

BOARD POLICY & COMMITTEE TERMS OF REFERENCE – BOARD WORK PLAN 2023-24

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PART I: ESTABLISH STRATEGIC DIRECTION

I-1	Vision, Mission & Values								Reaffirm and ensure alignment with KHSC's 2024-25 annual corporate plan & SPI approval with M/V/V			CEO
I-2	Strategic Planning				KHSC Strategy "Transforming Care Together" 2019-24 – Confirm renewal Framework				Update to KHSC Strategy "Transforming care, together 2019-2024"			Governance Committee / People, Finance & Audit
					Confirm alignment of FHS/SEAMO Strategy with KHSC Strategic Plan post Nov SEAMO Retreat (PF&A)				Draft 2024-25 Annual Corporate Plan & SPI approval			

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PART II: PROVIDE FOR EXCELLENT LEADERSHIP AND MANAGEMENT

II-1	CEO Selection & Succession				Approach to succession planning framework for Executive & Physician Leadership					Annual confirmation of process & candidates for CEO Sudden Vacancy succession plan		Executive Committee & David Pichora & Sandra Carlton
II-2	CEO Direction				Update re OHA Special Committee on Hospital Leadership Recruitment & Retention		Approval of HAPs, CAPs	Approval of QIP, SPI, HSAA, MSAA	Draft 2024-25 Annual Corporate Plan & SPI approval	Final 2024-25 ACP Indicator Performance Measurement System		CEO / Board of Directors
II-3	CEO Performance Management & Evaluation			Q1 Reporting	Q2 Reporting Update on measurable metrics to support CEO/COS Evaluation process			Q3 Reporting		Q4 reporting Complete CEO Performance Discussion with Board + confirm learning plan deliverables for 2024-25 Approach to 2024-25 CEO Evaluation confirmed at June Board meeting		Executive Committee & Board Chair

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II-4	CEO Compensation							Confirm pay at risk link to QIP 2023-24 Public Sector Salary Disclosure (PF&A)		Pay at risk 2023-24 award approved by Board Approach to 2024-25 Pay at Risk Framework for CEO		Executive Committee / People, Finance & Audit Sandra Carlton & Mary Lou Toop
I-5	CEO Expense Reimbursement & Travel	Monthly expense claim sign-off	Monthly expense claim sign-off	Monthly expense claim sign-off	Monthly expense claim sign-off		Monthly expense claim sign-off	Monthly expense claim sign-off	Annual audit function to confirm CEO expenses	Monthly expense claim sign-off		Board Chair / People, Finance & Audit & Mary Lou Toop or Sandra Carlton
II-6	COS Direction, Selection & Succession Planning				Approach to succession planning framework for Executive & Physician Leadership Update re OHA Special Committee on Hospital Leadership Recruitment & Retention					Annual confirmation of process & candidates for COS Sudden Vacancy succession plan		Executive Committee Mike Fitzpatrick
II-7	COS Performance Management & Evaluation			Update on measurable metrics to support CEO/COS evaluation process						Complete COS Perf discussion with Board + confirm learning plan deliverables for 2024-25		Executive Committee & CEO and Board Chair

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II-8	COS Compensation							Confirm pay at risk link to QIP 2023-24		Pay at risk 2023-24 award approved by Board Approach to 2024-25 Pay at Risk Framework for COS		Executive Committee Sandra Carlton & Mary Lou Toop
II-9	Whistleblower Policy	As needed	As needed	As needed	As needed		As needed	As needed	As needed	As needed		

PART III: ENSURE QUALITY & EFFECTIVENESS

III-1	Quality Improvement & Safety			Quarterly Patient Safety & Quality Report	Quarterly Patient Safety & Quality Report Critical Incident Report from Patient Care & Quality Committee			Quarterly Patient Safety & Quality Report		Critical Incident Report from Patient Care & Quality Committee	Quarterly Patient Safety & Quality Report		Patient Care & Quality Committee Brenda Carter
III-2	Performance Monitoring			Q1 Strategy Performance Report	Q2 Strategy Performance Report			Q3 Strategy Performance Report		Draft KHSC Performance Indicator Framework for 2024-25	Q4 Strategy Performance Report		All Board Committees Indicator Framework Processes – Governance Committee Renate Ilse

