Governance Committee
Proposed Policy Revisions
March 2022 Board
SUBJECT: VISION, MISSION AND VALUES

Our founding hospitals of Hotel Dieu Hospital (HDH) and Kingston General Hospital (KGH) both have long and distinguished histories of serving our community, providing caring and compassionate service to those needing health care and services.

Hotel Dieu Hospital was founded by the Religious Hospitallers of St. Joseph, whose philosophy and mission guided the development of the Hotel Dieu Hospital and its ongoing mission. Kingston General Hospital was founded by a community charity to provide food and shelter to the poor and the sick. Both hospitals are rooted in the community and have been committed to advancing health care to support patients and families. After a long and cooperative partnership, the two hospitals joined in 2017 through a legal integration to form Kingston Health Sciences Centre (KHSC).

Our Missions

Consistent with the Kingston Health Sciences Centre Operating Agreement (the “Operating Agreement”) dated March 30, 2017, KHSC is committed to preserving and living the missions of its founding recognizing the campus-specific missions of its founding Hospitals, Hotel Dieu Hospital and Kingston General Hospital on their respective sites. Specifically, the Operating Agreement guarantees the Catholic Mission at the HDH campus, and guarantees the secular mission at the KGH campus, as well as, its own mission.

HDH Site

The mission of Hotel Dieu Hospital, rooted in the Gospel of Jesus Christ, is to make visible the compassionate healing presence of God to all persons. We share in this mission by being a caring and just community. This is expressed through the pursuit of excellence in health service, education, and research.

KGH Site

We are a community of people dedicated to transforming the experience of our patients and families through innovative and collaborative approaches to care, knowledge and leadership.

KHSC created a vision, mission and values shortly after its creation and through a broadly consultative process and as approved by the Board of Directors. All at KHSC strive to live this mission, while honouring the site-specific missions, as required through the Operating Agreement.

KHSC’s Vision

Partnering in care, discovery and learning to achieve better health for our communities while transforming our health care system.
KHSC’s Mission
We care for our patients, families and each other through everyday actions, significant moments and exciting breakthroughs.

KHSC’s Values
At the heart of our values is compassion. We care for some of the sickest and most vulnerable people in our community.

We treat each person with respect and dignity. We do this by caring for the whole person, when and where they need it most.

Partnership is at the core of how we work. We empower patients, families and our teams to do great work together, and with our community.

The pursuit of excellence drives everything we do. We will be good stewards of resources while continually enhancing the quality of care, research and education we provide.

Research and innovation reflect our courage to try new things, challenge what we know, create new knowledge and transform health care.

Policy

1. Each person who works, learns, or volunteers at KHSC is responsible for living and honouring the missions of the Hospital and its sites (HDH and KGH), and for living KHSC’s values.

2. The Hospital’s missions and values are shared with all who seek care or visit our sites and the general public as appropriate. This occurs regularly in a variety of ways, including but not limited to:
   a) Posted on the Hospital’s website and corporate publications (e.g. included in the strategic plan, patient materials, and recruitment materials).
   b) Through discussion and inclusion in orientation for all new employees, volunteers, and board members.
   c) Through visible display in the organization (e.g. on posters, as signage, and/or through visible symbols.)
   d) This would include visible symbols of Catholic identity on the HDH site.
   e) Through philosophy, mission and values-focused activities on each site (e.g. Mission Week, Annual Food Blitz, Coat Drive, at HDH site and Awards of Excellence at KGH site).
   f) Many activities which will and can be supported across both sites in the future.
   f) Through regular discussion and reflection by leaders at committees and hospital events.
SUBJECT: STRATEGIC PLANNING

The Board of Directors is responsible to establish the strategic goals and directions for the Hospital. The Vision and Mission for the Hospital provide the foundation upon which the strategic directions are developed, and are approved by the Board (see policy I-1)

Policy

The Board will:

1. Annually review the Corporation’s mission, vision, values as an academic health sciences centre as part of a regular annual planning cycle.

2. Establish a process for engagement with patients and families, the communities served, representatives from and the South East Local Health Integration Network (SE LHIN) Ontario Health-East (OH-E), other local/regional health service providers, Queen’s University, University Hospitals Kingston Foundation, and the hospital Auxiliaries when developing plans and setting priorities.

3. Ensure establishment of the Corporation’s strategic plan which is aligned with Ministry of Health (and Long-term Care (MOHLTCMOH)) and the SE LHIN’sOH-E’s integrated health services plan; and reflects the Board’s accountability to the MOHLC and SE LHINOH-E through the Hospital Service Accountability Agreement (HSAA).

4. The President and Chief Executive Officer (CEO) is responsible to the Board for establishing the strategic planning process for approval by the Board. The Board, as a whole, will engage with the CEO and senior leadership team in developing the strategic plan.

5. Once the strategic plan has been developed, everything the organization currently does, undertakes as new, or stops doing, will be monitored and measured against whether or not it advances and aligns with the accomplishment of the strategic plan, operating plans, and Board-approve performance metrics.

6. Ensure the establishment of an Integrated Annual Corporate Plan (IACP) to advance the strategic plan by addressing annual corporate goals and objectives, including key quality goals as may also be required by Ontario Health-Quality (OH-Q) as part of a Quality Improvement Plan (QIP). The IACP will be established by the CEO with Board approval.

