

## **BOARD COMMITTEE**

### **TERMS OF REFERENCE**

**Effective April 1<sup>st</sup>, 2017**  
**Updated April 10<sup>th</sup>, 2017**  
**Updated March 28<sup>th</sup>, 2018**  
**Updated July 2018**  
**Updated August 2019**  
**Updated October 21<sup>st</sup>, 2019**  
**Updated October 25<sup>th</sup>, 2021**

**BOARD EXECUTIVE COMMITTEE  
TERMS OF REFERENCE**

ISSUED BY:	KHSC Board of Directors	BOARD APPROVED: May 2017, March 2018, May 2019
AUTHORIZED BY:	KHSC Board of Directors	COMMITTEE REVISED: March 2018
CATEGORY:	Board Policy Manual	Page 1 of 2
REVIEW DATE:	Annually	

**Role:** to provide a board executive function for purpose of acting on behalf of the Board on matters of administrative urgency.

**Reporting Relationship:** the Board of Directors

**1.0 GENERAL RESPONSIBILITIES**

The Committee shall:

- 1.1 make decisions binding on the Board in situations where it is not possible or practical to call a meeting of the Board (provided that an attempt has been made to call a Board meeting), or where the Board has authorized the committee to act and report the decision at the next Board meeting.
- 1.2 undertake such other activities as may be authorized by the Board, from time to time.

**Membership & Voting:**

The ex officio voting members of the committee shall be composed of:

- i) Board Chair, who shall serve as Committee Chair
- ii) Vice Chairs
- iii) Chair, People, Finance and Audit Committee
- iv) Chair, Governance Committee
- v) Chair, Patient Care and Quality Committee

The ex officio non-voting members of the committee shall be:

- i) President and Chief Executive Officer
- ii) Chief of Staff/Vice President Medical Affairs

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CATEGORY:	Board Policy Manual	Page 2 of 2
REVIEW DATE:	Annually	

Staff resources to support the Committee and administrative support will be determined by the Board Chair, CEO and Committee Chair.

**Chair:** shall be appointed annually by the Board.

**Quorum:** the Executive Committee shall fix its quorum at not less than a majority of its members so appointed to the Committee, unless otherwise provided by Board resolution.

**Meetings:** at the call of the Committee Chair.

**Rules of Order:** any questions of procedure at or for any meetings of the Corporation, the Board, the Medical or Professional Staff, or any committee, which have not been provided for in the KHSC Bylaws or by the Act or by the Public Hospitals Act or Regulations or the Medical Staff Rules shall be determined by the chair of the meeting in accordance with the rules of procedure adopted by resolution of the Board.

**Date of Last Review:** May 2017; March 2018; July 2019

## GOVERNANCE COMMITTEE TERMS OF REFERENCE

ISSUED BY:	KHSC Board of Directors	BOARD APPROVED:	April 2017; May 2017, March 2018; August 2019, October 2021
AUTHORIZED BY:	KHSC Board of Directors	COMMITTEE REVISED:	March 2018, August 2019, September 2021
CATEGORY:	Board Policy Manual		
REVIEW DATE:	Annually		

Page 1 of 5

**Role:** the Governance Committee supports the Board of Directors in fulfilling its responsibilities to ensure board effectiveness, the recruitment of skilled and experienced board members and is responsible for monitoring the overall organization performance as it relates to provincial commitments and recommending to the Board the process to develop the strategic vision, goals, plans, advocacy, mission, enterprise risk and stakeholder engagement as well as matters relating to the CEO and COS performance evaluation and compensation.

**Reporting Relationship:** the Board of Directors

### **1.0 GENERAL RESPONSIBILITIES**

The Committee shall:

- 1.1 recommend an annual work plan to the Board based on following terms of reference;
- 1.2 present a mid-year and year-end report to the Board;
- 1.3 annually review, confirm, and recommend revisions to the Board policies for which they have oversight responsibility;
- 1.4 ensure principal-based decision making guides all committee discussions and decision-making and also incorporating the Catholic Health Ethics Guide at the HD site; and
- 1.5 other duties as assigned by the Board.

