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Subject:	BOARD COMMITTEES AND TERMS OF REFERENCE		

This policy is intended to supplement the Corporate By-law provisions applicable to Board committees.

Standing and special committees of the Board 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. Generally, 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 for discussion and, if appropriate, for ratification.

The Board of Directors will establish:

- (a) standing committees, being those committees whose duties are normally continuous and clearly tied to the Board's core responsibilities, by Board resolution; and
- (b) 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.

Standing Committees

The following Board standing committees will be established:

- Executive Committee;
- People, Finance and Audit Committee;
- Governance Committee;
- Patient Care & Quality Committee; and
- Research Committee.

Committee Principles

- The following principles apply to all standing and special committees, irrespective of whether they are included in terms of reference.

- The Board will determine the duties and membership of each committee.
- The Board, on the recommendation of each respective standing committee, will approve the terms of reference of the standing committees annually and from time to time as required.
- The Board, on the recommendation of the Governance Committee, will approve the annual work plans of the standing committees.
- The Board will establish special committees, where necessary or desirable, to do the work of the Board in circumstances where a standing committee is not suitable for such mandate. The Board, on the recommendation of each respective special Committee, will approve the terms of reference and work plans of the special committees.
- The Board will monitor the performance of its committees at each regular Board meeting through a written or verbal report by the committee chair. While minutes of committee meetings will be made available to the Board, reports by the committee chair using an appropriate form will be encouraged.
- Committees will prepare and submit an annual report to the Board that includes the objectives and outcomes achieved over the past year.
- Committees are empowered to engage legal and accounting advisors, as reasonably required, to carry out their mandate. Typically, these engagements will be coordinated through the Corporation's management. From time to time, legal advice independent of management may be sought with the prior written approval of the Board Chair.
- Unless otherwise specified, Board committees may not commit or bind the Corporation to any course of action, and no decision of a committee is binding on the Board until approved or ratified by the Board.
- Board Committees 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 CEO. Board Committees, unless otherwise specified, may not commit or bind the organization to any course of action.
- Terms of Reference for the Medical Advisory Committee are included in Article 10 of the professional staff by-law.
- Any questions of procedure at or for any meetings of any committee, which have not been provided for in the by-laws or by ONCA or by the *Public Hospitals Act* or Regulations shall be determined by the chair of the meeting in accordance with the rules of procedure adopted by resolution of the Board.

Mandate for Committees

- The number and type of committees should support the Board in fulfilling its defined responsibilities and maximizing the participation of individual Directors.
- The Board as a whole is responsible and accountable for the work that is done on its behalf by the Board committees.

Membership of Committees

- Committee terms of reference should specify a defined number of members including directors and non-director members as appropriate.
- Each standing committee shall include at least three (3) elected Directors. In accordance with the Corporate By-Law, committees may include individuals who are not directors (other than the Executive Committee and Audit Committee), provided that the chair of every committee is a director.
- Unless otherwise designated, a quorum will consist of a majority of the members of the committee.
- Unless otherwise designated, the Board Chair and the CEO are *ex-officio* voting members of all Board committees and will only count towards quorum when in attendance.
- All members of committees will be considered voting members (unless otherwise designated) and, except for the Board Chair and the CEO, will count towards quorum. Proxy voting will not be permitted.
- Committees are enabled to meet in person or virtually as circumstances require.
- Meetings of Committees are not open to the public. Guests may attend committee meetings upon the invitation of the committee chair or as otherwise specified.
- Each committee will be supported by appropriate professional and administrative staff resources.
- Committees may, in their discretion, establish subcommittees or working groups to assist with committee work, but the responsibility of the work rests with the committee as a whole.

Executive Committee Terms of Reference

Role

To enable a limited Executive Committee for the purpose of acting on behalf of the Board on matters of administrative urgency.

To oversee performance, compensation, and succession planning for the CEO and COS.

