

BOARD COMMITTEE

TERMS OF REFERENCE

Effective April 1st, 2017
Updated April 10th, 2017
Updated March 28th, 2018
Updated July 2018
Updated August 2019
Updated October 21st, 2019
Updated October 25th, 2021
Updated December 13th, 2021
Updated December 12th, 2022
Updated March 27th, 2023
Updated May 8th, 2023

**BOARD EXECUTIVE COMMITTEE
TERMS OF REFERENCE**

ISSUED BY:	KHSC Board of Directors	BOARD APPROVED:	May 2017, March 2018, May 2019; March 2023
AUTHORIZED BY:	KHSC Board of Directors	COMMITTEE REVISED:	January 2022; January 2023
CATEGORY:	Board Policy Manual		
REVIEW DATE:	Annually		

Page 1 of 3

Role: To act as a body with delegated authority to make certain decisions binding on the Corporation on matters of administrative urgency where the board of directors of the Corporation (the “Board”) is unable to convene; provided that, in accordance with the Not-for-Profit Corporation Act, 2010, the Executive Committee may not exercise any of the following Board powers:

- Submitting to the members any question or matter requiring approval of the members;
- Filling a vacancy among the directors or in the position of auditor;
- Appointing additional 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

Reporting Relationship: The Executive Committee is accountable to and reports to the Board. Minutes of the Executive Committee meetings shall be provided to the Board promptly following each meeting.

1.0 GENERAL RESPONSIBILITIES

The Committee shall:

- 1.1 make decisions binding on the Board in situations where it is not possible or practical to call a meeting of the Board (provided that an attempt has been made to call a Board meeting), or where the Board has authorized the committee to act and report the decision at the next Board meeting;
- 1.2 Develop a process to oversee performance, compensation, and succession planning for the chief executive officer and chief of staff by:
 - Developing a position description for the chief executive officer and chief of staff for Board approval;
 - Overseeing chief executive officer and chief of staff recruitment, selection, and succession planning;

**BOARD EXECUTIVE COMMITTEE
TERMS OF REFERENCE**

ISSUED BY:	KHSC Board of Directors	BOARD APPROVED:	May 2017, March 2018, May 2019; March 2023
AUTHORIZED BY:	KHSC Board of Directors	COMMITTEE REVISED:	January 2022; January 2023
CATEGORY:	Board Policy Manual		
REVIEW DATE:	Annually		Page 3 of 3

- Reviewing and recommending to the Board the chief executive officer's and chief of staff's annual objectives;
 - Development and conducting a process to review the performance of the chief executive officer and chief of staff and reporting the results to the Board; and
 - Recommending chief executive officer and chief of staff compensation for Board approval.
- 1.3 Oversee the chief executive officer's and chief of staff's supervision of management and management succession plans;
- 1.4 Undertake such other activities as may be authorized by the Board, from time to time.

Membership & Voting:

The ex officio voting members of the committee shall be composed of:

- i) Board Chair
- ii) Vice Chair(s)
- iii) Immediate Past Chair
- iv) Chair, People, Finance and Audit Committee
- v) Chair, Governance Committee
- vi) Chair, Patient Care and Quality Committee
- vii) Chair, Research Committee

**BOARD EXECUTIVE COMMITTEE
TERMS OF REFERENCE**

ISSUED BY:	KHSC Board of Directors	BOARD APPROVED:	May 2017, March 2018, May 2019; March 2023
AUTHORIZED BY:	KHSC Board of Directors	COMMITTEE REVISED:	January 2022; January 2023
CATEGORY:	Board Policy Manual		
REVIEW DATE:	Annually		Page 3 of 3

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

- i) President and Chief Executive Officer
- ii) Chief of Staff/Vice President Medical Affairs

Resources: The chief executive officer shall provide the Executive Committee with appropriate resources to perform its mandate.

Chair: The Board Chair shall serve as the Chair of the Executive Committee

Quorum: The Executive Committee shall fix its quorum at not less than a majority of its voting members

Meetings: 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 KHSC 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.