7. On an annual basis, the Board of Directors will establish goals for the Board which are a priority for the Board in the coming year. These are consistent with the Mission and Vision, the Strategic Plan, and the Quality Improvement Plan IACP.
The Board of Directors is responsible for ensuring that provision is made for continuity of executive management and leadership for the Hospital and will have in place a documented process for potential internal succession should the CEO position become vacant. The succession plan will also specify the process for appointing an interim CEO should the CEO be absent from the Hospital for an extended leave of absence due to personal, health or other reasons. For relatively short planned absences (e.g. holidays, conferences) the CEO will appoint an Acting CEO and advise the Board Chair of the details.

In its annual work plan, the Board of Directors will include an action item for the CEO to report to the Governance Committee on the succession plan and related executive development. This report will include a review of internal candidates who have the potential to assume or apply for the position at the Hospital, and the associated development plans to enhance the capabilities of the internal candidate(s).

### Sudden Vacancy (e.g. death, resignation, termination, extended leave)

1. Annually the CEO will identify in writing to the Governance Committee, a successor recommended to fill the role of interim CEO if a sudden loss of the CEO occurs. The appointment of an interim CEO will be subject to approval by the Board.

### Planning Vacancy (e.g. retirement)

The process to fill a planned vacancy will include:

2. The Board will establish a CEO Search Committee consisting of the Chair of the Board, at least two (2) elected Directors, the Chief of Staff, the President of the Medical Staff Association, and the Principal of Queen’s University or his or her delegate and supported by the Chief Human Resources Officer (CHRO). The CEO Search Committee will be chaired by the Chair of the Board or a delegate appointed by the Chair.

3. The Search Committee may, at its discretion, select a search firm to assist with the process. The Search Committee will interview a shortlist of candidates and recommend to the Board their candidate of choice.
4. The work of the Selection Committee will include, but not be limited to, establishing and clarifying criteria to be used in the selection, overseeing the process to obtain candidates, interviewing candidates and agreeing on a process by which to make a final recommendation to the Board.

5. In the event that a new CEO has not been appointed prior to the departure of the current CEO, the Board will appoint an interim CEO in accordance with policy statement 1 above.
On an annual basis, the Board of Directors will establish Board goals for the Board consistent with the KHSC Mission and Vision, the Strategic Plan and Integrated Annual Corporate Plan, and key issues which are a priority for the Board in the coming year. The Board goals will be reflected in the provide direction to and inform for the work plans of the Board, its standing committees and any special committees. Standing and Special Committees and the Board work plan. The Board will review its progress toward achieving achievement of the annual Board goals on a quarterly basis at least once at a mid-point during the year.

The Board will evaluate its success in achieving achievement of its work plan as part of the annual Board evaluation process and through discussion and reflection at a meeting of the Board of Directors prior to the Annual Meeting.

\footnote{1}{An external member refers to community members on Board Committees, who are not directors of the Board, but are members of the Committee.}
SUBJECT: MEETING WITHOUT MANAGEMENT

The purpose of this policy is to ensure the board exercises independent oversight of management and to provide an opportunity to assess board processes, and particularly the quality of materials and information provided by management.

The policy provides the opportunity for the board chair to discuss areas where the performance of directors could be strengthened. It also allows board members to build relationships of confidence and cohesion among board members.

A director who remains in the meeting without management is identified as an ‘independent director’ and is described as being free of any special relationship with the corporation. Members of the professional staff and employees shall be not considered independent directors for the purpose of this policy.

The independent directors shall meet without management at every regularly scheduled board meeting as determined by the board chair or at the request of any two members.

1. If a meeting without management is planned, the agenda of the meeting must include this information.

2. Timing of the session without management should be declared in the notice or agenda.

3. Such meeting shall not be considered to be meeting of the board, but rather, will be for information purposes only.

4. Minutes will not be kept, but the chair may keep notes of the discussion.

5. The CEO and COS may be invited by the chair to participate in part of the meeting without management before being excused.

6. The chair shall immediately communicate with the CEO and, as appropriate, the COS any relevant matters raised in the meeting.
POSITION DESCRIPTION FOR THE BOARD CHAIR

Article 10.1 of the By-law defines the Duties of the Board Chair. The skills, attributes and expertise of the Board Chair are defined below.

The role of the Chair is to:

1. Working collaboratively with the Chief Executive Officer and the Chief of Staff, provides leadership to the Board in fulfilling its accountabilities, roles and responsibilities and ensures the integrity of the Board’s processes.

2. Facilitates co-operative relationships among Board members and between the Board and Chief Executive Officer and the Board and Chief of Staff.

3. Ensures that all matters relating to the Board’s mandate are brought to the attention of, and discussed by, the Board.