Responsibilities

- Make decisions binding on the Board in situations where it is not possible or practical to call a meeting of the Board, or where the Board has authorized the Executive Committee to act and report the decision at the next Board meeting; provided the Executive Committee may not make any decisions binding on the Board which are non-delegable, including:
 - submitting to the Members any question or matter requiring the approval of the Members;
 - filling a vacancy among the directors or in the position of auditor of the Corporation;
 - appointing additional directors;
 - issuing debt obligations except as authorized by the directors;
 - approving the financial statements of the Corporation;
 - adopting, amending, or repealing the by-laws of the Corporation; and
 - establishing contributions to be made, or dues to be paid, by the Members.
- Develop a process to oversee the performance, compensation, and succession planning of the CEO and the COS:
 - developing a position description for the CEO and the COS;
 - overseeing recruitment, selection, and succession planning for the CEO and COS;
 - developing and conducting a process to review the performance of the CEO and the COS, and reporting the results to the Board;
 - reviewing and recommending to the Board the annual objectives of the CEO and COS, and reviewing progress at least semi-annually; and
 - recommending CEO and COS compensation for Board approval.
- Oversee the CEO's and COS's supervision of management and management succession plans.

- Undertake such other activities as may be authorized by the Board, from time to time.

Membership

Voting:

- The Board Chair, who will serve as the committee chair.
- The Board Vice Chair(s).
- The Immediate Past Chair.
- Chair, People, Finance and Audit Committee.
- Chair, Governance Committee.
- Chair, Patient Care and Quality Committee.
- Chair, Research Committee.

Ex-officio non-voting:

- The CEO.
- The COS.

Quorum

A quorum will consist of a majority of the voting members of the committee. The Board Chair will be included when determining if a quorum is present. For certainty, the CEO will not be included when determining if a quorum is present.

Meeting Schedule

The Executive Committee will meet at the call of the committee chair.

People, Finance and Audit Committee

Role

The People, Finance & Audit Committee is responsible to the Board for providing oversight of financial matters and the annual external audit; advising the Board on the financial performance of the hospital, capital, information management strategy, integrated enterprise risk, and redevelopment projects. The Committee is responsible for “People” which includes all human resources and occupational health/wellness for employees, credentialed staff (physicians, dentists, midwives, and registered nurse (extended class) staff, learners and volunteers.

Responsibilities – Entire Committee

General Responsibilities

- Recommend an annual work plan to the Board based on these terms of reference.
- Present a year-end report to the Board.
- Annually review, confirm, and recommend revisions to the Board policies for which they have oversight and responsibility.
- Ensure principle-based decision-making guides all committee discussions and decision-making.
- Other duties as assigned by the Board.

People and Human Resources

- Review the Corporation’s talent management and leadership plan annually.
- Review health human resource plan and labour relations reports bi-annually.
- Review and recommend to the Board the approval of the annual occupational health and safety report.
- Review staff and physician engagement strategy and related results.
- Review medical staff resource plan.
- Ensure the integrity and completeness of the appointing and credentialing process for medical, dental, midwifery, and extended class nursing staff.
- Ensure the integrity and completeness of the appointment and hiring process for employees and volunteers.

- Oversee the development of a scorecard and selection of comparative benchmarks of human resource performance in areas pertaining to WSIB, absenteeism, overtime, manpower, and any HR-related quality or strategic indicators that are identified for the current time period; review the score card and benchmarks quarterly and make recommendations to the Board.
- Oversee the implementation of appropriate and meaningful employee satisfaction surveys and the tracking of their statistics over time and make recommendations to the Board on this subject where necessary.
- Oversee the Corporation's Human Resource Strategy to ensure it supports strategic plan priorities and provide recommendations to the Board as needed.
- Review and provide input into programs for the attraction, retention, and development of human resources to achieve the Corporation's objectives; ensure compliance with the *Human Rights Code* and create an inclusive workplace that is respecting and welcoming of diversity.
- In conjunction with the Inclusion Council, make recommendations to the Board with respect to Indigenous and French Language Services.
- Make recommendations to the Board concerning the status of collective agreements and the implications of existing and proposed employment and labour relations legislation.
- Make recommendations to the Board concerning the Corporation's compensation and benefit programs other than for Senior Management Staff.
- Review statistics and reports received from the Occupational Health and Safety Committee and other related committees.