### **2.0 GOVERNANCE & NOMINATIONS**

- 2.1 establish, for board approval, the annual board work plan and ensure standing committees develop a work plans that reflect their terms of reference and the board's work plan including the development of a work plan that will capture the post-integration deliverables;

**GOVERNANCE COMMITTEE  
TERMS OF REFERENCE**

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AUTHORIZED BY: KHSC Board of Directors  
CATEGORY: Board Policy Manual  
REVIEW DATE: Annually

BOARD APPROVED: April 2017; May 2017, March 2018; August 2019, October 2021  
COMMITTEE REVISED: March 2018, August 2019, September 2021

Page 2 of 5

- 2.2 review and recommend best practice in terms of operating structure of the Board and its committees, including committee size, structure, mandates, and procedures for effective governance;
- 2.3 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;
- 2.4 ensure and oversee the nominations and selection process of directors and board officer positions for approval by the Board;
- 2.5 support board in ensuring ongoing orientation and continuing education for board and board committee members;
- 2.6 ensure that all standing committees review their terms of reference on an annual basis and make recommendations for amendments, as required, to the board;
- 2.7 ensure compliance with board governance policies and the By-law and recommend amendments;
- 2.8 at the discretion of the CEO and Board Chair, as required, review and provide advice on information, presentations, recommendations prior to presentation to the Board.

**3.0 STRATEGIC PARTNERSHIPS & ALIGNMENT**

- 3.1 review alignment of KHSC strategy with Ministry of Health and Ontario Health - East strategies annually and as needed;
- 3.2 ensure processes are in place to build and maintain relationships with MOH, OH-E, health system partners and local community;
- 3.3 ensure processes and agreements are in place to support University Hospitals Kingston Foundation and donors; and
- 3.4 review alignment of KHSC Research Institute strategy and related entities supports the academic mission of the sites.

**GOVERNANCE COMMITTEE  
TERMS OF REFERENCE**

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CATEGORY: Board Policy Manual  
REVIEW DATE: Annually

BOARD APPROVED: April 2017; May 2017, March 2018; August 2019, October 2021

COMMITTEE REVISED: March 2018, August 2019, September 2021

Page 3 of 5

**4.0 CEO & COS PERFORMANCE EVALUATION & COMPENSATION**

- 4.1 develop a process to oversee the performance and compensation of the chief executive officer and chief of staff by:
  - 4.1.1 developing a position description for the chief executive officer and chief of staff for approval by the board;
  - 4.1.2 oversee chief executive officer and chief of staff recruitment, selection and succession planning;
  - 4.1.3 develop and conduct a process to review the performance of the chief executive officer and chief of staff and report the results to the Board;
  - 4.1.5 establish, in co-operation with the chief executive officer and chief of staff, their annual performance agreement for review and approval by the Board and ensure quarterly reporting on performance objectives;
  - 4.1.6 recommending chief executive officer and chief of staff compensation for approval by the Board; and
  - 4.1.7 oversee ongoing compliance with the executive compensation framework.
- 4.2 oversee the chief executive officer's and chief of staff's supervision of management and management succession plan.

**5.0 KHSC STRATEGY DEVELOPMENT & ANNUAL CORPORATE PLANNING PROCESS**

- 5.1 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.

## GOVERNANCE COMMITTEE TERMS OF REFERENCE

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AUTHORIZED BY:	KHSC Board of Directors		
CATEGORY:	Board Policy Manual	COMMITTEE REVISED:	March 2018, August 2019, September 2021
REVIEW DATE:	Annually		

Page 4 of 5

### **6.0 KHSC PERFORMANCE TARGETS**

- 6.1 ensure progress on KHSC strategy and annual corporate plan by reviewing assigned performance indicators.

### **7.0 MISSION**

- 7.1 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 and 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.

