

TERMS OF REFERENCE COMPLIANCE – COMMITTEE WORK PLAN
KHSC GOVERNANCE COMMITTEE
2022-23

Finalize: August 17, 2022 Senior Leadership Planning Session
Discuss: August 31, 2022 Committee Chairs Planning Session
Endorse: Endorsed at September 27, 2022 committee Mtg
Approved by KHSC Board – October 25, 2022

	Month	MRP(s)	September	November	January	February	April	May
	Date		27	29	17	28	25	30
	Focus		Q1 & Orientation / Work Plan	Q2	Board Nominations Work	Q3 & QIP	IACP & Indicators HSAA/MSAA	Q4
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1.0 General Responsibilities	Recommend an annual work plan to the Board based on following terms of reference	Ilse	Draft committee work plan reviewed as part of orientation + terms of reference		Touchpoint + amendment of Board work plan			Final executed work plan provided with year-end committee report
	Present a year-end report to the Board	Ilse				Confirm year end committee report framework questions		Draft year-end committee reports
	Annually review, confirm and recommend revisions to the Board policies for which they have oversight responsibilities	Ilse	Review Governance oversight policies at committee orientation Policy revision recommendations <u>Policies for Sep Meeting</u> I-1 Mission & Values I-2 Strategic Planning II-1 CEO Selection/Succession V-B-4 Board Goals/Workplan V-B-6 Meeting without Management Present V-B-10 Review of Board Policies	Policy revision recommendations <u>Policies for Nov Meeting</u> V-A-3 Position Description Chair V-A-4 Position Description V-Chair V-A-5 Position Description Board & Committee Chairs V-A-6 Position Description BOD V-A-7 Pos Description – Past Chair V-B-7 Board & Cttee Attendance V-B-8 Board & Ind Director Eval V-B-11 Removal of Director	Review of Approach to Annual Board Policy Review Policy revision recommendations <u>Policies for Jan Meeting</u> V-A-2 Board Standing & Special Committees V-2 COI Provisions for the Board V-3 Board Code of Conduct V-4 Confidentiality V-B-0 Process to Nom Director V-B-1 Process Select Officers V-B-2 Process to Nom Chair, Directors, External Members V-C-0 PEA Selection to Board & Committees	Policy revision recommendations <u>Policies for Feb Meeting</u> II-2 CEO Direction II-3 CEO Perf. Evaluation II-4 CEO Compensation II-6 COS Direction & Succession II-7 COS Perf Evaluation II-8 COS Compensation III-2 Performance Monitoring	Coordinate proposed amendments from February Committee meetings on policy or bylaw changes <i>Note: Bylaw amendments are confirmed by Partnership Council</i> Policy revision recommendations <u>Policies for April Meeting</u> III-4 Ethics & PBDM VI-1 Relations with UHKF VI-2 Corporate Comms VI-4 Naming KHSC Assets VI-5 Temp Removal of Religious Icons	Final review of bylaw and policy revisions recommendation to June Board <i>Note: Include in compliance report to Partnership Council</i> <u>Policies for May Meeting</u> V-1 Governance Framework V-A-1 Director & Ext Member Declaration Process V-B-3 Board Orientation & Education V-B-5 Board Mtgs, Agenda Development & Use of Consent Agenda
	Ensure principle-based decision-making guides all committee discussions and decision-making and incorporating the Catholic Health Ethics Guide at the HD site	EVPs Ilse – Lead	Generative Topic Resource Allocation & Board Accountability	Generative Topic ALC, LTC & Patient Choice	Generative Topic TBD	Generative Topic TBD	Generative Topic TBD	Generative Topic TBD

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	Other duties as assigned by the Board	Pichora		Ontario Health Team Update			Ontario Health Team Update	
			CEO Updates on Partner Relations – standing item	CEO Updates on Partner Relations – standing item	CEO Updates on Partner Relations – standing item	CEO Updates on Partner Relations – standing item	CEO Updates on Partner Relations – standing item	CEO Updates on Partner Relations – standing item

2.0 Governance & Nominations	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	Ilse	Draft standing committee work plans / TOR compliance confirmed (will be discussed at August 31 Board Committee Chairs Planning Session)		Mid-year review of 2022-23 Board Work Plan ensure deliverables are being met / adjusted		2022-23 Master Board & Committee Schedule recommended to Board for approval	Recommend for approval, 2023-24 Board Work Plan
	Review and recommend best practice in terms operating structure of the Board and its committees; including committee size, structure, mandates, and procedures for effective governance	Ilse	Confirm Rules of Order and provide confirmation to KHSC Board	Identify survey tool to seek input on KHSC's new board committee reporting structure (OHA/Accreditation Survey) – Meeting Effectiveness Survey Confirm draft Expression of Interest Form questions to support 2023-24board selection process. Draft #1 2023-24 Board Committee Comps (in advance of Board Chair 1:1 mtgs in January 2023)	Discuss KHSC Board & Committee structure and size / recommend any adjustments to KHSC January board meeting Briefing on selection process to bring forward recommendations for Patient Experience Advisors to serve on KHSC board committees for 2023-24	Complete/report on Patient Experience Advisor selections for 2022-23 Board Committee Compositions Draft #2 2023-24 Board Committee Comps post 1:1 mtgs with individual members	Explore rules of order and confirm for 2023-24	Final 2023-24 Board Committee Comps and overall Officer Succession Plan

