

KINGSTON HEALTH SCIENCES CENTRE
BOARD POLICY MANUAL
(Approved October 2024)

BOARD POLICY MANUAL

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Manual:	Board of Directors	Number:	I-1
Section:	Strategic Direction	Effective Date:	October 28, 2024
Committee:	Governance	Last Reviewed:	October 28, 2024
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Subject:	HISTORY, MISSION, VISION, AND VALUES		

History

The board of directors (the “**Board**”) of Kingston Health Sciences Centre (the “**Corporation**”) provides strategic leadership to the Corporation in the establishment of, and commitment to, the Corporation’s Mission, Vision, and Values.

Our founding hospitals of Hotel Dieu Hospital (“**HDH**”) and Kingston General Hospital (“**KGH**”) both have long and distinguished histories of serving our community, providing caring and compassionate service to those needing health care and services.

HDH was founded by the Religious Hospitallers of St. Joseph, whose philosophy and mission guided the development of the HDH and its ongoing mission. KGH was founded by a community charity to provide food and shelter to the poor and the sick. Both hospitals are rooted in the community and have been committed to advancing health care to support patients and families. After a long and cooperative partnership, the two hospitals joined in 2017 through a legal integration to form the Corporation.

Our Missions

Consistent with the Kingston Health Sciences Centre Operating Agreement (the “**Operating Agreement**”) dated March 30, 2017, the Corporation is committed to recognizing the campus-specific missions of its founding hospitals, HDH and KGH on their respective sites. Specifically, the Operating Agreement **guarantees** the Catholic Mission at the HDH campus and **guarantees** the secular mission at the KGH campus.

HDH Site

The mission of HDH, rooted in the Gospel of Jesus Christ, is to make visible the compassionate healing presence of God to all persons. We share in this mission by being a caring and just community. This is expressed through the pursuit of excellence in health service, education, and research.

KGH Site

We are a community of people dedicated to transforming the experience of our patients and families through innovative and collaborative approaches to care, knowledge, and leadership.

The Corporation created a vision, mission, and values shortly after its creation and through a broadly consultative process and as approved by the Board. All at the Corporation strive to live this mission, while honouring the site-specific missions, as required through the Operating Agreement.

Mission	We care for our patients, families and each other through everyday actions, significant moments, and exciting breakthroughs.
Vision	Partnering in care, discovery and learning to achieve better health for our communities while transforming our health care system.
Values	<p>Compassion: At the heart of our values is compassion. We care for some of the sickest and most vulnerable people in our community.</p> <p>Respect: We treat each person with respect and dignity. We do this by caring for the whole person, when and where they need it most.</p> <p>Partnership: Partnership is at the core of how we work. We empower patients, families, and our teams to do great work together, and with our community.</p> <p>Excellence: The pursuit of excellence drives everything we do. We will be good stewards of resources while continually enhancing the quality of care, research, and education we provide.</p> <p>Innovation: Research and innovation reflect our courage to try new things, challenge what we know, create new knowledge, and transform health care.</p>

Policy

1. Each person who works, learns, or volunteers at the Corporation is responsible for living and honouring the missions of the Corporation and its sites (HDH and KGH), and for living the Corporation's values.
2. The Corporation's missions and values are shared with all who seek care or visit our sites and the general public as appropriate. This occurs regularly in a variety of ways, including but not limited to:
 - a) Posted on the Corporation's website and corporate publications (e.g. included in the strategic plan, patient materials, and recruitment materials).
 - b) Through discussion and inclusion in orientation for all new employees, volunteers, and board members.

- c) Through visible display in the organization (e.g. on posters, as signage, and/or through visible symbols.)
- d) Through philosophy, mission and values-focused activities on each site (e.g. Mission Week, Annual Food Blitz, Coat Drive, and Awards of Excellence). Through regular discussion and reflection by leaders at committees and hospital events.

Manual:	Board of Directors	Number:	I-2
Section:	Strategic Direction	Effective Date:	October 28, 2024
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Subject:			STRATEGIC PLANNING

The Board, in collaboration with the President and Chief Executive Officer (the “CEO”) and management team, is responsible for establishing the strategic direction of the Corporation. The Mission, Vision, and Values of the Corporation (I-1) provide the foundation upon which the strategic directions are developed.

