

BOARD POLICY & COMMITTEE TERMS OF REFERENCE – BOARD WORK PLAN 2020-21

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| Focus | Annual Corporate Plan & SPI Approval + draft committee work plans | Summer Update & Orientation Refresh | General Business & Q1 Reporting | Q2 Reporting | Board 1:1 with Chair | Board Education Managing Risk – COVID-19 + HAPs and CAPs Approvals | Q3 Reporting + QIP, HSAA & MSA Approvals | Education – Approval of 2021-22 Integrated ACP & SPI | Q4 reporting, attestations, draft financial statements | AGM & Special Meeting | |
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PART I: ESTABLISH STRATEGIC DIRECTION

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| I-1 | Vision, Mission & Values | CEO Staff Report – Mission Moments Reaffirm and ensure alignment with KHSC's 2020- 21 annual corporate plan & SPI approval | | CEO Staff Report – Mission Moments | CEO Staff Report – Mission Moment | | CEO Staff Report – Mission Moment | CEO Staff Report – Mission Moment | CEO Staff Report – Mission Moment | CEO Staff Report – Mission Moment Reaffirm and ensure alignment with KHSC's 2021- 22 annual corporate plan & SPI approval with M/V/V Board reviews draft compliance report to Partnership Council - includes mission/ethics compliance | CEO Staff Report – Mission Moment | CEO |
| I-2 | Strategic Planning | Draft 2020-21 Integrated Annual Corporate Plan & SPI approval | | | Confirm alignment of SEAMO Strategy with new KHSC Strategic Plan | | | | Draft 2021-22 Integrated Annual Corporate Plan & SPI approval | | | Governance Committee & Elizabeth Bardon |

PART II: PROVIDE FOR EXCELLENT LEADERSHIP AND MANAGEMENT

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| II-1 | CEO Selection & Succession | | | | Overview of process for succession plan for KHSC executive & physician leadership | | | | Annual confirmation of process & candidates for CEO Sudden Vacancy succession plan | | | Governance Committee & David Pichora & Sandra Carlton |
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| II-2 | CEO Direction | Update on Emergency Orders by Government - COVID Draft 2020-21 Integrated Annual Corporate Plan & SPI approval | | Update on Emergency Orders by Government - COVID | Update on Emergency Orders by Government - COVID | | Update on Emergency Orders by Government - COVID Approval of HAPs, CAPs / COVID impacts | Update on Emergency Orders by Government - COVID Approval of QIP, SPI, HSAA, MSAA / COVID impacts | Update on Emergency Orders by Government - COVID Draft 2021-22 Integrated Annual Corporate Plan & SPI approval | Update on Emergency Orders by Government - COVID | CEO / Board of Directors |
| II-3 | CEO Performance Management & Evaluation | | | Q1 Reporting Approach to 360 CEO Performance Review to Inform Learning Plan | Q2 Reporting | | | Q3 Reporting Approach to 2020-21 CEO Evaluation | | Q4 reporting Complete CEO Performance Discussion with Board | Governance Committee & Board Chair |
| II-4 | CEO Compensation | | | | | | | Confirm pay at risk link to QIP 2021-22 Public Sector Salary Disclosure | | Pay at risk 2020-21 approved by Board | Governance Committee Sandra Carlton & Troy Jones |
| II-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 + Troy Jones or Sandra Carlton |
| II-6 | COS Direction, Selection & Succession Planning | | | Confirmation of Learning Plan Activities for 2020-21 | Overview from COS of process on physician leadership development & succession planning | | | | Annual confirmation of process & candidates for COS Sudden Vacancy succession plan | | Governance Committee Mike Fitzpatrick |

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| II-7 | COS Performance Management & Evaluation | | | Confirmation of Learning Plan Activities for 2020-21 | | | | Approach to 2020-21 COS Evaluation | | Complete COS Perf discussion with Board | | Governance Committee & CEO and Board Chair |
| II-8 | COS Compensation | | | | | | | Confirm pay at risk link to QIP 2021-22 | | Pay at risk 2020-21 approved by Board | | Governance Committee Sandra Carlton & Troy Jones |