4. The Chair is the official spokesperson on behalf of the Board of Directors unless otherwise delegated.

5. The Chair serves as an ex-officio member on all Board standing committees.

The responsibilities of the Chair are:

a) **Board Meetings.** In collaboration with the Chief Executive Officer and Committee chairs, establish agendas that are aligned with the Board’s roles and responsibilities, annual Board goals and work plan, and preside over meetings of the Board. Facilitate and advance the business of the Board, ensuring that meetings are effective and efficient for the performance of governance work. Utilize a practice of referencing Board Policies in guiding discussions in order to support the decision-making processes of the Board. Ensure that a schedule of Board meetings is prepared annually.

b) **Direction.** Serve as the Board’s central point of official communication with the Chief Executive Officer and the Chief of Staff; guide and counsel the Chief Executive Officer and the Chief of Staff regarding the Board’s expectations and concerns. In collaboration with the Chief Executive Officer, develop standards for Board decision-support packages that include formats for reporting to the Board and the level of detail to be provided to ensure that Hospital management strategies and planning and performance information are appropriately presented to the Board.
c) **Performance Appraisal.** Lead the Governance Committee in monitoring and evaluating the performance of the Chief Executive Officer and Chief of Staff and establishing compensation Policy through an annual process as outlined in the Board Policies re “President and Chief Executive Officer Performance Evaluation” and “Chief of Staff Performance Evaluation” respectively.

d) **Work Plan.** With the assistance of the Chief Executive Officer and the Governance Committee, ensure that a work plan is developed and implemented for the Board that includes annual goals for the Board and embraces continuous improvement.

e) **Representation.** Ensure that members of the Board of Directors have the opportunity to represent the Board at hospital functions and in interactions with external partners and stakeholders.

f) **Reporting.** Report regularly and promptly to the Board regarding issues that are relevant to its governance responsibilities. Report to the annual meeting of the Members concerning the operation of the Hospital.

g) **Board Conduct.** Set a high standard for Board conduct and enforce Policies and By-Laws regarding Board member conduct.

h) **Mentorship.** Serve as a mentor to the Vice-Chair and to other Board members. Ensure that all members of the Board contribute fully. Address issues associated with underperformance of individual Directors.

i) **Succession Planning.** Participate in succession planning for the Chief Executive Officer, Chief of Staff and the Board of Directors.

The skills, attributes and expertise of the Board Chair are identified below.

The Board Chair should have the following personal qualities, skills, and experience:

- all of the personal attributes required of a Director;
- Leadership and management skills;
- Strategic and facilitation skills;
- Ability to effectively influence and build consensus within the Board;
- Ability to establish a trusted advisor relationship with the CEO, Chief of Staff and other Board Directors;
- Ability to make the necessary time commitment and required flexibility in schedule to meet the requirements of this leadership role;
- Ability to communicate effectively with the Board, hospital executives, the Ministry of Health and Long-Term Care and other government agencies, the Local Health Integration Network Ontario Health-East, other health service providers and stakeholders including Queen’s University;
- Record of achievement in one or several areas of skills and expertise required within the Board;
- Hospital Board experience.
Article 10.2 of the By-law defines the Duties of the Vice-Chair(s). The skills, attributes and expertise of the Vice-Chair(s) are defined below.

The role of the Vice Chair is to:

The Vice-Chair works collaboratively with the Chair. He/she supports the Chair in fulfilling his/her responsibilities.

The responsibilities of the Vice-Chair are:

a) **Chair Substitute.** Assume the duties of the Chair in his/her absence, as requested by the Chair, including representing the Board and the Corporation at official functions and to the public at large.

b) **Board Conduct.** Maintain a high standard for Board conduct and uphold Policies and By-Laws regarding Board member conduct.

c) **Mentorship.** Serve as a mentor to other Board members.

d) **Succession Planning for Board Chair.** To ensure succession planning for leadership within the Board of Directors, under normal circumstances the Vice-Chair is expected to be subsequently elected by the Board of Directors as Chair. Consequently, the skills, attributes and experience are similar for the positions of Vice-Chair and Chair.

The Vice-Chair should have the following skills, attributes and experience:

- all of the personal attributes required of a Board director;
- leadership and management skills;
- strategic and facilitation skills;
- ability to effectively influence and build consensus within the Board;
- ability to establish trusted advisor relationship with the Chair, CEO, Chief of Staff and other Board Directors;
- ability to make the necessary time commitment and required flexibility in work schedule to meet the requirements of this leadership role;
- willingness and ability to assume the role of Chair;
- ability to communicate effectively with the Board, hospital executives, the Ministry of Health, Long-Term Care and other government agencies, the Local Health Integration Network, Ontario Health-East, other health service providers and stakeholders including Queen’s University;
- record of achievement in one or several areas of skills and expertise required within the Board;
- Hospital Board experience.
Role Statement

A Committee Chair, working collaboratively with the Chair of the Board and with the assigned executive support, provides leadership to the committee. He/she ensures that the terms of reference of the committee are followed. He/she effectively manages issues to promote effective dialogue.

Responsibilities

Agendas. Establish agendas in collaboration with executive staff, usually in a pre-meeting, and preside over meetings of the committee.

Work Plan. With the assistance of executive staff support, develop a work plan for the committee which is aligned with and responsive to the Board work plan.

Leadership/Facilitation. Effectively lead/facilitate each committee meeting in a manner that encourages thoughtful participation and promotes understanding of complex issues. Ensure a fair discussion, especially when differences and conflicting opinions arise.

Expertise. Serve as a leader within the Board on the matters addressed in the committee’s terms of reference.

Experience. Experience in and understanding of governance, including the roles and responsibilities of the Board and individual Directors and the difference between governance and management.

