staff, Volunteer and Stakeholder Relationships</b>	EE-8
	<b>DATE OF APPROVAL</b>
	January 14, 2005
<b>RESPONSIBLE AUTHORITY</b>	<b>REVISED ON</b>
Board of Directors	November 2018
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The executive director will ensure that staff and volunteer working conditions are fair, dignified, safe and consistent with legislated employment standards or negotiated contracts. The executive director will establish constructive, mutually respectful partnership with stakeholders.

Accordingly, the executive director will:

1. Operate within human resource policy and procedures which sets out rules for volunteers and staff, provide for effective handling of complaints, and protect against wrongful conditions;
2. Not discriminate against any volunteer or staff member for expressing ethical dissent;
3. Ensure volunteers and staff are acquainted with their rights and responsibilities under relevant policies and procedures;
4. Provide appropriate liability protection for volunteers and staff while they are carrying out their duties;
5. Establish and maintain a work environment which fosters teamwork, and open communication, efficiency and effectiveness;
6. Ensure that there is an effective staff and volunteer education and development process in place.

## EXECUTIVE EXPECTATIONS

<b>Policy Title</b>	<b>POLICY NUMBER</b>
<b>Financial Position</b>	EE -9
	<b>DATE OF APPROVAL</b>
	January 14, 2005
<b>RESPONSIBLE AUTHORITY</b>	<b>REVISED ON</b>
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With respect to the actual, ongoing financial position of the Manitoba Institute for Patient Safety, the executive director will ensure that actual expenditures are consistent with board priorities established in policies and in the strategic plan.

Accordingly, the executive director will:

1. Forward to the board, for approval, significant reallocations that are required between primary budget categories;
2. Incur expenses in any fiscal year which are within revenues received;
3. Seek approval from the board to authorize expenditures of any reserve or surplus funds;
4. Keep the cash position to above the amount needed to settle payroll and debts in a timely manner;
5. File tax payments or other government ordered payments or filings in a timely, accurate manner; and
6. Accept donations that are consistent with the status and values of the Manitoba Institute for Patient Safety and comply with the board policy on “Donations, Endowments, Bequests, Grants”, EE – 10.



## EXECUTIVE EXPECTATIONS

Policy Title	POLICY NUMBER
Donations, Endowments, Bequests, Grants, Sponsorship, Gifts	EE -10
	DATE OF APPROVAL
	January 14, 2005
RESPONSIBLE AUTHORITY	REVISED ON
Board of Directors	September 5, 2019
	DATE OF LAST REVIEW
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The Manitoba Institute for Patient Safety (MIPS) is a non-profit organization that operates with core funding from the Government of Manitoba. Additional funding from other sources can strengthen MIPS's ability to conduct innovative research and promote educational opportunities that will contribute to the mission, vision and values of the organization. Additional funding may come in the form of donations, endowments, bequests, grants, gifts, or sponsorship. While revenue generation will be undertaken, it is essential that MIPS be and be seen to be objective in its deliberations, decisions and actions.

### Grants and Sponsorship

#### **The executive director will:**

1. Review proposed grants and sponsorships to MIPS to ensure they are to be applied to projects that are consistent with the Manitoba Institute for Patient Safety vision, mission and values, compatible with its priorities, and that the donor has not placed parameters on the money that do not fit with the priorities of the Manitoba Institute for Patient Safety.
2. Ensure proposed grants have considered resource allocation from donor/donee and resources required from the Manitoba Institute for Patient Safety including cost of staff time.
3. Have a written funding agreement for all grants issued to and received by the Manitoba Institute for Patient Safety
4. Issue/request invoices for receiving/providing sponsorship funds.

Gifts, Donations, Endowments, Bequests

**The executive director will:**

1. Have full knowledge and documentation of the donor's intent before accepting gifts, donations, endowments and bequests.
2. Not accept gifts, donations, endowments or bequests if the donor places parameters on the money which do not fit with Manitoba Institute for Patient Safety priorities;
3. Have a written statement of intended outcome (if any) and resource allocation from donor (if any) when gifts, donations, endowments or bequests are accepted.

**Definitions:**

“Grant” means financial support to conduct research or to conduct a project to support the operation of Manitoba Institute for Patient Safety. The research or project can be initiated by a grantor, by the investigator(s) or by MIPS.

“Funding agreement” means a written document (e.g. contracts, letters of understanding, memorandum of understanding, financial letter) that specifies stipulations or conditions for provision of funds for purposes of working toward the objectives of the Manitoba Institute for Patient Safety.

