
**Governance Review for
Bluewater Health**

Final Report to the Board of Directors
of Bluewater Health

By

Bluewater Health Governance Renewal Task Team

January 20, 2009

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GOVERNANCE REVIEW FOR BLUEWATER HEALTH

REPORT of the Governance Renewal Task Team

SECTION 1.0 – OUR MANDATE

In April 2008 following a March presentation to the Board on Critical Elements for Good Governance by Graham Scott of Graham Scott Strategies, (“Facilitator”) the Board established a Governance Renewal Task Team (“Team”) to develop a governance model that will reflect leading governance principles and best practices in the context of a changing health care environment, the Report of the Investigator and the development of the LHINs. The Team was assigned to consider governance options and to report to the Board following a review of Bluewater’s current governance framework, relevant legislation, best practices and standards.

SECTION 2.0 – THE PROCESS

2.1 Team Meetings

The Team was comprised of the Governance and Planning Committee, along with the Board Chair and two additional Board members. See Appendix A for list of Team members. The Team held five (5) meetings to address the topics as outlined below:

April 9, 2008

- review/approval of work plan and proposal from Graham Scott
- review of policy and gap analysis
- review/recommendation regarding governance model
- development of policies addressing - Principles of Governance and Accountability. Roles and Responsibilities of the Board and Individual Directors and Director’s Acknowledgement

May 26, 2008

- Size and composition of the Board and terms of office
- Roles and Qualifications (Position Descriptions) for Board Officers (Chair, Vice Chair, Treasurer) and Board Committee Chairs
- Board Standing Committees - preliminary overview, presentation and discussion of the issues to set the context

July 10, 2008

- Board Standing Committees - review of mandates and terms of reference
- Community Engagement Strategy - preliminary overview, presentation and discussion of the issues to set the context

September 29, 2008

- Board Standing Committees - review and recommendations related to the Executive Committee and its Terms of Reference
- Community Engagement Strategy - review and recommendations related to Non-Director Community Member's role and participation on Board Committees and Community and Rural Health Advisory panels.

November 17, 2008

- Board Standing Committees - review and recommendations related to other Board Standing Committees (Governance and Nominating, Quality, Resource Utilization and Audit and their Terms of Reference)
- Non-Director Committee Members - review of revised policy
- Board Evaluation Process – review of recommended tools consistent with the Modified Pointer-Orlikoff governance model.
- Bylaw amendments process and governance policy review process - deferred to Governance and Planning Committee meeting – December 9, 2008

Each meeting of the Task Team was approximately four (4) hours in length.

SECTION 3.0 – THE CONTEXT

It is important to position the work of the Team in addressing Bluewater Health governance renewal in the context of three significant environmental forces: first, the changing expectations of governance in the for-profit and not-for-profit sectors, second, the recommendations of the Investigator, and third, the new realities for hospital boards arising from the Government of Ontario's health transformation agenda, including the creation of the LHINs.

3.1 Changing Expectations of Governance

Ontario's hospitals have experienced increasing governance pressures over the past decade arising from a variety of factors including:

- an outdated *Public Hospitals Act*,
- the call by numerous commissions and task forces for improvement in governance practices in the for-profit and not-for-profit sectors,
- 22 operational reviews ordered by government, the appointment of several hospital supervisors and a “third party review” of hospital governance and operations between 1997 and 2004.

In 2004, the OHA identified governance renewal as one of its strategic priorities and jointly commissioned a report on *Hospital Governance and Accountability in Ontario* with the Ministry of Health and Long-Term Care.¹ In late 2004, the OHA established the Governance Leadership Council, which released the *OHA Guide to Good Governance*² in November 2005. In the wake of these initiatives, governance reviews and renewal processes have recently been completed or are currently underway in numerous Ontario hospitals.

The Canadian Coalition for Good Governance defines “*best practices*” as “*a combination of ‘best practices’ from high performing boards that we would like to see in most cases and innovative ideas from outstanding boards that may be applicable to other boards.*”³ In the private sector, there has been significant attention in the past few years to tracking the actual performance and change in governance practices of specific boards, most notably through the annual Globe and Mail “Board Games”. By contrast, although there is now the *OHA Guide to Good Governance*, which provides governance templates, there is currently no repository of best practices by which Ontario hospitals may track or disseminate hospital governance best practices among their peers. This may very well be because, as observed by Adelstein Brown in his recent presentation on hospital governance at the University of Toronto, “*there are not yet best practices in hospital governance. Rather there are measures that enjoy evolving consensus in the field. Governance is about good practice rather than best practice because of different community contexts for different types of hospitals*”.

For purposes of our committee work we have utilized five key documents:

- Existing By-laws and Policies of Bluewater Health
- *OHA Guide to Good Governance*, which was developed under the auspices of the OHA Governance Leadership Council to build upon *Hospital Governance and Accountability in Ontario* and which provides templates and tools for use by hospital boards.

1. Maureen A. Quigley and Graham W.S. Scott, *Hospital Governance and Accountability in Ontario: A Report for the Ontario Hospital Association*, April 2004.

2. Ontario Hospital Association, *OHA Guide to Good Governance*, November 2005.

3. Canadian Coalition for Good Governance

- *Hospital Governance and Accountability in Ontario*, which identified best practices on hospital governance structures and processes as a generic tool for hospitals and other health service providers based on the literature and selected experience from Ontario hospitals, and
- *Local Health Integration Network/Health Service Provider: Governance Resource and Toolkit for Voluntary Integration Initiatives* Published in September of this year and sponsored in part by the Erie St Clair LHIN.

3.2 The Report of the Provincial Investigator

The Investigator made a number of Recommendations on Governance in his Report many of which have already been addressed and reported on. This governance renewal process addressed the remaining issues including:

- Board of Directors implement a governance renewal process including review of governance model and Board Committee structure
- Ensure effective communication between the Board, the Medical Advisory Committee and Bluewater Health Physicians
- Re-crafting the structure of the Board to reflect the core business of the Board
- Clarifying the role of community advisory panels and community involvement on Board committees
- Strategy on community engagement

SECTION 4.0 - REVIEW OBSERVATIONS AND RECOMMENDATIONS

4.1 Governance Model

Background

In the *Report of the Investigator of Bluewater Health* on July 10, 2007 Recommendation #3 stated: “The reconstituted Board should immediately implement the hybrid model of Governance as described in the Ontario Hospital Association’s *Guide to Good Governance*.”

In the presentation to the Board of Directors Orientation on March 1, 2008, the Facilitator provided a summary overview of various governance models and recommended the Modified Pointer and Orlikoff Model which is not only consistent with the Investigator’s recommendation but forms the basis of the philosophy behind the OHA’s approach adopted in the *Guide to Good Governance*.

The Team considered the appropriate governance model for Bluewater Health.

The Bluewater Health Model

The current governance structure at Bluewater Health appears to be a modified form of the Carver Model as opposed to pure Carver. The method of delegation of powers used by Bluewater Health is quite similar to that proposed in the Carver Model but the number of Committees is far more extensive than what one would normally find in a pure Carver model.

The Carver Model

Carver was the gold standard for Governance in non-profit organizations in the early 1990's. It was a great improvement on "the hands on model" which often merges governance and management and "the traditional model" which tends to turn the board into a rubber stamp.

The Carver model was built on the importance of separating Governance activities from those of management. In its original form the model basically told the board its role was strategic policy and board members should keep out of the kitchen. The theory was that the provision of good policy direction by the Board and implementation of this policy direction in operations by the CEO was an appropriate way of ensuring effective management. Carver also emphasized the limited use of Committees as he saw little value in them if his model was operating as it should. With the concept that the CEO was the only employee of the Board and with established "executive limitations" on the CEO, the Board could be assured of providing value added by establishing the best policies for the corporation and with effective delegation of authority.

The Modified Pointer Orlikoff Model

The Pointer Orlikoff Model was built on the experience of the Carver Model and maintains the importance of separating governance from management and underlining that the Board provides the strategic policy leadership. The principal distinctions are that the Pointer Orlikoff Model puts greater emphasis on the role of the Board in oversight. This model also relies on a limited number of Board Standing Committees clearly aligned to the responsibilities of the Board to oversee the implementation of Board policies and to monitor performance related to key dimensions of the organizations business. The term "Modified" comes from the work of Maureen Quigley and the Facilitator, which added "Building Relationships" to the list of principal responsibilities of the Board in the original Pointer and Orlikoff framework of Board Roles and Responsibilities to recognize the emphasis on system integration in Ontario.

The Current Board Governance Environment

The passage of Bill 8 and its accountability requirements and the subsequent passage of the Local Health System Integration Act paralleled in the non-profit sector many of the reforms that arose in the private sector because of the spectacular failures of governance with such companies as Enron. The Ontario health non-profit catalyst for legislative change was the *Third Party Review* done for the MOHLTC by Rosen and Davies in 2003 that expressed strong criticism that boards of hospitals were not effectively overseeing the management of their hospitals and behaving too much as a "rubber stamp" for their CEOs and management.