Effectiveness and Evaluation. A Committee Chair participates in the evaluation of the performance of the Committee as a whole and of their performance as Chair.

Advise Board Chair. Liaise with the Board Chair on key issues and recommendations from the Committee to be included in the Board agenda.

Report to the Board. With the assistance of staff support following each committee meeting, prepare a report and, where appropriate, recommendations for consideration by the Board of Directors. Review draft meeting minutes.

Mentorship. Serve as a mentor to committee members and develop a succession plan for the Chair.

Evaluate Governor members as possible future Board members.
Skills, Attributes and Experience

A Committee Chair will demonstrate the following personal qualities, skills and experience:

i) all of the personal attributes required of a Director;

ii) interest and experience related to the work of the committee;

iii) ability to chair a meeting such that decisions are made in a manner that is respectful and efficient;

iv) willingness and ability to commit time to the responsibilities of the Committee Chair.

Term

A Committee Chair shall be appointed by the Board of Directors on the recommendation of the Governance Committee annually.
SUBJECT: POSITION DESCRIPTION – BOARD OF DIRECTORS

The following outlines the duties and expectations of a Kingston Health Sciences Centre Director. KHSC is committed to ensuring that it achieves standards of excellence in the quality of its governance and has adopted this policy describing the duties and expectations of directors.

This policy applies to all elected and ex officio directors and is provided to directors before they are recruited for appointment to the board. A director who wishes to serve on the board must confirm in writing that he or she will abide by this policy.

As a member of the board, and in contributing to the collective achievement of the role of the board, the individual director is responsible for the following:

1. Fiduciary Duties

   i) Each director is responsible to act honestly, in good faith and in the best interests of the hospital and, in so doing, to support the corporation in fulfilling its mission and discharging its accountabilities;

   ii) A director shall apply the level of skill and judgment that may reasonably be expected of a person with his or her knowledge and experience. Directors with special skill and knowledge are expected to apply that skill and knowledge to matters that come before the board.

2. Accountability

A director’s fiduciary duties are owed to the corporation. The director is not solely accountable to any special group or interest and shall act and make decisions that are in the best interest of the corporation, as a whole. A director shall be knowledgeable of the stakeholders to whom the corporation is accountable and shall appropriately take into account the interests of such stakeholders when making decisions as a director, but shall not prefer the interests of any one group if to do so would not be in the best interests of the hospital.
3. **Education**

   i) A director shall be knowledgeable about:
      - the operations of the hospital;
      - the health care needs of the community served;
      - the health care environment generally;
      - the duties and expectations of a director;
      - the board’s governance role;
      - Board’s governance structure and processes;
      - Board-adopted governance policies; and
      - hospital policies applicable to board members.

   ii) A director will participate in a board orientation session, orientation to committees, board retreats and board education sessions. A director should attend additional appropriate educational conferences in accordance with board approved policies.

4. **Board Policies and Corporation Policies**

   A director shall be knowledgeable of and comply with the policies that are applicable to the board including:
   - the board’s code of conduct;
   - the board’s conflict of interest policy;
   - the board’s confidentiality policy;
   - the ethics and business conduct policy of the hospital; and
   - expense reimbursement and perquisites policies.

5. **Teamwork**

   A director shall develop and maintain sound relations and work cooperatively and respectfully with the board chair, members of the board and senior management.

6. **Community Representation**

   A director shall represent the board and the hospital in the community when asked to do so by the board chair. Board members shall support the hospital and the foundation through attendance at hospital and foundation-sponsored events. Through active participation in hospital and Foundation activities, a director can then determine their support as a donor.

7. **Time and Commitment**

   i) A director is expected to commit the time required to perform board and committee duties. It is expected that a director will devote a minimum of between [10 and 15] hours per month.
ii) The board meets approximately nine-seven times a year and a director is expected to adhere to the board’s attendance policy that requires attending at least 70% percent of board meetings.

iii) A director is expected to serve on at least one standing committee. Committees generally meet approximately monthly-every second month (September to May).

8. Contribution to Governance

Directors are expected to make a contribution to the governance role of the board by:
- Reading materials in advance of meetings and coming prepared to contribute to discussions;
- Offering constructive contributions to board and committee discussions;
- Contributing his or her special expertise and skill;
- Respecting the views of other members of the board;
- Voicing conflicting opinions during board and committee meetings, but respecting the decision of the majority even when the director does not agree with it;
- Respecting the role of the chair;
- Respecting the role and terms of reference of board committees; and
- Participating in board evaluations and annual performance reviews.

9. Continuous Improvement

A director shall commit to be responsible for continuous self-improvement. A director shall receive and act upon the results of board evaluations in a positive and constructive manner.

