



BOARD POLICY & COMMITTEE TERMS OF REFERENCE – BOARD WORK PLAN 2021-22

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PART I: ESTABLISH STRATEGIC DIRECTION

I-1	Vision, Mission & Values		CEO Staff Report – Mission Moments	CEO Staff Report – Mission Moments	CEO Staff Report – Mission Moment		CEO Staff Report – Mission Moment	CEO Staff Report – Mission Moment	CEO Staff Report – Mission Moment	CEO Staff Report – Mission Moment	CEO Staff Report – Mission Moment	CEO Staff Report – Mission Moment	CEO
										Reaffirm and ensure alignment with KHSC's 2022-23 annual corporate plan & SPI approval with M/V/V			Bardon/CEO
										Board reviews draft compliance report to Partnership Council - includes mission/ethics compliance			
I-2	Strategic Planning			Confirm alignment of FHS/SEAMO's New Strategy with new KHSC Strategic Plan						Draft 2022-23 Integrated Annual Corporate Plan & SPI approval			Governance Committee & Elizabeth Bardon

PART II: PROVIDE FOR EXCELLENT LEADERSHIP AND MANAGEMENT

II-1	CEO Selection & Succession			Overview of process for succession plan for KHSC executive & physician leadership						Annual confirmation of process & candidates for CEO Sudden Vacancy succession plan			Governance Committee & David Pichora & Sandra Carlton
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II-2	CEO Direction	Update on Emergency Orders by Government - COVID		Update on Emergency Orders by Government - COVID	Update on Emergency Orders by Government - COVID		Update on Emergency Orders by Government - COVID Approval of HAPs, CAPs / COVID impacts	Update on Emergency Orders by Government - COVID Approval of QIP, SPI, HSAA, MSAA / COVID impacts	Update on Emergency Orders by Government - COVID Draft 2022-23 Integrated Annual Corporate Plan & SPI approval	Update on Emergency Orders by Government - COVID Final 2022-23 IACP Indicator Performance Measurement System		CEO / Board of Directors
II-3	CEO Performance Management & Evaluation			Q1 Reporting Update from Governance Committee on measurable metrics to support CEO evaluation process – overview of approach to 360 framework	Q2 Reporting			Q3 Reporting	Approach to 2021-22 CEO Evaluation	Q4 reporting Complete CEO Performance Discussion with Board + confirm learning plan deliverable for 2022-23		Governance Committee & Board Chair
II-4	CEO Compensation							Confirm pay at risk link to QIP 2022-23 Public Sector Salary Disclosure		Pay at risk 2021-22 award approved by Board Approach to 2022-23 Pay at Risk Framework for CEO		Governance Committee Sandra Carlton & Amit Bansal
II-5	CEO Expense Reimbursement & Travel	Monthly expense claim sign-off	Monthly expense claim sign-off	Monthly expense claim sign-off	Monthly expense claim sign-off		Monthly expense claim sign-off	Monthly expense claim sign-off	Annual audit function to confirm CEO expenses	Monthly expense claim sign-off		Board Chair + Amit Bansal or Sandra Carlton



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II-6	COS Direction, Selection & Succession Planning			Overview from COS of process on physician leadership development & succession planning					Annual confirmation of process & candidates for COS Sudden Vacancy succession plan			Governance Committee Mike Fitzpatrick
II-7	COS Performance Management & Evaluation								Approach to 2021-22 COS Evaluation	Complete COS Perf discussion with Board + confirm learning plan deliverable for 2022-23		Governance Committee & CEO and Board Chair
II-8	COS Compensation							Confirm pay at risk link to QIP 2022-23		Pay at risk 2021-22 award approved by Board Approach to 2022-23 Pay at Risk Framework for COS		Governance Committee Sandra Carlton & Amit Bansal