The Board will:

- consider key interested parties and health care needs and engage with patients and families, the community served, Ontario Health, the Partnership Council, as defined in the Operating Agreement, Queen’s University, University Hospitals Kingston Foundation (the “Foundation”), the hospital auxiliary, the Kingston Health Sciences Centre Research Institute (the “RI”), and other health service providers when developing plans and setting priorities for the delivery of healthcare as required by the *Connecting Care Act, 2019*;
- establish and periodically review and update the Corporation’s mission, vision, and values as an academic health sciences centre;
- contribute to the development of and approve the strategic plan of the Corporation, ensuring that it is aligned with community need, Ministry of Health and Ontario Health policy, reflects the Board’s accountability to the Ministry of Health and Ontario Health through the Hospital Service Accountability Agreement (the “H-SAA”), and promotes collaboration and integration with other health service providers;
- conduct a review of the strategic plan as part of a regular annual planning cycle; and
- monitor and measure corporate performance regularly against the approved strategic and operating plans and Board-approved performance metrics.

Strategic Plan

- The CEO is responsible to the Board for establishing the strategic planning process for approval by the Board. The Board as a whole will engage with the CEO and the senior leadership team in developing the strategic plan and monitoring it on an on-going basis.
- Once the strategic plan has been developed, everything the Corporation currently does, undertakes as new, or stops doing, will be measured against whether or not it advances the and aligns with the strategic plan, operating plans, and Board-approved performance metrics.

- The Corporation's annual operating plan will ensure the advancement of the strategic plan by establishing an Annual Corporate Plan ("ACP") to address annual corporate goals and objectives, including key quality goals as may also be required by Ontario Health-Quality as part of a Quality Improvement Plan ("QIP"). The ACP will be set by the CEO with Board approval.
- Annually, the Board will consider a review of the corporate goals and objectives prepared by the CEO.
- On an annual basis, the Board will establish goals for the Board consistent with the mission, vision, and values of the Corporation, and key issues which are a priority for the Board in the coming year.
- The Board will annually review the strategic plan and the progress being made toward its achievement. As necessary, the Board will direct management to augment/revise/update the strategic plan to ensure it continues to support the achievement of the vision of the Corporation.

Regular monitoring and progress reports will be provided to the Board according to the Board's work plan.

Manual:	Board of Directors	Number:	II-A-1
Section:	Board Effectiveness	Effective Date:	October 28, 2024
Committee:	Governance	Last Reviewed:	October 28, 2024
Pages:	6-9	Revision Date:	Fall 2027
Subject: PRINCIPLES OF GOVERNANCE AND BOARD ACCOUNTABILITY			

As outlined in the OHA's Guide to Good Governance¹, “*as a general principle, the board governs, and management manages. Most governance models are based on the premise that the board's role is to approve overall direction, interpret the objects, and to see that the organization is well managed by monitoring performance and compliance with approved plans and policies. A key element of any governance model involves defining the line between board and management.*”

The Guide goes on to say that “*while there is no one best model, typically, larger not-for-profit organizations will follow a form of 'the policy governance' model. Most hospitals have reached a relatively mature and stable state whereby the organization has highly developed policies and operating performance reporting with specialized and professional staff in most functions. The boards of these organizations do not need to be much involved in operations or give operational advice to management. These boards focus on policy direction and oversight of performance, plans and policy.*”

Pointer & Orlikoff's “Board Work” supports the above statement but further noting: “*Board policies perform two absolutely essential functions. First, they express Board expectations – of the organization as a whole, of itself, of management and the medical staff. Policies are the means by which Boards specify and convey what they want done (and what they want the organization to refrain from doing) in addition to the range of acceptable (and unacceptable) means for accomplishing specified goals. To lead rather than follow, policies must clarify and articulate Board expectations. Second, policy is the mechanism by which Boards direct and constrain as they delegate authority and tasks to management and the medical staff.*”²

The policies are aligned with the OHA's Guide to Good Governance “Roles and Functions of a Board”. The OHA's Guide states that there are a number of primary functions which should be performed by hospital boards. These include approving strategic goals and directions; establishing a framework for performance oversight; overseeing quality; overseeing financial conditions and resources; ensuring enterprise risk management; providing for leadership; relationships with interested parties; board governance³.

The Board governs the Corporation through the direction and supervision of the activities and affairs of the Corporation in accordance with its articles, mission, vision, and values, its governance policies, and applicable laws and regulations.

The Board adheres to a model of governance through which it provides strategic leadership and direction to the Corporation by establishing policies, making governance decisions, and monitoring performance related to the Corporation's mission and mandate, as well as its own effectiveness.