Date of Last Review: May 2017; March 2018; July 2019; January 2022; January 2023; March 2023

**GOVERNANCE COMMITTEE
TERMS OF REFERENCE**

ISSUED BY:	KHSC Board of Directors	BOARD APPROVED:	April 2017; May 2017, March 2018; August 2019, October 2021; March 2023
AUTHORIZED BY:	KHSC Board of Directors	COMMITTEE REVISED:	March 2018, August 2019, September 2021, February 2023
CATEGORY:	Board Policy Manual		
REVIEW DATE:	Annually		

Page 1 of 5

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 process to develop the strategic vision, goals, plans, advocacy, mission, enterprise risk and stakeholder engagement.

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 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 principal-based decision-making guides all committee discussions and decision-making and also incorporating the Catholic Health Ethics Guide at the HDH site; 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 work plans that reflect their terms of reference and the board's work plan including the development of a work plan that will capture the post-integration deliverables;

**GOVERNANCE COMMITTEE
TERMS OF REFERENCE**

ISSUED BY:	KHSC Board of Directors	BOARD APPROVED: April 2017; May 2017, March 2018; August 2019, October 2021; March 2023
AUTHORIZED BY:	KHSC Board of Directors	
CATEGORY:	Board Policy Manual	COMMITTEE REVISED: March 2018, August 2019, September 2021, February 2023
REVIEW DATE:	Annually	

Page 2 of 5

- 2.2 review and recommend best practice in terms of 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(s), 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;
- 2.5 support the 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.

3.0 STRATEGIC PARTNERSHIPS & ALIGNMENT

- 3.1 review alignment of KHSC strategy with Ministry of Health and Ontario Health - East strategies annually and as needed;
- 3.2 ensure processes are in place to build and maintain relationships with MOH, OH-E, health system partners and the local community;
- 3.3 ensure processes and agreements are in place to support University Hospitals Kingston Foundation and donors.

**GOVERNANCE COMMITTEE
TERMS OF REFERENCE**

ISSUED BY: KHSC Board of Directors
AUTHORIZED BY: KHSC Board of Directors
CATEGORY: Board Policy Manual
REVIEW DATE: Annually

BOARD APPROVED: April 2017; May 2017, March 2018; August 2019, October 2021; March 2023

COMMITTEE REVISED: March 2018, August 2019, September 2021, February 2023

Page 3 of 5

4.0 KHSC STRATEGY DEVELOPMENT & ANNUAL CORPORATE PLANNING PROCESS

4.1 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.

5.0 KHSC PERFORMANCE TARGETS

5.1 ensure progress on KHSC strategy and annual corporate plan by reviewing assigned performance indicators.

6.0 MISSION

6.1 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 and 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.

7.0 INTEGRATED RISK MANAGEMENT

7.1 monitor and report on the integrated risk domains assigned to this committee which include:

- Governance & Leadership
- Stakeholder Relations
- Compliance
- Mission

GOVERNANCE COMMITTEE

TERMS OF REFERENCE

ISSUED BY:	KHSC Board of Directors	BOARD APPROVED:	April 2017; May 2017, March 2018; August 2019, October 2021; March 2023
AUTHORIZED BY:	KHSC Board of Directors	COMMITTEE REVISED:	March 2018; August 2019, February 2023
CATEGORY:	Board Policy Manual		
REVIEW DATE:	Annually		

Page 4 of 5

Membership & Voting:

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 and/or Board Chair, ex-officio
- ii) up to (2) KHSC Patient Experience Advisors will be invited to serve (see term)

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

- i) President and Chief Executive Officer
- ii) Chief of Staff/Vice President Medical Affairs

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 annually by the Board of Directors, based on their respective board terms. Patient Experience Advisors will serve a one-year term, with the possibility of renewal consistent with Board Policy V-C-0.

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.

**GOVERNANCE COMMITTEE
TERMS OF REFERENCE**

ISSUED BY: KHSC Board of Directors

AUTHORIZED BY: KHSC Board of Directors

CATEGORY: Board Policy Manual

REVIEW DATE: Annually

BOARD APPROVED: April 2017; May 2017, March 2018; August 2019, October 2021; March 2023

COMMITTEE REVISED: March 2018, August 2019, September 2021, February 2023

Page 5 of 5

Meetings: the Committee will meet up to 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 KHSC 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.

