

Kingston Health

Sciences Centre

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la santé de Kingston

BOARD POLICY & COMMITTEE TERMS OF REFERENCE – BOARD WORK PLAN 2022-23

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PART I: ESTABLISH STRATEGIC DIRECTION												
I-1	Vision, Mission & Values								Reaffirm and ensure alignment with KHSC's 2023-24 annual corporate plan & SPI approval with M/V/V Board reviews draft compliance report to Partnership Council - includes mission/ethics compliance			CEO
I-2	Strategic Planning				Confirm alignment of FHS/SEAMO Strategy with KHSC Strategic Plan post Nov SEAMO Retreat				Draft 2023-24 Integrated Annual Corporate Plan & SPI approval KHSC Strategy "Transforming care, together 2019-2024" – confirm renewal framework			Governance Committee
PART II: PROVIDE FOR EXCELLENT LEADERSHIP AND MANAGEMENT												
II-1	CEO Selection & Succession			Overview of process for succession plan for KHSC executive & physician leadership					Annual confirmation of process & candidates for CEO Sudden Vacancy succession plan			Governance Committee & David Pichora & Sandra Carlton

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II-2	CEO Direction		Update on Emergency Orders by Government – COVID (part of Board education session)				Approval of HAPs, CAPs / COVID impacts	Approval of QIP, SPI, HSAA, MSAA / COVID impacts	Draft 2023-24 Integrated Annual Corporate Plan & SPI approval	Final 2023-24 IACP Indicator Performance Measurement System		CEO / Board of Directors
II-3	CEO Performance Management & Evaluation			Q1 Reporting Update from Governance Committee on measurable metrics to support CEO evaluation process	Q2 Reporting			Q3 Reporting		Q4 reporting Complete CEO Performance Discussion with Board + confirm learning plan deliverables for 2023-24 Approach to 2023-24 CEO Evaluation confirmed at June Board meeting		Governance Committee & Board Chair
II-4	CEO Compensation							Confirm pay at risk link to QIP 2023-24 Public Sector Salary Disclosure		Pay at risk 2022-23 award approved by Board Approach to 2023-24 Pay at Risk Framework for CEO		Governance Committee Sandra Carlton & Amit Bansal

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II-5	CEO Expense Reimbursement & Travel	Monthly expense claim sign-off	Monthly expense claim sign-off	Monthly expense claim sign-off	Monthly expense claim sign-off		Monthly expense claim sign-off	Monthly expense claim sign-off	Annual audit function to confirm CEO expenses	Monthly expense claim sign-off		Board Chair + Amit Bansal or Sandra Carlton
II-6	COS Direction, Selection & Succession Planning			Overview from COS of process on physician leadership development & succession planning					Annual confirmation of process & candidates for COS Sudden Vacancy succession plan			Governance Committee Mike Fitzpatrick
II-7	COS Performance Management & Evaluation									Complete COS Perf discussion with Board + confirm learning plan deliverable for 2023-24		Governance Committee & CEO and Board Chair
II-8	COS Compensation							Confirm pay at risk link to QIP 2022-23		Pay at risk 2022-23 award approved by Board Approach to 2023-24 Pay at Risk Framework for COS		Governance Committee Sandra Carlton & Amit Bansal

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PART III: ENSURE QUALITY & EFFECTIVENESS												
III-1	Quality Improvement & Safety			Quarterly Patient Safety & Quality Report	Quarterly Patient Safety & Quality Report Critical Incident Report from Patient Care & Quality Committee			Quarterly Patient Safety & Quality Report		Quarterly Patient Safety & Quality Report		Patient Care & Quality Committee Brenda Carter
III-2	Performance Monitoring			Q1 Strategy Performance Report	Q2 Strategy Performance Report			Q3 Strategy Performance Report	Draft KHSC Performance Indicator Framework for 2023-24	Q4 Strategy Performance Report		All Board Committees Indicator Framework Processes – Governance Committee Renate Ilse
III-3	Enterprise Risk Management			Receive plan for Revised approach to IRM and development of risk profile	Internal Controls Review			Receive updated KHSC Risk Profile				All Board Committees Renate Ilse/Amit Bansal/Brenda Carter
III-4	Ethics & Principle Based Decision Making			Generative Topic: Bill 7 – More Beds, Better Care Act					Generative Topic: _____			All Board Committees Renate Ilse/Amit Bansal/Brenda Carter