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	Ensure and oversee the process for evaluation of performance of Board as a whole, for individual board members, and the Chair and Vice Chair(s), and ensure recommendations for improvement are addressed and considered where appropriate in board and committee appointment process	Ilse	Committee Chair evaluation update and timeline	Review board effectiveness survey process taking into consideration Accreditation Canada effective governance tool + new standards Approach and framework with full Board / confirm timelines + discuss selection of Third-Party Evaluator to support Board effectiveness processes	January 1:1 meetings with Chair – high level report & plan / feedback to officers, individual board & committee members	Committee Chair results + next steps	Update on feedback to Officers & Committee Chairs on evaluation input	
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Board of Directors Nominations Process Timeline & Deliverables for 2022-23								
Ensure and oversee the nominations and selection process of directors and board officer positions for approval by the Board (+ other KHSC Board appointments to other bodies)	Ilse	Review critical path for Board nominations process and provide update to October Board meeting (explore structure of nominations process around External Community Members (PC&Q/PF&A/Research) and ECFAA Required Member of Staff for PC&Q <i>Note: Board to report to Partnership Council at its November meeting</i>	Finalize Expression of Interest Form, confirm whether adjustments are needed to skills matrix + issue EOI to Board in early December (consider adding a section to have board members complete skills matrix of the board as a whole and not just for self-identifying)	Review board and committee attendance for bylaw compliance in advance of Jan 1:1 Chair meetings Results of EOI discussed; board vacancies confirmed; skill requirements endorsed for draft board advertisement. Board briefed at January 30 th meeting	Shortlist Candidates for Interview/Board and Committee positions Review and confirm Interview Panel participants Review and confirm interview questions and schedule	Final draft slate for KHSC Board <i>Note: recommendation to Partnership Council as part of compliance report at May meeting</i>		
Board Officer Timeline & Deliverables for 2022-23								
Ensure and oversee the nominations and selection process of directors and board officer positions for approval by the Board (+ other KHSC Board appointments to other bodies)	Ilse		Confirm succession questions and process as part of Expression of Interest process for officer and committee chair positions in 2023-24	Board Chair / Governance Chair share results from 1:1 meetings; additional elected member interest in office, committee chair positions may be identified through these discussions	Gov Chair will undertake confidential discussions with the Chair and Vice Chair to confirm desire to: continue in current role / desire to take up Immediate Past Chair Role and Incoming Chairs support for this position; confirm process by which new Vice Chair is selected	Governance Chair confirms that outcome has been reached / Chair and Vice Chair Governance Chair confirms with Board Chair desire to take up Past Chair Board position; also confirms Incoming Chair's support for this position	Finalize 2023-24 Vice Chair position for recommendation to Board at KHSC special meeting that follows annual general meeting	

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	Support board in ensuring ongoing orientation and continuing education for board and board committee members	Ilse	Review of Orientation Checklist		Review Board Education Plan / identify gaps for 2023-24 board year to include Institute for Patient & Family Centred Care			
	Ensure that all standing committees review their terms of reference on an annual basis and make recommendations for amendments, as required, to the board	Ilse	Confirm that committee orientation sessions including TOR review and discussion Review committee terms of reference and adjust according to bylaw/policy changes					Review committee terms of reference and adjust according to bylaw/policy changes
	Ensure compliance with board governance policies and the By-law and recommend amendments	Ilse	Review Governance oversight policies at orientation					Final review of bylaw and policy revisions recommendation to June Board
	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	Thesberg/ Pichora	As required	As required	As required	As required	As required	As required

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3.0 Strategic Partnerships & Alignment	Review alignment of KHSC strategy with Ministry of Health and Ontario Health - East strategies annually and as needed;	Ilse				Update on Development of Annual Corporate Plan for 2022-23	Ensure alignment with 2023-24 integrated annual corporate plan deliverables	As required
	Ensure processes are in place to build and maintain relationships with MOH, OH-E, health system partners and local community;	Exec team Pichora Ilse	CEO Updates on Partner Relations – standing item	Ontario Health Team Update as required Regional HIS project update at KHSC Board Committees – focus on partnership relations	CEO Updates on Partner Relations – standing item	CEO Updates on Partner Relations – standing item	Ontario Health Team Update as required Confirm KHSC Board cross appointment Volunteer Services/ Auxiliary for 2023-24	CEO Updates on Partner Relations – standing item
	Ensure processes and agreements are in place to support University Hospitals Kingston Foundation and donors;	Ilse	As required – corporate naming recommendations Receive confirmation of UHKF Board cross appointment to KHSC Board for 2022-23	As required – corporate naming recommendations	As required – corporate naming recommendations	As required – corporate naming recommendations	As required – corporate naming recommendations Confirm KHSC Board cross appointment to UHKF Board for 2023-24	As required – corporate naming recommendations Consider UHKF Board Slate for 2023-24 / recommendation to KHSC Board for Endorsement
4.0 CEO & COS Performance	Develop a process to oversee the performance and compensation of the chief executive officer and chief of staff;	Carlton	Confirm that pay for performance for 2021-22 has been completed Discuss approach to 360 performance review / confirm product and timelines – report to KHSC Board	Update provided on annual learning plans for 2022-23		Briefing on PSSD for 2021 Update on CEO Learning Plan Update on COS Learning Plan	Ensure QIP link to performance metrics for 2023-24	2022-23 Pay for Performance recommendation to Board Confirm Approach to 2023-24 P4P Performance Metrics
	Develop a position description for the chief executive officer and chief of staff for approval by the board;	Carlton					Provide CEO and COS position descriptions to support 2023-24 evaluation process	