This combination of events led to the report on *Hospital Governance and Accountability* commissioned by the OHA and funded by the MOHLTC and the subsequent creation of the *Guide to Good Governance* and the redesign of the OHA governance programs. Much of the focus was to alter the model of governance used in hospitals to reflect best practices in both governance and accountability. It is this environment that has resulted in the attractiveness of the Modified Pointer Orlikoff Model as an evolution from the Carver model.

Summary

Modified Pointer Orlikoff or the hybrid model, referred to by the Investigator, is an effective model for use by Ontario hospitals as it is consistent with both the need for greater Board accountability and provides a greater emphasis on Board oversight in relation to the full range of Board responsibilities.

The Team recommended the Modified Pointer Orlikoff Model. The Board formally adopted this model in April 2008.

4.2 Principles of Governance and Accountability

A critical step in the process of governance renewal is the development of a statement that would define the fundamental principles of governance and accountability to guide the work of members of the Board.

The purpose of this statement is to address the overall philosophy and approach to the Board's governance responsibilities and to address fiduciary obligations, accountabilities, governance model being used, transparency and decision-making.

The Team developed a Statement of Principles of Governance and Accountability and recommends the following:

1. The Board of Directors governs Bluewater Health through the direction and supervision of the business and affairs of the corporation in accordance with its articles of incorporation, its by-laws, vision, mission and values, governance policies and other laws and regulations.
2. The Board adheres to the *Modified Pointer and Orlikoff Governance Model*, (as referenced in the Roles and Responsibilities of the Board of Directors policy) a model of governance through which it provides strategic leadership and direction.
3. The Board acts at all times in the best interests of Bluewater Health, having regard for its accountabilities to its patients and the communities served, the Ministry of Health and Long-Term Care (Ministry) and the Erie St Clair, Local Health Integration Network (ESC LHIN).
4. The Board maintains a culture of honesty and integrity, open debate, forthright examination of all issues and strives for a consensual approach to decision-making.

5. The Board maintains at all times a clear distinction between Board and management roles, while recognizing the interdependencies between them.
6. The Board is accountable to:
 - its patients and communities served to:
 - engage the communities served when developing plans and setting priorities for the delivery of health care;
 - advocate for and seek resources to provide appropriate health care;
 - utilize its resources effectively to fulfill Bluewater Health’s mission and mandate;
 - ensure the quality of the care and treatment of patients
 - ensure the appropriate use of community contributions and resources;
 - consider the diversity of needs and interests in its policy formulation and decision-making;
 - work within its resources, monitoring their efficient and effective use consistent with Bluewater Health’s mission and mandate;
 - measure Bluewater Health performance against accepted standards and best practices in comparable hospitals;
 - inform the Ministry/ LHIN of any gaps between needs of the communities served and scope of services provided, based on resources allocated by the Ministry/LHIN to fulfill the Bluewater Health’s mission and mandate; and
 - apprise the Ministry/ LHIN and the communities served of Board policies and decisions related to the Bluewater Health’s mandate that might be required to operate within its resources.
 - the Ministry of Health and Long-Term Care (Ministry) and/or the Erie St. Clair LHIN to:
 - comply with government regulations, policies and directions;
 - ensure that Bluewater Health operates within:
 - the Ministry’s provincial strategic plan;
 - the LHIN’s integrated health service plan;
 - the service accountability agreement with the LHIN
 - work within its resources, monitoring their efficient and effective use consistent with Bluewater Health’s mission and mandate;
 - measure Bluewater Health performance against accepted standards and best practices in comparable hospitals;
 - inform the Ministry/ LHIN of any gaps between needs of the communities served and scope of services provided, based on resources allocated by the Ministry/LHIN to fulfill the Bluewater Health’s mission and mandate; and
 - apprise the Ministry/ LHIN and the communities served of Board policies and decisions related to the Bluewater Health’s mandate that might be required to operate within its resources.
7. Consistent with the Board commitment to good governance practices the Board will make available to the public:

- the statement of Board and Director roles, responsibilities and accountabilities;
- a list of elected and ex-officio Directors and their participation in Board committees;
- the Board policies designed to allow the Board to function independently of management;
- policies governing Board standing committees; and
- an annual report on Bluewater Health performance.

4.3 Roles and Responsibilities of the Board of Directors

The purpose of this statement is to ensure that the Board has a shared and clear understanding of its governance role and key responsibilities. It will serve as a useful tool for the Board in its governance processes by: helping directors understand the areas in which the board performs a governance role; supporting the development of the annual work plan; helping determine committees that should be established and their terms of reference; and providing a framework for evaluating Board performance.

The Team recommends the following statement of Roles and Responsibilities for the Board of Directors:

The Board governs by fulfilling the following roles.

1. Policy Formulation

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

2. 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. 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

4.4 Responsibilities of Elected and Ex-officio Directors

The purpose of this statement is: to ensure that standards of excellence are achieved in the quality of governance; to enable Directors to have a clear understanding of what is expected of them; and to have an objective benchmark against which to assess performance.

The Team recommends the following as the Responsibilities of Elected and Ex-Officio Directors:

1. Accountability and Fiduciary Duties

A Director acts ethically, honestly, in good faith and in the best interests of Bluewater Health and in so doing, supports Bluewater Health in fulfilling its mission and mandate, and discharging its accountabilities. A Director exercises the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Directors with special skill and knowledge are expected to apply that skill and knowledge to matters that come before the Board.

A Director does not represent the specific interests of any constituency. A Director acts and makes decisions that are in the best interest of Bluewater Health as a whole. A Director adheres to the vision, mission and values of Bluewater Health and complies with the *Public Hospitals Act*, the *Corporations Act*, by-laws, applicable laws and regulations and Board policies. A Director adheres to the Principles of Governance and Board Accountabilities policy (GOV- 5.10).

2. Exercise of Authority

A Director carries out the powers of office only when acting as a voting member during a duly constituted meeting of the Board or one of its committees. A Director respects the responsibilities delegated by the Board to the President/Chief Executive Officer and Chief of Professional Staff, avoiding interference with their duties but insisting upon accountability to the Board and reporting mechanisms for assessing organizational performance.

3. Conflict of Interest

A Director does not place him/herself in a position where his/her personal interests conflict with those of Bluewater Health. A Director complies with the Conflict of Interest provisions in the by-laws and Board approved policy.

4. Team Work

A Director works positively, cooperatively and respectfully with others in the performance of his or her duties while exercising independence in decision-making.

5. Participation

A Director reviews pre-circulated material and comes prepared to Board and committee meetings and educational events, asks informed questions, and makes a constructive contribution to discussions. A Director considers the need for independent advice to the Board on major corporate actions.

6. Formal Dissent

A Director reviews the minutes of the previous meeting on receipt and insists that they record any Director's disclosure of an actual or potential conflict of interest, abstention or dissent. A Director who is absent from a Board meeting is deemed to have supported the decisions and policies of the Board taken in his or her absence unless he or she formally records a dissenting view with the Board secretary.

7. Board Solidarity

The official spokesperson for the Board is the Chair or the Chair's designate. A Director supports the decisions and policies of the Board in discussions with outsiders, even if the Director holds another view or voiced another view during a Board discussion or was absent from the Board meeting. A Director refers requests for statements on behalf of the Board to the Board Chair. The Board Chair may delegate his/her responsibility for representing and acting as spokesperson for the Board to other Directors, as required.

8. Confidentiality

A Director respects the confidentiality of *in camera* Board discussions and information and such other Board discussions as deemed to be confidential by the Board. Directors will respect the confidentiality of any Informal Meetings.

9. Time and Commitment

A Director is expected to commit the time required to fulfill Board and committee responsibilities. A Director is expected to attend a minimum of 85% of the meetings of the Board and 85% of committee meetings of which he/she is a member. Directors who

fail to meet the attendance requirements are subject to review by the Chair and may be asked to step down from the Board. All Directors are expected to serve on at least one Board committee (exceptions to be approved by the Board) and to represent the Board and Bluewater Health in the community when reasonably requested by the Board Chair.

10. Competencies

A Director actively contributes specific expertise, skills and other attributes that are needed on the Board.

11. Education

A Director seeks opportunities to be educated and informed about the Board and the key issues in Bluewater Health and broader health care system through review of the Board Orientation Manual, participation in Board orientation and ongoing Board education.

12. Self-Evaluation and Continuous Improvement

A Director is committed to a process of continuous self-improvement as a Board member. All Directors participate in evaluation of the Board and elected Directors participate in individual Director peer assessment and act upon results in a positive and constructive manner.

13. Fundraising Activity

A Director supports the efforts of the Bluewater Health Foundation and Charlotte Eleanor Englehart Hospital Foundation.

4.5 Director Acknowledgement

The Team discussed the need for the Directors to specifically acknowledge the agreed upon Principles of Governance and Accountability.

The Team recommends that the Directors individually subscribe to the following declaration:

The Director acknowledges and accepts the accountabilities as outlined in the appended “Principles of Governance and Board Accountabilities” policy and agrees to comply with the performance expectations as stated in the appended “Roles and Responsibilities as an Elected and Ex-officio Director” policy.

4.6 Size and Composition of Board

The Team addressed considerations and trends related to its size and composition, ex-officio directors, terms of office, geographic representation, etc. The Team discussed the following issues and makes the following recommendations:

- Size of the Board - current size is appropriate and consistent with best practice, as per Pointer Orlikoff and Scott/Quigley recommendations and other governance expert opinions.