PART III: ENSURE QUALITY & EFFECTIVENESS

III-1	Quality Improvement & Safety			Quarterly Patient Safety & Quality Report	Quarterly Patient Safety & Quality Report Critical Incident Report from Patient Care & Quality Committee			Quarterly Patient Safety & Quality Report	Critical Incident Report from Patient Care & Quality Committee	Quarterly Patient Safety & Quality Report		Patient Care & Quality Committee Brenda Carter
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III-2	Performance Monitoring			Q1 Strategy Performance Report	Q2 Strategy Performance Report			Q3 Strategy Performance Report	Draft KHSC Performance Indicator Framework for 2022-23	Q4 Strategy Performance Report		All Board Committees Indicator Framework Processes – Governance Committee Elizabeth Bardon
III-3	Enterprise Risk Management			Ensure board committee work plans capture IRM deliverables	Internal Controls Review				Ensure alignment of IRM framework deliverables with IACP 2022-23			All Board Committees Amit Bansal/Elizabeth Bardon/Brenda Carter
III-4	Ethics & Principle Based Decision Making			COVID Recovery Topic				Redevelopment Generative Topic	HIS Generative Topic			All Board Committees Amit Bansal, Brenda Carter & Elizabeth Bardon
III-5	Privacy & Security of Information	Annual Chair confidentiality attestation to be completed Confirm any adjustments to Privacy Delegation Form						Overview of Processes in Place to Safeguard Information FOI Compliance				People Finance & Audit Committee Val Gamache-O'Leary
III-6	Patient Feedback			Quarterly Patient Feedback Report	Quarterly Patient Feedback Report			Quarterly Patient Feedback Report		Quarterly Patient Feedback Report		Patient Care & Quality Committee Brenda Carter
III-7	French Language Services							Confirm that FLS annual report has been submitted				Patient Care & People Committee Elizabeth Bardon



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PART IV: ENSURE FINANCIAL & ORGANIZATIONAL VIABILITY

IV-1	Financial Objectives			As required, P F&A to recommend on capital & operating variances	As required, P F&A to recommend on capital & operating variances		As required, P F&A to recommend on capital & operating variances Review final 2022-23 internal capital budgets/ recommend from P F&A	As required, P F&A to recommend on capital & operating variances	As required, P F&A to recommend on capital & operating variances	As required, P F&A to recommend on capital & operating variances KHSC CEO BPSAA Attestation of Compliance + MSAA Attestation		People, Finance & Audit Committee Amit Bansal
IV-2	Financial Planning & Performance		Summer update to include information on COVID-19 financial recovery / position	Monthly financial package Q1 report financial indicators	Monthly financial package Q2 report financial indicators		Monthly financial package	Monthly financial package Q3 report financial indicators	Monthly financial package	Approve draft financial statements Q4 report financial indicators	Members of the Corporation appoint auditor	People, Finance & Audit Committee Amit Bansal
IV-3	Purchasing and Leasing									BPSAA Attestation to include 3S0 Compliance		People, Finance & Audit Committee Amit Bansal
IV-4	Signing Officers	Ensure signing authority updates have been completed post-AGM activities		KHSC's signing authority guidelines provided to Board as part of PFA Committee update							KHSC Signing Authority & Banking Resolution updated following special mtg	People, Finance & Audit Committee Amit Bansal



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PART V: ENSURE BOARD EFFECTIVENESS

V-1	Governance Policy Framework			Rules of Order confirmed							Recommend changes to Board policy & Bylaws	Governance Committee David Pichora & senior team
V-2	Conflict of Interest	Ensure Annual Board Declarations for 2021-22 are completed over summer	Recording of declarations @ each board mtg	Recording of declarations @ each board mtg	Recording of declarations @ each board mtg		Recording of declarations @ each board mtg	Recording of declarations @ each board mtg	Recording of declarations @ each board mtg	Recording of declarations @ each board mtg	Recording of declarations @ each board mtg	Board Chair Oversight / Meeting Process
V-A-1	Director & External Member Declarations	Annual Declarations issued for completion										Administrative task – CEO Office
V-A-2	Board Standing & Special Committees		Committee orientations – review TOR at orientation	September Committee minutes to Board Board approval of Board & committee work plans	November Committee minutes to Board			February Committee minutes to Board	April Committee minutes to Board	May Committee minutes to Board	Confirm 2022-23 Committees, Chairs & compositions	Governance Committee VP Committee Supports
V-A-3	Position Description – Board Chair				Distribute Board Chair profile with Expression of Interest Form							Governance Committee Elizabeth Bardon
V-A-4	Position Description – Vice Chair(s)				Distribute Vice Chair profile with Expression of Interest Form							Governance Committee Elizabeth Bardon