## EXECUTIVE EXPECTATIONS

<b>Policy Title</b>	<b>POLICY NUMBER</b>
<b>Investment Policy</b>	EE -11
	<b>DATE OF APPROVAL</b>
	May 2, 2006
<b>RESPONSIBLE AUTHORITY</b>	<b>REVISED ON</b>
Board of Directors	July 2019
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The purpose of this policy is to ensure that the investments of the Manitoba Institute for Patient Safety (MIPS) are managed in a way which provides security, preserves capital, provides necessary liquidity requirements, and adds value to investments.

Therefore, the executive director will:

1. Only contract with a professional investment firm to manage the investments of the Manitoba Institute for Patient Safety in a manner which meets all criteria specified by the board in this policy;
2. Receive a reasonable rate of return based on current market conditions;
3. Ensure that assets of the funds are invested in bonds, short term securities;
4. Not make investments in options, future, and other derivative type investments, common stocks, convertible debentures, preferred securities, commodities, or derivative instruments or in collectibles, or directly in land or buildings;
5. Not invest in companies or organizations that are involved in cannabis, alcohol, tobacco, vaping, or gambling or countries with documented human rights violations;
6. Ensure that all parties involved in making investment decisions on behalf of the Institute shall disclose any conflict of interest to the board;
7. Maintain a balanced fund for surpluses from operations;
8. Report to the board of directors on the performance of the portfolio at least twice per year; and
9. Ensure the following quality ratings for investment of funds:
  - government guaranteed bonds; and
  - securities at grade AA or higher at time of purchase by recognized rating agency.

**BOARD-EXECUTIVE DIRECTOR RELATIONSHIP**

<b>Policy Title</b>	<b>POLICY NUMBER</b>
<b>Delegation of Authority to the Executive Director</b>	B-ED - 1
	<b>DATE OF APPROVAL</b>
	January 14, 2005
<b>RESPONSIBLE AUTHORITY</b>	<b>REVISED ON</b>
Board of Directors	January 2015
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The executive director is accountable to the board of directors. The executive director will provide leadership in promoting and enhancing patient safety in the health system. The executive director is responsible for the operation of the Manitoba Institute for Patient Safety in accordance with the mission, vision, and values and according to administrative and board policies, and applicable legislation and bylaws.

The executive director will work to ensure that any practice, activity, decision or organizational circumstance of the Manitoba Institute for Patient Safety is prudent, legal, and in accordance with commonly accepted business and professional ethics.

The executive director is authorized to establish administrative policies, make decisions, take actions and develop activities that are consistent with a reasonable interpretation of the board's policies.

The executive director can work with the board chair and MIPS' Members to accomplish the goals of the Manitoba Institute for Patient Safety through board committees, administrative committees or with other stakeholders.

The board will respect and support the executive director to make decisions and function in congruence with the board policies.

**BOARD-EXECUTIVE DIRECTOR RELATIONSHIP**

<b>Policy Title</b>	<b>POLICY NUMBER</b>
<b>Evaluation of the Executive Director</b>	B-ED – 2
	<b>DATE OF APPROVAL</b>
	January 14, 2005
<b>RESPONSIBLE AUTHORITY</b>	<b>REVISED ON</b>
Board of Directors	June 2016
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The board of directors is responsible for monitoring and evaluating performance of the executive director.

1. The board as a whole will ensure an evaluation of the executive director’s overall performance is made at least once per year.
2. The board will assign the responsibility for monitoring the executive director’s performance to the Executive Committee.
3. The Executive Committee will summarize the evaluation and submit to the board for approval.
4. If circumstances warrant, additional performance evaluations may be made.

Evaluation of the executive director will be based on written expectations listed in the following:

1. Offer of employment
2. Job description
3. Organizational bylaws and policies
4. Board motions which will include organizational objectives

The Executive Committee will evaluate the executive director through:

1. A brief “in camera” time at every regular Executive Committee meeting for discussion of the executive director’s performance with a focus on the positive and professional development possibilities. This would occur 4 times a year.

2. Consideration of the executive director evaluation reports obtained from several sources once a year.
3. Preparation of an evaluation using (1) and (2) above.
4. Presentation of a summary of the evaluation to the board once a year for approval.

The executive director will arrange for performance evaluation forms to be distributed to those providing input. The board chair will collect and have the information collated and forwarded to the Executive Committee. Input will be sought from the following:

1. Board members and executive director
2. MIPS' partners and vendors
3. Staff and volunteers

Timelines, guidelines and forms for the ED evaluation are in in the executive director Performance Evaluation – Guidelines document.