The Board maintains a culture of honesty and integrity, informed and knowledgeable directors, open and respectful debate, and forthright examination of all issues. The Board strives for a consensus approach to decision-making with the understanding that where required, a decision will be made by majority resolution. Directors must support Board-approved policies and Board decisions.

The Board maintains a clear distinction between Board and management roles, while recognizing the interdependencies between them.

Interested Parties and Accountabilities

The Board acts in the best interests of the Corporation, having regard for its accountabilities, including but not limited to: (i) its patients and communities served; (ii) Ontario Health; (iii) the Ministry of Health; (iv) the Partnership Council; (v) Queen's University; (vi) the Foundation; (vii) the Corporation's staff, volunteers, physicians, and hospital auxiliary; and (viii) partners. The Board understands the best interests of the Corporation to include the Corporation's place within the health system and the benefit to patients and the community of an improved continuum of care arising from collaboration and integration with other health service providers.

The Board has regard for its interested parties and accountabilities, including but not limited to:

- its patients and communities served for:
 - ensuring the quality of the care and safety of patients;
 - engaging the communities served when developing plans and setting priorities for the delivery of health care;
 - advocating for and seeking resources to provide appropriate health care;
 - operating in a fiscally sustainable manner within its resource envelope and utilizing its resources efficiently and effectively across the spectrum of care to fulfill the Corporation's mission;
 - the appropriate use of community and donor contributions through the Foundation;
- Ontario Health for:
 - building relationships and collaborating with Ontario Health, other health service providers, and the community to identify opportunities to integrate the services of the health system to provide appropriate, coordinated, effective, and efficient services;
 - ensuring that the Corporation operates in a manner that is consistent with provincial plans and its H-SAA with Ontario Health;
 - achieving the goals, objectives, and performance targets as negotiated in the H-SAA and measuring the Corporation's performance against accepted standards and best practices in comparable organizations;

- apprising Ontario Health and the communities served of Board policies and decisions which are required to operate within its H-SAA;
- the Ministry of Health for:
 - compliance with government regulations, policies and directions;
 - implementation of Ministry of Health approved capital projects;
- the Partnership Council for
 - compliance with the Operating Agreement;
- to Queen's University for:
 - compliance with Affiliation Agreement with Queen's University;
 - participation in the governance and administration of the Southeastern Ontario Academic Medical Organization ("SEAMO");
- to the Foundation for:
 - communicating the Corporation's mission, vision, and values and strategic direction;
 - making reasonable efforts to ensure effective communication and collaboration;
 - supporting Foundation fundraising activities and donor stewardship;
- to the RI for:
 - supporting research activities;
 - making reasonable efforts to ensure effective communication and collaboration;
 - receiving regular reporting from the RI board;
- to staff, volunteers, physicians, and hospital auxiliary for:
 - promoting transparency and collaboration in the Board's relationship with management;
 - ensuring the ongoing evaluation of the CEO and COS;
 - providing equal employment and volunteer opportunities to the best qualified candidates;
 - providing a supportive and safe work environment where staff, volunteers, and physicians are treated fairly and with respect; and
- to partners for:

- demonstrating goodwill and collaboration through the establishment of strategic alliances, joint ventures, networks, and coalitions to integrate the health system.

Ethics and Principle-Based Decision Making

The Board is responsible for ensuring that an ethics framework is in place for addressing ethical issues arising from care, business conduct (behaviour), education and research at the Corporation. This policy supports the Accreditation Canada requirement that organizations develop and implement a written ethics framework that is approved and adopted by the governing body and that defines formal processes for working through ethics related issues and concerns.

The CEO is responsible for putting an ethics framework in place and ensuring staff and service providers know about the ethics framework and how to implement it. The Corporation's mission(s) and values define the expectation of behaviours and actions and supports fair priority setting and decision making around clinical, operational, and organizational issues. The framework will also adhere to the teachings and practices as articulated in the Catholic Health Ethics Guide for the HDH site.

The CEO is also responsible for working with the Board to ensure the ethical framework/principle-based decision-making approach is applied in board decision making processes.

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Section:	Board Effectiveness	Effective Date:	October 28, 2024
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Subject:			RESPONSIBILITIES OF THE BOARD

This policy outlines the roles and responsibilities of the Board.

