

## 1.5 Board Committees Governance Process

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### Policy Objectives

To define the governance principles guiding the creation, functioning, and accountability of the Board committees of the Hawkesbury and District General Hospital (HGH), in support of the Board in carrying out its responsibilities.

### Purpose

To ensure that the Board committees contribute effectively to governance by analyzing strategic issues, making informed recommendations, and strengthening the decision-making capacity of the Board, while respecting the limits of their mandate and avoiding interference in operational management.

### Scope

This policy applies to all standing and ad hoc committees of the Board of Directors. It sets out their roles, limits of authority, accountability obligations, and alignment with HGH's strategic plan, while referring to the Terms of Reference for details regarding their composition, mandate, and functioning.

### Guiding Principles

- 1.5.0** Committees of the Board shall, when established, support the Board in carrying out its governance functions and shall never interfere with the delegation of authority to the Chief Executive Officer (CEO) or the Chief of Staff.


Accordingly:

#### Role and General Limits

- 1.5.1** The purpose of the Board committees is to assist the Board in carrying out its governance functions and not to advise or direct staff. In general, their role is to analyze issues, assess options, and make recommendations on governance and policy matters, without intervening in day-to-day management.
- 1.5.2** Board committees must always work in the interest of HGH as a whole and not in the interest of particular groups. Accordingly, a committee involved in the development of a policy will not be tasked with monitoring its operational implementation.

#### Powers and Authority

- 1.5.3** Board committees may not speak or act for the Board except when expressly authorized by resolution, for specific purposes and for a defined period of time. Expectations and powers must then be clearly established to avoid any conflict with the authority delegated to the CEO or the Chief of Staff.

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**1.5.4** Board committees have no authority over staff. The CEO reports to the Board as a whole and is not required to obtain approval from a committee to act, unless specific authority has been formally delegated by the Board.

#### Functioning and Accountability

**1.5.5** Each standing committee of the Board shall carry out its responsibilities in accordance with its Terms of Reference, including its composition, quorum, meeting frequency, and specific responsibilities. These Terms of Reference, approved by the Board, constitute Appendix A of this policy.

**1.5.6** Board committees shall report regularly to the Board on their work through reports and recommendations, ensuring transparency and accountability.

**1.5.7** The work of the Board committees shall support HGH's strategic plan, quality and safety standards, and organizational values.

#### Composition and Competencies

**1.5.8** The composition of committees shall reflect the diversity of expertise and perspectives required for effective governance, consistent with the principles of equity, diversity, and inclusion.

**1.5.9** The composition of committees shall reflect the Board's competency matrix, ensuring that the necessary expertise is present for the execution of their responsibilities.

**1.5.10** The length of terms and rotation of committee members shall be determined by the Board to ensure both continuity and renewal.

#### Evaluation and Continuous Improvement

**1.5.11** Committees shall conduct an annual self-evaluation of their effectiveness and submit the results to the Board for continuous improvement.

**1.5.12** The results of committee self-evaluations shall contribute to the Board's annual overall performance evaluation.

#### Ad Hoc Committees

**1.5.13** The Board may establish ad hoc committees to meet specific needs. Their mandate, duration, and powers are defined by resolution.

### Structure of Standing Committees


The Board of Directors establishes and maintains the following standing committees:

- Governance and Community Engagement Committee
- Quality Committee
- Finance and Planning Committee
- Performance and Senior Leadership Development Committee

The composition, mandate, responsibilities, and functioning of these committees are detailed in the Terms of Reference (see Appendix A).

### Definitions


**Standing Committee:** A Board committee with an ongoing mandate, established to support the Board in specific areas of governance.

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**Terms of Reference:** A document approved by the Board that describes a committee’s mandate, composition, quorum, meeting frequency, responsibilities, and mode of operation.