No change recommended.

- Director terms of office – consistent with best practice.

No change recommended.

- CEO status - Graham Scott & Maureen Quigley's 2004 report *Hospital Governance and Accountability in Ontario* discusses this issue with reference to Pointer Orlikoff who support having the CEO as a voting member and include it as one of the principles of a High Performance Board. Pointer & Orlikoff state that “when the CEO sits on the Board as a voting member, it emphasizes a key aspect of the unique relationship between the board and the CEO. This relationship is employer-employee but also a partnership. The CEO as a voting Board member emphasizes the partnership aspect of the relationship and contributes to better governance.”

It was agreed that the CEO should be an ex-officio voting member, along with the Chief of Professional Staff and President and Vice President of the MSA (as required in the *Public Hospitals Act*). Having the CEO as a voting member is an increasingly common practice within Ontario hospitals. It recognizes and demonstrates the value of the CEO’s role and the contribution he/she can make to the Board as a Director. If the CEO is accountable as a Director, it is appropriate that she have corresponding rights.

The Team recommends to the Board that the CEO position be a full ex-officio voting member of the Board.

- Area representation criteria– It was agreed that the Board should continue to strive to have four (4) Directors from the rural area outside Sarnia and Point Edward but the focus in recruitment and selection of Directors must be on the most qualified applicants, in keeping with the Hospital's “Guidelines for Selection” including skills, expertise and experience matrix. In the June 2008 nominations process, there were no applicants from the rural area except for one current member of the Board who had applied for a second term. This placed the Board in a position where there are not four (4) Directors from the rural area, as had been interpreted to be required in the by-laws. It was agreed that more emphasis be placed on attracting applicants from the rural area in the recruitment process. The Team recommends that the bylaws be amended to remove a formula for rural representation but include in the Board nominations /selection policy the need for geographic diversity and goal to have 4 Directors from the rural area.

The Team recommends to the Board that:

- 1) the Director rural representation requirement be removed from the by-laws;***
- 2) the Board Composition, Recruitment and Selection policy(GOV 5.30) and new Nominations process policy (GOV5.70)– and supporting documents, be revised***

to stress geographic diversity and the goal of having at least 4 Directors from the rural area;

- 3) statements be added to the above noted policies and the by-laws to require all Directors to be Lambton County residents; and*
 - 4) these changes be approved as part of the Governance Policy Framework and related by-law amendments at the completion of the governance renewal process.*
- Ex-officio Professional Staff Association (PSA) positions – The Investigator's Report (Rec #4) stated in part "Medical Staff membership on the board should be determined by the *Public Hospitals Act*". The *Public Hospitals Act* requires that the President and one Vice-President of the Medical Staff be Directors. In Bluewater Health's structure, there are two VPs (VP-Sarnia and VP-Rural). The by-laws currently require that the VP-Rural serve as the Director.

Having receiving input from the PSA, the Team recommends that the VP Rural should not automatically be the ex-officio voting Director but rather the PSA should decide annually at the time of the election of the PSA officers which VP, Sarnia or Rural, should fill this position. The other VP (the non-Board member) would not have the ability to vote at Board meetings in the absence of the ex officio Directors.

It was agreed at the PSA Quarterly meeting on September 10, 2008 that the Vice-President, Rural would be given the option of serving as the voting member on the Board or of opting out of this responsibility with the Vice-President, Sarnia then becoming the voting member of the Board. This decision will be made at the time of the annual PSA election and the decision will then be conveyed to the Chair of the Board by the PSA President. The second VP would continue to be invited to attend Board meetings as a guest, similar to senior leadership and Foundation representatives. The Team supports this approach.

4.7 Role and Qualifications of Board Chair

The following is recommended by the Team as the policy statement on the Role and Qualifications of Board Chair:

Board Chair Position Description

Role Statement

The Board Chair, working collaboratively with the President/CEO and the Chief of Professional Staff, provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties.

The Board Chair co-ordinates the activities of the Board in fulfilling its governance responsibilities and facilitates co-operative relationships among Board members and between the Board and President/CEO and the Board and Chief of Professional Staff.

The Board Chair ensures that all matters relating to the Board's mandate are brought to the attention of, and discussed by, the Board.

Responsibilities

Board Meetings:

- Establish agendas for board meetings in collaboration with the President/CEO that are aligned with the annual Board goals, work plan and current issues.
- Preside over meetings of the Board and Executive Committee.
- Facilitate and advance the business of the Board, ensuring that meetings are effective and efficient for the performance of governance work.
- Utilize a practice of referencing Board policies in guiding discussions in order to support the decision-making processes of the Board.
- Ensure that a schedule of Board meetings is prepared annually and is reflective of current board issues and/or interests.

Direction:

- Serve as the Board's central point of official communication with the President/CEO and Chief of Professional Staff.
- Guide and counsel the President/CEO and Chief of Professional Staff regarding the Board's expectations and concerns.
- Serve as a resource to the President/CEO at his/her request
- In collaboration with the President/CEO, develop standards for Board decision-support packages. This includes formats for reporting to the Board with level of detail provided to ensure that Bluewater Health management strategies and planning and performance information are appropriately presented to the Board.

Performance Evaluation:

- Lead the Board in monitoring and evaluating the performance of the President/CEO and Chief of Professional Staff through an annual process as outlined in Board policies (GOV 2.30 - Monitoring Executive Performance).

Work Plan:

- With the assistance of the Governance and Nominating Committee, ensure that a work plan is developed and implemented for the Board that includes annual goals for the Board and embraces continuous improvement.

Representation:

- Ensure that the Board is appropriately represented at Bluewater Health functions, other official functions and to the public at large.
- Serve as the Board's exclusive official spokesperson and contact with the media, unless otherwise delegated.

Reporting:

- Report regularly and promptly to the Board regarding issues that are relevant to its governance responsibilities.
- Report to the annual meeting of the members concerning the operations of Bluewater Health.

Board Conduct:

- Set a high standard for Board conduct and enforce policies and by-laws regarding Board member conduct.

Mentorship:

- Serve as a mentor to other Board members.
- Ensure that all members of the Board contribute fully.
- Address issues associated with underperformance of individual Directors.

Succession Planning:

- Ensure succession planning occurs for the President/CEO, Chief of Professional Staff and the Board.

Committee Membership:

- Serve as an ex-officio member of all Board standing committees, sub-committees and special committees (but not generally be expected to participate in their work and deliberations).

Skills, Attributes and Experience

The Board Chair will possess the following personal qualities, skills and experience:

- All of the personal attributes required of a Director;
- Substantial governance experience in the hospital, not-for profit or broader public sector, preferably as a Board Chair;
- Demonstrated leadership skills;
- Strategic and facilitation skills;
- Ability to effectively influence and build consensus within the Board;
- Ability to establish trusted advisor relationship with the President/CEO, Chief of Professional Staff and other Board members;
- Ability to make the necessary time commitment and required flexibility in work schedule to meet the requirements of this leadership role;
- Ability to communicate effectively with the Board, Senior Management, the Ministry of Health and Long-Term Care, the Erie- St. Clair Local Health Integration Network and the community;
- Demonstrated commitment to continuous learning and self-development in areas of skills and expertise required by the Board and that will enhance Board effectiveness;
- Demonstrated commitment to the Principles of Governance and Board Accountability.

Term

The Board Chair shall be elected by the Board to serve a two-year term. Following completion of the two-year term, the individual may be re-elected for a further one-year term.

4.8 Role and Qualifications of Other Board Officers and Committee Chairs

The following is recommended by the Team as the policy statements on the Role and Qualifications of the Vice Chair, Treasurer and Committee Chairs:

1. Board Vice Chair Position Description

Role Statement

The Vice Chair works collaboratively with the Board Chair. He or she supports the Board Chair in fulfilling his or her responsibilities.

Responsibilities

Board Chair Substitute:

Assume the duties of the Board Chair in his or her absence, as requested by the Chair, including representing the Board and the Hospital at official functions and to the public at-large.

Board Conduct:

Maintain a high standard for Board conduct and uphold policies and by-laws.

Mentorship:

Serve as a mentor to other Board members.

Committee Membership:

Serve as a member of the Executive Committee and at least one additional standing committee of the Board.

Skills, Attributes and Experience

The Vice-Chair will possess the following personal qualities, skills and experience:

- All of the personal attributes required of a Director and Committee Chair;
- Leadership skills;
- Strategic and facilitation skills;
- Ability to effectively influence and build consensus within the Board;
- Ability to establish trusted advisor relationship with the President/CEO, Chief of Professional Staff and other Directors;
- Ability to make the necessary time commitment and required flexibility in work schedule to meet the requirements of this leadership role;
- Ability to communicate effectively with the Board, Senior Management, the Ministry of Health and Long-Term Care, the Erie St Clair Local Health Integration Network and the community;
- Demonstrated commitment to continuous learning and self-development in areas of skills and expertise required by the Board and that will enhance Board effectiveness;
- Demonstrated commitment to the Principles of Governance and Board Accountability.