Responsibilities

Strategic Direction

- Consider key interested parties and health care needs and engage with the community served, Ontario Health, and other health service providers when developing plans and setting priorities for the delivery of healthcare as required under the *Connecting Care Act, 2019*.
- Establish and periodically review the Corporation’s mission, vision, and values as an academic health sciences centre.
- Contribute to the development of and approve the strategic plan of the Corporation ensuring that it is aligned with community need, Ministry of Health and Ontario Health policy, reflects the Board’s accountability to the Ministry of Health and Ontario Health through the H-SAA and promotes where appropriate interdependencies with other health service providers.
- Review the strategic plan as part of the regular annual planning cycle.
- Ensure that the Board’s decisions are consistent with, and in support of, the Corporation’s mission and strategic plan.
- Assess corporate performance regularly and ensure it aligns with the approved strategic plan and Board-approved performance indicators.
- In accordance with the *French Language Services Act*, ensure the appropriate provision of quality French language services in order to meet the linguistic needs of the population served by the Corporation.

Leadership

- Select and appoint the CEO and the Chief of Staff / Executive Vice President Medical and Academic Affairs (the “COS”).
- Delegate responsibility and authority to the CEO for the management and operation of the Corporation and require accountability to the Board.

- Delegate responsibility and authority to the COS for the supervision of the Professional Staff and require accountability to the Board.
- Establish annual performance objectives in cooperation with the CEO and COS, assess the CEO's and the COS' performance annually and determine compensation.
- Review and approve the CEO succession plans for the senior management team, including compensation and executive development.
- Appoint medical leadership positions, on the recommendation of the COS, in accordance with the Corporation's by-laws and the *Public Hospitals Act*.
- Establish and monitor implementation of policies to provide the framework for the management and operation of the Corporation, including a safe and healthy workplace for employees in accordance with applicable law.

Program Quality and Effectiveness

- Annually review and approve the COS's human resources plan for the Professional Staff.
- Annually review the credentialing process for the Professional Staff.
- Approve appointments, reappointments, and privileges for the Professional Staff based on the human resources plan and review of recommendations by the Medical Advisory Committee.
- Provide oversight of the Professional Staff through the COS and the Medical Advisory Committee and if necessary or advisable, effect the restriction, suspension, or revocation of privileges of any Professional Staff member as provided under the *Public Hospitals Act*, following consideration of the Medical Advisory Committee's recommendation.
- Review and approve a process and schedule for monitoring Board-approved performance metrics related to quality of care, patient safety, and organizational risk.
- Ensure that policies are in place to provide a framework for addressing ethical issues arising from clinical care, education, and research.
- Receive timely reports from the CEO and COS on plans to address variances from performance standards and oversee implementation of the remediation plans.

Financial and Organizational Viability

- Review and approve the Hospital Annual Planning Submission ("HAPS") including the capital and operating plans.
- Approve the H-SAA and monitor financial performance against the budget and performance indicators.

- Hold the CEO accountable to develop multi-year financial plans, optimize the use of resources, and operate within the H-SAA.
- Consider revenue diversification opportunities identified by management and monitor compliance of same.
- Review financial and organizational risks and risk mitigation plans regularly.
- Approve an investment policy and monitor compliance.
- Annually review the financial reporting process, management information systems, internal controls, and business continuity plans.
- Review quarterly financial reports and approve the annual audited financial statement.

Board Effectiveness

- Recruit directors and, where appropriate, non-director committee members, who are skilled, experienced, and committed to the Corporation and plan for the succession of directors and Board officers.
- Ensure the establishment of a comprehensive Board orientation program and ongoing Board education.
- Establish Board goals and an annual work plan for the Board and its committees and ensure that the Board receives timely and appropriate information to support informed policy formulation, decision-making, and monitoring.
- Establish and periodically review policies concerning governance structures and processes to maximize the effective functioning of the Board.
- Establish a policy and process for evaluating the performance of the Board as a whole, of the committees, and of individual directors that fosters continuous improvement.

Relationships

- Ensure that the Corporation builds and maintains strong relationships with the Ministry of Health and other government Ministries in fulfilling its obligations under provincial policies and with Ontario Health in fulfilling the Corporation's H-SAA.
- Ensure that the Corporation is fostering effective coordination of patient care and positive working relationships among the Professional Staff, employees, and with other hospitals and community health service providers.
- Ensure that the Corporation builds and maintains positive relationships with the Foundation, and that the Corporation supports the Foundation in their fundraising activities as appropriate. Ensure that the Corporation builds and maintains good relationships with

interested parties in the community including volunteers, political leaders, and donors and related organizations.

