

**TERMS OF REFERENCE COMPLIANCE – COMMITTEE WORK PLAN  
KHSC GOVERNANCE COMMITTEE  
2023-24**

Reviewed: July 26, 2023 Senior Leadership Team Meeting  
Discussed: August 9, 2023 Committee Chairs Planning Session  
Endorsed: September 26, 2023 Governance Committee Mtg  
Approved by KHSC Board: October 23, 2023

	Month	MRP(s)	September	November	January	February	April	May
	Date		26	28	16	27	23	28
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	Terms of Reference Requirements							
<b>1.0 General Responsibilities</b>	Recommend an annual work plan to the Board based on following terms of reference	Ilse	Draft committee work plan reviewed as part of orientation + terms of reference		Touchpoint + amendment of Board work plan (as needed)			Final executed work plan provided with year-end committee report
	Present a year-end report to the Board	Ilse				Confirm year end committee report framework questions		Draft year-end committee reports
	Review, confirm and recommend revisions to the Board policies for which they have oversight responsibilities	Ilse	Detailed policy review every 3-years, revision / recommendations as required.  Review Governance oversight policies at committee orientation  Review/Recommend of Approach to Annual Board Policy Review	As Required	As required	As required	Coordinate proposed amendments from Committee meetings on policy or bylaw changes.  Final review of bylaw and policy revisions recommendation to June Board  <i>Note: Bylaw amendments are confirmed by Partnership Council. Include in compliance report to Partnership Council</i>	
	Ensure principle-based decision-making guides all committee discussions and decision-making and incorporating the Catholic Health Ethics Guide at the HDH site	Ilse		Generative Topic Proposed: Machine Learning at the hospital			Generative Topic TBD	
	Other duties as assigned by the Board	Pichora	CEO Report - aligned with committee mandate	CEO Report - aligned with committee mandate	CEO Report - aligned with committee mandate	CEO Report - aligned with committee mandate	CEO Report - aligned with committee mandate	CEO Report - aligned with committee mandate

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<b>2.0 Governance &amp; Nominations</b>	Establish, for board approval, the annual board work plan and ensure standing committees develop work plans that reflect their terms of reference and the board's work plan	l/se	Draft standing committee work plans / TOR compliance confirmed <i>(to be discussed at August 9 Board Committee Chairs Planning Session)</i>		Mid-year review of 2023-24 Board Work Plan ensure deliverables are being met / adjusted		2024-25 Master Board & Committee Schedule recommended to Board for approval	Recommend for approval, 2024-25 Board Work Plan
	Review and recommend best practice in terms operating structure of the Board and its committees; including committee size, structure, mandates, and procedures for effective governance	l/se		Identify survey tool for input on board cmttee structure (OHA/Accreditation) & Meeting Effectiveness Survey  Draft Expression of Interest Form questions to support 2024-25 board selection process.  Discuss KHSC Board & Committee structure and size / recommend any adjustments to KHSC January board meeting  Draft #1 2024-25 Board Committee Comps (in advance of Board Chair 1:1 mtgs in January 2024)		Briefing on selection process to bring forward recommendations for Patient Experience Advisors & Community Members to serve on KHSC board committees for 2024-25  Draft #2 2024-25 Board Committee Comps post 1:1 mtgs with individual members	Final 2024-25 Board Committee Comps and overall Officer Succession Plan	Confirm/recommend Rules of Order for 2024-25 to KHSC Board  Complete/report on Patient Experience Advisor selections for 2024-25 Board Committee Compositions

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	Ensure and oversee the process for evaluation of performance of Board as a whole, for individual board members, and the Chair and Vice Chair(s), and ensure recommendations for improvement are addressed and considered where appropriate in board and committee appointment process	Ilse	Framework for Board, Committee and Individual evaluations -1:1 -Mtg Survey -Board Survey -Self-Reflection	Review board effectiveness survey process taking into consideration Accreditation Canada effective governance tool + new standards  Approach and framework with full Board / confirm timelines + discuss selection of Third-Party Evaluator to support Board effectiveness processes	January 1:1 meetings with Chair – high level report & plan / feedback to officers, individual board & committee members	Committee Chair results + next steps	Update on feedback to Officers & Committee Chairs on evaluation input	
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**Timeline & Deliverables for 2024-25 Board of Directors Nominations Process**