Term

The Vice-Chair shall be elected annually by the Board. An individual may serve a maximum of three (3) consecutive annual terms as Vice-Chair provided that the Board may approve extensions in exceptional circumstances.

2. Board Treasurer Position Description

Role Statement

The Treasurer works collaboratively with the Board Chair and President/CEO to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct:

Maintain a high standard for Board conduct and uphold policies and by-laws regarding Director conduct, with particular emphasis on fiduciary responsibilities.

Mentorship:

Serve as a mentor to other Directors.

Committee Membership:

Serve as a member of the Executive Committee and chair the Resource Utilization and Audit Committee.

Audited Financial Statement:

Present to the annual general meeting as part of the annual report, an audited financial statement of Bluewater Health and the report thereon of the independent auditors.

Skills, Attributes and Experience

The Treasurer will possess the following personal qualities, skills and experience:

- All of the personal attributes required of a Director and Committee Chair;
- Strong financial literacy;
- Ability to make the necessary time commitment and required flexibility in work schedule to meet the requirements of this leadership role;

- Ability to communicate effectively and efficiently;
- Demonstrated commitment to continuous learning and self-development in areas of skills and expertise required by the Board and that will enhance Board effectiveness;
- Demonstrated commitment to the Principles of Governance and Board Accountability.

Term

The Treasurer shall be elected annually by the Board. An individual may serve a maximum of three (3) consecutive annual terms as Treasurer provided that the Board may approve extensions in exceptional circumstances.

3. Board Committee Chair Position Description

Role Statement

A Committee Chair, working collaboratively with assigned staff support, provides leadership to the committee. He or she ensures that the terms of reference of the committee are followed. He or she effectively manages issues to promote effective dialogue. He or she respects that the committee has no direct management role with Hospital staff.

Responsibilities

Agendas:

Establish agendas, consistent with the Board approved committee work plan, in collaboration with staff support and preside over meetings of the committee.

Leadership:

Effectively lead each committee meeting in a manner that encourages thoughtful participation and promotes understanding of complex issues. Ensure a fair discussion, especially when differences and conflicting opinions arise.

Expertise:

Serve as a leader on the matters addressed in the committee's terms of reference.

Advise Board Chair:

Advise the Board Chair on the key issues addressed by the committee.

Report to the Board:

After each committee meeting, with the assistance of staff support, prepare a decision-support summary, as applicable, for submission to the Board.

Work Plan:

With the assistance of staff support, develop a work plan of goals and objectives that fulfills the responsibilities of the committee and is consistent with the Board work plan.

Mentorship:

Serve as a mentor to committee members and with the Board Chair develop a succession plan for the chair.

Skills, attributes and experience

- A Committee Chair will possess the following personal qualities, skills and experience:
- All of the personal attributes required of a Director;
- Interest and experience related to the work of the Committee;
- Ability to chair a meeting such that decisions are made in a manner that is respectful and efficient;
- Willingness and ability to commit time to the responsibilities of the Committee Chair;
- Demonstrated commitment to continuous learning and self-development in areas of skills and expertise required by the Board and that will enhance Board effectiveness;
- Demonstrated commitment to the Principles of Governance and Board Accountability.

Term

A Committee Chair shall be elected by the Board for a one (1) year term. An individual may be re-elected to chair the same committee or may be elected to chair a different committee following completion of his/her term.

4.9 Board Standing Committees and Terms of Reference

The following are recommended by the Team as policies covering the following Standing Committees of the Board:

Executive Committee

Governance and Nominating Committee

Resource Utilization and Audit Committee

Quality Committee

Joint Conference Committee

Rationale for Maintaining an Executive Committee

The Investigator raised the question of whether it was necessary for Bluewater Health to retain an Executive Committee. The Facilitator recommended to the Team that it would be appropriate to retain an Executive Committee to carry out a limited, defined role.

In the face of governance reform the roles of executive committees have changed quite considerably from playing a largely dominant role to one that is limited and pragmatic.

Executive committees had in many cases become boards within boards often reviewing major matters and setting agendas that directed the decision-making processes of Boards. This had the effect of de facto transferring the authority of boards to their executive committees thus undermining the authority of the board as a whole by turning it into a rubber stamp on too many important issues. This process effectively limited the value added of the board and removed the board from major input into decisions while leaving them with the accountability and liability.

The impact of governance reform and accountability expectations created a new environment that would no longer tolerate a structure that denied the board their appropriate role in decision-making. This resulted in the restructuring of board work and a downgrading of the role and authority of executive committees. Some organizations abolished their executive committees while most adjusted their terms of reference to ensure that the authority of the board would not be undermined while at the same time retaining a committee of the corporate officers to handle emergency situations and to undertake assigned responsibilities from the board that were consistent with current expectations of governance structures.

The recommendation of the Team to retain an Executive Committee at Bluewater Health is based on a contemporary model that ensures that the work done by the Executive Committee is directed by the Board as a whole and that the work assigned is reported back to the Board for final approval.

The only assigned responsibility recommended here beyond responding to urgent matters when a full board is not an option, is to assign to the Executive Committee the responsibility for the assessment of the CEO and the COS which must be reported on to the board for approval. This is a common assignment made by other boards to their Executive Committees.



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Manual	GOVERNANCE POLICY		POLICY
Section 5.0	Ensuring Board Effectiveness - Governance Policy Framework		
Title	BOARD STANDING AND AD HOC COMMITTEES – EXECUTIVE COMMITTEE TERMS OF REFERENCE		
Issuing Body/ Prepared By	Board of Directors		
Approved by	Board of Directors		Number: GOV 5.40
Effective Date	January 2005	Version 4	File Name: "Lhgdata"(J:)/Dept'1/Admin/ CorpDev/Corp&Board Planning/ Governance Policy/5.40 Board Standing and Ad Hoc Committees
Revised Date	March 2007		
	October 2007		
	November 2008		
Controlled document. Any documents appearing in paper form must be used for reference purposes only. The on-line copy on the file server above must be considered the current documentation.			

Role:

To carry out functions assigned from time to time by the Board and to act on behalf of the Board in urgent situations when the Board is unavailable.

Responsibilities:

The Executive Committee shall:

- A. exercise the powers of the Board in matters of an urgent nature in the event that a Board meeting cannot be convened in a sufficiently timely manner to address the matter and shall report to the Board on the outcome of any decisions made and reason for addressing at the Executive Committee level at the earliest opportunity
- B. ensure that a performance evaluation is conducted annually of the President/CEO and the Chief of Professional Staff and report the results of such evaluations to the Board
- C. perform such other tasks as outlined in the by-laws or directed by the Board

Committee Composition:

Chair
Vice-Chair

Treasurer
Elected Director (1 other)
President/CEO
Chief of Professional Staff
President of the Professional Staff Association

Administrative Lead:

Chief Executive Officer

Quorum:

A majority of the Committee members, including at least two of the elected directors.

Meetings:

At the call of the Chair, the President/CEO or any two members of the committee

Communication:

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

Monitoring:

Method: Board Review

Frequency: Annually

<i>Manual</i>	GOVERNANCE POLICY		POLICY
Section 5.0	Ensuring Board Effectiveness - Governance Policy Framework		
Title	BOARD STANDING AND AD HOC COMMITTEES – GOVERNANCE AND NOMINATING COMMITTEE TERMS OF REFERENCE		
Issuing Body/ Prepared By	Board of Directors		
Approved by	Board of Directors		Number: GOV 5.40
Effective Date	November 2008	Version 1	File Name: "Lhgdata"(J:)/Dept'1/Admin/ CorpDev/Corp&Board Planning/ Governance Policy/5.40 Board Standing and Ad Hoc Committees
Revised Date			
Controlled document. Any documents appearing in paper form must be used for reference purposes only. The on-line copy on the file server above must be considered the current documentation.			

Role:

To ensure processes and policies are in place to support effective functioning of the Board.

Responsibilities:

The Governance and Nominating Committee shall ensure processes are established and monitored for:

1. General Governance matters including:

- A. ensuring the governance framework is in place and regularly updated to reflect the current circumstances including reviewing, guiding and/or recommending to the Board on:
 - (i) the establishment of the Board member nomination and selection processes in accordance with the Guidelines for Selection of Directors
 - (ii) Board and committee structure
 - (iii) By-laws and policies
 - (iv) Board orientation and continuing education program
 - (v) Board and individual Director evaluation

- B. ensuring that strategic planning is conducted on a regular basis and monitoring the outcomes of the strategic planning process
- C. developing and monitoring a plan to achieve compliance with the governance standards of Accreditation Canada
- D. developing an annual work plan of goals and objectives that fulfills the responsibilities of the Committee, for approval by the Board
- E. performing such other tasks as outlined in the by-laws or requested by the Board

2. Board Nominations including, in accordance with Board policy (GOV – 5.70):

- A. preparing a slate of nominees for recommendation to the Board and election by the members of the Corporation of a sufficient number of individuals to fill the vacancies on the Board.
- B. making a recommendation as to which nominees would be elected for full three-year terms and which nominees would fill the unexpired term of any Director who has resigned.
- C. recommending for election by the Board:
 - (i) a slate of officers
 - (ii) Directors to serve as Chairs of Board Standing Committees;
 - (iii) Directors and other persons to serve as members of Board Standing Committees.