### **8.0 INTEGRATED RISK MANAGEMENT**

- 8.1 Monitor and report on the integrated risk domains assigned to this committee which include:
- Governance & Leadership
  - Stakeholder Relations
  - Compliance
  - Mission

### **Membership & Voting:**

The voting members of the committee shall be composed of:

- i) at least four (4) elected directors, one of whom will be the Vice Chair and/or Board Chair, ex-officio
- ii) up to (2) KHSC Patient Experience Advisors will be invited to serve (see term)

**GOVERNANCE COMMITTEE  
TERMS OF REFERENCE**

ISSUED BY:	KHSC Board of Directors	BOARD APPROVED:	April 2017; May 2017; March 2018; August 2019
AUTHORIZED BY:	KHSC Board of Directors	COMMITTEE REVISED:	March 2018; August 2019
CATEGORY:	Board Policy Manual		
REVIEW DATE:	Annually		Page 5 of 5

The ex officio, non-voting members of the committee shall be:

- i) President and Chief Executive Officer
- ii) Chief of Staff/Vice President Medical Affairs

Staff resources to support the Committee and administrative support will be determined by the Board Chair, CEO and Committee Chair.

**Term:** members shall be appointed annually by the Board of Directors, based on their respective board terms. Patient Experience Advisors will serve a one year term, with the possibility of renewal consistent with Board Policy V-C-0.

**Chair:** shall be appointed annually by the Board.

**Quorum:** at least 50% of the voting members constitute a quorum.

**Vacancies:** to be filled by the Board of Directors as appropriate.

**Meetings:** the Committee will meet up to eight (8) times per year at the call of the Committee Chair. Rules of Order: any questions of procedure at or for any meetings of the Corporation, the Board, the Medical or Professional Staff, or any committee, which have not been provided for in the KHSC Bylaws or by the Act or by the Public Hospitals Act or Regulations or the Medical Staff Rules shall be determined by the chair of the meeting in accordance with the rules of procedure adopted by resolution of the Board.

**Date of Last Review:** April 2017; May 2017; March 2018; August 2019, September 2021



**PATIENT CARE & QUALITY COMMITTEE  
TERMS OF REFERENCE**

ISSUED BY:	KHSC Board of Directors	BOARD APPROVED:	April 2017; July 2018; May 2019; August 2019, October 2021
AUTHORIZED BY:	KHSC Board of Directors		
CATEGORY:	Board Policy Manual	COMMITTEE REVISED:	April 2019, September 2021
REVIEW DATE:	Annually		

Page 1 of 5

**Role:** the Patient Care & Quality Committee is responsible to the Board of Directors to promote and oversee excellence in the quality and safety of patient care and to ensure that effective processes are in place to monitor and review quality, safety and risk, academic activities.

**Reporting Relationship:** the Board of Directors

**1.0 GENERAL RESPONSIBILITIES**

The Committee shall:

- 1.1 recommend an annual work plan to the Board based on following terms of reference;
- 1.2 present a year-end report to the Board;
- 1.3 annually review, confirm, and recommend revisions to the Board policies for which they have oversight responsibility;
- 1.4 ensure principle based decision making guides all committee discussions and decision-making;
- 1.5 act as the Quality Committee as required by the *Excellent Care for All Act*; and
- 1.6 other duties as assigned by the Board.

**2.0 QUALITY & PATIENT SAFETY**

- 2.1 monitor and report to the Board on quality issues and on the overall quality of services provided in the Hospital, with reference to appropriate data;
- 2.2 consider and make recommendations to the Board regarding quality improvement initiatives and policies;
- 2.3 review patient experience survey strategy and related results;

**PATIENT CARE & QUALITY COMMITTEE  
TERMS OF REFERENCE**

ISSUED BY: KHSC Board of Directors  
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CATEGORY: Board Policy Manual  
REVIEW DATE: Annually

