

Manual	GOVERNANCE POLICY		POLICY
Section 5.0	Board Effectiveness – Governance Policy Framework		
Title	ROLES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS		
Issuing Body/ Prepared By	Governance and Nominating Committee		
Approved by	Board of Directors		Number: GOV 5.15
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The Board governs by fulfilling the following roles.

1.0 Policy Formulation

Establish policies to provide guidance to those empowered with the responsibility to lead and manage Bluewater Health operations.

2.0 Decision-Making

On matters that specifically require Board approval, choose from alternatives that are consistent with Board policies and that advance the goals of Bluewater Health.

3.0 Oversight

Monitor and assess organizational processes and outcomes.

Responsibilities of the Board

A) Establish Strategic Direction

- Consider key health care needs and stakeholders, and engage the community of diverse persons and entities when developing plans and setting priorities for the delivery of health care
- Establish and periodically review Bluewater Health’s mission, vision and values
- Contribute to the development of and approve the strategic plan of Bluewater Health. Ensure that it is aligned with the provincial strategic plan and the LHIN integrated health services plan. Conduct a review of the strategic plan as part of a regular annual planning cycle.
- Ensure that Board decisions are consistent with Bluewater Health’s mission, vision, values and strategic plan
- Monitor corporate performance regularly against the strategic plan and performance indicators

B) Provide for Excellent Management

- Select and appoint the President and Chief Executive Officer (“CEO”)

- Establish measurable annual performance expectations in co-operation with the President/CEO, assess the President/CEO performance annually and determine compensation
- Delegate responsibility and authority to the President/CEO for the management and operation of Bluewater Health and require accountability to the Board
- Select and appoint the Chief of Professional Staff
- Establish measurable annual performance expectations in co-operation with the Chief of Professional Staff, assess Chief of Professional Staff performance annually and determine compensation
- Delegate responsibility and authority to the Chief of Professional Staff for the supervision of the practice of medicine, dentistry, midwifery and extended class nursing in Bluewater Health and require accountability to the Board
- Provide for President/CEO and Chief of Professional Staff succession
- Ensure that the President/CEO and the Chief of Professional Staff establish an appropriate succession plan for senior management and Professional Staff and a human resource plan, with review of such plans annually
- Appoint Medical Directors and other medical leadership positions, on the recommendation of the Chief of Professional Staff, as required under Bluewater Health's by-laws and the Public Hospitals Act
- Establish and monitor implementation of policies to provide the framework for the management and operation of Bluewater Health in compliance with applicable laws and regulations

C) Ensure Program Quality and Effectiveness

- Ensure the effectiveness and fairness of the annual credentialing process for the Professional Staff
- Review and approve appointments, reappointments and privileges for Professional Staff as recommended by the Medical Advisory Committee, in consideration of Bluewater Health's resources and the community's needs
- Provide oversight of the credentialed Professional Staff through the Chief of Professional Staff and the Medical Advisory Committee and if necessary or advisable, effect the restriction, suspension or revocation of privileges of any credentialed professional staff member as provided under the Public Hospitals Act, following recommendation by the Medical Advisory Committee
- Approve quality goals and performance indicators (using best practices and benchmarks) and monitor indicators of clinical outcomes, quality of service and patient satisfaction
- Ensure the development of a process for identifying, managing and monitoring organizational risks
- Ensure that policies on utilization and patient safety systems are in place and operating effectively
- Ensure that policies are in place to provide a framework for addressing ethical issues arising from clinical care, education and research
- Ensure that management has plans in place to address variances from performance standards, including management of complaints, and oversee implementation of the remediation plans

D) Ensure Financial Viability

- Approve the annual operating and capital budget, and monitor financial performance periodically against the budget and agreed-upon indicators
- Ensure that management undertakes multi-year financial planning, optimizes the use of resources, operates within the resource envelope, adheres to the Hospital Service Accountability Agreement (H-SAA) and manages to acceptable levels of risk
- Ensure policies are in place on asset protection, purchases, contracts, leases, borrowing and signing authority
- Approve an investment policy and monitor compliance
- Ensure that management has measures in place to ensure the integrity of internal controls and the effectiveness of management information systems
- Ensure that the Members appoint qualified auditors, and examine, consider and approve the Corporation's financial statements and the report of the auditors at least annually

E) Ensure Board Effectiveness

- Recruit Directors who are skilled, experienced and committed to Bluewater Health, and plan for the succession of Directors and Officers
- Establish a comprehensive Board orientation program and ongoing Board education
- Establish Board goals and an annual work plan for the Board and its committees
- Ensure that the Board receives timely, appropriate information to support informed policy formulation, decision-making and oversight
- Establish and periodically review policies concerning governance structures and processes to maximize the effective functioning of the Board
- Establish a policy and process for evaluating the performance of the Board as a whole and individual Directors that fosters continuous improvement
- Ensure decision-making processes are transparent
- Ensure that mechanisms are in place for reporting on Bluewater Health performance
- Ensure that the Board adheres to the Principles of Governance and Accountability statement

F) Foster Relationships

- Ensure that Bluewater Health builds and maintains good relationships with the Ministry and the LHIN in fulfilling Bluewater Health's service accountability agreement with the LHIN
- Ensure that Bluewater Health is fulfilling its role within the LHIN region by fostering effective coordination of patient care and positive working relationships with other community health care providers
- Ensure that mechanisms are in place to build and maintain good relationships within Bluewater Health with physicians, staff, volunteers, the Foundations and the community served

Monitoring:

- Method:
1. Participation in annual assessment of the Board as a whole
 2. Participation in annual performance evaluation based on responsibilities outlined and provisions included in the By-laws.

Frequency: Annually