Accountability:

The Governance and Nominating Committee is accountable to the Board.

Administrative Lead:

Special Projects Administrator

Committee Composition:

Elected Directors (5)

President/CEO

President of the Professional Staff Association (PSA) or Vice President for the PSA serving on the Board

The Committee may designate a sub-committee for the Nominations work which may include non-Directors and need not include all of the members of the Committee.

Quorum:

As set out in s.8.01 (h) of the By-laws.

Meetings:

Monthly (excluding July & August).

Communication:

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

Evaluation:

The Governance and Nominating Committee shall annually evaluate its effectiveness in meeting its work plan objectives and designated responsibilities as set forth by the Board.

Monitoring:

Method: Board review

Frequency: Annually



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Manual	GOVERNANCE POLICY		POLICY
Section 5.0	Ensuring Board Effectiveness - Governance Policy Framework		
Title	BOARD STANDING AND AD HOC COMMITTEES – RESOURCE UTILIZATION AND AUDIT COMMITTEE TERMS OF REFERENCE		
Issuing Body/ Prepared By	Board of Directors		
Approved by	Board of Directors		Number: GOV 5.40
Effective Date	November 2008	Version 1	File Name: "Lhgdata"(J:)/Dept'1/Admin/CorpDev/Corp&Board Planning/Governance Policy/5.40 Board Standing and Ad Hoc Committees
Revised Date			
Controlled document. Any documents appearing in paper form must be used for reference purposes only. The on-line copy on the file server above must be considered the current documentation.			

Role:

To monitor utilization of the Corporation’s financial resources, human resources, physical facilities and information technology systems and to oversee the integrity of the Corporation’s financial 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 Service Accountability Agreement.
3. Monitor and report to the Board on the performance and compliance with the Hospital Service Accountability Agreement.
4. Review and recommend to the Board for approval on an annual basis a Human Resources plan for hospital staff and Professional Staff.
5. Review Bluewater Health’s monthly financial statements and advise the Board accordingly.
6. Review the Utilization Management process for Bluewater Health, with particular emphasis on performance indicators, ensuring that the hospital is providing its services within reasonable parameters of available resources and peer group averages.

7. Review, evaluate and/or make recommendations to the Board, based on appropriate input from management, on other resource issues including:

- (vi) banking arrangements
- (vii) types and amounts of insurance (annually)
- (viii) physical facilities and redevelopment of the hospital buildings and structures
- (ix) investment policy for the management of the Corporation's funds (annually, with quarterly monitoring of the control and management of investments)
- (x) forecasting and planning
- (xi) financial stewardship principles and protocols
- (xii) financial risk management
- (xiii) revenue generating opportunities
- (xiv) litigation

Audit

To oversee the accuracy of the hospital's financial reporting, including:

- i. review of audited financial statements and draft auditor's report (annually)
- ii. evaluation and appointment of auditor (annually)
- iii. review of auditor's management report (semi-annually)
- iv. review of audit fee (annually)
- v. review of audit plan (annually)
- vi. quality control process audit
- vii. internal audit
- viii. implications of proposed and evolving changes in accounting standards
- ix. major control deviations, fraud detection

Other

1. Develop an annual work plan of goals and objectives that fulfills the responsibilities of the Committee, for approval by the Board.
2. 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 Corporate Services/Chief Operating Officer

Committee Composition:

Elected Directors (minimum 3, maximum 7)

Non-Director Committee Members (minimum 3, maximum 5)

President/C.E.O.

Chief of Professional Staff

Medical Staff Member

The Committee may designate a sub-committee for Audit work. 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:

Method: Board Review

Frequency: Annually

Manual	GOVERNANCE POLICY		POLICY
Section 5.0	Ensuring Board Effectiveness- Governance Policy Framework		
Title	BOARD STANDING AND AD HOC COMMITTEES – QUALITY COMMITTEE TERMS OF REFERENCE		
Issuing Body/ Prepared By	Board of Directors		
Approved by	Board of Directors		Number: GOV 5.40
Effective Date	April 2003	Version 5	File Name: "Lhgdata"(J:)/Dept'l/Admin/ CorpDev/Corp&Board Planning/ Governance Policy/5.40 Board Standing and Ad Hoc Committees
Revised Date	August 2004		
	October 2006		
	October 2007		
	November 2008		
Controlled document. Any documents appearing in paper form must be used for reference purposes only. The on-line copy on the file server above must be considered the current documentation.			

Role:

To monitor the delivery of health care and services at Bluewater Health and to ensure that quality improvement is an integral component of the hospital's governance and management processes.

Responsibilities:

1. The Quality Committee shall:
 - a) recommend to the Board of Directors the long-term objectives for quality at Bluewater Health and annual quality goals and specific quality indicators to be monitored by the Board and the Committee
 - b) review and monitor the quality and patient safety processes and indicators established by management related to programs and services provided by Bluewater Health
 - c) consider the quality implications of budget proposals and make appropriate recommendations to the Board
 - d) receive periodic reports from the hospital's Quality Council
 - e) review quality reports and monitor their compliance with the requirements of internal and external standard-setting bodies, such as Accreditation Canada, the Ontario Health Quality Council and the Canadian Patient Safety Institute
 - f) monitor hospital-wide policies, processes and programs to prepare and protect Bluewater Health from foreseeable and significant clinical risks
 - g) review and report periodically to the Board on the outcomes of stakeholder satisfaction surveys and issues to be addressed
 - h) review, evaluate and make recommendations to the Board on litigation matters, based on appropriate input from management

- i) monitor the preparation processes for Bluewater Health’s accreditation survey by Accreditation Canada and monitor implementation of relevant recommendations arising from the survey
- j) monitor hospital-wide policies, processes and programs for research, research ethics and clinical ethics and make recommendations to the Board , as appropriate
- k) recommend to the Board recognition for quality improvement work and new quality initiatives
- l) monitor compliance with MOHLTC regulation or policy changes and make recommendations to the Board as required
- m) develop an annual work plan of goals and objectives that fulfills the responsibilities of the Committee, for approval by the Board
- n) perform such other tasks as outlined in the by-laws or requested by the Board

Administrative Lead:

Vice-President Clinical Services

Committee Composition:

Elected Directors (minimum 3, maximum 5)

President/CEO

Chief of Professional Staff

Non-Director Committee Members (minimum 3, maximum 5)

Medical Staff Member

Quorum:

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

Meetings:

Monthly (excluding July & August).

Communication:

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

Evaluation:

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

Monitoring:

- Method:
- 1. Review of the policy
 - 2. Review of Quality Program and its outcomes

- Frequency:
- 1. Annually
 - 2. Quarterly

Manual	GOVERNANCE POLICY		POLICY
Section 5.0	Ensuring Board Effectiveness - Governance Policy Framework		
Title	BOARD STANDING AND AD HOC COMMITTEES – JOINT CONFERENCE COMMITTEE TERMS OF REFERENCE		
Issuing Body/ Prepared By	Governance and Planning Committee		
Approved by	Board of Directors		Number: GOV 5.40
Effective Date	01-10-01(O)	Version 1	File Name: "Lhgdata"(J:)/Dept'l/Admin/ CorpDev/Corp&Board Planning/ Governance Policy/5.40 Board Standing and Ad Hoc Committees
Revised Date	04-14-04 (Rev)		
	03-22-06 (Rev)		
	03-03-08 (Rev)		
Controlled document. Any documents appearing in paper form must be used for reference purposes only. The on-line copy on the file server above must be considered the current documentation.			

Purpose:

The purpose of the Joint Conference Committee is to facilitate communication among the Professional Staff Association, the Board, and senior management.

The Committee shall serve as a forum in which the members may:

- i. exchange and discuss ideas, opinions and concerns of interest;
- ii. explore new ideas and concepts and seek comments from other members;
- iii. achieve understanding on points of interest to the Board, the Hospital’s management, and the Professional Staff; and
- iv. raise concerns that have not been satisfactorily addressed in other venues with a view to determining an appropriate forum for their resolution.

Committee Membership:

The Joint Conference Committee shall consist of the following membership groups:

- i. the Chair, Vice-Chair and Treasurer of the Board,
- ii. the President, both Vice-Presidents and the Secretary-Treasurer of the Professional Staff Association,
- iii. the Chief Executive Officer, the Chief of Staff and the Vice-President (s) responsible for clinical services;

The Chair may invite guests to attend meetings of the Committee.

Chair:

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

Quorum:

A quorum shall be a majority of the members of the Committee, including at least one member from each of the membership groups.

Meetings:

Meetings of the Committee shall generally be scheduled quarterly. The Chair may call additional meetings on his/her own initiative, and shall do so at the request of any two members of the Committee.

Communication:

The purpose of the Committee is to facilitate communication among the parties. To realize this purpose,

- any member may raise an issue for the consideration of the Committee,
- there must be meaningful representation and participation among all three groups,
- summary minutes will be maintained for follow-up purposes,
- the Committee shall report on the nature of the discussions to the Board, Medical Advisory Committee and the Professional Staff Association.