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III-3	Enterprise Risk Management			Review approach to risk management and receive updated KHSC Risk Profile	Internal Controls Review			Receive updated KHSC Risk Profile				All Board Committees Renate Ilse/Sandra Carlton/Brenda Carter
III-4	Ethics & Principle Based Decision Making						Generative Topic: TBD		Generative Topic: TBD			All Board Committees Renate Ilse/Sandra Carlton/Brenda Carter
III-5	Privacy & Security of Information	Annual Chair confidentiality attestation to be completed Confirm any adjustments to Privacy Delegation Form						Overview of Processes in Place to Safeguard Information FOI Compliance				People Finance & Audit Committee Val Gamache-O'Leary
III-6	Patient Feedback			Quarterly Patient Feedback Report	Quarterly Patient Feedback Report			Quarterly Patient Feedback Report		Quarterly Patient Feedback Report		Patient Care & Quality Committee Brenda Carter
III-7	French Language Services							Confirm that FLS annual report has been submitted				Patient Care & Quality Committee Sandra Carlton

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PART IV: ENSURE FINANCIAL & ORGANIZATIONAL VIABILITY

IV-1	Financial Objectives			As required, PF&A to recommend on capital & operating variances	As required, PF&A to recommend on capital & operating variances		As required, PF&A to recommend on capital & operating variances Review final 2024-25 internal capital budgets/ recommend from PF&Af	As required, PF&A to recommend on capital & operating variances	As required, PF&A to recommend on capital & operating variances Update on collective bargaining impacting current fiscal year including recent arbitration awards	As required, PF&A to recommend on capital & operating variances KHSC CEO BPSAA Attestation of Compliance + MSAA Attestation		People, Finance & Audit Committee Mary Lou Toop
IV-2	Financial Planning & Performance		Summer update to include information on COVID-19 financial recovery / position	Monthly financial package Q1 report financial indicators	Monthly financial package Q2 report financial indicators		Monthly financial package	Monthly financial package Draft Investment Policy & Review Investment Guidelines Q3 report financial indicators	Monthly financial package	Approve draft financial statements Q4 report financial indicators	Members of the Corporation appoint auditor	People, Finance & Audit Committee Mary Lou Toop
IV-3	Purchasing and Leasing									BPSAA Attestation to include MMC Compliance		People, Finance & Audit Committee Mary Lou Toop

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IV-4	Signing Officers	Ensure signing authority updates have been completed post-AGM activities		KHSC's signing authority guidelines provided to Board as part of PFA Committee update								KHSC Signing Authority & Banking Resolution updated following special mtg	People, Finance & Audit Committee Mary Lou Toop
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PART V: ENSURE BOARD EFFECTIVENESS

V-1	Governance Policy Framework											Rules of Order confirmed Recommend changes to Board Policies, Corporate and Staff Bylaws	Governance Committee David Pichora & senior team
V-2	Conflict of Interest	Ensure Annual Board Declarations for 2023-24 are completed over summer	Recording of declarations @ each board mtg	Recording of declarations @ each board mtg	Recording of declarations @ each board mtg		Recording of declarations @ each board mtg	Board Chair Oversight / Meeting Process					
V-A-1	Director & External Member Declarations	Annual Declarations issued for completion											Administrative task – CEO Office

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V-A-2	Board Standing & Special Committees		Committee orientations – review TOR at orientation	September Committee minutes to Board Board approval of Board & committee work plans	November Committee minutes to Board			February Committee minutes to Board	April Committee minutes to Board	May Committee minutes to Board	Confirm 2024-25 Committees, Chairs & Compositions	Governance Committee VP Committee Supports
V-A-3	Position Description – Board Chair						Distribute Board Chair profile with Expression of Interest Form					Governance Committee Renate Ilse
V-A-4	Position Description – Vice Chair(s)						Distribute Vice Chair profile with Expression of Interest Form					Governance Committee Renate Ilse
V-A-5	Position Description – Board Standing & Special Committees					Distribute Committee Chair profile with Expression of Interest Form						Governance Committee Renate Ilse
V-B-0	Process for Nominations of Directors			Critical path for 2024-25 board slate / update to Partnership Council outlining process at their November meeting	Issue EOI to elected members for completion + reaffirm skills inventory Confirm board size/committee structure		Confirm vacancies, provide draft ad for board recruitment		KHSC Board confirms 2024-25 board slate & report to May Partnership Council		Recommend from KHSC Board to Members of Corporation 2024-25 slate Post AGM, Secretary confirms slate to Partnership Council co-chairs	Governance Committee Renate Ilse