BOARD APPROVED: April 2017; July 2018; May 2019; August 2019, October 2021

COMMITTEE REVISED: April 2019, September 2021

Page 2 of 5

- 2.4 ensure that best practices information supported by available scientific evidence is translated into materials that are distributed to employees and persons providing services within the Hospital, and to subsequently monitor the use of these materials by these people (ECFAA);
- 2.5 oversee the preparation of the annual quality improvement plan (QIP) and patient safety plan based upon information gathered from patient surveys, patient relations program, staff input as well as aggregated clinical indicator data;
- 2.6 review critical incident data at least two times per year and corporate and public performance monitoring reports on at least a quarterly basis and make recommendations to the Board regarding quality improvement initiatives and policies;
- 2.7 review and provide input to the board on the clinical implications of the Hospital Annual Planning Submission (HAPS) and the Hospital Services Accountability Agreement (H-SAA);
- 2.8 receive and be informed of reports, arising from programs, committees and services and from external groups, highlighting issues of quality, safety, risk and utilization that have an impact on patient care;
- 2.9 ensure and report periodically to the board on structures, policies, and processes that relate to the ethical dimensions of the hospitals' professional practice and patient care activities;
- 2.10 monitor the preparation processes for accreditations and ensure implementation of relevant recommendations arising from surveys; and
- 2.11 receive annual report about the Patient and Family Advisory Council (PFAC) as well as the work related to embedding the voice and experience of the patients into the planning and decision making processes at KHSC; and
- 2.12 oversee the preparation and implementation of the annual French Language Services plan for KHSC.

**PATIENT CARE & QUALITY COMMITTEE  
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CATEGORY: Board Policy Manual  
REVIEW DATE: Annually

BOARD APPROVED: April 2017; July 2018; May 2019; August 2019, October 2021

COMMITTEE REVISED: April 2019, September 2021

Page 3 of 5

**3.0 INTERPROFESSIONAL EDUCATION**

- 3.1 promote strong educational relationships with its partner hospitals; Queen’s University and St. Lawrence College as affiliated partners; review and advance linkages between KHSC and other educational institutions;
- 3.2 review and, as appropriate, recommend to the Board for approval the annual reports of the education programs for employees and credentialed staff as aligned with the strategic priorities of the hospital; and
- 3.3 ensure structures, policies, and procedures pertaining to all levels of education are in place that are consistent with those of the relevant university, college or institute, and that any fiscal, resource or operational implications for educational initiatives are presented to the Board for approval.

**4.0 KHSC STRATEGY PERFORMANCE TARGETS**

- 4.1 ensure progress on KHSC strategy and annual corporate plan by reviewing assigned performance indicators.

**5.0 INTEGRATED RISK MANAGEMENT**

- 5.1 monitor and report on the integrated risk domains assigned to this committee which include:
  - Patient Care
  - Compliance

**Membership & Voting:**

The voting members of the committee shall be composed of:

- i) at least four (4) elected directors, one of whom will be appointed as chair
- ii) Board Chair, ex officio

**PATIENT CARE & QUALITY COMMITTEE  
TERMS OF REFERENCE**

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AUTHORIZED BY: KHSC Board of Directors  
CATEGORY: Board Policy Manual  
REVIEW DATE: Annually

BOARD APPROVED: April 2017; July 2018; May 2019; August 2019, October 2021

COMMITTEE REVISED: April 2019, September 2021

Page 4 of 5

iii) Up to (2) external members with specific skill sets that will support the work of the committee

iv) Up to two (2) KHSC Patient Experience Advisors will be invited to serve (see term)

The ex officio, non-voting members of the committee shall be:

- i) President and Chief Executive Officer
- ii) Chief of Staff/Vice President Medical Affairs
- iii) President Medical Staff Association

Ex officio by legislation, non-voting members of the committee shall be:

- i) One (1) member of the Medical Advisory Committee
- ii) Chief Nursing Executive (mandated by ECFAA)
- iv) One (1) person who works in the hospital and who is not a physician or a nurse (mandated by ECFFA). This individual can be either a manager or an individual who provides patient care.

Staff resources to support the Committee and administrative support will be determined by the Board Chair, CEO and Committee Chair.

**Term:** members shall be appointed annually by the Board of Directors, based on their respective board terms. Patient Experience Advisors will serve a one year term, with the possibility of renewal consistent with Board Policy V-C-0.