- Ensure that the Corporation has a policy to enable it to communicate effectively with its interested parties and the public generally.

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Subject: RESPONSIBILITIES OF INDIVIDUAL DIRECTORS			

The following is a statement of responsibilities of individual Directors, which should be understood as the Board Code of Conduct. All Directors and non-Director Board committee members will complete a Declaration of commitment to, and compliance with, these responsibilities annually.

Policy

Fiduciary Duty and Duty of Care

As a fiduciary of the Corporation, a Director acts honestly and in good faith with a view to the best interests of the Corporation, and exercises the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. In so doing, a Director supports the Corporation in fulfilling its mission and discharging its responsibilities. All directors, including *ex-officio* directors, are held to the same duties and standard of care.

A Director's fiduciary duties are owed to the Corporation. The Director is not solely accountable to any special group or interest and shall act and make decisions that are in the best interest of the Corporation, as a whole. A Director shall be knowledgeable of the parties to whom the corporation is accountable and shall appropriately take into account the interests of such parties when making decisions as a Director, but shall not prefer the interests of any one group if to do so would not be in the best interests of the Corporation.

Exercise of Authority

A Director carries out the powers of office only when acting during a duly constituted meeting of the Board or one of its committees. A Director respects the responsibilities delegated by the Board to the CEO avoiding interference with their duties but insisting upon accountability to the Board and reporting mechanisms for assessing organizational performance.

A Director adheres to the mission, vision, and values of the Corporation, applicable law, the by-laws, and Board-approved policies.

Conflicts of Interest

Every Director must comply with the conflict-of-interest provisions in the *Not-for-Profit Corporations Act, 2010* ("ONCA"), the by-laws, and the Conflict-of-Interest Policy (II-A-8).

Confidentiality

Every Director must respect the confidentiality of the information of the Corporation, including matters brought before the Board and all committees, keeping in mind that unauthorized disclosure or use of information could adversely affect the interests of the Corporation. Directors will not disclose or use for their own purpose confidential information concerning the activities and affairs of the Corporation unless otherwise authorized by the Board.

It is recognized that the role of a Director may include representing the Corporation in the community. However, such representations must be respectful of and consistent with the Director's duty of confidentiality.

Board Solidarity and Director Dissent

A Director supports the decisions of the Board in discussions with persons beyond the Board, even if the Director holds another view or voiced another view during a Board discussion or was absent from the Board or Board committee meeting. In accordance with the Act, a Director who is present at a Board or Board committee meeting is deemed to have consented to any resolution passed or action taken at the meeting, unless:

- (a) the Director's dissent is entered in the meeting minutes;
- (b) the Director requests that their dissent be entered in the meeting minutes;
- (c) the Director gives their dissent to the secretary of the meeting before the meeting is terminated; or
- (d) the Director submits their written dissent to the secretary immediately after the meeting is terminated.

A Director who votes for or consents to a resolution is not entitled to dissent.

A Director who was not present at a meeting at which a resolution was passed, or action taken is deemed to have consented to the resolution or action unless within seven days after becoming aware of the resolution, the Director:

- (a) causes their written dissent to be placed with the meeting minutes; or
- (b) submits their written dissent to the secretary.

Board Spokesperson

The Board chair ("Chair") will be the spokesperson for the Board. The CEO or the COS, or their designate, may speak on behalf of the Corporation. News media responses and public discussion of the Corporation's activities and affairs should only be made through the Board's authorized spokespersons. Any Director who is questioned by news reporters or other media representatives should refer such individuals to the appropriate representatives of the Corporation.

Respectful Conduct

It is recognized that Directors bring to the Board diverse background, skills, and experience. Directors may not always agree with one another on all issues. All debates will take place in an atmosphere of mutual respect and courtesy. The authority of the chair must be respected by all Directors.

Time and Commitment

A Director is expected to commit the necessary time required to fulfill Board and committee responsibilities. It is expected that a Director will devote a minimum of 10 to 15 hours per month. The Board meetings approximately seven times per year and a Director is expected to adhere to the Board's attendance policy.

A Director shall represent the Board and the Corporation in the community when asked to do so by the Chair. Directors shall support the Corporation and the Foundation through attendance at sponsored events. Through active participation in Corporation and Foundation activities, a Director can then determine their support as a donor.