Monitoring:

Method: 1. Review of the policy

Frequency: Annually

SECTION 5.0 – COMMUNITY ENGAGEMENT STRATEGY

5.1 Community Members on Board

Investigator’s Recommendation #4 -

... the Board, working with its Facilitator, should further clarify the role of community advisory panels and community representatives on board committees.

a) Current status

Currently, Bluewater Health's by-laws include the following provisions:

s. 1.01(l) “Community Representative” means a person who is not a Director of the Corporation who has been appointed to a Committee and who has the same rights and obligations (including the right to vote) as other members of the Committee who are Directors.

S. 8.01(c) Except for the Executive Committee and the Medical Advisory Committee, the Board shall encourage and promote the appointment of Community Representatives to the standing and special Committees of the Board, and ensure that Committees reflect the community the Corporation serves.

s. 8.04(a) A quorum for any Committee with Community Representatives shall consist of a majority of the voting Committee members, including one (1) Committee member who is also a Director.

s. 8.04(c) Community Representatives shall have one (1) year renewable terms, which shall not preclude their future candidacy for nomination to the Board and which terms shall not be included in calculating a Director’s term limit under section 5.07.

s. 8.04(d) Participation by a Community Representative is conditional on the Community Representative signing an acknowledgement that the Community Representative:

- (i) is a fiduciary of the Corporation and must place the best interests of the Corporation above his/her own best interests;
- (ii) has read and understood the Conflict of Interest and confidentiality requirements of this By-Law, which apply to all Community Representatives; and
- (iii) will participate in the Board’s orientation program, in keeping with Board policy.

b) History

At the outset of restructuring of the local hospital system (1999) there were 48 individuals serving as directors/trustees of the three predecessor hospitals (Charlotte Eleanor Englehart Hospital, Sarnia General Hospital and St. Joseph's Health Services of Sarnia Inc.). Bluewater Health's board has 12 elected directors. The "original purpose of having external representation

on the Board committees came as an opportunity to allow board members from the previous boards to remain involved in healthcare governance. A maximum of three seats per board committee were reserved for "community" members..."⁴.

c) Discussion

Committees are established by and take their mandate from the board, principally to do the work the board does not have the time to do. This includes the opportunity to permit greater discussion and more in-depth analysis than is possible at a board meeting. Committees also enable individuals the opportunity to contribute in areas of particular interest, skill or expertise.

According to the 2004 Quigley/Scott *Hospital Governance & Accountability in Ontario* report, there is not a consistent or "right" approach among Ontario hospitals in the appointment of additional non-Directors as members of Board Standing Committees"⁵. Quigley and Scott suggest that the key issues for consideration include:

- The need for an explicit Board policy which sets out the rationale for the appointment of non-Directors, the specific Committees to which they will be assigned and expectations as to their role and responsibilities;
- A balance between Directors and non-Directors with a majority of Directors
- A systematic transparent process for the nomination of non-Directors and approval by the Board⁶

The Ontario Hospital Association's *Guide to Good Governance* identifies a number of factors that a Board should consider in determining whether or not to appoint individuals who are not directors to a board committee.

Pros

- May provide an opportunity to evaluate potential new board members.
- May allow the board to avail itself of specialized expertise.

Cons

- Committee members who are not on the Board do not see the whole picture.
- There may be some committees where it is not appropriate to have non-Directors participate because they will not be familiar with all members of the board or see all of the board's processes. e.g. the Governance Committee.
- The fiduciary duties to which a Director is subject are clear. It is less clear whether individuals who are not members of the board are subject to the same fiduciary duties when serving on a committee.⁷

One additional issue raised by the OHA is the need for appropriate orientation of non-Board committee members.

⁴ Kearns, S., Vigar, D. and Scimmi, K. "Infrastructure for Board Accountability", *Healthcare Quarterly*, August 2005

⁵ Quigley, M. and Graham Scott "Hospital Governance and Accountability in Ontario" (2004), p.29.

⁶ Ibid.

⁷ Ontario Hospital Association, *Guide to Good Governance*, (2005), p. 116

In addition to these factors, having non-Directors serve on committees would appear to provide the following benefits:

- Allow the committee to have a broader range of perspectives.
- Avoid overburdening Board members who would be obliged to sit on multiple committees if there were no Community Representatives.

Many of Bluewater Health's peer hospitals have non-Directors serving on various committees and generally report favourable experiences.

Bluewater Health's experience with Community Representatives serving on committees has been generally positive. A number of current Directors began their involvement with the hospital's governance by serving on a committee. Many of the current Community Representatives would be good candidates to fill future Board vacancies if they wished to serve in that capacity. The ability to name Community Representatives to committees was useful in February 2008 when the number of candidates recommended by the Community-Based Nominating Group exceeded the number of Board vacancies as all of the recommended candidates were offered positions on committees.

The name "Community Representative" is somewhat unfortunate as it may be perceived that Directors somehow do not represent the community. Consideration should be given to changing the title.

The Team makes the following recommendations:

- *The current title of "Community Representative should be changed to "Non-Director Committee Member"*
- *Non-Director Committee Members should be considered for appointment to the Quality, Community Relations and Resource Utilization and Audit standing committees, the Nominating sub-committee and such ad hoc committees as the Board deems advisable from time to time.*
- *The by-laws should be revised to clarify that directors must constitute a majority of the voting members of Board standing committees upon which Non-Director Committee Members serve.*
- *The current requirement that Directors chair all standing committees of the Board should be continued.*
- *Non-Director Committee Members should be appointed for one-year terms*
- *The Nominating sub-committee should be assigned the responsibility of recommending potential candidates to serve as Non-Director Committee Members for consideration by the Board. The process should mirror as much as possible the process for appointing new Board members.*

The current Community Representative Position Description (policy 2.90) has been revised to reflect these recommendations and the new Non-Director Committee Member policy (GOV 5.65) is included below. The Team recommends that it be approved as part of the Governance Policy Framework at the completion of the governance renewal process.

Manual	GOVERNANCE POLICY		POLICY
Section 5.0	Board Effectiveness - Governance Policy Framework		
Title	NON-DIRECTOR COMMITTEE MEMBERS		
Issuing Body/ Prepared By	Governance and Planning Committee		
Approved by	Board of Directors		Number: GOV 5.65
Effective Date	January 2006	Version 1	File Name: "Lhgdata"(J:)/Dept'1/Admin/ CorpDev/Corp&Board Planning/ Governance Policy 5.65 Non-Director Committee Member
Revised Date	November 2008		
Controlled document. Any documents appearing in paper form must be used for reference purposes only. The on-line copy on the file server above must be considered the current documentation.			

Purpose

The Board has determined that the participation of Non-Directors from the community as members of certain Board Committees is beneficial to obtain a broad range of perspectives, to provide additional expertise and to identify and assess individuals' interest and aptitude to be Directors in the future.

Selection

The Governance & Nominating Committee is responsible for recommending individuals to the Board to serve as Non-Director Committee Members for in accordance with the Nominations Process policy (GOV-5.70). Non-Director Committee Members shall meet the qualifications for Directors as set out in s.5.03 of the By-laws.

Responsibilities

1.0 Accountability and Fiduciary Duties

A Non-Director Committee Member acts ethically, honestly, in good faith and in the best interests of Bluewater Health and in so doing, supports Bluewater Health in fulfilling its mission and mandate, and discharging its accountabilities. A Non-Director Committee Member exercises the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Non-Director Committee Members with special skill and knowledge are expected to apply that skill and knowledge to matters that come before the Committee. A Non-Director Committee Member does not represent the specific interests of any constituency. A Non-Director Committee Member acts and makes decisions that are in the best interest of Bluewater Health as a whole. A Non-Director Committee Member adheres to the vision, mission and values of Bluewater Health and complies with the *Public Hospitals Act*, the *Corporations Act*, by-laws, applicable laws and regulations and Board policies. A Non-Director Committee Member adheres to the Principles of Governance and Board Accountabilities policy (GOV-5.10).

2.0 Exercise of Authority

A Non-Director Committee Member carries out the powers of office only when acting as a voting member during a duly constituted meeting of the Committee. A Non-Director Committee Member respects the responsibilities delegated by the Board to the President/Chief Executive Officer and Chief of Professional Staff, avoiding interference with their duties but insisting upon accountability to the Committee and reporting mechanisms for assessing organizational performance.

3.0 Conflict of Interest

A Non-Director Committee Member does not place him/herself in a position where his/her personal interests conflict with those of Bluewater Health. A Non-Director Committee Member complies with the Conflict of Interest provisions in the by-laws and Board policy.

4.0 Team Work

A Non-Director Committee Member works positively, cooperatively and respectfully with others in the performance of his or her duties while exercising independence in decision making.

5.0 Participation

A Non-Director Committee Member reviews pre-circulated material and comes prepared to Committee meetings and educational events, asks informed questions, and makes a constructive contribution to discussions. A Non-Director Committee Member considers the need for independent advice to the Committee on major corporate actions.

6.0 Formal Dissent

A Non-Director Committee Member reviews the minutes of the previous meeting on receipt and insists that they record any Non-Director Committee Member's disclosure of an actual or potential conflict of interest, abstention or dissent. A Non-Director Committee Member who is absent from a Committee meeting is deemed to have supported the decisions and policies of the Committee taken in his or her absence unless he or she formally records a dissenting view with the Committee secretary.