PART III: ENSURE QUALITY & EFFECTIVENESS

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| III-1 | Quality Improvement & Safety | | | Quarterly Patient Safety & Quality Report | Quarterly Patient Safety & Quality Report | | | Quarterly Patient Safety & Quality Report | | 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 | | Q4 Strategy Performance Report | | All Board Committees Indicator Framework Processes – Governance Committee Troy Jones |
| III-3 | Enterprise Risk Management | | | Sept Cte meetings - alignment of IRM framework with ACP and indicators for 2020-21 Gov – leadership & partnership PF&A – people & finance PCQ - care | | | | Board Session: Risk Approach to Managing COVID-19 Recovery Plan | | April Cte meetings - alignment of IRM framework with ACP and indicators for 2021-22 Gov – leadership & partnership PF&A – people & finance PCQ - care | | All Board Committees Brenda Carter |

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| III-4 | Ethics & Principle Based Decision Making | | | | ASSIST education module refresh at November KHSC Board Committee Meetings – decision making in an COVID environment | | | | | | All Board Committees Elizabeth Bardon |
| III-5 | Privacy & Security of Information | Annual Chair confidentiality attestation to be completed Confirm any adjustments to Privacy Delegation Form | | | | | | | | Annual Report of Privacy Officer & Oversight of Personal Health Information | People Finance & Audit Committee Troy Jones |
| 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 & People Committee Elizabeth Bardon |

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PART IV: ENSURE FINANCIAL & ORGANIZATIONAL VIABILITY

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| IV-1 | Financial Objectives | | | As required, P F&A to recommend on capital & operating variances | As required, P F&A to recommend on capital & operating variances | | As required, P F&A to recommend on capital & operating variances Review final 2021-22 internal capital budgets/ recommend from P F&A | As required, P F&A to recommend on capital & operating variances | As required, P F&A to recommend on capital & operating variances | As required, P F&A to recommend on capital & operating variances KHSC CEO BPSAA Attestation of Compliance | | People, Finance & Audit Committee Amit Bansal |
| IV-2 | Financial Planning & Performance | | | Monthly financial package Q1 report financial indicators | Monthly financial package Q2 report financial indicators | | Monthly financial package | Monthly financial package Q3 report financial indicators | Monthly financial package | Approve draft financial statements Q4 report financial indicators | Members appoint auditor | People, Finance & Audit Committee Amit Bansal |
| IV-3 | Purchasing and Leasing | | | | | | | | | BPSAA Attestation to include 3S0 Compliance | | People, Finance & Audit Committee Amit Bansal |
| IV-4 | Signing Officers | | | | | | | | | | KHSC Signing Authority & Banking Resolution updated following special mtg | People, Finance & Audit Committee Amit Bansal |

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PART V: ENSURE BOARD EFFECTIVENESS

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| V-1 | Governance Policy Framework | | | Confirm Rules of Order | | | | | | | Recommend changes to Board policy & Bylaws | Governance Committee David Pichora & senior team |
| V-2 | Conflict of Interest | Annual Board Declaration 2020-21 completed includes COI | Recording of declarations @ each board mtg | Recording of declarations @ each board mtg | Recording of declarations @ each board mtg | | Recording of declarations @ each board mtg | 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 |
| 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 | Expression of Interest responses shared with Board Chair in advance of 1:1 meetings | | February Committee minutes to Board | April Committee minutes to Board | May Committee minutes to Board | Confirm 2021-22 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 Troy Jones |
| V-A-4 | Position Description – Vice Chair(s) | | | | Distribute Vice Chair profile with Expression of Interest Form | | | | | | | Governance Committee Troy Jones |