Date of Last Review: April 2017; May 2017; March 2018; August 2019, September 2021, September 2023; March 2023

**PATIENT CARE & QUALITY COMMITTEE
TERMS OF REFERENCE**

ISSUED BY:	KHSC Board of Directors	BOARD APPROVED: April 2017; July 2018; May 2019; August 2019, October 2021; May 2023
AUTHORIZED BY:	KHSC Board of Directors	
CATEGORY:	Board Policy Manual	COMMITTEE REVISED: April 2019, September 2021; April 2023
REVIEW DATE:	Annually	

Page 1 of 5

Role: the Patient Care & Quality Committee is responsible to the Board of Directors to promote and oversee 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.

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 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;
- 1.5 act as the Quality Committee as required by the *Excellent Care for All Act*; and
- 1.6 other duties as assigned by the Board.

2.0 QUALITY & PATIENT SAFETY

- 2.1 monitor and report to the Board on quality issues and on the overall quality of services provided in the Hospital, with reference to appropriate data;
- 2.2 consider and make recommendations to the Board regarding quality improvement initiatives and policies;
- 2.3 review patient experience survey strategy and related results;

**PATIENT CARE & QUALITY COMMITTEE
TERMS OF REFERENCE**

ISSUED BY:	KHSC Board of Directors	BOARD APPROVED:	April 2017; July 2018; May 2019; August 2019, October 2021; May 2023
AUTHORIZED BY:	KHSC Board of Directors	COMMITTEE REVISED:	April 2019, September 2021; April 2023
CATEGORY:	Board Policy Manual		
REVIEW DATE:	Annually		

Page 2 of 5

- 2.4 ensure that best practices information supported by available scientific evidence is translated into materials that are distributed to employees and persons providing services within the Hospital, and to subsequently monitor the use of these materials by these people (ECFAA);
- 2.5 oversee the preparation of the annual quality improvement plan (QIP) and patient safety plan based upon information gathered from patient surveys, patient relations program, staff input as well as aggregated clinical indicator data;
- 2.6 review critical incident data at least two times per year and corporate and public performance monitoring reports on at least a quarterly basis and make recommendations to the Board regarding quality improvement initiatives and policies;
- 2.7 review and provide input to the board on the clinical implications of the Hospital Annual Planning Submission (HAPS) and the Hospital Services Accountability Agreement (H-SAA);
- 2.8 receive 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;
- 2.9 ensure and report periodically to the board on structures, policies, and processes that relate to the ethical dimensions of the hospitals' professional practice and patient care activities;
- 2.10 monitor the preparation processes for accreditations and ensure implementation of relevant recommendations arising from surveys; and
- 2.11 receive annual report about the Patient and Family Advisory Council (PFAC) as well as the work related to embedding the voice and experience of the patients into the planning and decision making processes at KHSC; and
- 2.12 oversee the preparation and implementation of the annual French Language Services plan for KHSC.

**PATIENT CARE & QUALITY COMMITTEE
TERMS OF REFERENCE**

ISSUED BY: KHSC Board of Directors
AUTHORIZED BY: KHSC Board of Directors
CATEGORY: Board Policy Manual
REVIEW DATE: Annually

BOARD APPROVED: April 2017; July 2018; May 2019; August 2019, October 2021; May 2023

COMMITTEE REVISED: April 2019, September 2021; April 2023

Page 3 of 5

3.0 INTERPROFESSIONAL EDUCATION

- 3.1 promote strong educational relationships with its partner hospitals; Queen’s University and St. Lawrence College as affiliated partners; review and advance linkages between KHSC and other educational institutions;
- 3.2 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; and
- 3.3 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.

4.0 KHSC STRATEGY PERFORMANCE TARGETS

- 4.1 ensure progress on KHSC strategy and annual corporate plan by reviewing assigned performance indicators.