Budget Planning and Oversight

- Ensure that there are processes in place for the development of an annual operating budget and capital budget.
- Review and recommend to the Board financial assumptions used to develop the operating budget, capital budget, and strategic plan, including the HAPS and internal operating and capital budgets.
- Review and recommend to the Board the annual operating plan and the capital plan.
- Ensure progress on the Corporation's strategy and annual corporate plan by reviewing assigned performance indicators.
- Review and recommend to the Board the H-SAA and Multi-Sector Service Accountability Agreement ("M-SAA").
- Review on a routine basis financial performance and compare actual performance against budget including year-end projections.

- Review and recommend to the Board plans developed by management to address variances between budget and actual performance.
- Oversee implementation of plans to address variances and report to the Board.
- Review financial impact of sick, vacation and WSIB.
- Recommend according to board policy capital and operating expenditures that exceed management's spending authority.
- As prescribed by Board policy, approve/recommend the financial aspects of proposed business cases, contracts and transactions related to operations.
- Recommend the signing authority and signing officers and approval of the Board authorized trust accounts.

Long Term Planning

- Oversee and assess achievement of the financial aspects of the strategic plan.
- Review and recommend to the Board multi-year financial goals and long-term revenue and expense projections.
- Review, with management, industry developments and legislative changes that may have an impact on financial resources or performance and report to the Board.

Asset Management

- Ensure there are processes in place to manage the assets of the Corporation.
- Review and make recommendations on material asset acquisitions not contemplated in the annual capital plan.

Financial Transactions

- Review and make recommendations to the Board on banking arrangements.
- Review and make recommendations to the Board on lines of credit and long-term debt.

Donations and Bequests

- Advise the Board on major gifts that involve donor recognition agreements and related policies.

Investments

- Review and recommend to the Board the Corporation's investment policy.
- Oversee investment performance for compliance with the investment policy.

Compliance with Applicable Law

- Oversee compliance with accounting and financial, legal, public disclosure, and regulatory requirements.
- Approve material changes to accounting principles and practices as suggested by management with the concurrence of the external auditor.

Property, Facilities & Development

- Review capital redevelopment and infrastructure project proposals, including funding strategies, which require approval by Ontario Health and the Ministry of Health.
- Review quarterly reports from management on the status of capital development and infrastructure projects.

Information Technology

- Review periodic reports from management related to major projects of information management technology functions, including regular financial reporting.
- Review processes in place to safeguard information sources including patient confidentiality.

Corporation Strategy Performance Targets

- Ensure progress on the Corporation's strategy and annual corporate plan by reviewing assigned performance indicators.

Other

- Perform such other duties as may be requested by the Board from time to time.

Responsibilities – Directors Only

For the following roles and responsibilities, only the members of the Committee that are on the Board may vote and make recommendations to the Board.

Internal Controls, Risk Management, and Oversight of Internal Audit

- Oversee, review, and make recommendations to the Board on management's risk management processes.
- Review and make recommendations on the adequacy of financial resources.
- Monitor and report on the integrated risk domains assigned to this committee which include:
 - Financial
 - Compliance

- People
- Physical Assets
- Information Technology
- Review and make recommendations on insurance coverage.
- Obtain reasonable assurance from management that the Corporation's financial accounting systems and financial reporting systems, including fraud prevention and risk management, are appropriately designed and that internal controls are operating effectively.
- Identify unusual risks and oversee management's plan to address unusual or unanticipated risks and make recommendations to the Board.
- Review and make recommendations on the quality and integrity of management's internal controls, including scope of work of the internal auditor and overseeing management's response and resulting action plans to address issues or deficiencies identified by internal auditor.

External Audit

- Recommend to the Board the external auditor for appointment or re-appointment by the members at the annual members' meeting.
- Annually review and make recommendations to the Board on the external auditor's remuneration.
- Meet with the external auditor to review the proposed scope of audit.
- Review, approve, and authorize management to execute the external auditor's engagement letter.
- Oversee performance of the external audit as required, including ensuring the external auditor is receiving the assistance of management.
- Review audited financial statements and the external auditor's report and make recommendations to the Board.
- Meet with the external auditor and receive and review recommendations with respect to management, accounting systems, and internal control issues and monitor management's resulting action plans.
- At least annually, the elected director committee members will meet with the external auditor without management present.
- Review non-audit services provided by the external auditor and other factors that might compromise the external auditor's independence and make recommendations to ensure independence.