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| V-A-5 | Position Description – Board Standing & Special Committees | | | | Distribute Committee Chair profile with Expression of Interest Form | | | | | | | Governance Committee Troy Jones |
| V-B-0 | Process for Nominations of Directors | | | Critical path for 2021-22 board slate / update to Partnership Council outlining process at their November meeting | Issue EOI to elected members for completion | | Confirm vacancies, confirm board size & committee reporting structure; provide draft ad for board recruitment – draft advertisement for Board to approve | | KHSC Board confirms 2021-22 board slate & report to May Partnership Council | | Recommend from KHSC Board to Members of Corporation 2020-21 slate | Governance Committee Troy Jones |
| V-B-1 | Process for Selection of Board Officers | | | Critical Path for Board Officer Selection Process & Assessment Tools | Issue Expression of Interest for officer positions Issues Chair, Vice and Committee Chair Assessment Tools | Results of Chair/Vice Chair, Committee Chair Assessments shared at board member 1:1 meetings | Issue Board Chair/Vice Chair Nomination Package | Confirm Chair and Vice Chair nominees | | | Chair, V-Chair, Secretary & Treasurer elected at Special Board following AGM | Governance Committee Troy Jones |
| V-B-2 | Process for Nomination of Chair, Directors & External Members of Board to Standing & Special Committees | | | | Expression of Interest Form to support 2021-22 board committee membership allocations | Input sought during 1:1 board member discussions | | | | Final 2021-22 Board Committee compositions + committee chair recommendations for appointment | | Governance Committee Troy Jones |
| V-B-3 | Board Orientation & Ongoing Development | Board Chair at the Helm reinstated (checkpoint) | Board orientation session held | | | | Board education focusing on managing risk/COVID-19 | | Board education – approval of 2021-22 IACP & SPI | | | Governance Committee Troy Jones & Elizabeth Bardon |

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| V-B-4 | Board Goals & Work Plan | | | Approve 2020-21 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 2020-21 Board Work Plan | | | Year-end Board Committee Reports | | Governance Committee & Troy Jones |
| V-B-5 | Board Meetings, Board Agenda Development, Consent Agenda | Board Chair/CEO/COO agenda planning mtg Aug 27 for Sept 9 session | | Board Chair/CEO/COO agenda planning mtg Oct 8 for Oct 26 Board meeting | Board Chair/CEO/COO agenda planning mtg Dec 1 for Dec 14 Board meeting | | Board Chair/CEO/COO agenda planning mtg Jan 7 for Jan 25 Board meeting | Board Chair/CEO/COO agenda planning mtg Mar 11 for Mar 29 Board meeting | Board Chair/CEO/COO agenda planning mtg Apr 22 for May 10 Board meeting | Board Chair/CEO/COO agenda planning mtg June 3 for June 21 Board meeting/AGM/ Special | 2020 Draft -21 Board & Committee meeting schedule | Board Chair / CEO Troy Jones |
| V-B-6 | Meeting without Management Present | | | 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 | | | | Recommendation from Gov on Board's overall effectiveness survey framework including Vice & Committee Chair assessments | | | | | | | Governance Committee Troy Jones Board Chair |

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| V-B-9 | Reimburse Dir & External Member Expenses | | As required | As required | As required | | As required | As required | As required | As required | As required | Board Chair and CEO – Administrative Task | |
| 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 Troy Jones | |
| V-C-11 | Removal of a Director | | As required | As required | As required | | As required | As required | As required | As required | | Governance Committee Troy Jones | |
| V-C-0 | Process for Selection of Patient Experience Advisors to KHSC Board & Committees | | | Recommendation to approve 2019-20 Additional PEAs to Board Committees | Annual Patient & Family Advisory Council Report | | | Approve 2021-22 PEAs to Board Committees | | | | Governance Committee Troy Jones | |
| VI-1 | Support & Relationship with UHKF | Receive confirmation of UHKF Board cross appointment to KHSC Board for 2020-21 | 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 | | 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 | 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 2020-21 | Recommendation for KHSC Board cross appointment to UHKF Board for 2020-21 | Governance Committee Troy Jones |