## References

- ❖ **Guide to Good Governance (OHA), 4th Edition**
- ❖ **HGH Strategic Plan:** A document that defines the vision, mission, values, and strategic directions for a given period.
- ❖ **HGH By-Laws:** Official document governing the functioning, powers, responsibilities, and structure of the Board of Directors as well as HGH’s governance.
- ❖ **Terms of Reference of the Board Committees (Appendix A)**

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## Appendix A – HGH: Board of Directors – Committee Structure

*See separate document titled “Terms of Reference of the Board Committees of the Board of Directors,” as approved by the Board.*

# **Hawkesbury and District General Hospital**

## **Board of Directors – Committees Structure**

June 19, 2024



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## Governance Framework and Committee Structure Overview

### Introduction

At Hawkesbury and District General Hospital (HGH), committees play an indispensable role in reinforcing the board's ability to efficiently carry out its governance responsibilities. Tailoring the structure of these committees to meet the specific needs of HGH, the board exercises its discretion to determine their number, composition, and terms of reference. This flexibility is foundational to the governance model, enabling the board to adapt committee functions to support its strategic objectives effectively, within the framework of legal obligations and HGH's Corporate By-laws.

### Purpose

The establishment of committees at HGH is driven by the dual goals of enhancing governance efficiency and meeting statutory requirements. As mandated by the *Public Hospitals Act* and Regulation 965, HGH is required to form a Fiscal Advisory Committee and a Medical Advisory Committee. Additionally, the *Excellent Care for All Act* requires the creation of a Quality Committee, specifying its functions, composition, and accountability to the board. While the formation of other committees remains at the board's discretion, applicable legislation provides guidance on the potential for an Executive Committee, a Nursing Advisory Committee, outlining its responsibilities but not mandating its creation.

### Governance Principle

In alignment with HGH's governance framework and Corporate By-laws, the board's authority extends to all aspects of committee formation beyond those stipulated by law. This approach enables the board to navigate governance complexities by establishing, modifying, or disbanding committees as deemed necessary, ensuring that committee structures remain aligned with HGH's strategic goals. Committee appointments are conducted annually, underscored by an orientation process to equip members with the knowledge required for their roles. The board's methodology towards committee interaction emphasizes strategic use of committee outputs, streamlining the governance process, and is facilitated through a structured selection process for committee chairs and members, predominantly overseen by the board chair or a governance committee. Please refer to *Schedule A for the Accountability for Reasonableness Framework*.



## Advantages of Committees

Committees are instrumental in fostering leadership skills among future board leaders, enabling thorough discussion and analysis of complex issues, and drawing upon the unique expertise of board members. These benefits are particularly relevant to HGH, informing the decision to establish specific committees. Each is designed to address distinct areas crucial to HGH's mission and governance effectiveness, as outlined in HGH's Corporate By-laws and reflective of the hospital's commitment to excellence in healthcare delivery and governance.

## Review and Evaluation

The efficacy and alignment of each committee's activities with the overarching goals of HGH are critical for maintaining robust governance and operational excellence. To this end, an annual review and evaluation process is implemented for all committees. This process begins with each committee adopting a work plan and setting specific yearly objectives during their first meeting of the year. These plans are subsequently presented to and adopted by the board during its first meeting in September. The annual review evaluates the committee's achievements against these objectives, assesses the relevance of the committee's work in the context of HGH's evolving needs, and identifies areas for improvement or adjustment. This structured evaluation ensures committees remain focused, effective, and dynamically aligned with HGH's strategic priorities.

## Committees and Guidelines

This document will detail the Terms of Reference, Responsibilities and Duties, Membership, Term, Chair, Meetings, Quorum, Resources, and Reporting for the permanent committees of the Board of Directors: *Governance & Community Engagement Committee*, *Quality Committee*, *Finance & Planning Committee*, and the *Executive Performance & Development Committee*.

Each section provides a comprehensive overview of the structure and function of these committees, ensuring clarity and consistency in their roles within HGH's governance framework.