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III-5	Privacy & Security of Information	Annual Chair confidentiality attestation to be completed Confirm any adjustments to Privacy Delegation Form						Overview of Processes in Place to Safeguard Information FOI Compliance				People Finance & Audit Committee Val Gamache-O'Leary
III-6	Patient Feedback			Quarterly Patient Feedback Report	Quarterly Patient Feedback Report			Quarterly Patient Feedback Report		Quarterly Patient Feedback Report		Patient Care & Quality Committee Brenda Carter
III-7	French Language Services							Confirm that FLS annual report has been submitted				Patient Care & People Committee Sandra Carlton

PART IV: ENSURE FINANCIAL & ORGANIZATIONAL VIABILITY												
IV-1	Financial Objectives			As required, P F&A to recommend on capital & operating variances	As required, P F&A to recommend on capital & operating variances		As required, P F&A to recommend on capital & operating variances Review final 2023-24 internal capital budgets/ recommend from P F&A	As required, P F&A to recommend on capital & operating variances	As required, P F&A to recommend on capital & operating variances	As required, P F&A to recommend on capital & operating variances KHSC CEO BPSAA Attestation of Compliance + MSAA Attestation		People, Finance & Audit Committee Amit Bansal

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IV-2	Financial Planning & Performance		Summer update to include information on COVID-19 financial recovery / position	Monthly financial package Q1 report financial indicators	Monthly financial package Q2 report financial indicators		Monthly financial package	Monthly financial package Q3 report financial indicators	Monthly financial package	Approve draft financial statements Q4 report financial indicators	Members of the Corporation appoint auditor	People, Finance & Audit Committee Amit Bansal
IV-3	Purchasing and Leasing									BPSAA Attestation to include 3S0 Compliance		People, Finance & Audit Committee Amit Bansal
IV-4	Signing Officers	Ensure signing authority updates have been completed post- AGM activities		KHSC's signing authority guidelines provided to Board as part of PFA Committee update							KHSC Signing Authority & Banking Resolution updated following special mtg	People, Finance & Audit Committee Amit Bansal

PART V: ENSURE BOARD EFFECTIVENESS												
V-1	Governance Policy Framework								Rules of Order confirmed		Recommend changes to Board policy & Bylaws	Governance Committee David Pichora & senior team
V-2	Conflict of Interest	Ensure Annual Board Declarations for 2022-23 are completed over summer	Recording of declarations @ each board mtg	Recording of declarations @ each board mtg	Recording of declarations @ each board mtg		Recording of declarations @ each board mtg	Recording of declarations @ each board mtg	Recording of declarations @ each board mtg	Recording of declarations @ each board mtg	Recording of declarations @ each board mtg	Board Chair Oversight / Meeting Process
V-A-1	Director & External Member Declarations	Annual Declarations issued for completion										Administrative task – CEO Office

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V-A-2	Board Standing & Special Committees		Committee orientations – review TOR at orientation	September Committee minutes to Board Board approval of Board & committee work plans	November Committee minutes to Board			February Committee minutes to Board	April Committee minutes to Board	May Committee minutes to Board	Confirm 2023-24 Committees, Chairs & compositions	Governance Committee VP Committee Supports
V-A-3	Position Description – Board Chair				Distribute Board Chair profile with Expression of Interest Form							Governance Committee Renate Ilse
V-A-4	Position Description – Vice Chair(s)				Distribute Vice Chair profile with Expression of Interest Form							Governance Committee Renate Ilse
V-A-5	Position Description – Board Standing & Special Committees				Distribute Committee Chair profile with Expression of Interest Form							Governance Committee Renate Ilse
V-B-0	Process for Nominations of Directors			Critical path for 2023-24 board slate / update to Partnership Council outlining process at their November meeting	Issue EOI to elected members for completion + reaffirm skills inventory Confirm board size/committee structure		Confirm vacancies, provide draft ad for board recruitment	KHSC Board confirms 2023-24 board slate & report to April Partnership Council			Recommend from KHSC Board to Members of Corporation 2023-24 slate Post AGM, Secretary confirms slate to Partnership Council co-chairs	Governance Committee Renate Ilse