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V-B-1	Process for Selection of Board Officers			Critical Path for Board Officer Selection Process for 2024-25	Issue Expression of Interest for officer positions In advance of January email to Board, Gov Committee Chair to confirm current Chair and Vice-Chair continuing for 2024-25	Email from Gov Committee Chair to voting KHSC Board members describing current state for Chair / Vice Chair selection process Board Chair shares results of 1:1 meetings, including those members interest in an officer role		Confirm Chair and Vice Chair nominees are in place			Chair, V-Chair, Secretary & Treasurer elected at Special Board following AGM Post Special Mtg following AGM, Secretary provides update to Partnership Council co-chairs on Board's Chair / Vice Chair selections (for info only)	Governance Committee Renate Ilse / Sandy Wilson
V-B-2	Process for Nomination of Chair, Directors & Community Members of Board to Standing & Special Committees				Expression of Interest Form to support 2024-25 board committee membership allocations to all eligible directors and committee members	Input sought during 1:1 board member discussions		Governance Committee confirms overall Officer Succession Plan is in place		Final 2024-25 Board Committee compositions + committee chair recommendations for appointment		Governance Committee Renate Ilse
V-B-3	Board Orientation & Ongoing Development		Board orientation session held				Board education focus to be confirmed		Board education focus to be confirmed –			Governance Committee Renate Ilse
V-B-4	Board Goals & Work Plan			Approve 2023-24 Board & Committee Work Plans		Board Chair to seek input from Board members on achievement to-date of Board Work Plans	Status report on deliverables associated with 2023-24 Board Work Plan			Year-end Board Committee Reports - capture governing body achievements		Governance Committee Renate Ilse

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V-B-5	Board Meetings, Board Agenda Development, Consent Agenda			Board Chair/Vice Chair/CEO agenda planning mtg Oct 4 for Oct 23 Board meeting	Board Chair/Vice Chair/CEO agenda planning mtg Nov 22 for Dec 11 Board meeting		Board Chair/Vice Chair/CEO agenda planning mtg Jan 17 for Jan 29 Board meeting	Board Chair/Vice Chair/CEO agenda planning mtg Mar 6 for Mar 25 Board meeting	Board Chair/Vice Chair/CEO agenda planning mtg Apr 24 for May 6 Board meeting 2024-25 Board & Committee Meeting Schedule	Board Chair/Vice Chair/CEO agenda planning mtg May 29 for June 24 Board meeting		Board Chair / Vice Chair & CEO
V-B-6	Meeting without Management Present		Education – Best Practice for Meeting without Management – BLG	Standing KHSC Board Agenda Item	Standing KHSC Board Agenda Item		Standing KHSC Board Agenda Item	Standing KHSC Board Agenda Item	Standing KHSC Board Agenda Item	Standing KHSC Board Agenda Item		Board Chair – Meeting Process
V-B-7	Board & Committee Attendance				Review and confirm board and committee attendance compliance with bylaw provisions	Discussion at 1:1 meetings with Chair regarding compliance with bylaws on attendance						Governance Committee Board Chair
V-B-8	Board & Individual Director & External Member Evaluation			Framework for Board, Committee and Individual evaluations -1:1 -Mtg Survey -Board Survey -Self-Reflection								Governance Committee Renate Ilse Governance Committee Chair & Board Chair
V-B-9	Reimburse Dir & External Member Expenses		As required	As required	As required		As required	As required	As required	As required		People Finance & Audit Committee Board Chair and CEO – Administrative Task

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V-B-10	Review of Board Policies		All board and committee members to review board policies at committee orientations							Recommendation on KHSC Board Policy Amendments		KHSC Board Committees Governance Committee Renate Ilse
V-C-11	Removal of a Director		As required	As required	As required		As required	As required	As required	As required		Governance Committee Renate Ilse
V-C-0	Process for Selection of Patient Experience Advisors to KHSC Board & Committees				Annual Patient & Family Advisory Council Report (PC&Q)					Approve 2024-25 PEAs to Board Committees		Governance Committee Renate Ilse Patient Care & Quality Committee Brenda Carter
VI-1	Support & Relationship with UHKF		UHKF CEO report to Board Notify Board of key donor events	UHKF CEO report to Board Notify Board of key donor events	UHKF CEO report to Board Notify Board of key donor events Expression of Interest Form – KHSC Board member to UHKF Board		UHKF CEO report to Board Notify Board of key donor events	UHKF CEO report to Board Notify Board of key donor events Recommendation for KHSC Board cross appointment to UHKF Board for 2024-25	UHKF CEO report to Board Notify Board of key donor events	UHKF CEO report to Board Notify Board of key donor events Endorse UHKF Board Slate for 2024-25		Governance Committee Renate Ilse
V1-2	Corporate Communications		Board agenda, approved open minutes + CEO report posted on KHSC website	Board agenda, approved open minutes + CEO report posted on KHSC website Q1 Strategy Performance	Board agenda, approved open minutes + CEO report posted on KHSC website Q2 Strategy Performance		Board agenda, approved open minutes + CEO report posted on KHSC website	Board agenda, approved open minutes + CEO report posted on KHSC website Q3 Strategy Performance		Approval of Hospital Bylaw and board policy amendments Q4 Strategy Performance	Post June AGM/Special: Board member profiles updated / 2024-25 meeting schedule posted / corporate bylaws,	Governance Committee Renate Ilse