- Review management's response to internal control recommendations of the external auditor and oversee implementation of internal control recommendations.

Membership

Full Committee (excludes audit function)

Voting:

- The Board Chair (*ex-officio*).
- Up to two (2) external members with specific skill sets that will support the work of the committee.
- Up to two (2) Patient Experience Advisors (for one-year terms).
- Such other individuals the Board may from time to time appoint.

Ex-officio, non-voting:

- The CEO.
- The Vice President of the Medical Staff Association.

The majority of committee members must not be officers or employees of the Corporation or any of its affiliates.

Audit Function

Voting:

- The Chair.
- The elected Directors that are members of the full Committee.

Ex-officio, non-voting:

- The CEO.

To the extent practicable, at least one committee member must have a professional accounting designation. All committee members must be financially literate, which is defined as the ability to read and understand a set of financial statements that present the breadth and level of complexity of accounting issues that are raised by the Corporation's financial statements.

Notice of the time and place of committee meetings will be given to the external auditor. The external auditor will be entitled to attend committee meetings and to be heard and will attend every committee meeting if requested to do so by a committee member.

Term

Members shall be appointed annually. Non-Directors and Patient Experience Advisors will serve a one-year term with the possibility of renewal.

Quorum

A quorum will consist of a majority of the voting members of the committee.

Meeting Schedule

Bi-monthly, and at the call of the committee chair. Meetings may also be held at the call of the external auditor or a committee member.

Governance Committee

Role

The Governance Committee supports the Board in fulfilling its responsibilities to ensure Board effectiveness, the recruitment of skilled and experienced Directors and is responsible for monitoring the overall organization performance as it relates to provincial commitments and recommending to the Board the process to develop the strategic vision, goals, plans, advocacy, mission, enterprise risk and interested party engagement. It also advises the Board on matters relating to the Board's governance structure and processes.

Responsibilities

General

- Recommend an annual work plan to the Board based on these terms of reference.
- Present a year-end report to the Board.
- Ensure principal-based decision-making guides all committee discussions and decision-making and also incorporated the Health Ethics Guide of the Catholic Health Alliance of Canada at HDH.
- At the discretion of the CEO and Chair, as required, review and provide advice on information, presentations, recommendations prior to presentation to the Board.

Board Recruitment and Succession Planning

- Establish, for Board approval, the annual Board work plan.
- Review and recommend best practice in terms of operating structure of the Board.
- Develop for approval by the Board, a description of the skills, experience, and qualities including the diversity of the directors.
- Consider skills, experience, qualities, and diversity of current directors to determine Board needs.
- Oversee Board recruitment and nomination process and recommend to the Board candidates for election at the annual Members' meeting.
- Ensure succession planning for Board officers.
- Oversee and implement the Board's process for selection of Board officers and recommend to the Board the candidates for appointment as Board officers.

Board Policies and Committees

- Ensure compliance with the Board governance policies, the by-laws, and recommend amendments.
- Ensure standing committees develop work plans that reflect their terms of reference.
- Annually review, confirm, and recommend revisions to the Board policies for which the Governance Committee has oversight.
- Review and recommend best practice in terms of operating structure of the committees, including size, structure, mandates, and procedures for effective governance.
- Ensure periodic review and evaluation of committee performance and terms of reference and make recommendations to the Board as required.
- Ensure that all standing committees review their terms of reference on an annual basis and make recommendations for amendments, as required, to the Board.
- Recommend to the Board the slate of candidates for committee chairs and the directors and non-director nominees for Board committees.

Board Education

- Ensure a comprehensive orientation session is provided to all new Directors.
- Oversee Board education sessions to ensure the Board receives periodic education on governance, industry issues, and the organization's operations.
- Support the Board in ensuring ongoing orientation and continuing education for Directors and committee members.