7.0 Board Solidarity

The official spokesperson for the Board and its committees is the Chair or the Chair's designate. A Non-Director Committee Member supports the decisions and policies of the Committee in discussions with outsiders, even if the Non-Director Committee Member holds another view or voiced another view during a Committee discussion or was absent from the Committee meeting. A Non-Director Committee Member refers requests for comments on behalf of the Committee to the Committee Chair.

8.0 Confidentiality

A Non-Director Committee Member respects the confidentiality of Committee discussions and information.

9.0 Time and Commitment

A Non-Director Committee Member is expected to commit the time required to fulfill Committee responsibilities. A Non-Director Committee Member is expected to attend a minimum of 85% of the meetings of the Committees of which he/she is a member. Non-Director Committee Members who fail to meet the attendance requirements are subject to review by the Committee Chair and may be asked to step down from the Committee.

10.0 Competencies

A Non-Director Committee Member actively contributes specific expertise, skills and other attributes that are needed on the Committee.

11.0 Education

A Non-Director Committee Member seeks opportunities to be educated and informed about the Committee, the Board and the key issues in Bluewater Health and broader health care system through review of the Board Orientation Manual, participation in orientation and ongoing education, as appropriate.

12.0 Self-Evaluation and Continuous Improvement

A Non-Director Committee Member is committed to a process of continuous self-improvement as a Committee member. All Non-Director Committee Member participate in evaluation of the Committee and in individual Non-Director Committee Member evaluations and act upon results in a positive and constructive manner.

13.0 Fundraising Activity

A Non-Director Committee Member supports the efforts of the Bluewater Health Foundation and Charlotte Eleanor Englehart Hospital Foundation.

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

5.2 Advisory Panels

Background

Investigator's Recommendation #4 -

... the Board, working with its Facilitator, should further clarify the role of community advisory panels and community representatives on board committees.

Investigator's Recommendation #37 -

... an ad hoc Rural Health Advisory Sub-Committee of the Board should be created to gather input from stakeholders in rural communities.

a) Current status

Currently, Bluewater Health has two advisory panels, the terms of reference of which are set out in Board policy. These panels are the Community Advisory Panel (CAP) and the Rural Health Advisory Panel (RHAP).

The CAP came into existence in 2002 and the RHAP in 2005. Since their inception, both panels have been facilitated by Phil and Judy Brown of Phil Brown & Associates. These facilitators have now resigned. The CAP membership, in particular, has experienced significant attrition and would need to be refreshed going forward if the Panel is to continue.

b) Discussion

It is important to keep in mind the difference between an advisory panel and a formal Board committee. Members of an advisory panel are not fiduciaries of the hospital and are free to advocate a particular viewpoint without concern for whether the suggested action is in the best interests of Bluewater Health as a whole. In addition, there is no requirement that the panel come to consensus or make a single recommendation. Multiple viewpoints can be captured and forwarded on for consideration by the appropriate decision maker.

Community advisory panels can serve as an effective mechanism for two-way communications – from the hospital to the communities served and from informed representatives of the community to the hospital. In Bluewater Health's case, the hospital representatives have often raised issues for the input of the panels' members and used the panels as a sounding board. The community members of the panels have often raised issues of their own for the hospital's consideration. A review of the panels' meeting notes maintained by the facilitators suggests that the issues discussed have primarily been "operational" rather than "governance" in nature.

In specific response to Recommendation #37, community participants on RHAP have indicated that:

- It is important that the RHAP continue, as they believe that it has an important role to play in advocating for more effective and efficient health care delivery for rural residents, and

- They prefer the RHAP to continue as an advisory panel rather than a board committee as they believe it to be more effective as an advisory body rather than a committee that is required to make recommendations in the best interests of Bluewater Health.

c) Model for Consideration

1. Bluewater Health should continue to have at least one community advisory panel. The existing panels have often provided good input to the hospital and have been an effective resource. In addition, discontinuing these panels would be inconsistent with the hospital's stated goal and legal obligation of community engagement and would be perceived negatively by the community. For the time being, the two existing panels should be maintained as separate panels. Hospital management may also wish to create program advisory panels/committees to address specific clinical areas of interest/focus to provide a mechanism for stakeholder input (e.g. patient/family, community service provider) into the planning, delivery, education and evaluation of services.
2. The focus of the community advisory panels should be explicitly on operational, not governance, issues. As such, the Board should direct the CEO to reconstitute these panels to provide input to the CEO and the senior leadership team. Reports from the panels should go to the Board for information, with the CEO empowered to address concerns/issues arising.
3. The panels should continue to be facilitated. The facilitators should be independent of the hospital in an operational capacity and should be dedicated to the CAP and RHAP and accountable to the panels. This permits an independent non-biased report to be presented to the Board. The facilitators can also serve as the official spokespersons for the panels.
4. The panels should each meet 4 times/year, with reports to the Board for information after each meeting.
5. The appropriate size and composition of the panels is up to 20 members, including at least one Board member plus the CEO and appropriate management representation. Appointments should be for sufficiently lengthy terms (e.g. 3 years) to support learning and continuity. The participation of the CEO and management representatives, as required based on issues arising, will demonstrate that the hospital takes the input seriously and that the community perceives that the hospital takes the input seriously. The Board should be represented by at least one member on each panel to emphasize the Board's commitment to the community engagement process, and to facilitate reporting to the Board and the sharing of any governance issues that may arise.
6. The selection process should be by application following advertising of the panels' roles and responsibilities, with selection by the facilitators in conjunction with the current panel members. Selection criteria should be established but be kept simple and should endeavour to be broadly representative of the community served. Candidates for selection should be interested in the hospital and health care, willing to keep an open mind, and able to participate in a meaningful way on a cross-section of issues.
7. In selecting candidates, the goal should be to obtain a cross-section of the community served by the hospital. "Community" in this sense should be defined broadly. At present, the schools (St. Patrick's and Hanna Memorial) adjacent to the Norman Street site are

over-represented, with four students and a staff member from St. Patrick's and two members of Hanna school council being given positions on the 15 member CAP. Other neighbours (within one kilometre of a hospital site) are given preferential standing in the selection of members. In light of the focus on hospital operational issues generally rather than issues specific to the building project, it is suggested that these designated positions are not sufficiently distinct to warrant designated positions. It is recommended that this issue be revisited in the long term with a view to broader representation from the youth of Sarnia-Lambton. In the short term, it is recommended that these positions be reduced to 2 students and 1 staff member from St Patrick's and to 1 school council representative from Hanna Memorial.

See Section 5.3 for the Team's recommendation on the Advisory Panels.

5.3 Community Engagement Strategy Development

The hospital is required to have a community engagement plan. Section 16 (6) of the *Local Health Services Integration Act* (the legislation which creates the LHINs) requires:

Engagement by health service providers

(6) Each health service provider shall engage the community of diverse persons and entities in the area where it provides health services when developing plans and setting priorities for the delivery of health services.

Community is defined to include patients and other individuals, health service providers and employees involved in the local health system. Hospitals and other health service providers are not given any direction as to how to engage the community.

In addition to this legislative requirement, one of the key responsibilities of the Board under the modified Pointer-Orlikoff governance model is "Building Relationships" with key stakeholders. One such important relationship is with the community.

Further, several of the Smith recommendations address components of community engagement. Specifically, Recommendation #4 is that "the Board, working with its Facilitator, should further clarify the role of community advisory panels and community representatives on board committees" and Recommendation #37 is that "an ad hoc Rural Health Advisory Sub-Committee of the Board should be created to gather input from stakeholders in rural communities". Many other recommendations also addressed aspects of community engagement in its broadest sense, including those that called for strengthened relationships with various stakeholders including but not limited to physicians, nurses, other staff and the rural community.

The Team recommended the development of a broad strategy for community engagement. Such a strategy would include a Board policy supported by an operational implementation plan. The Board approved this recommendation at its November 26, 2008 meeting.

Reasons for developing such a strategy include:

- 1) It provides an opportunity for the community to have appropriate involvement in the development, execution and assessment of hospital plans and decisions in a coherent and comprehensive manner and in a positive context.
- 2) It will permit the hospital to be proactive as opposed to having to manage contentious issues on a piecemeal basis once a crisis develops.
- 3) It may assist in educating the community about the hospital's budgetary constraints and the performance expectations, as set out in its accountability agreement with the LHIN.
- 4) It will limit the potential for interests opposed to a hospital decision to use the above requirement under the LHSIA in a legal context to block an initiative on the grounds that the community was not sufficiently engaged in the process. (This has occurred in other communities).
- 5) It will permit the hospital to determine the level and type of community engagement it needs, including the processes and tools it will adopt on specific types of issues.

For all processes and tools used in the engagement strategy, participants must know and understand why they are receiving the communication or being asked to participate (e.g. information sharing, input, advice, decision-making) and when asked to participate must feel their input is valued by the hospital leaders and making a difference for the hospital and community served.