**Chair:** shall be appointed annually by the Board.

**Quorum:** at least 50% of the voting members constitute a quorum.

**PATIENT CARE & QUALITY COMMITTEE  
TERMS OF REFERENCE**

ISSUED BY:	KHSC Board of Directors	BOARD APPROVED: April 2017; July 2018; May 2019; August 2019, October 2021
AUTHORIZED BY:	KHSC Board of Directors	
CATEGORY:	Board Policy Manual	COMMITTEE REVISED: April 2019, September 2021
REVIEW DATE:	Annually	

Page 5 of 5

**Vacancies:** to be filled by the Board of Directors as appropriate.

**Meetings:** the Committee will meet up to eight (8) times per year at the call of the Committee Chair.

**Rules of Order:** any questions of procedure at or for any meetings of the Corporation, the Board, the Medical or Professional Staff, or any committee, which have not been provided for in the KHSC Bylaw or by the Act or by the Public Hospitals Act or Regulations or the Medical Staff Rules shall be determined by the chair of the meeting in accordance with the rules of procedure adopted by resolution of the Board.

**Date of Last Review:** April 2017; July 2018, April 2019; August 2019, September 2021

**PEOPLE, FINANCE & AUDIT COMMITTEE  
TERMS OF REFERENCE**

ISSUED BY: KHSC Board of Directors  
AUTHORIZED BY: KHSC Board of Directors  
CATEGORY: Board Policy Manual  
REVIEW DATE: Annually

BOARD APPROVED: April 2017; July 2018; May 2019; August 2019, October 2021

COMMITTEE REVISED: April 2019, September 2021

Page 1 of 6

**Role:** the People, Finance & Audit Committee is responsible to the Board of Directors for providing oversight and advising the Board on the financial performance of the hospital, capital, information management strategy, integrated enterprise risk, and redevelopment projects. The Committee is responsible for “People” which includes all human resources and occupational health/wellness for employees, credentialed staff (physicians, dentists, midwives, and registered nurse (extended class) staff, learners and volunteers.

**Reporting Relationship:** the Board of Directors

## 1.0 GENERAL RESPONSIBILITIES

The Committee shall:

- 1.1 recommend an annual work plan to the Board based on following terms of reference;
- 1.2 present a mid-year and year-end report to the Board;
- 1.3 annually review, confirm, and recommend revisions to the Board policies for which they have oversight responsibility;
- 1.4 ensure principle based decision making guides all committee discussions and decision-making; and
- 1.5 other duties as assigned by the Board.

## 2.0 PEOPLE

- 2.1 review the hospital’s talent management and leadership development plan annually;
- 2.2 review health human resource plan and labour relations reports bi-annually;
- 2.3 review and recommend to the Board the approval of the annual occupational health and safety report;

**PEOPLE, FINANCE & AUDIT COMMITTEE  
TERMS OF REFERENCE**

ISSUED BY:	KHSC Board of Directors	BOARD APPROVED:	April 2017; July 2018; May 2019; August 2019, October 2021
AUTHORIZED BY:	KHSC Board of Directors		
CATEGORY:	Board Policy Manual	COMMITTEE REVISED:	April 2019, September 2021
REVIEW DATE:	Annually		

Page 2 of 6

- 2.4 review staff and physician engagement strategy and related results;
- 2.5 review medical staff resource plan;
- 2.6 ensure the integrity and completeness of the appointing and credentialing process for medical, dental, midwifery, and extended class nursing staff; and
- 2.7 ensure the integrity and completeness of the appointment and hiring process for employees and volunteers;

**3.0 FINANCE**

- 3.1 ensure policies are in place to provide a framework for the management of hospital investment assets;
- 3.2 review and provide input on the Hospital Annual Planning Submission (HAPS) and internal operating and capital budgets;
- 3.3 review and recommend to the Board the Hospital Services Accountability Agreement (H-SAA) and Multi-Sector Service Accountability Agreement (M-SAA); ensure oversight of performance, compliance with annual operating/capital budgets and other financial targets and annually confirm and recommend to the Board a set of key performance indicators relative to the financial position;
- 3.4 regularly review the hospital's financial statements;
- 3.5 review financially related elements of bargaining mandates as brought forward by management;
- 3.6 review financial impact of sick, vacation and WSIB;
- 3.7 monitor debt obligations and repayment planning;
- 3.8 recommend according to board policy capital and operating expenditures that exceed management's spending authority;