## Governance & Community Engagement Committee

### Terms of Reference

The Governance & Community Engagement Committee is established to ensure the effective governance of the hospital through comprehensive oversight and strategic initiatives. The committee is responsible for maintaining the integrity of the hospital's governance model, managing the recruitment and orientation of board members, and ensuring ongoing training and development. Additionally, the committee reviews and recommends amendments to by-laws and board policies, oversees the performance evaluation of the board and its committees, and fosters community engagement and partnerships.

### Responsibilities and Duties

**1. Governance Model Integrity:**

- Ensure the policy governance model's integrity through recruitment, orientation, and continuous board member training.
- Address and oversee any governance model issues.

**2. Board Recruitment and Orientation:**

- Implement the process for replacing board members per hospital regulations, board policies, and strategic needs.
- Oversee the recruitment and nomination process, recommending candidates for election at the annual general meeting.
- Ensure comprehensive orientation for new board members.

**3. Training and Development:**

- Develop and implement a comprehensive training program for board members.
- Organize the annual board retreat with input from the CEO and board chair.

**4. Succession Planning:**

- Ensure succession planning for the board chair, vice chair, and treasurer, in consultation with the board executive.
- Oversee the process for selecting a board chair, recommending individuals for election by the board.

**5. Performance Evaluation:**

- Conduct periodic reviews and evaluations of committee performance and terms of reference, making necessary recommendations to the board.
- Establish and implement a program to evaluate board performance, including individual director and chair performance.

**6. Policies and By-laws Review:**

- Annually review and recommend amendments to both Administrative and Professional By-laws to the Board.
- Review and recommend amendments to Board policies.
- Review governance issues as requested by the Board of Governors.

**7. Partnership Strategy Oversight:**

- Develop a comprehensive partnership strategy aimed at enhancing the development of the Hawkesbury and District patient catchment area, considering evolving healthcare environments and new facilities' impact.

**8. Committee Composition and Terms of Reference:**

- Establish and recommend committee composition and terms of reference.
- Act as the Nominating Committee, recommending nominees for all board committees and committee chairs.

**9. Stakeholder Relationships and Engagement:**

- Oversee stakeholder relationships, ensuring effective engagement and communication with stakeholders.

**10. Marketing and Communication:**

- Oversee the marketing plan and communication strategy, ensuring alignment with organizational goals and values.

**11. Regional Partnerships:**

- Engage in discussions with regional partners such as l'Archipel, Équipe Santé Ontario, and others to foster collaboration and partnership opportunities.

**12. Strategic Planning Oversight:**

- Monitor the review and updating of HGH's mission, vision, and values.
- Ensure thorough planning and monitoring of the strategic plan development for HGH.

## Membership

The committee shall consist of the Chief Executive Officer, the Chair of the Board of Directors, the Vice President of Human Resources, the Chief of Governance, and a minimum of four elected directors (including the Board Chair). *Ex-officio* members of the committee are the Chief Executive Officer, the Vice President of Human Resources, and the Chief of Governance, who do not have voting rights.

The committee will function in a dyad relationship between the Chair of the committee and the Vice President of Human Resources.

### Term

Members shall be appointed annually by the Board of Directors.

### Chair

The Chair of the Committee is designated by the Board and must be a Director. The Chair serves a term of one year, renewable for up to two additional one-year terms at the Board's discretion. The Board shall appoint the chair, vice-chair (if any), and members of each Board committee. Each chair and vice chair of the committee must be a Director.

### Meetings

The committee shall meet at least three times per year, with meetings scheduled at least two weeks before each Board meeting.

### Quorum

A majority of committee members shall constitute a quorum.

### Resources

The Chief of Governance shall serve as the secretary of the Committee. Other resource persons may be added as needed.

### Reporting

At the first yearly meeting, the committee shall establish its yearly goals and objectives, ensuring they are written in a SMART (Specific, Measurable, Achievable, Relevant, Time-bound) format to facilitate measurement at year-end. The committee's work plan for the year should also be adopted during this meeting. These objectives and the work plan shall then be submitted for approval by the Board of Directors. The committee shall report to the Board of Directors, preparing a report of each meeting and submitting it for approval at the next board meeting.