Evaluations

- Establish and implement a program to evaluate Board performance including individual director performance, performance of the Board Chair and Vice Chair(s), Board committees and committee chairs.
- Ensure recommendations for improvement are addressed and considered where appropriate in Board and committee appointment process.
- Consider the results of Board evaluations in connection with renewal of the terms of incumbent directors.
- Review and make recommendations to the Board concerning:
 - Board composition;
 - Board size;

- Board structures;
- Board policies and procedures;
- By-law amendments;
- Board attendance; and
- Such other matters as may be required by the Board, from time to time.

Strategic Partnerships & Alignment

- Review alignment of the Corporation's strategy with the Ministry of Health and Ontario Health strategies annually and as needed.
- Ensure processes are in place to build and maintain relationships with the Ministry of Health, Ontario Health, health system partners, and the local community.
- Ensure processes and agreements are in place to support the Foundation and donors.

Strategy Development & 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.

Performance Targets

- Ensure progress on the Corporation's strategy and annual corporate plan by reviewing assigned performance indicators.

Integrated Risk Management

- Monitor and report on the integrated risk domains assigned to the Governance Committee which include:
 - Governance & Leadership
 - Interested Party Relations
 - Compliance
 - Mission

Other

- Perform such other duties as may be requested by the Board from time to time.

Membership*Voting:*

- At least four elected directors, one of whom will be the Board Chair or a Board Vice Chair.
- Up to two (2) Patient Experience Advisors.
- Such other individuals as the Board may from time to time appoint.

Ex-officio non-voting:

- The CEO.
- The COS.

Term

Members shall be appointed annually. Patient Experience Advisors will serve a one-year term with the possibility of renewal.

Quorum

A quorum will consist of a majority of the voting members of the Committee.

Meeting Schedule

- Bi-monthly, and at the call of the Committee chair.

Patient Care & Quality Committee

Role

The Patient Care & Quality Committee operates under the authority of the Board and is the quality committee for the purposes of the *Excellent Care for All Act, 2010* (the “Act”). The Patient Care & Quality Committee is responsible for:

- promotion and oversight of excellence in the quality and safety of patient care and to ensure that effective processes are in place to monitor and review quality, safety and risk, academic activities;
- assisting the Board in the performance of the Board’s governance role for the quality of patient care and services; and
- performing the functions of the quality committee under the Act.

Responsibilities

General

- Recommend an annual work plan to the Board based on these terms of reference.
- Present a year-end report to the Board.
- Annually review, confirm, and recommend revisions to the Board policies for which they have oversight responsibility.
- Ensure principle-based decision-making guides all committee discussions and decision-making.
- Oversee the preparation and implementation of the annual French Language Services Plan.

Quality Oversight and Quality Improvement

- Monitor and report to the Board on quality issues and on the overall quality of services provided at the Corporation, with reference to appropriate data including:
 - performance indicators used to measure quality of care and services and patient safety;
 - reports received from the Medical Advisory Committee making recommendations regarding systemic or recurring quality of care issues;
 - publicly reported patient safety indicators;
 - critical incident reports; and
 - other reports as required.

- Regularly review and approve the quantitative and qualitative performance metrics and targets by which the quality of services delivered by the Corporation is monitored by the committee, with onward reporting to the Board. This includes the ongoing review and refinement of reporting templates and accompanying tables and data (e.g., definitions, benchmark information etc.) to support analysis and understanding.
- Review patient experience survey strategy and related results.
- Consider and make recommendations to the Board regarding quality improvement initiatives and policies.
- In conjunction with the Inclusion Council, make recommendations to the Board with respect to Indigenous and French Language Services.
- Ensure that best practices information supported by available scientific evidence is translated into materials that are distributed to employees, members of the professional staff and persons who provide services within the Corporation, and subsequently monitor the use of these materials by such persons.
- Recommend to the Board the priorities for quality and patient safety improvement at the Corporation, oversee the preparation of the Corporation's annual QIP, ensuring that the QIP is prepared with reference to the Corporation's annual operating plan with goals, specific quality indicators and strategies for achievement to be reviewed and monitored periodically by the Board.
- Ensure that the QIP is made available to the public and monitor performance against QIP targets at least on a quarterly basis.
- Monitor ongoing improvement to the quality of the patient experience by overseeing the implementation of the patient and family centred care philosophy that fosters an atmosphere of collaboration among all parties, and work to embed this philosophy into all policies, procedures, and programs at the Corporation's hospitals.
- Oversee the implementation of procedures to encourage potential organ donation, and to make potential donors and their families aware of the options of organ and tissue donation. The Patient Care & Quality Committee will receive a report with respect to these activities at least annually.
- Review and be informed of reports, arising from programs, committees, and services and from external groups, highlighting issues of quality, safety, risk, and utilization that have an impact on patient care.
- Ensure and report periodically to the Board on structures, policies, and processes that relate to the ethical dimensions of the Corporation's professional practice and patient care activities.
- Receive annual reports about the Patient and Family Advisory council as well as the work related to embedding the voice and experience of the patients into the planning and decision-making processes at the Corporation.

