**Role:**

The Resource Utilization and Audit Committee’s role is to:
- oversee the Corporation’s resource planning processes;
- monitor the Corporation’s utilization of its financial, human, capital equipment, facility; and information system resources; and
- oversee the integrity of the Corporation’s internal accounting controls and reporting processes.

**Responsibilities:**

**Resource Utilization**

1. Study and recommend to the Board for approval, a detailed annual budget for capital and operating revenues and expenditures for the next fiscal year.

2. Advise the Board on the preparation and negotiation of the Hospital (HAPS) and the Community (CAPS) Accountability Planning Submissions and the Hospital (H-SAA) and Multi-Sectoral (M-SAA) Service Accountability Agreements.

3. Monitor and report to the Board on the performance and compliance with the Service Accountability Agreements.
4. Monitor and report to the Board on the performance and compliance with the financial portions of the Quality Improvement Plan (QIP), in accordance with requirements of the Excellent Care For All Act, 2010 (ECFAA).

5. Review and recommend to the Board for approval on an annual basis a Human Resources plan for hospital staff and Professional Staff.

6. Review Bluewater Health’s monthly operating outcomes (human, capital and financial) and advise the Board accordingly.

7. Review the Utilization Management process for Bluewater Health, with particular emphasis on performance indicators, ensuring that the hospital is providing its services within its available resources, peer group averages and Local Health Integration Network defined parameters.

8. Review, evaluate and/or make recommendations to the Board, based on appropriate input from management, on other resource issues including:
   (i) banking arrangements
   (ii) activities and support received from co-owned and operated, regional shared service organizations
   (iii) types and amounts of insurance (annually)
   (iv) physical facilities and redevelopment of the hospital buildings and structures
   (v) investment policy for the management of the Corporation’s funds (annually, with quarterly monitoring of the control and management of investments)
   (vi) forecasting and planning
   (vii) financial stewardship principles and protocols
   (viii) financial risk management
   (ix) revenue generating opportunities
   (x) litigation

9. Review, evaluate and recommend to the Board, signing of compliance attestations and submission of reports required under the Broader Public Sector Accountability Act, 2010 (BPSAA) including:
   (i) report on consultant use
   (ii) posting of expenses
   (iii) compliance with:
      1) Lobbyist rules
      2) Expense directives
      3) Procurement directives

Audit
1. Study and recommend to the Board for approval at the Annual General Meeting, the annual, audited financial statements of the Corporation and report to the Board prior to the Board’s approval thereof.

2. Oversee the annual planning, preparation and conduct of the external audit of the Corporation’s books of accounts and internal controls; and review the report of the external auditor to include but not restricted to:
   a) reviewing the auditor’s post-audit or management letter and management’s response and subsequent follow-up to any identified weaknesses
   b) meeting privately with the external auditor (without the presence of management) with regard to the adequacy of internal accounting controls and similar matters
   c) reviewing any problems experienced by the external auditor in performing the audit, including any restrictions imposed by management or significant accounting issues on which there was a disagreement with management, or, situations where management seeks a second opinion on a significant accounting issue

3. Oversee the annual performance of the external auditor and annually recommend to the Members the appointment of a firm of chartered accountants as the Corporation’s external auditor or, any change of external auditor. This function to include but not restricted to:
   a) reviewing the factors that might impair, or be perceived to impair, the independence of the external auditor including the external auditor’s independence letter;
   b) meeting privately with senior management (without the external auditor being present) with regard to the performance of the external auditor;
   c) considering from time to time and no less frequently than every five (5) years, the engagement of a different external auditor on such terms and conditions as may meet statutory and other requirements for the audit of the Corporation

4. Receive, review, evaluate and/or make recommendations to the Board, based on appropriate input from the external auditors, other statutory bodies and management on other audit issues including but not limited to:
   a) changing the financial systems and controls during the year
   b) reviewing the integrity and effectiveness of policies regarding financial operations, systems of internal control and reporting mechanisms and that they are in accordance with Canadian generally accepted accounting principles and practices
   c) enquiring into major financial risks and the appropriateness of related
controls to minimize the potential impact(s)
d) reviewing the procedures for establishing management’s remuneration and benefits, and for approving their expense reports
e) enquiring about changes in professional standards or regulatory requirements
f) enquiring into any major control deviations and detection of fraud

Other

1. Develop an annual work plan of goals and objectives that fulfills the responsibilities of the Committee, for approval by the Board.

2. Prepare an annual report to the Board of Directors detailing the activities it has taken and the assistance the committee has had in fulfilling its duties.

3. Perform such other tasks as outlined in the by-laws or requested by the Board.

Accountability:

The Resource Utilization and Audit Committee is accountable to the Board of Directors.

Administrative Lead:

Vice-President Operations and Chief Operating Officer

Committee Composition:

Elected Directors (minimum 3, maximum 7)
Non-Director Committee Members (maximum 5)
President/C.E.O.
Chief of Professional Staff
Professional Staff Member

All committee members have voting privileges. Directors are appointed to committees annually, in accordance with Governance Policy 5.70 - Board Nominations. Non-Director Committee Members are selected through the Board nominations process and serve one year terms, renewable up to total of five years. The terms of the ex-officio Directors who are committee members are for the period of time they hold these positions.

The committee when sitting as the Audit Committee shall not include members of management or the Professional Staff and need not include all members of the Committee.
At least three members of the Committee must be financially literate.

**Quorum:**

As set out in s. 8.04(a) of the By-laws

**Meetings:**

Resource Utilization - Monthly, excluding July and August
Audit - At the call of the Chair.

**Communication:**

Minutes will be maintained. Reports will be circulated to the committee and to the Board.

**Evaluation:**

The Resource Utilization & Audit Committee shall evaluate its effectiveness in meeting its work plan objectives and designated responsibilities as set forth by the Board.

**Monitoring:**

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<th>Method</th>
<th>Frequency</th>
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<tbody>
<tr>
<td>Board Review</td>
<td>Annually</td>
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