10. Term and Renewal

i) Directors shall be elected and shall retire in rotation as herein provided. The Directors referred to in subsection 4.1(a) of the by-law shall be elected for a term up to three (3) years provided that each such Director shall hold office until the earlier of the date on which their office is vacated pursuant to by-law provisions outlined in sections 4.4 or 4.5 or until the end of the meeting at which his or her successor is elected or appointed. Four (4) Directors shall retire from office each year subject to re-election as permitted by section 4.8 of the by-law. The Foundation Representative shall serve a term of one (1) year provided that such Foundation Representative shall hold office until the earlier of the date on which his or her office is vacated pursuant to sections 4.4 and 4.5 of until the end of the meeting at which his or her successor is elected or appointed.

ii) Each Director referred to in subsection 4.1(a) of the by-law shall be eligible for re-election provided that such Director shall not be elected or appointed for a term that will result in the Director serving more than nine (9) consecutive years. Such Director may also be eligible for re-election for another term or terms (to a maximum of six (6) consecutive years) if two (2) or more years have elapsed since the termination of his or her last term. In determining a Director's length of service as a Director, service to another hospital corporation prior to the Effective Date shall be excluded and not considered. Despite the
foregoing a Director may, by resolution of the Board, have their maximum term as a Director extended for the sole purpose of that Director succeeding to the office of Chair or serving as Chair. Despite the foregoing, where a Director was appointed to fill an unexpired term of a Director such partial term shall be excluded from the calculation of the maximum years of service.

iii) A Director’s renewal is not automatic and shall depend on the Director’s performance.
SUBJECT: POSITION DESCRIPTION FOR THE IMMEDIATE PAST CHAIR

The role of the Immediate Past Chair works collaboratively with the Chair and Vice Chairs. He/she is available to support the Chair in fulfilling his/her responsibilities in an advisory capacity at the request of the current Chair. The Immediate Past Chair position serves for one year only and the appointment is made at the special meeting following the annual general meeting.

The responsibilities of the Immediate Past Chair are:

a) **Board Conduct.** Maintain a high standard for Board conduct and uphold Policies and By-Laws regarding Board member conduct.

b) **Mentorship.** Serve as a mentor to other Board members at the request of the Board Chair. Facilitates the leadership transition of the Board.

c) **Advice & Support.** Is available to provide advice and support to the Chair. Serves as an advisor to the incoming Board Chair.

d) **Board & Committee Work.** Attends and participates fully in board and the quarterly board committee chair planning meetings as a resource to support the ongoing work of the board from the previous year.

e) **Ambassador for the Organization.** Serves as an ambassador of the organization when requested by the Chair.

The Immediate Past Chair will have demonstrated the following skills, attributes and experience:

- has completed his/term as Chair and is an active member;
- all of the personal attributes required of a Director;
- leadership and management skills;
- strategic and facilitation skills;
- ability to build consensus within the Board;
- ability to establish trusted advisor relationship with the Chair, Vice Chair(s), and other Directors as identified by the Board Chair;
- ability to make the necessary time commitment and required flexibility in work schedule to meet the requirements of this leadership role;
- record of achievement in one or several areas of skills and expertise required within the Board.
SUBJECT: BOARD & COMMITTEE ATTENDANCE

To ensure that board and committee members contribute their expertise and judgment to the business and affairs of the corporation by attending and participating in board and committee meetings, board and committee members are expected to attend meetings to which they are assigned.

It is recognized that directors and committee members may be unable to attend some meetings due to conflicts with other commitments or other unforeseen circumstances. An attendance rate of at least 75% is required.

While participation by telephone or other electronic means is allowed, attending in-person at when the meeting is scheduled as an in-person meeting is the preferred option.

1. Where a director or committee member fails to attend 75% of theis absent for 25% of the meetings of the board or of a committee in a 12-month period, or is absent for three consecutive meetings, the chair shall discuss the reasons for the absences with the member and may ask the individual to resign.

2. A member’s record of attendance shall be considered with respect to renewal of a board term or future assignment to a committee.

3. Where the board or committee member is an ex officio member of the board, the chair may discuss the member’s attendance with the organization the member is affiliated with, and such organization may be requested to remove the member and appoint a new ex officio member to the board.

4. The chair shall, at the chair’s sole discretion, determine if a board or committee member’s absences are excusable and may grant a board or committee member a limited period of time to rearrange their schedule so that there are no conflicts with regularly scheduled board or committee meetings.

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1 An external member refers to community members on Board Committees, who are not directors of the Board, but are members of the Committee.
Each Director is required to participate in the evaluation of the performance of the Board as a whole and of their own performance as a Director. The scope of the evaluation will include an assessment of the effectiveness of the Board as a whole in fulfilling its roles and responsibilities and of the processes and structure of the Board and its committees. It will also include an assessment of the performance of individual Directors in fulfilling their responsibilities.

The purpose of evaluation is to:

i) ensure continuous improvement of the Board, Committees and individual Directors and external members;

ii) obtain input for succession planning for the Board and Board Officers and re-appointments of Directors and external members;

iii) obtain input to guide the nomination of directors and external members to serve an additional term;

iv) identify Directors’ and external members’ education and development needs; and

v) provide an opportunity to provide feedback on effectiveness of Board and Committee meetings.

The Governance Committee will establish the annual process for evaluation of the Board and Individual Directors, The Governance Committee in coordination with Committee Chairs will establish a process for evaluation of Committee and Committee members (to include external members).

External resources may be used as appropriate to ensure an effective process.

The Governance Committee will provide a summary report of the evaluation of the Board as a whole to the Board of Directors including key issues to be addressed to ensure continuous improvement of the Board, as a whole.

The Governance Committee will develop a process to engage the Board Chair, Governance Committee Chair and Committee Chairs in providing feedback to individual Directors and committee members on their performance.