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V-B-1	Process for Selection of Board Officers			Critical Path for Board Officer Selection Process for 2023-24 & Assessment Tools	Issue Expression of Interest for officer positions Issues Chair, Vice and Committee Chair Assessment Tools In advance of January email to Board, Gov Committee Chair to confirm current Chair continuing for 2023-24	Email from Gov Committee Chair to voting KHSC Board members describing current state for Chair / Vice Chair selection process Results of Chair/Vice Chair, Committee Chair Assessments shared at board member 1:1 meetings		Confirm Chair and Vice Chair nominees are in place			Chair, V-Chair, Secretary & Treasurer elected at Special Board following AGM Post Special Mtg following AGM, Secretary provides update to Partnership Council co-chairs on Board's Chair / Vice Chair selections (for info only)	Governance Committee Renate Ilse
V-B-2	Process for Nomination of Chair, Directors & External Members of Board to Standing & Special Committees				Expression of Interest Form to support 2023-24 board committee membership allocations	Input sought during 1:1 board member discussions				Final 2023-24 Board Committee compositions + committee chair recommendations for appointment Governance Committee confirms overall Officer Succession Plan is in place		Governance Committee Renate Ilse
V-B-3	Board Orientation & Ongoing Development		Board orientation session held + update on Board Education Plan				Board education focus to be confirmed		Board education – approval of 2023-24 IACP & SPI			Governance Committee Renate Ilse

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V-B-4	Board Goals & Work Plan			Approve 2022-23 Board & Committee Work Plans		Board Chair to seek input from Board members on achievement to-date of Board Work Plans	Status report on deliverables associated with 2022-23 Board Work Plan			Year-end Board Committee Reports - capture governing body achievements		Governance Committee Renate Ilse
V-B-5	Board Meetings, Board Agenda Development, Consent Agenda			Board Chair/Vice Chair/CEO agenda planning mtg Oct 11 for Oct 24 Board meeting	Board Chair/Vice Chair/CEO agenda planning mtg Nov 29 for Dec 12 Board meeting		Board Chair/Vice Chair/CEO agenda planning mtg Jan 17 for Jan 30 Board meeting	Board Chair/Vice Chair/CEO agenda planning mtg Mar 14 for Mar 27 Board meeting	Board Chair/Vice Chair/CEO agenda planning mtg Apr 25 for May 8 Board meeting 2023-24 Board & Committee Meeting Schedule	Board Chair/Vice Chair/CEO agenda planning mtg June 6 for June 19 Board meeting		Board Chair / Vice Chair & CEO
V-B-6	Meeting without Management Present			Standing KHSC Board Agenda Item	Standing KHSC Board Agenda Item		Standing KHSC Board Agenda Item	Standing KHSC Board Agenda Item	Standing KHSC Board Agenda Item	Standing KHSC Board Agenda Item		Board Chair – Meeting Process
V-B-7	Board & Committee Attendance				Review and confirm board and committee attendance compliance with bylaw provisions	Discussion at 1:1 meetings with Chair regarding compliance with bylaws on attendance						Governance Committee Board Chair
V-B-8	Board & Individual Director & External Member Evaluation				Board's effectiveness framework for individual board members, chair, vice chair, and committee chair assessments							Governance Committee Renate Ilse Governance Committee Chair & Board Chair

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V-B-9	Reimburse Dir & External Member Expenses		As required	People Finance & Audit Committee – update on KHSC Board Policy V-B-9 on reimbursement of expenses	As required		As required	As required	As required	As required		People Finance & Audit Committee Board Chair and CEO – Administrative Task
V-B-10	Review of Board Policies		All board and committee members to review board policies at committee orientations							Recommendation on KHSC Board Policy Amendments		KHSC Board Committees Governance Committee Renate Ilse
V-C-11	Removal of a Director		As required	As required	As required		As required	As required	As required	As required		Governance Committee Renate Ilse
V-C-0	Process for Selection of Patient Experience Advisors to KHSC Board & Committees				Annual Patient & Family Advisory Council Report				Approve 2023-24 PEAs to Board Committees			Governance Committee Renate Ilse
VI-1	Support & Relationship with UHKF	UHKF Bylaw amendments	UHKF CEO report to Board Notify Board of key donor events	UHKF CEO report to Board Notify Board of key donor events	UHKF CEO report to Board Notify Board of key donor events Expression of Interest Form – KHSC Board member to UHKF Board		UHKF CEO report to Board Notify Board of key donor events	UHKF CEO report to Board Notify Board of key donor events	UHKF CEO report to Board Notify Board of key donor events Recommendation for KHSC Board cross appointment to UHKF Board for 2023-24	UHKF CEO report to Board Notify Board of key donor events Endorse UHKF Board Slate for 2023-24		Governance Committee Renate Ilse