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| 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 HDH Volunteer Services Report to Board Q1 Strategy Performance Report uploaded post Board meeting | Board agenda, approved open minutes + CEO report posted on KHSC website Q2 Strategy Performance Report uploaded post Board meeting | | 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 Report uploaded post Board meeting | KGH Auxiliary Reports to Board (2019 – 2021) | Approval of Hospital Bylaw and board policy amendments Q4 Strategy Performance Report uploaded post Board meeting | Post June AGM/Special: Board member profiles updated / 2020-21 schedule posted / corporate bylaws, board policies updated, TOR & committee comps (post June Board & AGM activities) | Governance Committee Troy Jones |
| VI-3 | Political Contributions | As required | As required | As required | As required | | As required | As required | As required | As required | | Governance Committee Troy Jones |
| 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 | As required Under \$100K – CEO Report Over \$100K – Gov Committee to Board | | CEO Report and/or Governance Committee UHKF Team & Troy Jones |
| VI-5 | Temp Removal of Religious Icons/Patient Request | | As required | As required | As required | | As required | As required | As required | As required | | Patient Care & Quality Committee Brenda Carter |
| 15.1-b | Appointments & Reappointments | | Monthly MAC recommend | Monthly MAC recommend | Monthly MAC recommend | | Monthly MAC recommend | Monthly MAC recommend | Monthly MAC recommend | Monthly MAC recommend | | MAC Mike Fitzpatrick |
| 20.2 | Appointment of Head of Department / Deputy Heads | | As required | As required | As required | | As required | As required | As required | As required | | MAC Mike Fitzpatrick |

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| 29.1 | Committees & Programs Required by PHA – Medical Advisory Committee | | Monthly COS Report – MAC Highlights to Board | Monthly COS Report – MAC Highlights to Board | Monthly COS Report – MAC Highlights to Board | | Monthly COS Report – MAC Highlights to Board | Monthly COS Report – MAC Highlights to Board | Monthly COS Report – MAC Highlights to Board | Monthly COS Report – MAC Highlights to Board | | MAC Mike Fitzpatrick |
| 29.2 | Committees & Programs Required by PHA – Fiscal Advisory Committee | | | People, Finance & Audit Committee to confirm regular updates from Fiscal Advisory Committee | | | | People, Finance & Audit Committee to confirm regular updates from Fiscal Advisory Committee | | | | People, Finance & Audit Committee Amit Bansal |
| 29.3 | Chief Nursing Executive | | | | | | | | | | Captured on Board Slate for 2021-22 | Governance Committee Troy Jones |
| 29.4 | Nurses & Other Staff and Professionals to Committees | | | | | | | | | | | Further discussion required |
| 29.5 | Retention of Written Statements (25-year destruction of medical records, notes, charts) | | | CEO Board Report to include statement on compliance | | | | | | | | Administrative Task |
| 29.6 | Occupational Health & Safety Program | | | Annual occupational health and safety report covering 2019-20 | | | | | Annual occupational health and safety report covering 2020-21 | | | People, Finance & Audit Committee Sandra Carlton |
| 29.7 | Health Surveillance Program | | | | | | | | Overview of KHSC's Health Surveillance Program | | | MAC Mike Fitzpatrick |
| 29.8 | Organ Donation | | | | | | | | Trillium Gift of Life Program Update (covering 2019-20 and 2020-21) | | | Patient Care & Quality Committee Brenda Carter |
| 30.1 | Rules of Order | | | Confirm Rules of Order | | | | | | | | Governance Committee Troy Jones |

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| 31.1 | Amendments to By-Law | | | | | | | | | | | Governance Committee & MAC Mike Fitzpatrick & Troy Jones |
| 32.0 | French Language Services | | | | | | Annual FLS Report | | | | | Patient Care & People Committee Elizabeth Bardon |