

Kemptonville District Hospital BOARD OF DIRECTORS POLICY	
Subject: CORPORATE SERVICES COMMITTEE – TERMS OF REFERENCE	Policy No.: 20
Policy Objective: To provide Terms of Reference to govern the Corporate Services Committee of the Board.	Date Approved: November 2015
	Review/Revision Dates: Jan. 2017

Mandate	The Committee will exercise oversight and stewardship over human, financial, information management and property resources of the Kemptonville District Hospital (KDH).
Duties and Responsibilities	<p>Financial Resources</p> <ul style="list-style-type: none"> • Ensure appropriate processes and procedures are in place for the development, review and approval of the annual operating, cash flow and capital budgets • Ensure appropriate processes and procedures are in place for ongoing management of operational and capital expenditures and ensure the hospital has complied with all statutory filings • Review and recommend approval of year to date corporate financial statements as prepared by management, to the Board • Oversee policy & procedures with respect to financial reporting, internal controls and financial infrastructure systems • Review, monitor and provide recommendations to the Board on financial measures to ensure compliance with the Hospital's strategic plan • Review and provide recommendations to the Board regarding financial resources including banking arrangements, lines of credit, borrowing, long term debt and investments and potential risks related thereto • Advise the Board on other financial matters as required <p>Financial Audit</p> <ul style="list-style-type: none"> • Review and recommend the annual audit fees to the Board • Review the Auditors' performance and recommend appointment of Auditors to the Board • Review and recommend the approval of the audit plan and the Auditor's annual engagement letter to the Board

- Review statements from the Auditor concerning their independence
- Review and recommend the approval of the audited financial statements and related notes to the financial statements to the Board
- Authorize special review mandates or investigations to address any areas of concern within the Committee's scope of responsibilities including retaining independent legal counsel and other professionals
- Review scope and fees associated with any authorized special review mandates
- Seek confirmation of compliance to generally accepted accounting principles and all new accounting, auditing and reporting standards
- Review the Auditor's management letter and oversee the follow-up on any related audit recommendations or on other matters raised

Human Resources

- Review and make recommendations to the Board regarding the Hospital's talent management strategy
- Review and recommend to the Board wage negotiation mandates for all local collective agreements as part of annual budget process
- Review and recommend to the Board increases to remuneration of non-unionized staff, including management as part of annual budget process
- Monitor and evaluate matters relating to the compensation and benefits structure of the Hospital, including providing guidance to management on significant issues affecting compensation or HR policy
- Oversee preparation of senior level succession planning other than for the CEO and Chief of Staff and ensure development/training strategies are in place for the organization

Property Resources

- Review and make recommendations to the Board on the optimal use of land and buildings in relation to the needs of the Hospital and the community it serves
- Review all proposed major renovation and construction projects and make final recommendations to the Board
- Review progress and make recommendations to the Board regarding all major construction projects undertaken by the Hospital
- Recommend to the Board relevant policies on construction,

	<p>renovations and disposition and use of real estate</p> <p>Information Management</p> <ul style="list-style-type: none"> • Review and make recommendations to the Board regarding the Hospital's Information Management strategy, including: <ul style="list-style-type: none"> ○ alignment of information technology and the Hospital's strategic plan ○ delivery of value by information technology to the quality of care, service, efficiency and organizational performance of the Hospital, including the development and monitoring of performance metrics
Membership	<p>The Committee is composed of the following voting members:</p> <ul style="list-style-type: none"> • Treasurer of the Corporation who acts as the Chair • Chair of the Board (ex officio) • CEO (ex officio) • Vice Chair of the Board • Chief of Staff or one physician recommended by the Medical Advisory Committee • Four other members of the Board
Term	Members shall be appointed annually by the Board.
Chair	The Treasurer of the Corporation will be the Chair of the Committee.
Frequency of Meetings	At least five times per year, at least one week prior to the meeting of the Board.
Quorum	A majority of voting members shall constitute a quorum, with exception of the Board Chair.
Resources	The Chief Financial Officer of the Hospital is the secretary of the Committee and attends all meetings. Other staff resources may be added at the discretion of the Chair.
Accountability	The Corporate Services Committee is accountable to the Board.