- Perform such other responsibilities as may be provided under regulations under the Act.

Critical Incidents

“**Critical incident**” means any unintended event that occurs when a patient receives treatment at the Corporation:

- (a) that results in death, or serious disability, injury, or harm to the patient; and
- (b) does not result primarily from the patient’s underlying medical condition or known risk inherent in providing treatment.

In accordance with Regulation 965 under the *Public Hospitals Act*, receive from the CEO, at least twice a year, aggregate critical incident data related to critical incidents occurring at the Corporation since the previous aggregate data was provided to the Patient Care & Quality Committee.

Annually review and report to the Board on the Corporation’s system for ensuring that, at an appropriate time following disclosure of a critical incident, there be disclosure as required by Regulation 965 under the *Public Hospitals Act* of systemic steps, if any, that the Corporation is taking or has taken to avoid or reduce the risk of further similar critical incidents.

The Patient Care & Quality Committee will review reports of critical incidents and oversee any plans developed to address, prevent, or remediate such events.

Compliance

Monitor the Corporation’s compliance with legal requirements and applicable policies of funding and regulatory authorities related to quality of patient care and services.

Financial Matters

As and when requested by the Board, provide advice to the Board on the implications of budget proposals on the quality of care and services.

Hospital Services Accountability Agreement and Hospital Annual Planning Submission

As and when requested by the Board, provide advice to the Board on the quality and safety implications of the Corporation’s HAPS and quality indicators proposed to be included in the Corporation’s H-SAA or in any other funding agreement.

Risk Management

Review and make recommendations with respect to:

- the Corporation’s standards on emergency preparedness;
- policies for risk management related to quality of patient care and safety; and

- areas of unusual risk and the Corporation's plans to protect against, prepare for, and/or prevent such risks and services.

Accreditation

- Oversee the Corporation's plan to prepare for accreditation.
- Review accreditation reports and any plans that need to be implemented to improve performance and correct deficiencies.

Professional Staff Process

- Annually review with the COS the appointment and re-appointment processes for the professional staff, including:
 - criteria for appointment;
 - application and re-application forms;
 - application and re-application processes; and
 - processes for periodic reviews.
- Ensure that the appointment and re-appointment processes for the professional staff are consistent with the strategic direction of the Corporation and take into account the available resources (impact analysis) at the Corporation and the needs of the community.

Interprofessional Education

- Promote strong educational relationships with its partner hospitals, Queen's University and St. Lawrence College as affiliated partners.
- Review and advance linkages between the Corporation and other educational institutions.
- Review and, as appropriate, recommend to the Board for approval the annual reports of the education programs for employees and credentialed staff as aligned with the strategic priorities of the hospital.
- Ensure structures, policies, and procedures pertaining to all levels of education are in place that are consistent with those of the relevant university, college, or institute, and that any fiscal, resource or operational implications for educational initiatives are presented to the Board for approval.

Strategy and Performance Targets

- Ensure progress on the Corporation's strategy and annual corporate plan by reviewing assigned performance indicators.

Integrated Risk Management

- Monitor and report on the integrated risk domains assigned to the Patient Care & Quality Committee which include:
 - Patient Care
 - Compliance

Policy Implementation

Oversee implementation of policies, processes, and programs to ensure quality objectives are met and maintained.