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				Report uploaded post Board meeting	Report uploaded post Board meeting			Report uploaded post Board meeting		Report uploaded post Board meeting	board policies updated, TOR & committee comps (post June Board & AGM activities)	
VI-3	Political Contributions	As required	As required	As required	As required			As required	As required	As required	Committee year end reports capture governing body achievements + posted on website	People, Finance & Audit Mary Lou Toop
VI-4	Naming of KHSC Assets		As required Under \$100K – CEO Report Over \$100K – Gov Committee to Board	As required Under \$100K – CEO Report Over \$100K – Gov Committee to Board	As required Under \$100K – CEO Report Over \$100K – Gov Committee to Board			As required Under \$100K – CEO Report Over \$100K – Gov Committee to Board	As required Under \$100K – CEO Report Over \$100K – Gov Committee to Board	As required Under \$100K – CEO Report Over \$100K – Gov Committee to Board		CEO Report and/or Governance Committee UHKF Team & Mary Lou Toop
VI-5	Temp Removal of Religious Icons/Patient Request		As required	As required	As required			As required	As required	As required		Governance Committee Renate Ilse
3.1 (Staff)	Appointments & Reappointments		Monthly MAC recommend	Monthly MAC recommend Update on KHSC Credentialing processes	Monthly MAC recommend			Monthly MAC recommend	Monthly MAC recommend	Monthly MAC recommend		MAC Mike Fitzpatrick
8.2 (Staff)	Appointment of Head of Department / Deputy Heads		As required	As required	As required			As required	As required	As required		MAC Mike Fitzpatrick
9.1	Committees & Programs Required by PHA –		Monthly COS Report – MAC	Monthly COS Report – MAC	Monthly COS Report – MAC			Monthly COS Report – MAC	Monthly COS Report – MAC	Monthly COS Report – MAC		MAC Mike Fitzpatrick

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(Staff)	Medical Advisory Committee		Highlights to Board	Highlights to Board	Highlights to Board		Highlights to Board	Highlights to Board	Highlights to Board	Highlights to Board		
11.3 (Corp)	Committees & Programs Required by PHA – Fiscal Advisory Committee			CEO Report to include confirmation of FAC composition / meeting schedule				CEO Report to include update on FAC activities / recommendations				People, Finance & Audit Committee Sandra Carlton
11.4 (Corp)	Chief Nursing Executive										Captured on Board Slate for 2024-25	Governance Committee Renate Ilse
11.5 (Corp)	Nurses & Other Staff and Professionals to Committees				Review bylaw requirement and discuss approach							Governance Committee
11.6 (Corp)	Retention of Written Statements (25-year destruction of medical records, notes, charts)			CEO Board Report - compliance statement								Administrative Task
11.7 (Corp)	Occupational Health & Safety Program			Annual occupational health and safety report covering 2022-23								People, Finance & Audit Committee Sandra Carlton
11.8 (Staff)	Health Surveillance Program								Overview of KHSC's Health Surveillance Program			MAC Mike Fitzpatrick
11.9 (Corp)	Organ Donation			Update provided on Gift of Life Event at KHSC – CEO Update to the Board					Trillium Gift of Life Program Update for 2023-24			Patient Care & Quality Committee Brenda Carter

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17.1 (Corp) & 17.1 (Staff)	Rules of Order									Confirmed by Governance Committee		Governance Committee Renate Ilse
14.1 (Corp) 18.1 (Staff)	Amendments to By-Law									Recommendation on KHSC Corporate & Staff Bylaws & Board Policy Amendments		Governance Committee & MAC – Renate Ilse & Mike Fitzpatrick
11.10 (Corp)	French Language Services							Annual FLS Report				Patient Care & Quality Committee Sandra Carlton