	Ensure and oversee the nominations and selection process of directors and board officer positions for approval by the Board (+ other KHSC Board appointments to other bodies)  Timeline for board selection process: Ad in paper – February 3, 2024 Update to Partnership Council – Date TBC Applications received by – February 12, 2024 Apps distributed to Cttee – February 16, 2024 Shortlist for Interview at Governance – Feb 27, 2024 Email invitation to candidates – Feb 27, 2024 Interviews: March 13 & 14, 2024 Follow up email to continue: March 22, 2024 Reference checks by: March 29, 2024 Results to committee: April 5, 2024 Gov Agenda package: April 16, 2024 Gov meeting: April 23, 2024 – proposed slate Board package: April 26, 2024 Board mtg: May 6, 2024 Partnership Council: proposed slate – May Date TBC KHSC AGM/Special: June 24, 2024 final slate	Ilse	Review critical path for Board nominations process and provide update to October Board meeting (explore structure of nominations process around External Community Members (PC&Q/PF&A/Research) and ECFAA Required Member of Staff for PC&Q  <i>Note: Board to report to Partnership Council at its December meeting</i>	Finalize Expression of Interest Form, confirm whether adjustments are needed to skills matrix + issue EOI to Board in early December	Results of EOI discussed; including review of board and committee attendance; board vacancies confirmed; skill requirements endorsed for draft board advertisement. Board briefed at January 29 <sup>th</sup> meeting	Confirm Candidates for Interview/Board and Committee positions  Review and confirm Interview Panel participants  Review and confirm interview questions and schedule	Final draft slate for KHSC Board  <i>Note: recommendation to Partnership Council as part of compliance report at May meeting</i>	
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Timeline & Deliverables for 2024-25 Board Officer Process							
Ensure and oversee the nominations and selection process of directors and board officer positions for approval by the Board (+ other KHSC Board appointments to other bodies)	Ilse / Wilson		<p>Confirm succession questions and process as part of Expression of Interest process for officer and committee chair positions in 2023-24</p> <p>Review Chair, Vice-Chair and Committee Chair Profiles</p>	<p>Board Chair / Governance Chair share results from 1:1 meetings; additional elected member interest in office, committee chair positions may be identified through these discussions</p> <p>Gov Chair will undertake confidential discussions with the Chair and Vice Chair to confirm desire to: continue in current role / desire to take up Immediate Past Chair Role and Incoming Chairs support for this position; confirm process by which new Vice Chair is selected</p>	<p>Finalize 2023-24 Vice Chair position for recommendation to Board at KHSC special meeting that follows annual general meeting</p>	<p>Governance Chair confirms that outcome has been reached / Chair and Vice Chair</p> <p>Governance Chair confirms with Board Chair desire to take up Past Chair Board position; also confirms Incoming Chair's support for this position</p>	
Support board in ensuring ongoing orientation and continuing education for board and board committee members	Ilse	Review of Orientation Checklist		Review Board Education Plan / identify gaps for 2024-25 board year (including offerings from OHA and IPFCC)			

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	Ensure that all standing committees review their terms of reference on an annual basis and make recommendations for amendments, as required, to the board	Ilse	Confirm that committee orientation sessions including TOR review and discussion  Review committee terms of reference and adjust according to bylaw/policy changes					Review committee terms of reference and adjust according to bylaw/policy changes
	Ensure compliance with board governance policies and the By-law and recommend amendments	Ilse	Review Governance oversight policies at orientation					Final review of bylaw and policy revisions recommendation to June Board
	At the discretion of the CEO and Board Chair, as required, review and provide advice on information, presentations, recommendations prior to presentation to the full Board	McCullough/ Pichora	As required	As required	As required	As required	As required	As required