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SUBJECT: REMOVAL OF A DIRECTOR

In addition to the provisions in the Article 4.5 of the By-Law, the following will guide the process for removal of a Director.

Under extreme circumstances and in highly unusual situations, it may become necessary to remove a Director from the Board of Directors.

Reasons for removing a Director may relate to any of the following:

i) breach of confidentiality, for all matters dealt with in camera or issues not discussed at the public meeting;

ii) failure to meet obligatory procedures in the disclosure of interest;

iii) failure to fulfill the fiduciary duties of a Director of the corporation;

iv) failure to comply with the attendance policy for Directors’ meetings; and

v) inappropriate or lack of participation and contribution to effective discussion and Board decision making;

vi) or as provided for in the By-Law and/or the Ontario and/or Canadian Corporations Acts.

The Governance Committee is responsible for recommending the removal of a Director to the Board of Directors based on the foregoing reasons. Prior to making a recommendation to the Board, the Governance Committee will follow adhere to the following principles and procedures:

i) Directors will be treated fairly and with respect;

ii) the Director in question will be given proper notification of the applicable reason for removal;

iii) the Director will be given the opportunity to respond (for example, attendance can improve, conflict of interest can be examined and questions of conduct can be reviewed);

iv) the Director should be clearly notified of the final consideration and action of the Board.
Preamble

The following definitions and procedures support the Declaration of Conflict provision in the By-law, Article 6. As part of the annual board member declaration process (see Board policy 5V-A-1), members are required to sign a form confirming that they have/will declare conflict of interest, consistent with this policy.

Definitions

“Conflict of Interest” includes, without limitation, the following four (4) areas that may give rise to a conflict of interest for the Directors of the Corporation, namely:

“Pecuniary or financial interest” – a Director is said to have a pecuniary or financial interest in a decision when the Director (or the Director’s Associates) stands to gain by that decision, either in the form of money, gifts, favours, gratuities or other special considerations;

“Undue influence” – participation or influence in Board decisions that selectively and disproportionately benefits particular agencies, companies, organizations, municipal or professional groups, or patients from a particular demographic, geographic, political, socio-economic or cultural group is a violation of the Director’s entrusted responsibility to the community at large;

“Adverse Interest” – a Director is said to have an adverse interest to the Corporation when the Director is a party to a claim, application or proceeding against the Corporation; or

“Personal Relationship” – a Director has or may be perceived to have personal interests that are inconsistent with those of the Corporation, creating conflicting loyalties.

“Associates” – in relation to an individual means the individual’s parents, siblings, children, spouse or common-law partner, and includes any organization, agency, company or individual (such as a business partner) with a formal relationship to the individual.

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1 An external member refers to community members on Board Committees, who are not directors of the Board, but are members of the Committee.
Procedure

a) i) The Conflict of Interest provision applies to every Director of the Corporation and its provisions apply at meetings of the Board of Directors and committees thereof.

ii) The Conflict of Interest provisions apply to every person who sits on a Board Committee ("External Member") with necessary changes to the points of detail.

b) Subject to paragraph c), every Director/external member who, either on their own behalf or while acting for, by, with, or through another, has any interest, direct or indirect, perceived or actual in any proposed matter, contract or transaction or a matter, contract or transaction with the Hospital shall declare their interest and the nature and extent of such interest at a meeting of the Directors or Committee at which the proposed matter, contract or transaction or a matter, contract or a transaction is the subject of consideration and shall not be present at, or take part in, the deliberations or vote on any question with respect to the proposed matter, contract or transaction or the matter, contract or transaction. The interests of any Associate of the Director/external member shall be deemed for the purposes of this By-Law to be an interest of a Director/external member.

c) i) A Director/external member of the Hospital may have interests with stakeholders of the Hospital which may appear to be a Conflict of Interest. The Board recognizes that where the perceived conflicts relate to non-profit stakeholders/partners that share common goals with the Hospital, that the benefits of having such members on the Board outweigh the potential difficulties relating to the perceived or actual Conflict of Interest.

ii) The benefits include:

(A) reflection of the operational reality of the inter-relationship that the Hospital has with key stakeholders/partners that is critical to the Hospital achieving its mission and vision;

(B) increased capacity of the Board because it leads to fuller and more informed deliberation on issues that have cross-organizational implications;

d) The disclosure requirements outlined in Article 6.1 of the By-Law state that disclosure shall be made:

i) at the meeting at which a proposed matter, contract or transaction is first considered if the Director is present, and otherwise, at the first meeting after the Director becomes aware of the contract, or transaction;

ii) if the director was not then interested in a proposed matter, contract, or transaction at the first meeting after such Director becomes so interested; or
iii) if the Director becomes interested after a matter, contract or transaction is made, at the first meeting held after the Director becomes so interested.

e) If a material matter, material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of the Corporation’s activities, would not require approval by the Directors, a Director/external member shall, immediately after they become aware of the matter, contract or transactions, disclose in writing to the Corporation, or request to have entered in the minutes of meeting of Directors or Committee, the nature and extent of their interest.

f) For the purposes of Article 6.1 of the KHSC By-law, a general notice to the Directors by a Director declaring that the person is a director of, officer of or has a material interest in a body corporate, business firm or organization and is to be regarded as interested in any contract made therewith, is a sufficient declaration of interest in relation to any contract so made.