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VI-2	Corporate Communications		Board agenda, approved open minutes + CEO report posted on KHSC website	Board agenda, approved open minutes + CEO report posted on KHSC website	Board agenda, approved open minutes + CEO report posted on KHSC website		Board agenda, approved open minutes + CEO report posted on KHSC website	Board agenda, approved open minutes + CEO report posted on KHSC website		Approval of Hospital Bylaw and board policy amendments	Post June AGM/Special:	Governance Committee Renate Ilse
				Q1 Strategy Performance Report uploaded post Board meeting	Q2 Strategy Performance Report uploaded post Board meeting			Q3 Strategy Performance Report uploaded post Board meeting		Q4 Strategy Performance Report uploaded post Board meeting	Board member profiles updated / 2023-24 meeting schedule posted / corporate bylaws, board policies updated, TOR & committee comps (post June Board & AGM activities)	
										Committee year end reports capture governing body achievements + posted on website		
VI-3	Political Contributions	As required	As required	As required	As required		As required	As required	As required	As required		Governance Committee Amit Bansal
VI-4	Naming of KHSC Assets		As required Under \$100K – CEO Report Over \$100K – Gov Committee to Board	As required Under \$100K – CEO Report Over \$100K – Gov Committee to Board	As required Under \$100K – CEO Report Over \$100K – Gov Committee to Board		As required Under \$100K – CEO Report Over \$100K – Gov Committee to Board	As required Under \$100K – CEO Report Over \$100K – Gov Committee to Board	As required Under \$100K – CEO Report Over \$100K – Gov Committee to Board	As required Under \$100K – CEO Report Over \$100K – Gov Committee to Board		CEO Report and/or Governance Committee UHKF Team & Amit Bansal
VI-5	Temp Removal of Religious Icons/Patient Request		As required	As required	As required		As required	As required	As required	As required		Patient Care & Quality Committee Brenda Carter
15.1-b	Appointments & Reappointments		Monthly MAC recommend	Monthly MAC recommend	Monthly MAC recommend		Monthly MAC recommend	Monthly MAC recommend	Monthly MAC recommend	Monthly MAC recommend		MAC Mike Fitzpatrick

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20.2	Appointment of Head of Department / Deputy Heads		As required	As required	As required		As required	As required	As required	As required		MAC Mike Fitzpatrick
29.1	Committees & Programs Required by PHA – Medical Advisory Committee		Monthly COS Report – MAC Highlights to Board	Monthly COS Report – MAC Highlights to Board	Monthly COS Report – MAC Highlights to Board		Monthly COS Report – MAC Highlights to Board	Monthly COS Report – MAC Highlights to Board	Monthly COS Report – MAC Highlights to Board	Monthly COS Report – MAC Highlights to Board		MAC Mike Fitzpatrick
29.2	Committees & Programs Required by PHA – Fiscal Advisory Committee			CEO Report to include confirmation of FAC composition / meeting schedule				CEO Report to include update on FAC activities / recommendations				People, Finance & Audit Committee Amit Bansal
29.3	Chief Nursing Executive										Captured on Board Slate for 2023-24	Governance Committee Renate Ilse
29.4	Nurses & Other Staff and Professionals to Committees				Review bylaw requirement and discuss approach							Governance Committee
29.5	Retention of Written Statements (25-year destruction of medical records, notes, charts)			CEO Board Report - compliance statement								Administrative Task
29.6	Occupational Health & Safety Program			Annual occupational health and safety report covering 2021-22								People, Finance & Audit Committee Sandra Carlton
29.7	Health Surveillance Program								Overview of KHSC's Health Surveillance Program			MAC Mike Fitzpatrick

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29.8	Organ Donation			Update provided on Gift of Life Event at KHSC – CEO Update to the Board					Trillium Gift of Life Program Update for 2022-23			Patient Care & Quality Committee Brenda Carter
30.1	Rules of Order							Confirmed by Governance Committee				Governance Committee Renate Ilse
31.1	Amendments to By-Law									Recommendation on KHSC Corporate Bylaws & Board Policy Amendments		Governance Committee & MAC - Mike Fitzpatrick & Elizabeth Bardon
32.0	French Language Services							Annual FLS Report				Patient Care & People Committee Sandra Carlton