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	Oversee chief executive officer and chief of staff recruitment, selection and succession planning;	Carlton/ Board Chair/ Pichora & Fitzpatrick	Update on overall succession planning for executive team and physician leadership				Reaffirm candidates for sudden CEO and COS succession planning	
	Develop and conduct a process to review the performance of the chief executive officer and chief of staff and report the results to the Board;	Carlton					Confirm approach to 2022-23 CEO and COS Performance Evaluation Process	Draft written performance review reports finalized / provided to KHSC Board at June meeting
	Establish, in co-operation with the chief executive officer and chief of staff, their annual performance agreement for review and approval by the Board and ensure quarterly reporting on performance objectives;	Carlton/ Ilse	Q1 CEO & COS Performance Objectives Reporting	Q2 CEO & COS Performance Objectives Reporting		Q3 CEO & COS Performance Objectives Reporting		Q4 CEO & COS Performance Objectives Reporting Recommend to Board on 2023-24 Performance Agreement & Performance Metrics
	Oversee the chief executive officer’s and chief of staff’s supervision of management and management succession plan;	Carlton/ Pichora/ Board Chair					Briefing from CEO and COS on executive leadership succession framework	
5.0 KHSC Strategy & Annual Corporate Planning Process	Ensure robust process of strategy development and annual corporate planning including performance reporting is in place recognizing the primary function of the Board will be to approve the long-term strategy and annual corporate plan;	Ilse	Receive Q1 Strategy Milestone Report	Receive Q2 Strategy Milestone Report	Touchbase on 2022-23 Annual Corporate Plan in advance of January HAPs submission	Receive Q3 Strategy Milestone Report Update on Development of 2022-23 IACP Work	Review 2023-24 IACP & QIP and associated indicators for recommendation to May 8 KHSC Board Session on ACP & SPI	Receive Q4 Strategy Milestone Report Final draft of 2023-24 indicators performance measurement system for 2023-24 IACP (post January HAPs/HSAA/MSAA Board approval)

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6.0 KHSC Performance Targets	Ensure progress on KHSC strategy and annual corporate plan by reviewing assigned performance indicators;	Ilse	Receive Q1 Strategy Performance Report	Receive Q2 Strategy Performance Report		Receive Q3 Strategy Performance Report	Review 2023-24 IACP & QIP and associated indicators for recommendation to May 8 KHSC Board Session on ACP & SPI	Receive Q4 Strategy Performance Report
7.0 Mission	Monitor and report to the Board on matters of mission and ethics and make recommendations to the Board to ensure that the overall mission, vision, values of KHSC are consistent with the missions and values of KGH and HDH and that campus-specific missions of HDH and KGH are maintained in accordance with the KHSC Operating Agreement;	Ilse					Review draft year-end compliance report & attestation to KHSC May 8 Board & Partnership Council regarding Mission at HDH and KGH to ensure compliance with Operating Agreement	
8.0 Integrated Risk Domains	Monitor and report on the integrated risk domains assigned to this committee which include: <ul style="list-style-type: none"> To be defined through the development of new risk profile 	Carter	Receive plan for revised approach to IRM and development of risk profile	As required	Receive Updated KHSC Risk Profile	As Required	As Required	As required

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<div> <div>9.0</div> <div>Accreditation Requirements</div> </div>	Standard 13.9: The governing body prepares an annual report of its achievements	Ilse	To Be Determined			To Be Determined	To Be Determined	
	GFT Question 9: Our governance processes need to better ensure everyone participates in decision making	Ilse/Carter						
	Question 19: There is a process for improving individual effectiveness when non-performance is an issue	Board Chair						
	Question 20: As a governing body, we regularly identify areas for improvement and engage in our own quality improvement initiatives	Ilse						
	Question 21: As individual members, we need better feedback about our contributions to the governing body	Board Chair						
<div> <div>10.0</div> <div>Board Reporting Requirements</div> </div>	Board reports due at CEO's office Board mailing date Board meeting date	Cuddington	October 10 October 17 October 24	December 2 December 5 December 12	January 19 January 23 January 30	March 13 March 20 March 27	April 27 May 1 May 8	June 5 June 12 June 19