5.0 INTEGRATED RISK MANAGEMENT

- 5.1 monitor and report on the integrated risk domains assigned to this committee which include:
 - Patient Care
 - Compliance

Membership & Voting:

The voting members of the committee shall be composed of:

- i) at least four (4) elected directors, one of whom will be appointed as chair
- ii) Board Chair, ex officio

**PATIENT CARE & QUALITY COMMITTEE
TERMS OF REFERENCE**

ISSUED BY: KHSC Board of Directors
AUTHORIZED BY: KHSC Board of Directors
CATEGORY: Board Policy Manual
REVIEW DATE: Annually

BOARD APPROVED: April 2017; July 2018; May 2019; August 2019, October 2021; May 2023

COMMITTEE REVISED: April 2019, September 2021; April 2023

Page 4 of 5

- iii) Up to (2) external members with specific skill sets that will support the work of the committee (see term)
- iv) Up to two (2) KHSC Patient Experience Advisors will be invited to serve (see term)

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

- i) President and Chief Executive Officer
- ii) Chief of Staff/Vice President Medical Affairs
- iii) President Medical Staff Association

Ex officio by legislation, non-voting members of the committee shall be:

- i) One (1) member of the Medical Advisory Committee
- ii) Chief Nursing Executive (mandated by ECFAA)
- iv) One (1) person who works in the hospital and who is not a physician or a nurse (mandated by ECFFA). This individual can be either a manager or an individual who provides patient care.

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 annually by the Board of Directors, based on their respective board terms. Non-Directors and Patient Experience Advisors will serve a one-year term, with the possibility of renewal consistent with Board Policy.

Chair: shall be appointed annually by the Board.

Quorum: at least 50% of the voting members constitute a quorum.

**PATIENT CARE & QUALITY COMMITTEE
TERMS OF REFERENCE**

ISSUED BY:	KHSC Board of Directors	BOARD APPROVED:	April 2017; July 2018; May 2019; August 2019, October 2021; May 2023
AUTHORIZED BY:	KHSC Board of Directors	COMMITTEE REVISED:	April 2019, September 2021; April 2023
CATEGORY:	Board Policy Manual		
REVIEW DATE:	Annually		

Page 5 of 5

Vacancies: to be filled by the Board of Directors as appropriate.

Meetings: the Committee will meet up to 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 KHSC Bylaw 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.

Date of Last Review: April 2017; July 2018, April 2019; August 2019; September 2021; May 2023

**PEOPLE, FINANCE & AUDIT COMMITTEE
TERMS OF REFERENCE**

ISSUED BY:	KHSC Board of Directors	BOARD APPROVED:	April 2017; July 2018; May 2019; August 2019, October 2021; May 2023
AUTHORIZED BY:	KHSC Board of Directors		
CATEGORY:	Board Policy Manual	COMMITTEE REVISED:	April 2019, September 2021; April 2023
REVIEW DATE:	Annually		

Page 1 of 6

Role: the People, Finance & Audit Committee is responsible to the Board of Directors for providing oversight and 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.

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 PEOPLE

- 2.1 review the hospital’s talent management and leadership development plan annually;
- 2.2 review health human resource plan and labour relations reports bi-annually;
- 2.3 review and recommend to the Board the approval of the annual occupational health and safety report;

**PEOPLE, FINANCE & AUDIT COMMITTEE
TERMS OF REFERENCE**

ISSUED BY:	KHSC Board of Directors	BOARD APPROVED:	April 2017; July 2018; May 2019; August 2019, October 2021; May 2023
AUTHORIZED BY:	KHSC Board of Directors		
CATEGORY:	Board Policy Manual	COMMITTEE REVISED:	April 2019, September 2021; April 2023
REVIEW DATE:	Annually		

Page 2 of 6

- 2.4 review staff and physician engagement strategy and related results;
- 2.5 review medical staff resource plan;
- 2.6 ensure the integrity and completeness of the appointing and credentialing process for medical, dental, midwifery, and extended class nursing staff; and
- 2.7 ensure the integrity and completeness of the appointment and hiring process for employees and volunteers;

