

TERMS OF REFERENCE COMPLIANCE – COMMITTEE WORK PLAN
KHSC GOVERNANCE COMMITTEE
2017-18

Endorsed by KHSC Board - June 26, 2017 Board Meeting
Revised: Accreditation Updates included – Revised August 2017
For review: February 16, 2018 Governance Committee

	Month	Task Lead (s)	April	May	June	August	September	October	November	December	January	February	March	April	May
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	Focus						Q1		Q2			Q3			Q4
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1.0 General Responsibilities	Recommend an annual work plan to the Board based on following terms of reference	Pichora	Draft work plan reviewed as part of orientation + terms of reference	Draft #2 of work plan highlighting need to inform Board re: perf evaluation timelines/ update TOR for strategic planning process				Draft #1 of post-closing integration work plan (moved from June)				Touchpoint + amendment of Board work plan based on mid-year committee report			Final executed work plan provided with year end committee report
	Present a mid-year and year-end report to the Board	Pichora							Confirm template / questions for mid-year committee reports			Draft mid-year committee report reviewed /mid-year work plan review		Confirm template / questions for year-end committee reports	Draft year-end committee report reviewed and recommended to Board
	Annually review, confirm and recommend revisions to the Board policies for which they have oversight responsibilities	Pichora	As part of committee orientation, review board policy manual										Touchpoint re: board policy and/or bylaw amendments		Final bylaw and policy revision review - prepare Board briefing
	Ensure principle based decision making guides all committee discussions and decision-making and also incorporating the Catholic Health Ethics Guide at the HD site	Pichora							Approach to KHSC Board Education Session: Principle Based Decision Making @ KHSC (moved from September)						

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Other duties as assigned by the Board						<p>Accreditation deliverables added to Gov Committee work plan</p> <p>Discussion on board portal solution for KHSC board</p>	<p>Discuss September Board presentation on Gov Accreditation Standards + confirm approach/ timeline for Gov Function Tool Survey Launch</p> <p>Integration: Update on Private Members' Bill – Charitable Giving</p>	<p>Following KHSC Nov 3 Board Dev Session, issue Gov Function Tool survey + self assess / results back by Nov 6 (paper)</p> <p>Integration: work plan update</p>	<p>Discuss Mock Gov Functioning Tool survey results</p> <p>Accreditation Canada ROPs presented</p> <p>Draft evidence document reviewed</p> <p>Integration: KHSC report to SE LHIN being drafted / KHSC Board to receive copy</p>		<p>Board & Committee mbrs to participate in walk-about, mock tracers</p> <p>Discuss relevant items requiring education, focus + action from Gov Self Assessment Evaluation Results</p> <p>Integration: Partnership Council minutes (Apr & Dec provided) – disclosure & handling of operating agreement discussion</p>	<p>Board & Committee mbrs to participate in walk-about, mock tracers</p> <p>Prepare for mock interview with KHSC board (March 5 board meeting)</p>	<p>Board & Committee mbrs to participate in walk-about, mock tracers</p> <p>Finalize briefing from mock interview on March 5 for reporting to March 28 Board</p>		<p>Discuss relevant items from A/C survey, items requiring action</p> <p>Ensure recommendations are brought forward in committee draft work plans for 2018-19</p>
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<div>2.0</div> <div>Governance & Nominations</div>	Establish, for board approval, the annual board work plan and ensure standing committees develop work plans that reflect their terms of reference and the board's work plan	Miller, Coghlan, Crawford + in consultation with Exec team	Ensure draft committee work plans are prepared	Gov TOR reviewed Draft Gov Committee work plan reviewed	Final draft GOV TOR for recommendation to June board meeting After Board Committees review draft work plans at April & May committee meetings, prepare final draft Board work plan – bring forward to Gov	Gov Committee work plan updated with accreditation deliverables					As part of mid-year committee report, Gov TOR and work plan reviewed / adjusted	Mid-year review of 2017-18 Board Work Plan to ensure deliverables are being met		Recommend for approval, the 2018-19 Board Work Plan & Final Master Board & Committee Schedule	
	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	Pichora					Discuss KHSC Board & Committee structure and size KHSC Board composition – Principal's Delegate		Prior to Dec. EOI Form to elected board, reaffirm board size – any adjustments, prepare report to Partnership Council (December Council mtg) if adjustments are required						

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	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	Pichora				Review evaluation approach and framework with full Board / confirm timelines for reporting at September Board	KHSC Board 1:1 meetings with Chair – high level report & themes from interviews			Framework for Board evaluation process (moved from September / needs to take place post-Oct 30 session with BLG)		Agreement at Nov 30 Board that A/C tool will serve as Board's annual evaluation process Results from Accreditation Canada self assessment survey toolresults shared with Governance Confirm Chair / Vice Chair Assessment Process Confirm feedback to Committee Chairs	1:1 meetings with Chair – high level report & plan / feedback to officers, individual board & committee members		Finalized board and committee compositions prepared based on performance review feedback and recommended to the Board for approval