Participation and Contributions to Governance

A Director is expected to contribute to the governance role by:

- receive relevant information in advance of meetings;
- review pre-circulated materials and come prepared to Board and committee meetings, ask informed questions and makes a constructive contribution to discussion;
- contribute their special expertise and skill;
- voice conflicting opinions during Board and committee meetings, but respect the decision of the majority even if the Director does not agree with it;
- respect the role of the Chair; and
- respect the role and terms of reference of board committees.

All directors are expected to serve on at least one standing committee. Initially, a Director's preference with respect to membership on the standing committees will be accommodated where possible, based on their areas of interest and expertise. However, in order to develop Director competency in the range of Board responsibilities, elected Directors will be expected to serve on all Board standing committees over the course of their service as a Director.

Education

A Director shall be knowledgeable about:

- the operations of the hospital;
- the health care needs of the community served;
- the health care environment generally;
- the duties and expectations of a director;
- the board's governance role;
- Board's governance structure and processes;
- Board-adopted governance policies; and
- hospital policies applicable to board members.

A Director seeks opportunities to be educated and informed about the Corporation and the key issues related to the Corporation and the healthcare system through participation in Board orientation, orientation to committees, board retreats, and ongoing Board education. A Director should attend appropriate educational conferences in accordance with Board-approved policies.

A Director shall commit to be responsible for continuous self-improvement. A Director shall receive and act upon results of Board evaluations in a positive and constructive manner.

Teamwork

A Director shall develop and maintain sound relations and work cooperatively and respectfully with the Chair, other Directors, and senior management.

Evaluation

A Director participates in the evaluation of the performance of the Board as a whole and of their own performance as a director.

Obtaining Advice of Counsel

Request to obtain outside opinions or advice regarding matters before the Board may be made through the chair.

Manual:	Board of Directors	Number:	II-A-4
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Subject: BOARD & COMMITTEE ATTENDANCE			

To ensure that Board and committee members contribute their expertise and judgment to the business and affairs of the corporation by attending and participating in Board and committee meetings, Directors and committee members are expected to attend meetings to which they are assigned.

It is recognized that Directors and committee members may be unable to attend some meetings due to conflicts with other commitments or other unforeseen circumstances.

While participation by telephone or other electronic means is allowed, attending in-person when the meeting is scheduled as an in-person meeting is the preferred option.

Courses of Action

1. Where a Director or committee member is absent for 25% of the meetings of the Board or of a committee in a 12-month period, or is absent for three consecutive meetings, the Chair shall discuss the reasons for the absences with the member and may ask the individual to resign.
2. A Director or committee member's record of attendance shall be considered with respect to renewal of a board term or future assignment to a committee.
3. Where the Director or committee member is an ex officio role, the Chair may discuss the Director or committee member's attendance with the organization the individual is affiliated with, and such organization may be requested to remove the Director or committee member and appoint a new ex officio individual to fill the role.
4. The Chair shall, at the Chair's sole discretion, determine if a Director or committee member's absences are excusable and may grant a Director or committee member a limited period of time to rearrange their schedule so that there are no conflicts with regularly scheduled board or committee meetings.

Manual:	Board of Directors	Number:	II-A-5
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Pages:	19-22	Revision Date:	Fall 2027
Subject: ANNUAL DECLARATION AND CONSENT			

To: Kingston Health Sciences Centre (“**Corporation**”)

And To: The board of directors of the Corporation (“**Board**”)

Consent

I am an individual elected or appointed to the Board and hereby acknowledge and declare that I:

- (a) consent to act as a director of the Corporation;
- (b) am at least 18 years of age;
- (c) have not been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (d) have not been found to be incapable by any court in Canada or elsewhere;
- (e) do not have the status of an undischarged bankrupt;
- (f) am not an “ineligible individual” as defined in the *Income Tax Act* (Canada) or any regulations made under it;
- (g) have a Canadian Police Information Centre (CPIC) on record with the Secretary and confirm that there have been no changes to this record since I filed this information with the Corporation;
- (h) have my principal residence or carry on business within the area served by the Corporation as established by the Board from time to time, unless excepted by resolution of the Board; and
- (i) am not an “Excluded Person” as defined in the Corporate By-law, unless excepted by resolution of the Board (see Schedule “A” attached).

I am an individual appointed to a Board committee and consent to serve the Corporation as a non-director Board committee member.