Other

- Perform such other duties as requested by the Board from time to time.

Membership

Voting:

- At least four elected directors, one of whom will be the committee chair.
- The Board Chair (*ex-officio*).
- Up to two (2) external members with specific skill sets that will support the work of the Committee.
- Up to two (2) Patient Experience Advisors.
- Such other persons as appointed by the Board, provided that at least one third of the members of the Committee will be elected directors.

Ex-officio, non-voting:

- The CEO.
- The COS.
- The President of the Medical Staff Association.
- One (1) member of the Medical Advisory Committee.
- The Chief Nursing Executive.
- One person who works in the hospital and who is not a physician or nurse. This individual can be either a manager or an individual who provides direct care.

Term

Members shall be appointed annually. Non-Directors and Patient Experience Advisors will serve a one-year term with the possibility of renewal.

Quorum

A quorum will consist of a majority of the voting members of the committee.

Meeting Schedule

Bi-monthly, and at the call of the Committee chair.

Privilege and Confidentiality

Quality of care information prepared for and reviewed by the committee under the *Quality-of-Care Information Protection Act, 2016*.

Regarding information provided in confidence to, or records prepared with the expectation of confidentiality by the committee for the purpose of assessing or evaluating the quality of health care and directly related to programs and services provided by the Corporation, if the assessment or evaluation is for the purposes of improving the care and programs and services, this information or records are subject to an exemption from access under the *Freedom of Information and Protection of Privacy Act*.

Research Committee

Role

As an academic health sciences centre, the Corporation is committed to advancing research, fostering innovation, and generating alternative sources of revenue to support the Corporation's mission through the commercialization of research and innovation.

The Research Committee will support the Board by overseeing the Corporation's research, innovation and related commercialization activities that are carried on directly by the Corporation or indirectly through the RI, to ensure all research, innovation and related commercialization activities are aligned with the Corporation's mission, vision and values and its obligations under the Operating Agreement and the Affiliation Agreement with Queen's University at Kingston.

Responsibilities

General

- Recommend an annual work plan to the Board based on these terms of reference.
- Present a year-end report to the Board.
- Annually review, confirm, and recommend revisions to the Board policies for which they have oversight responsibility.
- Ensure principle-based decision-making guides all committee discussions and decision-making.
- Oversee all research, innovation, and commercialization activities to ensure alignment with the Corporation's strategic plan, contractual obligations, and applicable laws.
- Provide recommendations related to research, innovation, and commercialization on future strategic plans from time to time.
- Carry out the Corporation's legal rights and responsibilities as sole corporate member of the RI.
- Support management by identifying and encouraging opportunities for innovation and commercialization of research by the Corporation.
- Design and participate in governance-level collaboration initiatives with Queen's University and other interested parties to enhance research and innovation for the benefit of all interested parties (e.g. attendance at funding announcements where trustees of Queen's University are also present; participating in meetings involving trustees of Queen's that advance the interest of the Corporation and Queen's University in research domestically and internationally).
- Advise the Board on resource allocation issues as they relate to research, innovation, and commercialization.

- Regularly report to the Board on risks and opportunities related to research, innovation, and commercialization.
- Perform such other duties as assigned from time to time by the Board.

Committee Composition

The Committee shall be composed of seven (7) individuals.

Voting:

- Four elected Directors, including the chair of the KHSC Board, and one of whom will be the chair of the committee, unless otherwise determined by the Board.
- One individual who is not a Director and is not associated with the RI to ensure that the committee is composed of persons with appropriate expertise, experience and skills and further ensures an individual that is independent of the Corporation and Queen's University serves as a director of the RI.
- The principal of Queen's University or their delegate who sits on the Board shall be an *ex-officio* appointee to the committee.

Ex-officio, non-voting:

- The CEO.

RI Role

The voting members of the Committee shall be elected by the Corporation in its capacity as sole corporate member of the RI to serve as the RI's board of directors, but only for so long as such individuals serve on the committee.