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<b>3.0 Strategic Partnerships &amp; Alignment</b>	Review alignment of KHSC strategy with Ministry of Health and Ontario Health - East strategies annually and as needed;	Ilse				Update on Development of Annual Corporate Plan for 2024-25	Ensure alignment with 2024-25 annual corporate plan deliverables with strategic plan and QIP	As required	
	Ensure processes are in place to build and maintain relationships with MOH, OH-E, health system partners and local community;	Exec team  Pichora  Ilse	CEO Update on Partner Relations including as required: <ul style="list-style-type: none"> <li>• Ontario Health Team</li> <li>• Regional HIS project update</li> </ul>	CEO Update on Partner Relations including as required: <ul style="list-style-type: none"> <li>• Ontario Health Team</li> <li>• Regional HIS project update</li> </ul>	CEO Update on Partner Relations including as required: <ul style="list-style-type: none"> <li>• Ontario Health Team</li> <li>• Regional HIS project update</li> </ul>	CEO Update on Partner Relations including as required: <ul style="list-style-type: none"> <li>• Ontario Health Team</li> <li>• Regional HIS project update</li> </ul> Confirm KHSC Board liaison to Volunteer Services/ Auxiliary for 2024-25	CEO Update on Partner Relations including as required: <ul style="list-style-type: none"> <li>• Ontario Health Team</li> <li>• Regional HIS project update</li> </ul>	CEO Update on Partner Relations including as required: <ul style="list-style-type: none"> <li>• Ontario Health Team</li> <li>• Regional HIS project update</li> </ul>	
	Ensure KHSC builds and maintains positive relationships with the corporations stakeholders	Ilse	KHSC Branding	2023-24 Communication and Stakeholder relations plan	Queen's Affiliation Agreement				
	Ensure processes and agreements are in place to support University Hospitals Kingston Foundation and donors;	Ilse	As required – corporate naming recommendations  Receive confirmation of UHKF Board cross appointment to KHSC Board for 2023-24	As required – corporate naming recommendations  Review Updated Draft UHKF Operating Agreement	As required – corporate naming recommendations	As required – corporate naming recommendations  Confirm KHSC Board cross appointment to UHKF Board for 2024-25	As required – corporate naming recommendations	As required – corporate naming recommendations  Consider UHKF Board Slate for 2024-25 / recommendation to KHSC Board for Endorsement	As required – corporate naming recommendations

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<b>4.0 KHSC Strategy &amp; Annual Corporate Planning Process</b>	Ensure robust process of strategy development and annual corporate planning including performance reporting is in place recognizing the primary function of the Board will be to approve the long-term strategy and annual corporate plan;	Ilse	Receive Q1 Strategy Milestone Report	Receive Q2 Strategy Milestone Report  KHSC Strategy “Transforming Care Together” 2019-2024-Confirm Renewal Framework	Touchbase on 2023-24 Annual Corporate Plan in advance of January HAPs submission	Receive Q3 Strategy Milestone Report  Update on Development of 2024-25 ACP Work	Review 2024-25 ACP & QIP and associated indicators for recommendation to May 6 KHSC Board Session on ACP & SPI  Update on KHSC Strategy “Transforming Care Together” Refresh	Receive Q4 Strategy Milestone Report  Final draft of 2024-25 indicators performance measurement system for 2024-25 ACP (post January HAPs/HSAA/MSAA Board approval)
<b>5.0 KHSC Performance Targets</b>	Ensure progress on KHSC strategy and annual corporate plan by reviewing assigned performance indicators;	Ilse	Receive Q1 Strategy Performance Report	Receive Q2 Strategy Performance Report		Receive Q3 Strategy Performance Report	Review 2024-25 ACP & QIP and associated indicators for recommendation to May 6 KHSC Board Session on ACP & SPI	Receive Q4 Strategy Performance Report

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<b>6.0 Mission</b>	Monitor and report to the Board on matters of mission and ethics and make recommendations to the Board to ensure that the overall mission, vision, values of KHSC are consistent with the missions and values of KGH and HDH and that campus-specific missions of HDH and KGH are maintained in accordance with the KHSC Operating Agreement;	Ilse					Review draft year-end compliance report & attestation to KHSC May 6 Board & Partnership Council regarding Mission at HDH and KGH to ensure compliance with Operating Agreement	
<b>7.0 Integrated Risk Domains</b>	Monitor and report on the integrated risk domains assigned to this committee which include: <ul style="list-style-type: none"> <li>To be defined through the development of new risk profile</li> </ul>	Carter	Receive plan for revised approach to IRM and development of risk profile	As required	Receive Updated KHSC Risk Profile	As Required	As Required	As Required
<b>8.0 Board Reporting Requirements</b>	Board reports due at CEO's office Board mailing date Board meeting date	Cuddington	October 9 October 16 October 23	December 1 December 4 December 11	January 19 January 22 January 29	March 11 March 18 March 25	April 26 April 29 May 6	June 10 June 17 June 24