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V-A-5	Position Description – Board Standing & Special Committees				Distribute Committee Chair profile with Expression of Interest Form							Governance Committee Elizabeth Bardon
V-B-0	Process for Nominations of Directors			Critical path for 2022-23 board slate / update to Partnership Council outlining process at their November meeting Confirm board size & committee structure	Issue EOI to elected members for completion + reaffirm skills inventory		Confirm vacancies, provide draft ad for board recruitment	KHSC Board confirms 2022-23 board slate & report to April Partnership Council			Recommend from KHSC Board to Members of Corporation 2022-23 slate Post AGM, Secretary confirms slate to Partnership Council co-chairs	Governance Committee Elizabeth Bardon
V-B-1	Process for Selection of Board Officers			Critical Path for Board Officer Selection Process for 2022-23 & Assessment Tools	Issue Expression of Interest for officer positions Issues Chair, Vice and Committee Chair Assessment Tools In advance of January email to Board, Gov Committee Chair to confirm current Chair continuing for 2022-23	Email from Gov Committee Chair to voting KHSC Board members describing current state for Chair / Vice Chair selection process Results of Chair/Vice Chair, Committee Chair Assessments shared at board member 1:1 meetings		Confirm Chair and Vice Chair nominees are in place			Chair, V-Chair, Secretary & Treasurer elected at Special Board following AGM Post Special Mtg following AGM, Secretary provides update to Partnership Council co-chairs on Board's Chair / Vice Chair selections (for info only)	Governance Committee Elizabeth Bardon



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V-B-2	Process for Nomination of Chair, Directors & External Members of Board to Standing & Special Committees				Expression of Interest Form to support 2022-23 board committee membership allocations	Input sought during 1:1 board member discussions				Final 2022-23 Board Committee compositions + committee chair recommendations for appointment Governance Committee confirms overall Officer Succession Plan is in place		Governance Committee Elizabeth Bardon
V-B-3	Board Orientation & Ongoing Development		Board orientation session held + update on Board Education Plan				Board education focus to be confirmed		Board education – approval of 2022-23 IACP & SPI			Governance Committee Elizabeth Bardon
V-B-4	Board Goals & Work Plan			Approve 2020-21 Board & Committee Work Plans		Board Chair to seek input from Board members on achievement to-date of Board Work Plans	Status report on deliverables associated with 2021-22 Board Work Plan			Year-end Board Committee Reports - capture governing body achievements		Governance Committee & Elizabeth Bardon
V-B-5	Board Meetings, Board Agenda Development, Consent Agenda			Board Chair/CEO agenda planning mtg Oct 13 for Oct 25 Board meeting	Board Chair/CEO agenda planning mtg Dec 1 for Dec 13 Board meeting		Board Chair/CEO agenda planning mtg Jan 19 for Jan 31 Board meeting	Board Chair/CEO agenda planning mtg Mar 16 for Mar 31 Board meeting	Board Chair/CEO agenda planning mtg May 4 for May 16 Board meeting 2022-23 Board & Committee Meeting Schedule	Board Chair/CEO agenda planning mtg June 8 for June 20 Board meeting		Board Chair / CEO Elizabeth Bardon
V-B-6	Meeting without Management Present			Standing KHSC Board Agenda Item	Standing KHSC Board Agenda Item		Standing KHSC Board Agenda Item	Standing KHSC Board Agenda Item	Standing KHSC Board Agenda Item	Standing KHSC Board Agenda Item		Board Chair – Meeting Process



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V-B-7	Board & Committee Attendance				Review and confirm board and committee attendance compliance with bylaw provisions	Discussion at 1:1 meetings with Chair regarding compliance with bylaws on attendance						Governance Committee Board Chair
V-B-8	Board & Individual Director & External Member Evaluation				Recommendation from Gov on Board's effectiveness framework including individual board members, chair, vice chair, and committee chair assessments							Governance Committee Elizabeth Bardon Governance Committee Chair & Board Chair
V-B-9	Reimburse Dir & External Member Expenses		As required	As required	As required		As required	As required	As required	As required		Board Chair and CEO – Administrative Task
V-B-10	Review of Board Policies		All board and committee members to review board policies at committee orientations							Recommendation on KHSC Board Policy Amendments		KHSC Board Committees Governance Committee Elizabeth Bardon
V-C-11	Removal of a Director		As required	As required	As required		As required	As required	As required	As required		Governance Committee Elizabeth Bardon
V-C-0	Process for Selection of Patient Experience Advisors to KHSC Board & Committees				Annual Patient & Family Advisory Council Report				Approve 2022-23 PEAs to Board Committees			Governance Committee Elizabeth Bardon