## Quality Committee

### Terms of Reference

The Quality Committee is established to ensure the Hospital's compliance with hospital legislation obligations, particularly the *Excellent Care for All Act* (2010), as well as the standards and organizational practices required by Accreditation Canada. The committee oversees the hospital's quality management program, ensuring tools and mechanisms are in place to achieve compliance with Accreditation Canada. It also facilitates the dissemination of best practices information within the organization to enhance hospital services. Additionally, the committee supervises the preparation of the Hospital's annual quality improvement management plan and ensures both internal and external communication of relevant quality management information.

### Responsibilities and Duties

**1. Compliance Oversight:**

- Ensure HGH's compliance with hospital legislation obligations, especially the *Excellent Care for All Act* (2010), and standards required by Accreditation Canada.
- Monitor the quality management program across HGH services.

**2. Accreditation Compliance:**

- Ensure tools and mechanisms are in place to achieve compliance with Accreditation Canada.

**3. Dissemination of Best Practices:**

- Facilitate the dissemination of information on best practices within the organization to enhance hospital services.

**4. Annual Quality Improvement Plan:**

- Supervise the preparation of HGH's annual quality improvement plan.

**5. Internal and External Communication:**

- Ensure internal and external communication of relevant quality management information.

**6. Critical Incidents Oversight:**

- Oversee critical incidents reporting and implementation of critical recommendations.

## 7. Quality Performance Indicators:

- Oversee quality performance indicators for patient experience, satisfaction, and outcomes.

## Legislative Requirements:

- *Excellent Care for All Act, 2010:*
  - Monitor and report to the Board on quality issues and the overall quality of services provided in the Hospital.
  - Consider and make recommendations regarding quality improvement initiatives and policies.
  - Ensure best practices information is translated into materials distributed to employees and service providers within the Hospital.
  - Oversee the preparation of annual quality improvement plans.
  - Carry out any other responsibilities provided for in the regulations under the Act.
- *Public Hospitals Act and Regulation 965:*
  - Receive aggregate critical incident data from the CEO at least twice a year.
  - Annually review and report to the Board on the Hospital's system for ensuring disclosure of systemic steps following a critical incident.

## Legislative Resources

To ensure thorough compliance with all relevant legislative obligations, the Quality Committee shall also consider the following legislations:

### ***Personal Health Information Protection Act, 2004 (PHIPA):***

- Ensure the protection of personal health information collected, used, and disclosed by the Hospital.
- Monitor adherence to privacy policies and practices in accordance with PHIPA requirements.

### ***Freedom of Information and Protection of Privacy Act, 1990 (FIPPA):***

- Oversee the Hospital's compliance with requests for information and protection of privacy under FIPPA.
- Ensure transparency and accountability in the management of public records.

### ***Connecting Care Act, 2019:***

- Ensure compliance with the integrated and coordinated care delivery requirements as mandated by the Connecting Care Act.

- Facilitate collaboration and communication across different health care providers and services.

***Quality of Care Information Protection Act, 2016 (QCIPA):***

- Protect the confidentiality of quality-of-care information to promote open and frank discussion on quality improvement within the Hospital.
- Ensure compliance with QCIPA provisions to enhance patient safety and care quality.

## Membership

The committee shall consist of the Chief Executive Officer, the Chair of the Board of Directors, the Vice President responsible for Quality at HGH, one member of the Medical Advisory committee, the Chief Nursing Executive, one member of the Patient and Family Advisory Committee and a minimum of four elected directors (including the Board Chair). *Ex-officio* members of the committee are the Chief Executive Officer, the Vice President responsible for Quality at HGH and the Chief Nursing Executive, who do not have voting rights.

The committee will function in a dyad relationship between the Chair of the committee and the Vice President responsible for Quality at HGH.

