

**TERMS OF REFERENCE COMPLIANCE – COMMITTEE WORK PLAN
KHSC GOVERNANCE COMMITTEE
2020-21**

Reviewed by Committee at September 2020 Meeting Approved by KHSC Board – October 26, 2020 Revised:
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	Month	MRP(s)	September	November	January	March	April	May
	Date		28	30	25	01	19	31
	Focus		Q1	Q2		Q3 & QIP	ACP & Indicators	Q4
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1.0 General Responsibilities	Recommend an annual work plan to the Board based on following terms of reference	Jones	Draft committee work plan reviewed as part of orientation + terms of reference			Touchpoint + amendment of Board work plan		Final executed work plan provided with year end committee report
	Present a year-end report to the Board	Jones					Confirm year end committee report framework questions	Draft year-end committee reports
	Annually review, confirm and recommend revisions to the Board policies for which they have oversight responsibilities	Jones	Review Governance oversight policies at committee orientation				Coordinate proposed amendments from February KHSC March Committee meetings on policy or bylaw changes	Final review of bylaw and policy revisions recommendation to June Board
							Note: Bylaw amendments are confirmed by Partnership Council	Include in compliance report to Partnership Council
	Ensure principle based decision making guides all committee discussions and decision-making and also incorporating the Catholic Health Ethics Guide at the HD site	Bardon		ASSIST education module refresh at November KHSC Board Committee Meetings – decision making in an COVID environment				
Other duties as assigned by the Board	Pichora	Ontario Health Team Update – Presentation of FL&A-OHT submission with a focus on partnerships	Ontario Health Team Update on full application status (Government to confirm October 18) – update on partnership relationships			Ontario Health Team Update	Ontario Health Team Update	Ontario Health Team Update

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2.0 Governance & Nominations	Establish, for board approval, the annual board work plan and ensure standing committees develop work plans that reflect their terms of reference	Jones	Draft standing committee work plans / TOR compliance confirmed (will be discussed at August 12 Board Committee Chairs Planning Session)			Mid-year review of 2020-21 Board Work Plan ensure deliverables are being met / adjusted	2021-22 Master Board & Committee Schedule recommended to Board for approval	Recommend for approval, 2021-22 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	Jones	Confirm Rules of Order and provide confirmation to KHSC Board	Identify survey tool to seek input on KHSC's new board committee reporting structure Confirm draft Expression of Interest Form questions to support 2021-22 board selection process. Draft #1 2021-22 Board Committee Comps (in advance of Board Chair 1:1 mtgs in January 2021)	Discuss KHSC Board & Committee structure and size / recommend any adjustments to KHSC December board meeting	Briefing on selection process to bring forward recommendations for Patient Experience Advisors to serve on KHSC board committees for 2021-22 Draft #2 2021-22 Board Committee Comps post 1:1 mtgs with individual members	Complete/report on Patient Experience Advisor selections for 2021-22 Board Committee Compositions	Final 2021-22 Board Committee Comps and overall Officer Succession Plan
	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	Jones	Committee Chair evaluation update and timeline	Committee Chair results + next steps 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	January 1:1 meetings with Chair – high level report & plan / feedback to officers, individual board & committee members	Update on feedback to Officers & Committee Chairs on evaluation input		