Meeting Participation Consent

- I understand that meetings I participate in may have my voice electronically captured by the recording secretary for the purpose of creating meeting minute documentation and that, once the minutes have been transcribed, the recording is deleted.
- I hereby confirm that I have provided the CEO's office with a secure e-mail address/account to receive board information/materials which may be considered confidential. I will undertake to advise the Corporation in writing of any change of personal address/email as soon as possible after such change. I understand that my email address and contact phone number is visible on the BoardEffect meeting portal.

Compliance with Policies

- I confirm that I have read and understand all of the Board-approved policies and codes of conduct and any other applicable policies of the Corporation, as amended, or supplemented from time to time, including, without limitation:
 - a) II-A-3 Responsibilities of Individual Directors (the Board Code of Conduct)
 - b) II-A-4 Board and Committee Attendance
 - c) II-A-8 Conflicts of Interest
 - d) II-A-9 Confidentiality, Privacy, and Security of Information
 - e) IV-3 Complaints (Patient Care and Others)
- I agree to comply with the *Not-for-Profit Corporations Act, 2010* ("ONCA") and the Corporation's articles, by-laws, and policies ("Governance Documents").
- I agree to take all reasonable precautions in protecting the security of my devices and login credentials used in accessing any board and committee related materials and communications. I understand that a lock screen must be enabled on all devices used to access board and committee related activities and information, and that I must not share my login credentials with anyone at any time. I understand that a lock screen requires a password, passcode, lock pattern, or fingerprint/face recognition to unlock a device that it is enabled on.

Conflicts

In accordance with ONCA and the Corporation's Governance Documents, I make the following disclosure:

I have an interest, directly or indirectly, in the following entities, persons, or matters, which includes entities in which I am a director or officer:

This disclosure is a general notice of interest pursuant to ONCA and the Corporation's Governance Documents, and accordingly, I should be regarded as interested in any of the above entities, persons, or matters.

I acknowledge that this disclosure is in addition to my obligations to comply with ONCA and the Corporation's Governance Documents in respect of any specific conflict that may arise.

I declare the above information to be true and accurate as of the date hereof.

Dated this _____ day of _____, 20__.

Name (Please print):

Schedule “A”

“**Excluded Person**” means:

- (i) any employee or contractor of the Corporation or any member of the Professional Staff or any employee or contractor of the Foundation;
- (ii) any individual who has been within the preceding three (3) year period an employee or contractor of the Corporation or member of the Professional Staff or an employee or contractor of the Foundation;
- (iii) any person who is a Family Member of a member of the Professional Staff or an employee or contractor of the Corporation or an employee or contractor of the Foundation;
- (iv) a person who is a director of the Foundation, other than the Foundation Representative; and
- (v) a person holding an elected office, or who within the preceding two (2) year period has held an elected office, in any federal, provincial, or municipal government, wholly or partly within the area served by the Hospital as established by the Board from time to time;

3.1 Composition of Board

The Board will consist of:

- (a) a minimum of twelve (12) and a maximum of fourteen (14) Directors, who satisfy the criteria set out in section 3.3 and who are elected by the Members in accordance with sections 3.7 and 3.8 or appointed in accordance with section 3.10;
- (b) the following four (4) *ex-officio* non-voting Directors:
 - (vi) Chief Executive Officer;
 - (vii) Chief of Staff;
 - (viii) President of the Medical Staff Association; and
 - (ix) Chief Nursing Executive; and
- (c) the following three (3) *ex-officio* voting Directors:
 - (i) the University Representative;
 - (ii) the Foundation Representative;
 - (iii) the Immediate Past Chair.

Manual:	Board of Directors	Number:	II-A-6
Section:	Board Effectiveness	Effective Date:	October 28, 2024
Committee:	Governance	Last Reviewed:	October 28, 2024
Pages:	23-35	Revision Date:	Fall 2027
Subject:	POSITION DESCRIPTION FOR BOARD OFFICERS AND COMMITTEE CHAIRS		

Principles for Board Officers and Committee Chairs

- In addition to the requirements set out in the applicable position description set out below, all Board officers and committee chairs will:
 - demonstrate leadership, facilitation, and strategic skills;
 - commit the necessary time required to fulfill all Board and committee responsibilities including preparation for and attendance at Board meetings and assigned committee meetings, as well as at corporate events when possible;
 - set a high standard for Board conduct and enforce by-laws and policies regarding director conduct, where applicable; and
 - serve as a mentor to other directors.
- Board officer terms are subject to Board officers serving at the pleasure of the Board in accordance with the Corporate By-law.
- Committee chairs are appointed annually by the Board on the recommendation of the Governance Committee.