g) A Director/external member who has declared an interest in a proposed matter, contract or transaction or a matter, contract or transaction and who has otherwise complied with paragraphs 0 or b) hereof, shall not be accountable to the Hospital or its creditors for any profit resulting from such matter, contract or transaction. The matter, contract or transaction will not be voidable by reason only of the Director/external member belonging to the Board of Directors or of the fiduciary relationship established thereby.

h) Every disclosure of interest under paragraphs 0 and b) hereof shall be recorded in the minutes of the meeting of the Board of Directors/Committee by the Secretary of the Board.

i) The failure of a Director/external member to comply with paragraphs 0 or b) hereof does not itself invalidate any matter, contract or transaction or the proceedings in respect of any proposed matter, contract or transaction mentioned in paragraphs 0 or b), but the matter, contract or transaction, or the proceedings in respect of any proposed matter, contract or transaction are voidable at the instance of the Hospital.
SUBJECT: BOARD CODE OF CONDUCT

The Kingston Health Sciences Centre is committed to ensuring that in all aspects of its affairs it maintains the highest standards of public trust and integrity.

This code of conduct applies to all directors, including ex officio directors, and external members of board committees. Directors are also required to comply with the hospital’s policy on ethics and standards of business conduct, which applies to employees and professional staff.

1. All directors of the hospital stand in a fiduciary relationship to the hospital corporation. As fiduciaries, directors must act honestly, in good faith, and in the best interests of the hospital corporation.

2. Directors will be held to strict standards of honesty, integrity and loyalty. A director shall not put personal interests ahead of the best interests of the corporation.

3. Directors must avoid situations where their personal interests will conflict with their duties to the corporation. Directors must also avoid situations where their duties to the corporation may conflict with duties owed elsewhere. Where conflicts of interest arise, directors will comply with the requirements of the hospital’s by-laws, policies and applicable legislation.

4. Directors must act solely in the best interests of the corporation. All directors, including ex officio directors, are held to the same duties and standard of care. Directors who are nominees of a particular group must act in the best interests of the corporation, even if this conflicts with the interests of the nominating party.

5. In addition, all directors must respect the confidentiality of information about the corporation.

6. Directors and committee members owe a duty to the corporation to respect the confidentiality of information about the corporation whether that information is received in a meeting of the board or of a committee or is otherwise provided to or obtained by the director or committee member.

1 An external member refers to community members on Board Committees, who are not directors of the Board, but are members of the Committee.
Directors and committee members shall not disclose or use for their own purpose confidential information concerning the business and affairs of the corporation unless otherwise authorized by the board.
7-8. It is recognized that the role of director may include representing the hospital in the community. However, such representations must be respectful of and consistent with the director’s duty of confidentiality. In addition, the chair is the only official spokesperson for the board. Every director and committee member shall ensure that no statement not authorized by the board is made by him or her to the press or public unless authorized by the board.

8-9. A director is in breach of his or her duties with respect to confidentiality when information is used or disclosed for other than the purposes of the hospital corporation.

9-10. The board has adopted a policy with respect to designating a spokesperson on behalf of the board. Only the chair or designate may speak on behalf of the board. The chief executive officer or the chief of staff, or his or her designate may speak on behalf of the organization.

10-11. No director shall speak or make representations on behalf of the board unless authorized by the chair or the board. When so authorized, the board member’s representations must be consistent with accepted positions and policies of the board.

11-12. News media contact and responses and public discussion of the hospital’s affairs should only be made through the board’s authorized spokespersons. Any director who is questioned by news reporters or other media representatives should refer such individuals to the appropriate representatives of the hospital.

12-13. It is recognized that directors bring to the board diverse background, skills and experience. Directors will not always agree with one another on all issues. All debates shall take place in an atmosphere of mutual respect and courtesy.

13-14. The authority of the chair must be respected by all directors.

14-15. Directors acknowledge that properly authorized board actions must be supported by all directors. The board speaks with one voice. Those directors who have abstained or voted against a motion must adhere to and support the decision of a majority of the directors.

15-16. Request to obtain outside opinions or advice regarding matters before the board may be made through the chair.
SUBJECT: CONFIDENTIALITY

Article 13 of the KHSC by-law broadly describes aspects of confidentiality. The following policy defines a Director’s role and handling of confidential matters before the Board and ensures that confidential matters are not disclosed until disclosure is authorized by the board. This policy applies to all board and external committee members.

1. The directors owe to the hospital a duty of confidence not to disclose or discuss with another person or entity, or to use for their own purpose, confidential information concerning the business and affairs of the hospital received in their capacity as directors unless otherwise authorized by the board.

2. Every director shall ensure that no statement not authorized by the board is made by him or her to the press or public.

3. All matters that are the subject of closed sessions of the board are confidential until disclosed in an open session of the board.

4. All matters that are before a committee or task force of the board are confidential unless they have been determined not to be confidential by the chair of the relevant committee or task force or by the board.

5. All matters that are the subject of open sessions of the board are not confidential.

6. Minutes of closed sessions of the board shall be recorded by the secretary or designate or if the secretary or designate is not present, by a director designated by the chair of the board.