3.0 FINANCE

- 3.1 ensure policies are in place to provide a framework for the management of hospital investment assets;
- 3.2 review and provide input on the Hospital Annual Planning Submission (HAPS) and internal operating and capital budgets;
- 3.3 review and recommend to the Board the Hospital Services Accountability Agreement (H-SAA) and Multi-Sector Service Accountability Agreement (M-SAA); ensure oversight of performance, compliance with annual operating/capital budgets and other financial targets and annually confirm and recommend to the Board a set of key performance indicators relative to the financial position;
- 3.4 regularly review the hospital's financial statements;
- 3.5 review financially related elements of bargaining mandates as brought forward by management;
- 3.6 review financial impact of sick, vacation and WSIB;
- 3.7 monitor debt obligations and repayment planning;
- 3.8 recommend according to board policy capital and operating expenditures that exceed management's spending authority;

**PEOPLE, FINANCE & AUDIT COMMITTEE
TERMS OF REFERENCE**

ISSUED BY:	KHSC Board of Directors	BOARD APPROVED:	April 2017; July 2018; May 2019; August 2019, October 2021; May 2023
AUTHORIZED BY:	KHSC Board of Directors		
CATEGORY:	Board Policy Manual	COMMITTEE REVISED:	April 2019, September 2021; April 2023
REVIEW DATE:	Annually		

Page 3 of 6

3.9 as prescribed by Board policy, approve/recommend the financial aspects of proposed business cases, contracts and transactions related to operations; and

3.10 recommend the signing authority and signing officers and approval of the Board authorized trust accounts.

4.0 AUDIT

4.1 assess and review all aspects of the relationship with external auditors and recommend reappointment, or replacement of the external auditors including remuneration;

4.2 review scope of the external annual audit and recommend the annual audited financial statements and the external auditors' report;

4.3 receive the internal control reports and monitor management's resulting action plans;

4.4 review and confirm the appropriateness and effectiveness of the internal control processes including key policies;

4.5 confirm the type and amounts of insurance carried by the hospital.

5.0 PROPERTY, FACILITIES & DEVELOPMENT

5.1 review capital redevelopment and infrastructure project proposals, including funding strategies, which require approval by Ontario Health - East and the Ministry of Health; and

5.2 review quarterly reports from management on the status of capital development and infrastructure projects.

**PEOPLE, FINANCE & AUDIT COMMITTEE
TERMS OF REFERENCE**

ISSUED BY:	KHSC Board of Directors	BOARD APPROVED:	April 2017; July 2018; May 2019; August 2019, October 2021; May 2023
AUTHORIZED BY:	KHSC Board of Directors		
CATEGORY:	Board Policy Manual	COMMITTEE REVISED:	April 2019, September 2021; April 2023
REVIEW DATE:	Annually		

Page 4 of 6

6.0 INFORMATION TECHNOLOGY

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

7.0 KHSC STRATEGY PERFORMANCE TARGETS

- 7.1 ensure progress on KHSC strategy and annual corporate plan by reviewing assigned performance indicators.

8.0 INTEGRATED RISK MANAGEMENT

- 8.1 ensure robust process for integrated risk management framework; and
- 8.2 monitor and report on the integrated risk domains assigned to this committee which include:
 - Financial
 - Compliance
 - People
 - Physical Assets
 - Information Technology

Membership & Voting: Every Committee member must be financially literate. Individuals are financially literate if they have the ability to read and understand a set of financial statements that present the breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Hospital's financial statements.