It is important to note that Bluewater Health has a number of processes and initiatives through which various components of the community (as defined above) have been and continue to be engaged. Specific examples at the Board and management level include the broad consultations with various internal and external stakeholders in conjunction with the strategic planning process, the ONA/Bluewater Health partnership task force work, various internal and external communications initiatives, presentations to service clubs and other community groups, "Coffee with Sue", rounding by various managers, etc. What the Governance Renewal Task Team perceives to be lacking is an overall strategy to tie these various pieces together into a coherent framework and to monitor its effectiveness.

The Team recommends that a hospital community engagement strategy be developed to define the overarching community engagement framework for the hospital, including the processes, tools and tactics to be developed and implemented. This work should be done through an ad hoc Board committee established for this purpose and involve hospital management, staff and others, as appropriate, to ensure broad and meaningful input. This should specifically include the development of recommendations on the future direction of the Community Relations Committee of the Board.

The Team recommended that an ad hoc Board Committee be established to develop a hospital community engagement strategy which will include recommendations on the future direction of the Community Relations Committee of the Board. The Board approved this recommendation at its November 26, 2008 meeting.

Community Advisory Panels

Bluewater Health currently has two advisory panels (the Community Advisory Panel (CAP) and the Rural Health Advisory Panel (RHAP)), the terms of reference of which are set out in Board policy. These panels have not met since May 2008 for two unrelated reasons:

- because their future was under discussion through the governance renewal work, and
- because of the resignation of the facilitators.

Section 5.2 outlined the background on the advisory panels and the rationale for their reconstitution. The Team believes that it is important that this work not await the development of the overarching community engagement strategy so that these panels can continue the valuable contributions they have made to the hospital's community engagement work to date and to support the development of the strategy.

The Team recommends that the following key elements should be included in the terms of reference for the reconstituted panels:

- The focus of the community advisory panels should be explicitly on operational, not governance, issues.
- The panels should continue to be facilitated. The facilitators should be independent of the hospital in an operational capacity and should be dedicated to the CAP and RHAP and accountable to the panels.
- The panels should each meet 4 times/year, with reports to the Board for information after each meeting.
- Each panel should include up to 20 members, including at least one Board member plus the CEO and appropriate management representation.
- Selection process should be by the facilitators in conjunction with the current panel members. Selection criteria should be established but be kept simple and should endeavour to be broadly representative of the community served.

The Team recommended that the Community Advisory Panel and the Rural Health Advisory Panel be reconstituted in line with the above recommendations as soon as practical. The Board approved this recommendation at its November 26, 2008 meeting.

SECTION 6.0 – BOARD AND DIRECTOR EVALUATION PROCESS

The Team reviewed Board and Individual Director Evaluation tools recommended by the Facilitator. The tools are consistent with the Modified Pointer-Orlikoff governance model and are used in many hospitals.

It was agreed that these tools would be appropriate ones to adopt, accompanied by a Board Evaluation policy. The policy should address the purpose, use, and outcomes to be achieved in Board and individual Director evaluations. The need for action and follow-up on the results of both types of evaluations was stressed by members to support continuous improvement and development of the Board as a whole and of individual directors.

An evaluation process at the end of Board meetings was also discussed and it was agreed that it would be useful to establish such a process. Further discussion on this type of process was deferred to the reconstituted Governance and Nominating Committee.

A separate Board evaluation policy is to be developed for review by the reconstituted Governance and Nominating Committee. Currently, the process is only referenced in the Annual Board Planning policy (GOV - 5.85). The issues discussed by the Team will be taken into account when drafting the new policy.

The Team recommends that the Board adopt a Board and Director evaluation process and that it be referred to the reconstituted Governance and & Nominating Committee to prepare the policy.

SECTION 7.0 - NEXT STEPS AND FINAL OBSERVATIONS

The Team has thoroughly reviewed and considered both the current environment facing the health and hospital sectors and a wide range of governance options. The Team believes that the work provides a solid basis for Board governance.

Once the Board has approved/amended the recommendations in this report the next steps are to:

- 1) Review current Governance policies and revise and/or develop policies arising from the recommendations in this report. Appendix B provides a suggested list of governance policies as a starting point. The list may be revised by the Governance and Nominating Committee as it completes the policy review process with input from other Board committees.
- 2) Matters referred to the Governance and Nominating Committee should be addressed by this committee and brought to the Board for approval when addressed.
- 3) The By-laws should be amended to reflect the decisions of the Board.

- 4) The Board should develop its Annual Work Plan in line with the Strategic Plan and from this the Annual Work Plans of the Committees should be developed.

APPENDIX A – Governance Renewal Task Team Composition

Kathryn Poole	Director/ Team Chair
Bruce Davies	Board Vice-Chair
Lorri Kerrigan	Director
Richard Newton-Smith	Director (from June 2008)
Dr. Renato Pasqualucci	Director/ President, Professional Staff Association
Jim Elliott	Board Chair
Bryan Bouck	Director
Bob McKinley	Director
Margaret Perry	Non-Director Committee Member
Janet Raiger	Non-Director Committee Member
Peter Weening	Non-Director Committee Member
Sue Denomy	President/CEO
Christine Murphy	Special Projects Administrator
Graham Scott	Governance Facilitator/Consultant

Appendix B – *Suggested* List of Governance Policies – Table of Contents

SECTION 1.0 Establishing Strategic Direction

- 1.10 Mission, Vision and Values **(1.10)***
- 1.20 Role Statement **(1.20)***
- 1.30 Strategic Planning **(to be developed)**
- 1.40 Monitoring Corporate Performance **(to be developed)**

SECTION 2.0 Providing for Excellent Management

- 2.10 CEO Succession **(to be developed)**
- 2.20 Delegation of Authority to the CEO **(4.10)***
- 2.30 Monitoring Executive Performance (CEO & COS) **(4.20)**
- 2.40 Chief of Professional Staff Direction **(to be developed)**
- 2.50 Chief of Professional Staff Succession **(to be developed)**

SECTION 3.0 Ensuring Program Quality and Effectiveness

- 3.10 Health and Safety **(3.70)***
- 3.20 Environmental **(3.80)**
- 3.30 Quality **(3.90)***
- 3.40 Risk Management **(3.100)***
- 3.50 Personnel Treatment **(3.50)***
- 3.60 Whistleblower **(3.51)**
- 3.70 Ethics **(to be developed)**
- 3.80 Utilization Management **(to be developed)**
- 3.90 Patient Care Complaints & Concerns **(to be developed)**

SECTION 4.0 Ensuring Financial Viability

- 4.10 Financial Planning **(3.10)***
- 4.20 Monitoring of Financial Indicators **(to be developed)**
- 4.30 Annual Operating Plan Development **(3.20)***
- 4.40 Financial Condition **(to be developed)***
- 4.50 Asset Protection **(3.30)***
- 4.60 Investment **(3.40)***
- 4.70 Purchases, Contracts and Leases **(to be developed)**
- 4.80 Borrowing **(to be developed)**
- 4.90 Signing Authority **(to be developed)**
- 4.100 Salary Administration/Compensation/Medical Stipend Policy **(3.60)***

SECTION 5.0 Ensuring Board Effectiveness

(A) Governance Policy Framework

- 5.10 Principles of Governance and Board Accountability **(new)**
- 5.15 Roles and Responsibilities of the Board of Directors **(new)**
- 5.20 Roles and Responsibilities of Elected and Ex-Officio Directors
(new – replaced Director Position description 2.20)
- 5.25 Directors Acknowledgement/Declaration **(new)**
- 5.30 Board and Committee Composition, Recruitment and Selection **(2.40)**
(consider with 5.35 and 5.70)*
- 5.35 Officer Elections and Appointment **(2.50 – revision needed)***
- 5.40 Board Standing and Ad Hoc Committees (to include Terms of Reference of Committees) **(to be developed)**

- 5.45 Board Chair Position Description *(2.10 revised)*
- 5.50 Board Vice-Chair Position Description *(new)*
- 5.55 Board Treasurer Position Description *(new)*
- 5.60 Board Committee Chair Position Description *(new)*
- 5.65 Non-Director Committee Members *(2.90 revised)*

(B) Governance Process

- 5.70 Nominations Process *(new – previously addressed in Committee Terms of Reference and current 2.40/new 5.30 – consider with 5.30 and 5.35)*
- 5.75 Code of Conduct/Conflict of Interest *(2.30)*
- 5.80 Board Orientation *(to be developed – currently addressed in 2.80)*
- 5.85 Board Annual Planning/Work Plans & Evaluation* *(2.70)*
- 5.86 Board Evaluation *(new, incorporating info from current 2.70)*
- 5.90 Director Development and Education *(2.80)*
- 5.91 Mentoring *(to be developed)*
- 5.95 Legal Duties & Protections of Directors *(to be developed)*
- 5.100 Open Board Meetings *(2.60)*
- 5.105 Board Travel Expense *(2.31)*
- 5.115 Communication to the Board *(3.110)**

SECTION 6.0 Building External Relationships

- 6.10 Community Engagement *(to be developed)*
- 6.20 Service Integration Planning *(to be developed)*
- 6.30 Community Advisory Panels *(to be developed)*
- 6.40 Media Policy *(to be developed)*

****These policies should be reviewed and revised, as needed.***