7. All minutes of closed sessions of the board shall be marked confidential and shall be handled in a secure manner.

8. All minutes of meetings of committees and task forces of the board shall be marked confidential and shall be handled in a secure manner.

9. Notwithstanding that information disclosed or matters dealt with in an open session of the board are not confidential, no director shall make any statement to the press or the public in his or her capacity as a director unless such statement has been authorized by the board.

1 An external member refers to community members on Board Committees, who are not directors of the Board, but are members of the Committee.
STANDING AND SPECIAL COMMITTEES OF THE BOARD

This policy is intended to supplement Article 8 of the By-law on Committees of the Board.

Standing and Special Committees of the Board of Directors play an essential role in the Board’s functioning. These bodies support the Board in fulfilling its defined roles and responsibilities by undertaking work and advising the Board within their Terms of Reference as defined by the Board. A Standing or Special Committee will assist the Board by preparing policy alternatives, identifying implications for Board deliberation and monitoring performance within its defined areas of responsibility. Recommendations will be made to the Board of Directors for discussion and, if appropriate, for ratification.

1. The Board of Directors will establish:

   i) standing Committees, being those committees whose duties are normally continuous, by Board resolution;

   ii) such other Committees as may be necessary to comply with the requirements of the Public Hospitals Act and the Hospital Management Regulation, as amended from time to time, or as the Board may from time to time deem necessary for the operation of the hospital.

2. The Board of Directors may establish Special Committees, being those Committees appointed for specific time-limited duties whose mandate shall expire with the completion of the tasks assigned. The terms of reference and membership of Special Committees will be approved by the Board and they will report to the Board at regular intervals during their mandate.

3. The Board of Directors will establish the necessary Standing Committees that are clearly tied to the Board’s core responsibilities.

4. The Board of Directors will approve Terms of Reference and membership of the Standing Committees and Special Committees annually on the recommendation of the Governance Committee at the first regular meeting following the Annual General Meeting of the Board.

5. All Directors will be expected to serve on at least one Standing Committee. Initially, a Board Director’s preference with respect to membership on the Standing Committees will be accommodated where possible, based on their areas of interest and expertise. However, in order to develop Director competency in the range of Board responsibilities, elected Directors will be expected to serve on all three Board Standing Committees over the course of their service as a Director.
6. The Board Chair shall be an Ex-officio member of each Standing Committee.

7. Each Standing Committee shall include at least three (3) elected Directors.

8. With the exception of the Governance Committee, each Standing Committee may also include up to two external members with appropriate skills and expertise to support the work of the Committee.

9. The Board, on the recommendation of the Governance Committee, will appoint the Chairs and members of the Board Standing Committees and Ad Hoc Committees.

10. The Board, on the recommendation of the Standing Committees, will approve the annual priorities and work plan of the Standing Committees.

11. The Board will monitor the performance of its Standing Committees at each regular meeting of the Board through a summary written report and/or a verbal report by the Committee Chair related to specific recommendations of the Standing Committee for approval by the Board of Directors.

12. Terms of Reference for all Standing Committees shall be reviewed annually by the respective Committees which shall make recommendations to the Governance Committee for revisions as appropriate.

13. Board Committees/Task Forces may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Such delegation will be framed so as to not conflict with the authority delegated to the Chief Executive Officer. Board Committees/Task Forces, unless otherwise specified, may not commit or bind the organization to any course of action.

14. Unless otherwise authorized to do so, a Committee/Task Force may not engage independent legal counsel or consulting advice without the prior approval of the Board.

15. Meetings of Committees are not open to the public.

16. Terms of Reference for the Medical Advisory Committee are included in Article 22 of the Bylaw.

This policy includes Terms of Reference for the following Board Standing Committees:
- Executive Committee
- People, Finance and Audit Committee
- Governance Committee
- Patient Care & Quality Committee
- Research Committee
SUBJECT: PROCESS FOR NOMINATION OF DIRECTORS

Article 4.7 of the By-law outlines the nomination for Directors to ensure a systematic, transparent, accountable and fair process is in place by which the Board of Directors, with the advice and assistance of the Governance Committee, will recommend a slate of candidates for approval by the voting Members of the Corporation at the annual meeting.

Role

The Governance Committee supports the Board of Directors in fulfilling its responsibilities to recruit Directors who are skilled, experienced and able to provide leadership to KHSC. The Governance Committee also supports the Board of Directors in the annual process to approve non-Director members of Board Standing Committees.

Reporting Relationship

To the Board of Directors with respect to the nomination of Directors and to the Governance Committee with respect to the nomination of non-Director members of Board Standing Committees.

Responsibilities

The Governance Committee shall:

1. be bound by the Guidelines for the Selection of Directors, as amended by the Board from time to time;

2. recommend annually to the Board of Directors individuals to fill vacancies on the Board of Directors as a result of a systematic and transparent nominations process as outlined below;

3. recommend at least annually to the Board of Directors potential candidates to fill non-Director positions on Board Standing and Ad Hoc Committees.

The Nominations Process for Elected Directors:

The Nomination Process sets out a systematic, transparent, accountable and fair process by which the Board of Directors with the advice and assistance of the Governance Committee will recommend a slate of candidates for approval by the Voting members of the Corporation at the Annual General Meeting.