The Corporation has delegated authority to the committee to conduct the following annual business of the RI as member of the RI without the need for further Board approval, provided a summary of all actions taken in this regard are regularly reported to the Board in the ordinary course of the committee's reporting to the Board:

- Election of directors of the RI.
- Consideration of the financial statements of the RI.
- Receipt of the report of the public accountant of the RI.
- Re-appointment of the public accountant of the RI.

All other decisions shall be made by the Board, including, without limitation:

- Removal of directors before the conclusion of their term.
- Amendments to the articles or by-laws of the RI.
- Any sale, lease, or exchange of all or substantially all of the property of the RI.
- An amalgamation involving the RI.
- The dissolution of the RI.

When carrying out the Corporation's role as corporate member of the RI, decisions shall to the extent possible be made by consensus and in any event the majority decision of the Committee shall be determinative. The chair of the Committee shall communicate all decisions of the Corporation, as member, made by the committee, to the RI in writing. Except as expressly noted in this section, the role of the Committee is advisory only and the Committee does not have authority to bind the Corporation.

Meetings of the board of directors of the RI shall to the extent practical align with meetings of the committee. The RI management shall support the work of the board of directors of the RI and shall ensure it separately conducts its activities and affairs and maintain its own books and records.

Term

Members shall serve at the pleasure of the Board.

Quorum

A quorum will consist of a majority of the voting members of the committee.

Meeting Schedule

Bi-monthly, and at the call of the Committee chair.

Redevelopment Special Committee

Role

The Corporation requires significant infrastructure renewal/replacement to meet the evolving needs of the Hospital and the various communities and parties it supports. The Redevelopment Special Committee of the Board is intended to operate until the capital renewal requirements of the major building redevelopment projects are satisfied. Specifically the role of the Committee shall evolve as the needs of the Corporation evolve, and shall include all aspects of the major building redevelopment projects, including ensuring consistency with the requirements of the Operating Agreement, site selection, funding, land acquisition requirements, functional programming requirements, procurement considerations, development and construction oversight (budget, timing, etc.), risk identification and mitigation strategy recommendations, etc.

Responsibilities

- Support the Board by providing oversight and making recommendations on key governor-level decisions required to advance major building redevelopment projects that further the capital renewal requirements of the Corporation.
- Support management by receiving and reviewing timely reporting and providing governance level direction regarding all major building redevelopment projects that further the capital renewal requirements, including: procurement approach, project status, schedule, budget, funding, safety, risk issues including disputes, occupancy planning, patient care impacts, communication and interested party relations, project scope changes, environmental issues, work quality and QC plan results, existing facility/operations impact, and account payments and lien status.
- Regularly report to the Board on material risk issues, recommended mitigation strategies and new opportunities as they relate to major building redevelopment projects.
- Consider interested party implications as related to the major building redevelopment projects, including, Partnership Council, government relations, local share requirements and the role of the Foundation, relationship with Queen's University etc.
- Perform other duties as assigned from time to time by the Board.

Membership

Voting:

- At least four (4) elected Directors, one of whom shall serve as committee chair.
- The Board Chair.

- Up to two (2) individuals, appointed by the Board, who have no other legal association with the Corporation who bring specific expertise, experience and skill that is necessary or desirable to support the function of the Committee.

Ex-officio, non-voting:

- The CEO.

Guests

The Chief Operating Officer, Vice President, Planning (or otherwise titled redevelopment lead) shall be entitled to notice of and to attend Committee meetings but shall not count towards quorum or have a right to vote.

Term

Members shall be appointed annually by the Board. As a special committee, the Committee shall automatically dissolve once all capital renewal requirements are satisfied unless otherwise directed by the Board, but the expectation is that the Committee will be in place for several years given the scope of the capital renewal requirements.

Quorum

A quorum will consist of a majority of the voting members of the committee.

Meeting Schedule

The Committee will meet quarterly or more frequently as required at the call of the Committee Chair.

Closed Meetings

Committee meetings shall be closed unless a motion is made to open the meeting to the public. However, Committee reports and recommendations to the Board will be made in the open Board meeting with the exception of those matters which are defined as “in camera” in the Board policy on in-camera sessions.