**PEOPLE, FINANCE & AUDIT COMMITTEE
TERMS OF REFERENCE**

ISSUED BY:	KHSC Board of Directors	BOARD APPROVED:	April 2017; July 2018; May 2019; August 2019, October 2021; May 2023
AUTHORIZED BY:	KHSC Board of Directors	COMMITTEE REVISED:	April 2019, September 2021; April 2023
CATEGORY:	Board Policy Manual		
REVIEW DATE:	Annually		

Page 5 of 6

The voting members of the committee shall be composed of:

- i) at least four (4) elected directors, one of whom is a Chartered Professional Accountant (CPA)
- ii) Board Chair, ex officio
- iii) Up to two (2) external members with specific skill sets that will support the work of the committee (see term)
- iv) up to two (2) KHSC Patient Experience Advisors will be invited to serve (see term)

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

- i) President and Chief Executive Officer
- ii) Vice President, Medical Staff Association

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 annually by the Board of Directors, based on their respective board terms. Non-directors and Patient Experience Advisors will serve a one-year term, with the possibility of renewal consistent with Board Policy.

Chair: shall be appointed annually by the Board and shall serve as Treasurer of the Corporation.

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 up to eight (8) times per year at the call of the Committee Chair.

**PEOPLE, FINANCE & AUDIT COMMITTEE
TERMS OF REFERENCE**

ISSUED BY:	KHSC Board of Directors	BOARD APPROVED:	April 2017; July 2018; May 2019; August 2019, October 2021; May 2023
AUTHORIZED BY:	KHSC Board of Directors	COMMITTEE REVISED:	April 2019, September 2021; April 2023
CATEGORY:	Board Policy Manual		
REVIEW DATE:	Annually		

Page 6 of 6

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 KHSC Bylaw 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.

Date of Last Review: April 2017; July 2018, April 2019; August 2019; September 2021; May 2023

REDEVELOPMENT SPECIAL BOARD COMMITTEE TERMS OF REFERENCE

ISSUED BY:	KHSC Board of Directors	BOARD APPROVED:	April 2017, May 2019, April 2022; May 2022; December 2022; May 2023
AUTHORIZED BY:	KHSC Board of Directors	COMMITTEE REVISED:	April 2023
CATEGORY:	Board Policy Manual		
REVIEW DATE:	Annually		

Page 1 of 3

Role: Kingston Health Sciences Centre requires significant infrastructure renewal/replacement to meet the evolving needs of the Hospital and the various communities and stakeholders it supports. The *KHSC 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 KHSC evolve, and shall include all aspects of the major building redevelopment projects, including ensuring consistency with the requirements of the KHSC 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.

Reporting Relationship: to Board of Directors

1.0 GENERAL RESPONSIBILITIES

The Committee shall:

- 1.1 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 KHSC;
- 1.2 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 stakeholder relations, project scope changes, environmental issues, work quality and QC plan results, existing facility/operations impact, and account payments and lien status;
- 1.3 regularly report to the Board on material risk issues, recommended mitigation strategies and new opportunities as they relate to major building redevelopment projects;
- 1.4 consider stakeholder implications as related to the major building redevelopment projects, including, Partnership Council, government relations, local share requirements and the role of UHKF, relationship with Queen's etc.;
- 1.5 perform other duties as assigned from time to time by the Board.

REDEVELOPMENT SPECIAL BOARD COMMITTEE TERMS OF REFERENCE

ISSUED BY:	KHSC Board of Directors	BOARD APPROVED:	April 2017, May 2019, April 2022; May 2022; December 2022; May 2023
AUTHORIZED BY:	KHSC Board of Directors	COMMITTEE REVISED:	April 2023
CATEGORY:	Board Policy Manual		
REVIEW DATE:	Annually		

Page 2 of 3

Membership & Voting:

The voting members of the Committee shall be composed of:

- i) There shall be six (6) individuals who shall serve on the Committee by virtue of holding the following KHSC roles, but only for so long as such individual holds his or her or their respective role including Chair of the Board; Vice-Chair of the Board; Chair, Governance Committee; Chair, Patient Care and Quality Committee; Chair, People, Finance & Audit Committee; Chair, Research Committee
- ii) Up to two (2) elected directors appointed by the Board
- iii) Up to two (2) individuals, appointed by the Board, who have no legal association with KHSC (other than serving on the Committee) who bring specific expertise, experience and skill that is necessary or desirable to support the function of the Committee (see term)

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

- i) President and Chief Executive Officer

The President and Chief Executive Officer (CEO), the Chief Operating Officer (COO), and Vice President, Planning (or otherwise titled redevelopment KHSC 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.