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Board of Directors Nominations Process Timeline & Deliverables for 2021-22								
	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 – January 30, 2021 Applications received by – February 17, 2021 Apps distributed to Cte – February 22, 2021 Shortlist for Interview at Governance Mtg – March 1, 2021 Email invitation to candidates – March 2, 2021 Interviews: March 17 & 18, 2021 Follow up email to continue: March 22, 2021 Reference checks by: March 29, 2021 Results to committee: March 5, 2021 Gov Agenda package: April 12, 2021 Gov meeting: April 19, 2021 – proposed slate Board package: May 3, 2021 Board mtg: May 10, 2021 – proposed slate Partnership Council: proposed slate KHSC AGM/Special: June 21, 2021 final slate	Jones	Review critical path for Board nominations process and provide update to October Board meeting / Board to report to Partnership Council at its November meeting	Finalize Expression of Interest Form, confirm whether adjustments are needed to skills matrix + issue EOI to Board in early December	Review board and committee attendance for bylaw compliance in advance of Jan 1:1 Chair meetings Results of EOI discussed; board vacancies confirmed; skill requirements endorsed for draft board advertisement. Board briefed at January 25 meeting.	Shortlist 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 – recommendation to Partnership Council as part of compliance report at May meeting	
Board Officer Timeline & Deliverables for 2021-22								
	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)	Jones	Confirm next steps to identify 2 nd Vice Chair for 2021-22 Board year	Confirm succession questions and process as part of Expression of Interest process for officer and committee chair positions in 2021-22 Governance Chair confirms with Board Chair desire to take up Past Chair Board position; also confirms Incoming Chair's support for this position	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	Recommendation from Jan Board that Gov Chair will undertaken confidential discussions with each board member to determine 2 nd vice chair position for 2021-22 / email to Board beginning of Feb to outline process including candidate CVs + list compiled by CEO of key considerations for the role of chair in future	Governance Chair confirms that outcome has been reached / Chair and Vice Chair	Finalize 2021-22 Vice Chair(s) positions for recommendation to Board at KHSC special meeting that follows annual general meeting

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	Support board in ensuring ongoing orientation and continuing education for board and board committee members	Jones			Review Board Education Plan / identify gaps for 2020-21 board year to include Institute for Patient & Family Centred Care			
	Ensure that all standing committees review their terms of reference on an annual basis and make recommendations for amendments, as required, to the board	Jones	Confirm that committee orientation sessions including TOR review and discussion					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	Jones	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 Board	O'Toole/ Pichora	As required	As required	As required	As required	As required	As required
3.0 Strategic Partnerships & Alignment	Review alignment of KHSC strategy with Ministry of Health and South East Local Health Integration Network strategies annually and as needed;	Bardon / Jones					Ensure alignment with 2021-22 integrated annual corporate plan deliverables	As required
	Ensure processes are in place to build and maintain relationships with MOHLTC, SE LHIN, health system partners and local community;	Exec team Pichora Jones	Ontario Health Team Update – Presentation of FL&A-OHT submission with a focus on partnership opportunities @ Board or committee level CEO Updates on Partner Relations – standing item	Ontario Health Team Update as required Regional HIS project update at KHSC Board Committees – focus on partnership relations CEO Updates on Partner Relations – standing item	Ontario Health Team Update as required CEO Updates on Partner Relations – standing item	Ontario Health Team Update as required CEO Updates on Partner Relations – standing item	Ontario Health Team Update as required CEO Updates on Partner Relations – standing item	Ontario Health Team Update as required Confirm KHSC Board cross appointment Volunteer Services/ Auxiliary for 2021-22 CEO Updates on Partner Relations – standing item