## Term

Members shall be appointed annually by the Board of Directors.

## Chair

The Chair of the Committee is designated by the Board and must be a Director. The Chair serves a term of one year, renewable for up to two additional one-year terms at the Board's discretion. The Board shall appoint the chair, vice-chair (if any), and members of each Board committee. Each chair and vice chair of the committee must be a Director.

## Meetings

The committee shall meet at least three times per year, with meetings scheduled at least two weeks before each Board meeting.

## Quorum

A majority of committee members shall constitute a quorum.

## Resources

The Chief of Governance shall serve as the secretary of the Committee. Other resource persons may be added as needed.

## Reporting

At the first yearly meeting, the committee shall establish its yearly goals and objectives, ensuring they are written in a SMART (Specific, Measurable, Achievable, Relevant, Time-bound) format to facilitate measurement at year-end. The committee's work plan for the year should also be adopted during this meeting. These objectives and the work plan shall then be submitted for approval by the Board of Directors. The committee shall report to the Board of Directors, preparing a report of each meeting and submitting it for approval at the next board meeting.



## Finance & Planning Committee

### Terms of Reference

The Finance & Planning Committee is established to address the strategic needs of the organization. The committee is responsible for the monitoring of implementation of the strategic plan, recommending infrastructure projects to the board, and monitoring their implementation. Additionally, the committee oversees the organization's human, financial, and technical resource plans to meet community needs and comply with operational performance objectives.

### Responsibilities and Duties

**1. Strategic Plan Development and Implementation:**

- Develop and implement a strategic plan to meet the organization's strategic needs.

**2. Infrastructure Project Oversight:**

- Recommend infrastructure projects to the board and monitor their implementation.

**3. Resource Planning:**

- Monitor human, financial, and technical resource plans to meet community needs and operational performance objectives.

**4. Risk Management:**

- Recommend adoption of specific strategies related to major risks facing the organization.
- Receive monitoring reports on identified risks.
- Ensure enterprise risk management is in place, including the quality and completeness of the risk management plan, risk reporting, and review process.
- Ensure financial conditions, resources, health, risk, controls, and information are adequately managed.
- Review the internal system of controls.

**5. Budget Oversight:**

- Oversee the annual operating budget and capital budget planning and implementation.
- Ensure implementation of the annual operating plan.
- Recommend the annual budget to the Board.
- Review and recommend to the Board the approval of financial statements and the quarterly submission of financial information to the Ministry of Health.

**6. Long-Term Planning:**

- Develop long-range revenues and expenditures, assess cash flow, and adequacy of reserves.

**7. Asset Management:**

- Oversight of asset management, insurance requirements, and investment policies.
- Provide examples of the types of assets, including infrastructure, IT, BioMed, financial assets, and others.

**8. Financial Oversight:**

- Monitor claims and possible claims against the organization.
- Oversee external audit, annual financial statements, and audit plan.
- Review the terms of engagement and fees for the auditors.
- Review the audit plan and audit findings.
- Assess the performance of the auditors.
- Recommend the appointment of the auditors to the Board of Directors.
- Meet in camera with auditors to discuss matters that should be brought to the Committee's attention.

**9. Business Development:**

- Oversee the business development component of the organization.

## Membership

The committee shall consist of the Chief Executive Officer, the Chair of the Board of Directors, the Chief Financial Officer, and a minimum of four elected directors (including the Board Chair). *Ex-officio* members of the committee are the Chief Executive Officer and the Chief Financial Officer, who do not have voting rights.

The committee will function in a dyad relationship between the Chair of the committee and the Chief Financial Officer.

## Term

Members shall be appointed annually by the Board of Directors.

## Chair

The Chair of the Committee is designated by the Board and must be a Director. The Chair serves a term of one year, renewable for up to two additional one-year terms at the Board's

discretion. The Board shall appoint the chair, vice-chair (if any), and members of each Board committee. Each chair and vice chair of the committee must be a Director.