Staff resources to support the Committee and administrative support will be determined by the Board Chair, CEO and Committee Chair.

The Committee may invite guests to its meetings from time to time to provide information and advice to support its mandate. The Committee shall be supported by KHSC management and appropriate resources to effectively perform its role and responsibilities.

**REDEVELOPMENT SPECIAL BOARD COMMITTEE
TERMS OF REFERENCE**

ISSUED BY:	KHSC Board of Directors	BOARD APPROVED:	April 2017, May 2019, April 2022; May 2022; December 2022; May 2023
AUTHORIZED BY:	KHSC Board of Directors	COMMITTEE REVISED:	April 2023
CATEGORY:	Board Policy Manual		
REVIEW DATE:	Annually		

Page 3 of 3

Term: Members shall be appointed annually by the Board of Directors, based on their respective board terms. Non-Directors will serve a one-year term, with the possibility of renewal consistent with Board Policy. 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.

Chair: shall be appointed annually by the Board as required. A KHSC elected director who is not the Chair of the Board shall serve as the Committee Chair.

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

Board committee meetings shall be closed unless a motion is made to open the meeting to the public. However, Board Committee reports and recommendations to the Board of Directors 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.

Rules of Order: any questions of procedure at or for any meetings of the Corporation, the Board, the Medical Professional Staff, or any committee, which have not been provided for in the KHSC 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.

Amendment: The Committee shall review these services of reference no less frequently than annually, and may make recommendations to the Board on potential amendments. The Board retains sole authority to approve amendments to these terms of reference.

Date of Last Review: April 2017; June 2019; April 2022; November 2022; December 2022; May 2023

**RESEARCH COMMITTEE
TERMS OF REFERENCE**

ISSUED BY:	KHSC Board of Directors	BOARD APPROVED:	December 2021
AUTHORIZED BY:	KHSC Board of Directors	COMMITTEE REVISED:	
CATEGORY:	Board Policy Manual	Page 1 of 5	
REVIEW DATE:	Annually		

Role: As an academic health sciences centre, Kingston Health Sciences Centre (“KHSC”) is committed to advancing research, fostering innovation, and generating alternative sources of revenue to support the KHSC mission through the commercialization of research and innovation.

The Research Committee (the “Committee”) will support the board of directors of KHSC (the “KHSC Board”) by overseeing KHSC’s research, innovation and related commercialization activities that are carried on directly by KHSC or indirectly through Kingston Health Sciences Centre Research Institute (“KHSC RI”), to ensure all research, innovation and related commercialization activities are aligned with KHSC’s mission, vision and values and its obligations under the KHSC Operating Agreement and the Affiliation Agreement with Queen’s University at Kingston (“Queen’s”).

Reporting Relationship: the KHSC Board of Directors

1.0 GENERAL RESPONSIBILITIES

The Committee shall:

- 1.1 Oversee all research, innovation and commercialization activities to ensure alignment with the KHSC strategic plan, KHSC contractual obligations and applicable laws;
- 1.2 Provide recommendations related to research, innovation and commercialization on future KHSC strategic plans from time to time;
- 1.3 Carry out KHSC’s legal rights and responsibilities as sole corporate member of KHSC RI as further described in Section 3.0;
- 1.4 Support management by identifying and encouraging opportunities for innovation and commercialization of research by KHSC;

**RESEARCH COMMITTEE
TERMS OF REFERENCE**

ISSUED BY: KHSC Board of Directors BOARD APPROVED: December 2021
AUTHORIZED BY: KHSC Board of Directors COMMITTEE REVISED:
CATEGORY: Board Policy Manual Page 2 of 5
REVIEW DATE: Annually

- 1.5 Design and participate in governance-level collaboration initiatives with Queen's and other stakeholders to enhance research and innovation for the benefit of all stakeholders (e.g. attendance at funding announcements where Trustees of Queen's are also present; participating in meetings involving Trustees of Queen's that advance the interest of KHSC and Queen's in research domestically and internationally);
- 1.6 Advise the KHSC Board on resource allocation issues as they relate to research, innovation and commercialization;
- 1.7 Regularly report to the KHSC Board on risks and opportunities related to research, innovation and commercialization; and
- 1.8 Perform other duties as assigned from time to time by the KHSC Board.