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	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)	Pichora		Discuss KHSC Board liaison appointment to UHKF		Discuss KGH Auxiliary appointment request (new request following quarterly Auxiliary meeting)	Review critical path/update to Partnership Council on nominations timelines, processes and associated deliverables		Review nominations process and ensure Partnership Council is briefed Finalize Expression of Interest Form for Board members continuing on		Review board and committee attendance reports and ensure bylaw compliance Confirm Chair continuation + Vice Chair commitment	Update skills matrix, confirm vacancies, approve advertisement & recruitment plan If there is a change in officers, confirm selection process	Review applications to-date candidates; confirm interview guidelines & interview date Short-list candidates / invitation for interview Update to Partnership Council on nominations process	Post final interview - confirm candidates interest in continuing in process; complete reference checks + explain role of Partnership Council in approving slate	Review results of ref checks / finalize slate for recommendation at June board meeting Recommend slate to Partnership Council prior to presentation at June KHSC Board meeting
	Support board in ensuring ongoing orientation and continuing education for board and board committee members	Pichora	April 10 Orientation debrief Discuss needs assessment tool for board education and deliverables	Ensure KHSC board members are connected with OHA Centre of Governance Articulate process for Board attendees to share info from sessions	Review results of needs assessment + prepare draft education plan for June KHSC Board meeting		Identify and confirm KHSC Board member(s) for OHA annual convention Discuss areas of focus for Anne Corbett Nov 3 KHSC Board education session	Board education plan – discuss update to KHSC Board re: OHA sessions for new board members & understanding hospitals Update on annual board member declarations - completion	Debrief post Nov 3 board education session Confirm OHA HealthAchieve Delegates from KHSC Board			Touchbase on Board work plan / mid-year + discuss attendance at IPFCC 2-day intensive training course (conference moved from November to June 2018)	Board Education – March28 Board meeting – AFP/SEAMO	Board Education May 7 – Professional Practice & CNE Annual Report	

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	Ensure that all standing committees review their terms of reference on an annual basis and make recommendations for amendments, as required, to the board	Pichora	Committee orientation sessions to include TOR review								Touchpoint on review of TOR during preparation of mid-year report				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	Pichora	Committee orientation to review governance policies										Touchpoint re: board policy and/or bylaw amendments		Final bylaw and policy revision review - prepare Board briefing
	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	As required	As required	As required	As required	As required	As required	As required

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3.0 Strategic Partnerships & Alignment	Review alignment of KHSC strategy with Ministry of Health and Long-term Care (MOHLTC) and South East Local Health Integration Network (SE LHIN) strategies annually and as needed	Bardon / McDonald		Ensure alignment with 2017-18 Annual Corp Plan					Ensure alignment with 2018-19 ACP + draft strategy						
	Ensure processes are in place to build and maintain relationships with MOHLTC, SE LHIN, health system partners and local community	Pichora + Exec team	Update on SE LHIN Governance Forum (mtgs x 4 per year/dates to be confirmed)	HCT update KHSC naming / branding update	SE LHIN Chair / Vice Chair Forum Update – June meeting		HCT update Hospital Shared Services Update Update on partner relations – QHC meeting, tour of Perth/Smiths Falls, update on Providence Care & Queen's relations	Update on relations with Queen's	HCT update HIS Retreat hosted by SE LHIN & attendance by regional hospital partners	SE LHIN Central Governance Forum Update + appointment from KHSC board	Update on partner relations: Queen's 3SO Master Services Agreement Extension Discussed / bring back at Feb meeting HIS Update	SE LHIN Central Gov Forum – update from Jan meeting 3SO Master Services Agreement Extension – prepare recommendation to board	SE LHIN Central Gov Forum – update from Mar 15 meeting Presentation of Capital Redevelopment Agreement between Queen's & KHSC	Tentative: possible presentation of MOU with KHSC and Queen's	HCT update

