

GOVERNANCE COMMITTEE

TERMS OF REFERENCE

ISSUED BY:	KGH Board of Directors	BOARD APPROVED:	December 8, 2016
AUTHORIZED BY:	KGH Board of Directors	COMMITTEE REVISED:	
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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 strategic vision, goals, plans, advocacy, enterprise risk and stakeholder engagement as well as Chief Executive Officer and Chief of Staff performance 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 principle based decision making guides all committee discussions and decision-making; 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;
- 2.2 Review and recommend best practice in terms of size and 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, 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;

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- 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; and
- 2.9 In the event of the chair's inability to constitute an emergency meeting of the board, the governance committee shall be entitled to, pursuant to section 70(1) of the Corporations Act to exercise all of the powers of the board and report to the board at the next meeting on any such actions taken.

3.0 STRATEGIC PARTNERSHIPS & ALIGNMENT

- 3.1 Review alignment of KGH strategy with Ministry of Health and Long-term Care (MOHLTC) and South East Local Health Integration Network (SE LHIN) strategies annually and as needed;
- 3.2 Ensure processes are in place to build and maintain relationships with MOHLTC, SE LHIN, 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 Ensure strategy of KGH Research Institute and related entities supports the academic mission of KGH.

4.0 CEO & COS PERFORMANCE & COMPENSATION

- 4.1 Establish in co-operation with the Chief Executive Officer and Chief of Staff their annual performance agreement for review and approval by the Board of Directors and ensure quarterly reporting on performance objectives;
- 4.2 Annually recommend to the Board compensation for the Chief Executive Officer and Chief of Staff arising from the performance review conducted by the committee including the philosophy and policy underlying that compensation; and

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4.3 Ensure succession plans and processes are in place for the Chief Executive Officer and Chief of Staff.

5.0 KGH STRATEGY PERFORMANCE TARGETS

5.1 Ensure robust process of strategy development and annual corporate planning is in place; and

5.2 Ensure progress on KGH strategy and annual corporate plan by reviewing assigned performance indicators.

6.0 INTEGRATED RISK DOMAINS

6.1 Monitor and report on the integrated risk domains assigned to this committee which include:

- Governance & Leadership
- Stakeholder Relations
- Compliance

Membership:

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 who will serve as Chair of the Governance Committee
- ii) Board Chair, ex-officio
- iii) KGH Patient Experience Advisor

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

- i) President and Chief Executive Officer
- ii) Executive Vice President Medical Administration & Chief of Staff

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 bi- annually by the Board of Directors, based on their respective board terms.

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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 at least 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 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.