In addition, the voting members of the Committee shall convene as the board of directors of KHSC RI to supervise its activities and affairs.

2.0 COMMITTEE COMPOSITION

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

- 2.1 There shall be six (6) voting members of the Committee as follows:
 - 2.1.1 KHSC Directors: four (4) elected KHSC directors, one of whom will be the Chair of the KHSC Board, ex-officio; and
 - 2.1.2 Independent Representative: one (1) individual who is not a KHSC director and is not associated with KHSC RI, to ensure the Committee is composed of persons with appropriate expertise, experience and skills and further ensures an individual that is independent of KHSC and Queen's serves as a director of KHSC RI; and
 - 2.1.3 Queen's Representative: the Principal of Queen's or his or her delegate who sits on the KHSC Board shall be an ex-officio appointee to the Committee.
- 2.2 The Chief Executive Officer of KHSC shall be an ex-officio non-voting member of the Committee.

**RESEARCH COMMITTEE
TERMS OF REFERENCE**

ISSUED BY:	KHSC Board of Directors	BOARD APPROVED:	December 2021
AUTHORIZED BY:	KHSC Board of Directors	COMMITTEE REVISED:	
CATEGORY:	Board Policy Manual	Page 3 of 5	
REVIEW DATE:	Annually		

The Committee may invite guests to its meetings from time to time to support its mandate. The Committee shall be supported by KHSC management and appropriate resources to effectively perform its roles and responsibilities.

3.0 KHSC RI ROLE

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

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

- 3.1 Election of directors of KHSC RI;
- 3.2 Consideration of the financial statements of KHSC RI;
- 3.3 Receipt of the report of the public accountant of KHSC RI; and
- 3.4 Re-appointment of the public accountant of KHSC RI.

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

- 3.5 Removal of directors before the conclusion of their term;
- 3.6 Amendments to the articles or by-laws of KHSC RI;
- 3.7 Any sale, lease or exchange of all or substantially all of the property of KHSC RI;

**RESEARCH COMMITTEE
TERMS OF REFERENCE**

ISSUED BY:	KHSC Board of Directors	BOARD APPROVED:	December 2021
AUTHORIZED BY:	KHSC Board of Directors	COMMITTEE REVISED:	
CATEGORY:	Board Policy Manual	Page 4 of 5	
REVIEW DATE:	Annually		

3.8 An amalgamation involving KHSC RI; and

3.9 The dissolution of KHSC RI.

When carrying out KHSC's role as corporate member of KHSC 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 chairperson of the Committee shall communicate all decisions of KHSC, as member, made by the Committee, to KHSC 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 KHSC.

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

4.0 GENERAL

Term: appointees to the Committee shall serve at the pleasure of the KHSC Board. Vacancies shall be filled by the KHSC Board.

Chair: a KHSC director shall serve as the Committee chair, unless otherwise determined by the KHSC Board.

Quorum: a majority constitutes quorum for the transaction of Committee business.

Meetings: the Committee will meet quarterly or more frequently at the call of the Committee Chair.

Rules of Order: any questions of procedure at or for any meetings of the Committee which have not been provided for in the KHSC Bylaws shall be determined by the chair of the meeting unless Committee rules of order have been otherwise determined by the KHSC Board.

**RESEARCH COMMITTEE
TERMS OF REFERENCE**

ISSUED BY:	KHSC Board of Directors	BOARD APPROVED: December 2021
AUTHORIZED BY:	KHSC Board of Directors	COMMITTEE REVISED:
CATEGORY:	Board Policy Manual	Page 5 of 5
REVIEW DATE:	Annually	

Amendment to Terms of Reference: the Committee shall review its terms of reference annually and make recommendations to the KHSC Board on potential amendments. The KHSC Board retains authority to amend these terms of reference.

Date of Last Review: December 2021;