**PEOPLE, FINANCE & AUDIT COMMITTEE  
TERMS OF REFERENCE**

ISSUED BY: KHSC Board of Directors  
AUTHORIZED BY: KHSC Board of Directors  
CATEGORY: Board Policy Manual  
REVIEW DATE: Annually

BOARD APPROVED: April 2017; July 2018; May 2019; August 2019, October 2021  
COMMITTEE REVISED: April 2019, September 2021

Page 3 of 6

3.9 as prescribed by Board policy, approve/recommend the financial aspects of proposed business cases, contracts and transactions related to operations; and

3.10 recommend the signing authority and signing officers and approval of the Board authorized trust accounts.

**4.0 AUDIT**

4.1 assess and review all aspects of the relationship with external auditors and recommend reappointment, or replacement of the external auditors including remuneration;

4.2 review scope of the external annual audit and recommend the annual audited financial statements and the external auditors' report;

4.3 receive the internal control reports and monitor management's resulting action plans;

4.4 review and confirm the appropriateness and effectiveness of the internal control processes including key policies;

4.5 confirm the type and amounts of insurance carried by the hospital.

**5.0 PROPERTY, FACILITIES & DEVELOPMENT**

5.1 review capital redevelopment and infrastructure project proposals, including funding strategies, which require approval by Ontario Health - East and the Ministry of Health; and

5.2 review quarterly reports from management on the status of capital development and infrastructure projects.



**PEOPLE, FINANCE & AUDIT COMMITTEE  
TERMS OF REFERENCE**

ISSUED BY: KHSC Board of Directors  
AUTHORIZED BY: KHSC Board of Directors  
CATEGORY: Board Policy Manual  
REVIEW DATE: Annually

BOARD APPROVED: April 2017; July 2018; May 2019; August 2019, October 2021  
COMMITTEE REVISED: April 2019, September 2021

Page 4 of 6

**6.0 INFORMATION TECHNOLOGY**

- 6.1 review periodic reports from management related to major projects of information management technology functions, including regular financial reporting; and
- 6.2 review processes in place to safeguard information sources including patient confidentiality.

**7.0 KHSC STRATEGY PERFORMANCE TARGETS**

- 7.1 ensure progress on KHSC strategy and annual corporate plan by reviewing assigned performance indicators.

**8.0 INTEGRATED RISK MANAGEMENT**

- 8.1 ensure robust process for integrated risk management framework; and
- 8.2 monitor and report on the integrated risk domains assigned to this committee which include:
  - Financial
  - Compliance
  - People
  - Physical Assets
  - Information Technology

**Membership & Voting:** Every Committee member must be financially literate. Individuals are financially literate if they have the ability to read and understand a set of financial statements that present the breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Hospital's financial statements.

**PEOPLE, FINANCE & AUDIT COMMITTEE  
TERMS OF REFERENCE**

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CATEGORY: Board Policy Manual  
REVIEW DATE: Annually

BOARD APPROVED: April 2017; July 2018; May 2019; August 2019, October 2021  
COMMITTEE REVISED: April 2019, September 2021

Page 5 of 6

The voting members of the committee shall be composed of:

- i) at least four (4) elected directors, one of whom is a Chartered Professional Accountant (CPA)
- ii) Board Chair, ex officio
- iii) Up to two (2) external members with specific skill sets that will support the work of the committee
- iv) up to two (2) KHSC Patient Experience Advisors will be invited to serve (see term)

The ex officio, non-voting members of the committee shall be:

- i) President and Chief Executive Officer
- ii) Vice President, Medical Staff Association

Staff resources to support the Committee and administrative support will be determined by the Board Chair, CEO and Committee Chair.

**Term:** members shall be appointed annually by the Board of Directors, based on their respective board terms. Patient Experience Advisors will serve a one year term, with the possibility of renewal consistent with Board Policy V-C-0.