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VI-1	Support & Relationship with UHKF		UHKF CEO report to Board Notify Board of key donor events	UHKF CEO report to Board Notify Board of key donor events Recommendations from KHSC-UHKF Partnership working group	UHKF CEO report to Board Notify Board of key donor events Expression of Interest Form – KHSC Board member to UHKF Board		UHKF CEO report to Board Notify Board of key donor events	UHKF CEO report to Board Notify Board of key donor events	UHKF CEO report to Board Notify Board of key donor events Recommendation for KHSC Board cross appointment to UHKF Board for 2022-23	UHKF CEO report to Board Notify Board of key donor events Endorse UHKF Board Slate for 2022-23		Governance Committee Elizabeth Bardon
V1-2	Corporate Communications		Board agenda, approved open minutes + CEO report posted on KHSC website	Board agenda, approved open minutes + CEO report posted on KHSC website Q1 Strategy Performance Report uploaded post Board meeting	Board agenda, approved open minutes + CEO report posted on KHSC website Q2 Strategy Performance Report uploaded post Board meeting		Board agenda, approved open minutes + CEO report posted on KHSC website	Board agenda, approved open minutes + CEO report posted on KHSC website Q3 Strategy Performance Report uploaded post Board meeting		Approval of Hospital Bylaw and board policy amendments Q4 Strategy Performance Report uploaded post Board meeting Committee year end reports capture governing body achievements	Post June AGM/Special: Board member profiles updated / 2022-23 meeting schedule posted / corporate bylaws, board policies updated, TOR & committee comps (post June Board & AGM activities)	Governance Committee Elizabeth Bardon
VI-3	Political Contributions	As required	As required	As required	As required		As required	As required	As required	As required		Governance Committee Amit Bansal
VI-4	Naming of KHSC Assets		As required Under \$100K – CEO Report Over \$100K – Gov Committee to Board	As required Under \$100K – CEO Report Over \$100K – Gov Committee to Board	As required Under \$100K – CEO Report Over \$100K – Gov Committee to Board		As required Under \$100K – CEO Report Over \$100K – Gov Committee to Board	As required Under \$100K – CEO Report Over \$100K – Gov Committee to Board	As required Under \$100K – CEO Report Over \$100K – Gov Committee to Board	As required Under \$100K – CEO Report Over \$100K – Gov Committee to Board		CEO Report and/or Governance Committee UHKF Team & Amit Bansal



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VI-5	Temp Removal of Religious Icons/Patient Request		As required	As required	As required		As required	As required	As required	As required		Patient Care & Quality Committee Brenda Carter
15.1-b	Appointments & Reappointments		Monthly MAC recommend	Monthly MAC recommend	Monthly MAC recommend		Monthly MAC recommend	Monthly MAC recommend	Monthly MAC recommend	Monthly MAC recommend		MAC Mike Fitzpatrick
20.2	Appointment of Head of Department / Deputy Heads		As required	As required	As required		As required	As required	As required	As required		MAC Mike Fitzpatrick
29.1	Committees & Programs Required by PHA – Medical Advisory Committee		Monthly COS Report – MAC Highlights to Board	Monthly COS Report – MAC Highlights to Board	Monthly COS Report – MAC Highlights to Board		Monthly COS Report – MAC Highlights to Board	Monthly COS Report – MAC Highlights to Board	Monthly COS Report – MAC Highlights to Board	Monthly COS Report – MAC Highlights to Board		MAC Mike Fitzpatrick
29.2	Committees & Programs Required by PHA – Fiscal Advisory Committee				CEO Report to include confirmation of FAC composition / meeting schedule			CEO Report to include update on FAC activities / recommendations				People, Finance & Audit Committee Amit Bansal
29.3	Chief Nursing Executive										Captured on Board Slate for 2022-23	Governance Committee Elizabeth Bardon
29.4	Nurses & Other Staff and Professionals to Committees											Further discussion required
29.5	Retention of Written Statements (25-year destruction of medical records, notes, charts)			CEO Board Report - compliance statement								Administrative Task
29.6	Occupational Health & Safety Program			Annual occupational health and safety report covering 2020-21								People, Finance & Audit Committee Sandra Carlton

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29.7	Health Surveillance Program								Overview of KHSC's Health Surveillance Program			MAC Mike Fitzpatrick
29.8	Organ Donation								Trillium Gift of Life Program Update for 2021-22			Patient Care & Quality Committee Brenda Carter
30.1	Rules of Order											Governance Committee Elizabeth Bardon
31.1	Amendments to By-Law									Recommendation on KHSC Corporate Bylaws & Board Policy Amendments		Governance Committee & MAC - Mike Fitzpatrick & Elizabeth Bardon
32.0	French Language Services							Annual FLS Report				Patient Care & People Committee Elizabeth Bardon