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	Ensure processes and agreements are in place to support University Hospitals Kingston Foundation and donors	Cumming	Relationship with UHKF captured in orientation / relationships	Briefing on KHSC Board liaison appt to UHKF Board	UHKF Community Celebration KHSC board policy on naming assets / UHKF recommendation on naming to Board	Update on overall fundraising to support Phase 2 capital plans at KGH site	UHKF Board cross appointment update	Deep dive presentation @ December KHSC Board meeting on UHKF (moved from Nov)	Update on KHSC Board cross appointments (tentative – further details will be provided by UHKF)		Legal review post-closing of KHSC and agreements with UHKF		UHKF Board slate to KHSC Board (timing adjustment may be required depending on UHKF nominations process being completed)		
	Ensure strategy of KHSC Research Institute and related entities supports the academic mission of the sites.	Deeley		Process for Review & Approval of Research Grants & Contracts Backgrounder on Creation of Integrated Research Institute with Queen's	Joint Hospital-FHS Research Institute Plan presentation at June 26 KHSC Board										
4.0 CEO & COS Performance	Develop a process to oversee the performance and compensation of the chief executive officer and chief of staff	Carlton	Copy of link to executive compensation framework on KGH website provided / includes copy of CEO and COS employment agreements		Briefing on legislative requirements for executive compensation framework and reporting to Gov Committee	Final review of executive compensation framework for posting (by Sept 5) New KHSC Executive Board Committee created to address Executive Compensation			Brief update provided on Executive Compensation framework update - status on submission	Executive compensation framework update – status on submission					

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	Develop a position description for the chief executive officer and chief of staff for approval by the board;	Carlton									Copy of CEO position description provided to KHSC Board at Feb meeting				
	Oversee chief executive officer and chief of staff recruitment, selection and succession planning;	Carlton											Review KHSC Board Policy & confirm executive for CEO and COS sudden vacancy		
	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 CEO and COS year-end performance reviews	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					No reporting in Q1, Q2 or Q2 on CEO & COS performance objectives (performance agreements and learning plans not yet established)	Approach to 2017-18 CEO Performance Agreement – Review KHSC Board policy	Continued discussion re: 2017/18 CEO Performance Agreement	Draft 2017-18 CEO Performance Agreement + Pay for Performance Metrics				Bring forward learning plan for executive development for CEO and COS	Q4 CEO & COS Performance Objectives Reporting Confirm approach to 2018-19 CEO & COS Performance Agreements

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	Oversee the chief executive officer's and chief of staff's supervision of management and management succession plan.	Carlton/ Pichora/ Fitzpatrick											Briefing from CEO and COS on executive leadership development (learning plans) to support succession planning & sudden vacancy requirements		
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	Bardon Jones	Approach to 2017-18 Annual Corporate Plan	Ensure KHSC Board committees are engaged at May & June Board Cte mtgs to provide input into the Annual Corporate Plan 2017-19 Discuss May Board presentation on planning & performance reporting	Discuss approach for new KHSC Strategy	Presentation on KHSC quarterly performance reporting cycle Strategy Development Process Update	Strategy Development Process Update	Approach & draft program outline – Nov 3 session with Anne Corbett on Board's role in strategy	Touchbase on 2017-18 ACP + 2018 -19 Annual Corporate Plan in advance of January HAPs submission Draft Program outline for Dec 9 KHSC Board Strategy Session		Update on development for new KHSC Strategy – M/V/V themes update		Review and confirm Annual Corporate Priorities Plan Strategic Performance Indicators & QIP indicators for 2018-19		Update on development for new KHSC Strategic Plan

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6.0 KHSC Performance Targets	Ensure progress on KHSC strategy and annual corporate plan by reviewing assigned performance indicators	Jones		Approach to planning & performance cycle to support Annual Corporate Plan deliverables		Draft performance measurement tools/process	Q1 reporting on 2017-18 Indicators		Q2 reporting on 2017-18 Indicators			Q3 reporting on 2017-18 Indicators / recalibrate in consultation with Board	Ensure Quality Improvement Plan indicators are captured in performance metrics reports		Q4 reporting on 2017-28 indicators
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	Discuss approach to Developing Performance Indicators for Fulfilling Catholic Mission at HDH site	Briefing on Performance Indicators / Catholic Mission		Performance Indicators / Catholic Mission	Final Performance Indicators presented in advance of Fall Partnership Council meeting (deferred)		Performance Indicators / Catholic & Secular Mission Medical Assistance in Dying Policy Paper			Performanc e Indicators / Catholic & Secular Mission		Review draft year-end report to Partnership Council regarding Mission at HDH and KGH	Performance Indicators / Catholic & Secular Mission Year-end report finalized

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8.0 Integrated Risk Domains	Monitor and report on the integrated risk domains assigned to this committee which include:	Pichora (further discussion required on the deliverables)										Update on enterprise risk go forward			Receive annual risk report
	o Governance & Leadership														
	o Stakeholder relations														
	o Compliance														
	o Mission														
9.0 Board Reporting	Board reports due at CEO's office Board mailing date Board meeting date *late distribution of committee materials to the Board		April 27 April 27 May 4	May 22 May 22 May 29	June 16 June 19 June 26	August 17* August 14 August 21	September 15 September 18 September 25	October 18 October 23 October 30	November 30 December 04 December 11	December 29 January 2 January 8	January 31 February 5 February 12	February 21 February 26 March 5	March 19 March 21 March 28	April 25 April 30 May 7	May 30 June 4 June 11