**Chair:** shall be appointed annually by the Board and shall serve as Treasurer of the Corporation.

**Quorum:** at least 50% of the voting members constitute a quorum.

**Vacancies:** to be filled by the Board of Directors as appropriate.

**Meetings:** the Committee will meet up to eight (8) times per year at the call of the Committee Chair.

**PEOPLE, FINANCE & AUDIT COMMITTEE  
TERMS OF REFERENCE**

ISSUED BY:	KHSC Board of Directors	BOARD APPROVED:	April 2017; July 2018; May 2019; August 2019, October 2021
AUTHORIZED BY:	KHSC Board of Directors		
CATEGORY:	Board Policy Manual	COMMITTEE REVISED:	April 2019, September 2021
REVIEW DATE:	Annually		

Page 6 of 6

**Rules of Order:** any questions of procedure at or for any meetings of the Corporation, the Board, the Medical or Professional Staff, or any committee, which have not been provided for in the KHSC Bylaw or by the Act or by the Public Hospitals Act or Regulations or the Medical Staff Rules shall be determined by the Chair of the meeting in accordance with the rules of procedure adopted by resolution of the Board.

**Date of Last Review:** April 2017; July 2018, April 2019; August 2019, September 2021

## **BOARD REDEVELOPMENT SUB-COMMITTEE TERMS OF REFERENCE**

ISSUED BY:	KHSC Board of Directors	BOARD APPROVED:	April 2017, May 2019
AUTHORIZED BY:	KHSC Board of Directors	COMMITTEE REVISED:	
CATEGORY:	Board Policy Manual		
REVIEW DATE:	Annually		Page 1 of 2

**Role:** the KHSC Redevelopment Board Sub-committee will support the Board of Directors by providing oversight of the implementation of redevelopment project at Kingston General Hospital site to ensure that budget, schedule, quality and other project objectives are achieved.

**Reporting Relationship:** to the Board of Directors through the People, Finance and Audit Committee

### **1.0 GENERAL RESPONSIBILITIES**

The Committee shall:

- 1.1 receive and review regular reports regarding: project status, schedule, budget, safety, risk issues including disputes, occupancy planning, patient care impacts, communication and stakeholder relations, project scope changes, environmental issues, work quality and QC plan results, existing facility/operations impact, and account payments and lien status;
- 1.2 consider and approve appropriate Redevelopment Project Policies;
- 1.3 consider and approve project contingency and allowance expenditures within prescribed limits established by Infrastructure Ontario and the Board of Directors;
- 1.4 provide regular status reports to the Board of Directors;

**Membership & Voting:** the voting members of the Committee shall be composed of:

- i) at least three (3) elected directors including Chair of People, Finance and Audit Committee
- ii) Community representative
- iii) KHSC Patient Experience Advisor
- iv) President and Chief Executive Officer (or delegate)
- v) Board Member University Hospitals Kingston Foundation.

Staff Resources from KHSC's Planning Office support the Committee

## BOARD REDEVELOPMENT SUB-COMMITTEE

### TERMS OF REFERENCE

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AUTHORIZED BY:	KHSC Board of Directors	
CATEGORY:	Board Policy Manual	COMMITTEE REVISED:
REVIEW DATE:	Annually	Page 2 of 2

**Term:** Members shall be appointed annually by the Board of Directors until completion of the redevelopment project, at which time the Committee will be terminated.

**Chair:** Shall be appointed annually by the Board and shall also be a member of the People, Finance and Audit Committee.

**Quorum:** At least 50% of the voting members constitute a quorum.

**Vacancies:** To be filled by the Board of Directors as appropriate

**Meetings:** Up to 10 times per year or at the call of the Committee Chair. Board committee meetings shall be closed unless a motion is made to open the meeting to the public. However, Board Committee reports and recommendations to the Board of Directors will be made in the open Board meeting with the exception of those matters which are defined as “in camera” in the Board policy on in-camera sessions.

**Rules of Order:** Any questions of procedure at or for any meetings of the Corporation, the Board, the Medical or Professional Staff, or any committee, which have not been provided for in the KGH Bylaws or by the Act or by the Public Hospitals Act or Regulations or the Medical Staff Rules shall be determined by the chair of the meeting in accordance with the rules of procedure adopted by resolution of the Board.

**Date of Last Review:** April 2017; June 2019