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| Kemptonville District Hospital BOARD OF DIRECTORS POLICY | |
| Subject: GOVERNANCE COMMITTEE – TERMS OF REFERENCE | Policy No.: 18 |
| Policy Objective: To provide Terms of Reference to govern the Governance Committee of the Board. | Date Approved: October 2015 |
| | Review/Revision Dates: Jan. 2017 Nov. 2019 |

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| Mandate | <p>In reporting to the Board, the Committee shall develop and oversee mechanisms to ensure:</p> <ul style="list-style-type: none"> • long range and strategic planning, • enterprise risk management, • continuous governance improvement, • CEO and Chief of Staff oversight, • Direction over the accreditation process, and • System integration |
| Duties and Responsibilities | <p>Long Range Planning</p> <ul style="list-style-type: none"> • Ensure the appropriate process is in place to develop, approve and evaluate the Hospital’s strategic plan, strategic directions and goals, and make recommendations to the Board • Ensure the appropriate process is in place to develop, approve and evaluate the Hospital’s mission statement, vision statement and values, and make recommendations to the Board • Ensure that management directions are congruent with Board approved strategic directions, and make recommendations to the Board <p>Enterprise Risk Management</p> <ul style="list-style-type: none"> • Ensure that management has an effective risk management framework that is implemented, monitored and regularly evaluated, including processes and tools in place that effectively identify risk to the organization, and mechanisms to monitor plans to prevent and manage such risks, and make recommendations to the Board • Receive reports from management on the status of risk mitigation plans and make recommendations to the Board • Review and provide recommendations to the Board on the types and amounts of insurance to be carried by the Hospital |

Continuous Governance Improvement

- Support the Board in developing and maintaining good governance processes
- Ensure the roles, responsibilities, and legal obligations of the governing body are defined and regularly reviewed
- Monitor and evaluate KDHS corporate governance system and make recommendations to the Board as it may consider appropriate from time to time to increase the effectiveness of the Board and its members
- Develop, recommend and maintain governance policies to promote effective functioning of the Board and committees
- Review and recommend to the Board any proposed major changes to current governance practices based on Hospital performance, LHIN strategies, legislative changes or trends in health care governance
- Make recommendations to the Board concerning Board composition, Board size, structures, committees, policies and procedures, including a code of ethical conduct and a process to resolve conflicts of interest, by-law amendments and Board attendance
- Develop and implement a Board education program
- Develop and implement a process for the recruitment of Board members, Officers of the Board and Chairs of Committees
- Coordinate an annual self-assessment of the Board
- Develop and implement a policy for the attendance of members of the public to Board meetings
- Exercise full powers of the Board in matters of administrative urgency that require immediate action, and report to the Board at the next meeting on any action taken
- Review and make recommendations to the Board with respect to the Hospital's Ethics Framework

CEO and Chief of Staff

- Lead the recruitment of the CEO and the Chief of Staff, as needed
- Establish long term and yearly objectives for the CEO
- Ensure that the Chief of Staff establishes a process for the credentialing of the physicians
- Review on an annual basis the performance of the CEO and Chief of Staff, and make recommendations to the Board about their respective compensation

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| | <ul style="list-style-type: none"> • Develop a succession plan for the CEO and the Chief of Staff <p>Oversight of the accreditation process</p> <ul style="list-style-type: none"> • Ensure that KDH is well prepared for accreditations surveys • Coordinate the follow-up to Accreditation Canada recommendations <p>Health System integration</p> <ul style="list-style-type: none"> • Monitor and scan the environment on emerging trends and changes in the health care field • Promote partnerships with other institutions and community organizations to improve KDH performance and services to our communities • As needed, discuss and negotiate with other Boards for the development of partnerships |
| Membership | <p>The Committee is composed of the following voting members:</p> <ul style="list-style-type: none"> • Chair of the Board • Vice-Chair • Treasurer • Past Chair of the Board (if still Board member) • At least two other members of the Board (member at large) • CEO (ex officio) • Physician recommended by the Medical Advisory Committee |
| Term | Members shall be appointed annually by the Board. |
| Chair | The Chair of the Committee is the Vice Chair of the Board, or as otherwise determined by the Board. |
| Frequency of Meetings | At least five times per year, preferably at least two weeks before each meeting of the Board. |
| Quorum | A majority of voting members shall constitute a quorum. |
| Resources | The CEO is the secretary of the Committee. |
| Accountability | The Governance Committee is accountable to the Board. |