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	Ensure processes and agreements are in place to support University Hospitals Kingston Foundation and donors;	Jones	As required – corporate naming recommendations Receive confirmation of UHKF Board cross appointment to KHSC Board for 2020-21	As required – corporate naming recommendations	As required – corporate naming recommendations	As required – corporate naming recommendations	As required – corporate naming recommendations	As required – corporate naming recommendations Confirm KHSC Board cross appointment to UHKF Board for 2021-22 Consider UHKF Board Slate for 2021-22 / recommendation to KHSC Board of Endorsement
	Ensure strategy of KHSC Research Institute and related entities supports the academic mission of the sites;	Smith / Pichora	Update on KHSC Research Institute				Update on KHSC Research Institute	
4.0 CEO & COS Performance	Develop a process to oversee the performance and compensation of the chief executive officer and chief of staff;	Carlton	Confirm that pay for performance for 2020-21 has been completed Discuss approach to 360 performance review / confirm product and timelines – report to KHSC Board	Update provided on annual learning plans for 2020-21		Briefing on PSSD for 2020 Ensure QIP link to performance metrics for 2021-22 Update on CEO Learning Plan		2020-21 Pay for Performance recommendation to Board Confirm Approach to 2021-22 P4P Performance Metrics
	Develop a position description for the chief executive officer and chief of staff for approval by the board;	Carlton					Provide CEO and COS position descriptions to support 2020-21 evaluation process	
	Oversee chief executive officer and chief of staff recruitment, selection and succession planning;	Carlton/ Board Chair/ Pichora & Fitzpatrick		Update on overall succession planning for executive team and physician leadership			Reaffirm candidates for sudden CEO and COS succession planning	Confirm key dates for CEO contract renewal obligations in 2021 (Agreement expires April 1, 2022; Board must confirm intent to CEO by Nov 1, 2021)

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	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;	Carlton					Confirm approach to 2020-21 CEO and COS Performance Evaluation Process	Draft written performance review reports finalized / provided to KHSC Board at June meeting
	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;	Carlton/ Jones	Q1 CEO & COS Performance Objectives Reporting		Q2 CEO & COS Performance Objectives Reporting	Q3 CEO & COS Performance Objectives Reporting		Q4 CEO & COS Performance Objectives Reporting Recommend to Board on 2022-22 Performance Agreement & Performance Metrics
	Oversee the chief executive officer's and chief of staff's supervision of management and management succession plan;	Carlton/ Pichora/ Board Chair					Briefing from CEO and COS on executive leadership succession framework	Confirm key dates for COS contract renewal obligations in 2021 (Agreement expires April 1, 2022; Hospital must confirm intent to COS by Nov 1, 2021)
5.0 KHSC Strategy & Annual Corporate Planning Process	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;	Jones/ Bardon Jones		Receive Q1 Strategy Milestone Report	Receive Q2 Strategy Milestone Report Touchbase on 2020-21 Annual Corporate Plan in advance of January HAPs submission	Receive Q3 Strategy Milestone Report	Review 2021-22 IACP & QIP and associated indicators for recommendation to May 10 KHSC Board Session on ACP & SPI	Receive Q4 Strategy Milestone Report Final draft of 2021-22 indicators performance measurement system for 2021-22 IACP (post January HAPs/HSAA/MSAA Board approval)

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6.0 KHSC Performance Targets	Ensure progress on KHSC strategy and annual corporate plan by reviewing assigned performance indicators;	Jones	Receive Q1 Strategy Performance Report	Receive Q2 Strategy Performance Report		Receive Q3 Strategy Performance Report	Review 2021-22 IACP & QIP and associated indicators for recommendation to May 10 KHSC Board Session on ACP & SPI	Receive Q4 Strategy Performance Report
7.0 Mission	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;	Bardon					Review draft year-end compliance report & attestation to KHSC May 10 Board & Partnership Council regarding Mission at HDH and KGH to ensure compliance with Operating Agreement	
8.0 Integrated Risk Domains	Monitor and report on the integrated risk domains assigned to this committee which include: <ul style="list-style-type: none"> o Leadership o Partner Relationships 	Carter	Ensure alignment of IRM framework with strategic / corporate planning – annual corporate plan and indicators for 2020-21 (following January 2020 Board session) – Focusing on leadership and partner relationships	As required	As required	As required	Ensure alignment of IRM framework with strategic / corporate planning – annual corporate plan and indicators for 2021-22 (following January 2020 Board session) – Focusing on leadership and partner relationships	As required
9.0 Board Reporting Requirements	Board reports due at CEO's office Board mailing date Board meeting date	Cuddington	October 12 October 19 October 26	December 3 December 7 December 14	March 15 March 22 March 29	March 15 March 22 March 29	April 26 May 3 May 10	June 7 June 14 June 21