### Meetings

The committee shall meet at least three times per year, with meetings scheduled at least two weeks before each Board meeting.

### Quorum

A majority of committee members shall constitute a quorum.

### Resources

The Chief of Governance shall serve as the secretary of the Committee. Other resource persons may be added as needed.

### Reporting

At the first yearly meeting, the committee shall establish its yearly goals and objectives, ensuring they are written in a SMART (Specific, Measurable, Achievable, Relevant, Time-bound) format to facilitate measurement at year-end. The committee's work plan for the year should also be adopted during this meeting. These objectives and the work plan shall then be submitted for approval by the Board of Directors. The committee shall report to the Board of Directors, preparing a report of each meeting and submitting it for approval at the next board meeting.

## Executive Performance & Development Committee

### Terms of Reference

The Executive Performance & Development Committee of the Board is established to provide oversight and guidance on key strategic and operational matters concerning the leadership and management of the Hospital. This committee serves as an essential component in ensuring effective governance and organizational success.

### Responsibilities and Duties

**1. Leadership Supervision:**

- Oversee the leadership and performance of the Chief Executive Officer (CEO) and Chief of Staff (CoS).

**2. Performance Objectives:**

- Develop performance objectives for the CEO and CoS and recommend them to the Board for approval.

**3. Performance Evaluation:**

- Conduct performance evaluations of the CEO and CoS and recommend outcomes to the Board.

**4. Compensation:**

- Review and recommend annual compensation for the CEO and CoS to the Board.

**5. Succession Planning:**

- Oversee succession plans for the CEO and CoS and recommend them to the Board.

**6. Organizational Succession Planning:**

- Oversee succession plans for upper management, ensuring that the CEO and CoS have established plans to maintain high-quality management talent at the Vice President level, focusing on skills, competencies, and behaviors.

### Membership

The committee shall consist of members of the Board of Directors, appointed by the Chair of the Board. Membership may include the Chair of the Board, Vice-Chair, and other Directors deemed appropriate.

## Term

Members shall be appointed annually by the Board of Directors.

## Chair

The Chair of the Committee shall be the Chair of the Board of Directors.

## Meetings

The committee shall meet as determined by the Chair, with meetings scheduled at least two weeks before each Board meeting.

## Quorum

A majority of committee members shall constitute a quorum.



## Resources

The Chief of Governance shall serve as the secretary of the Committee. Other resource persons may be added as needed.

## Reporting

The committee shall report its recommendations and findings to the Board for consideration and approval. The Chair of the Executive Performance & Development Committee shall present these reports at Board meetings.

## Schedule A – Accountability for Reasonableness Framework

| <h3>Accountability for Reasonableness (A4R) Framework</h3>  |  |
|---|--|
| Condition   | Accountability for Reasonableness  |
| <u>R</u> elevance   | Decisions should be made upon the basis of reasons (evidence, principles, and arguments) that “fair-minded” people agree are relevant under the circumstances. Only participation by the full range of stakeholders can ensure that the full range of relevant reasons are brought to the deliberations. |
| <u>E</u> mpowerment/<br><u>I</u> nclusiveness   | Decisions should be made explicitly with stakeholder views in mind and there should be opportunities for stakeholders to be engaged in the decision-making process.  |
| <u>P</u> ublicity   | The process, decisions, and their rationales should be transparent and accessible to relevant stakeholders.  |
| <u>R</u> evision and Appeals  | There should be opportunities to revisit and revise decisions in light of further evidence or arguments. There should be a mechanism for challenge and dispute resolution.   |
| <u>E</u> nforcement   | Leaders in each context are responsible for ensuring that the first three conditions are met in their context.   |
| Please see the Ethics page on Mimi for Ethicist contact information.  |  |
| Adapted from: Daniels N. Accountability for Reasonableness. BMJ 2000; 321: 1300-1301  |  |
|   |  |