Position Description for the Chair

Role

The Chair, working collaboratively with the CEO and COS, provides leadership to the Board, ensures the integrity of the Board's process, and represents the Board to outside parties.

The Chair co-ordinates the activities of the Board in fulfilling its governance responsibilities and facilitates co-operative relationships among directors and between the Board and the CEO and COS.

The Chair ensures that all matters relating to the Board's mandate are brought to the attention of, and discussed by, the Board.

Responsibilities

Board Meetings

- Establish agendas in collaboration with the CEO and committee chairs, ensuring alignment with the Board's role and responsibilities, the work plan, and annual Board goals.
- Preside over meetings of the Board.
- Ensure relevant documents are sent in advance and manage Board meetings in an effective and productive manner.
- Facilitate and advance the business of the Board.
- Ensure broad director engagement so that all views are considered during decision-making and move Board discussion toward timely and constructive resolution.
- Utilize a practice of referencing Board policies in guiding discussions in order to support the decision-making and monitoring roles of the Board.
- Ensure that a schedule of Board meetings is prepared annually.
- Ensure that meetings are conducted according to applicable laws, by-laws, and governance policies.

Direction

- Serve as the Board's central point of official communication with the CEO and COS.
- Liaise regularly with the CEO and COS to serve as a resource and advisor on Board expectations, strategic issues, and relationships.
- In collaboration with the CEO, develop the standards and format for reporting by committees and the management team which will ensure that the Board has appropriate information to make informed decisions and fulfill its monitoring role.

Performance Evaluation

- Lead the Executive Committee and the Board in monitoring and evaluating the performance of the CEO and COS and establishing compensation policy through the annual process as outlined in the CEO and COS Performance Management and Evaluation policies (III-3 and III-6).

Work Plan

- With the assistance of the CEO and the Governance Committee, ensure the Board adopts an annual work plan that is consistent with the Corporation's strategic direction, mission

and vision and that includes annual goals for the Board that embrace continuous improvement.

Committees

- Serve as an *ex-officio* member of all committees.
- Chair the Executive Committee.
- Ensure that the work of committees is aligned with the Board's role and annual work plan and that the Board respects and understands the role of committees and does not redo committee work at the Board level.
- Provide assistance and advice to committee chairs to ensure that they understand expectations and have the resources required for the performance of their terms of reference.

Representation

- Ensure that the Board is appropriately represented, and that Directors have the opportunity to represent the Board at hospital functions, at other official functions, and to the public at-large.
- As the official spokesperson for the Board, serve as the Board's primary contact with the media, unless otherwise delegated.

Reporting

- Report regularly and promptly to the Board regarding issues that are relevant to its governance responsibilities.
- Preside over meetings of the members of the Corporation (the “**Members**”) meetings and report to the Members at the annual members’ meeting.

Mentorship

- Ensure that all directors contribute fully.
- Solicit views from individual directors from time to time and consult with directors between Board meetings to ensure they are fully engaged.
- Mentor the Vice Chair(s) and provide ongoing training opportunities on the expectation that the Vice Chair(s) will progress to the office of Chair in the ordinary course (subject to Board approval).

Succession Planning

- Ensure Board succession planning by ensuring that there are processes in place to recruit, select, and train directors with the skills, experience, background and qualities required for effective Board governance.
- Be responsible for the completed and ongoing succession plan for the CEO and COS.

Orientation, Education, and Evaluation

- Work with the Governance Committee to ensure that directors have access to appropriate orientation and education.
- Oversee the Board's evaluation process and provide constructive feedback to the Board, individual directors, committee chairs, and committee members.
- Ensure that the Board's governance structures and processes are reviewed, evaluated, and revised from time to time.

Qualifications

The Chair will exhibit the following personal qualities, skills, and experience:

- ability to establish a trusted advisory relationship with the CEO, COS, and other directors;
- ability to diplomatically build and achieve consensus within the Board;
- ability to communicate effectively with the Board, the management team, the Ministry of Health, Ontario Health, Queen's University, other health service providers and interested parties, and the community;
- record of achievement in one or several areas of skills and expertise required within the Board; and
- substantial Board experience, including experience on committees.

Term

The Chair shall be appointed annually, provided that the Chair shall serve no longer than two consecutive years, and where a Director has served as Chair for two consecutive years, the Board may, by resolution passed by at least two-thirds of the votes cast at a Board meeting, provide that such Director is eligible for re-appointment for a maximum of two additional one-year terms as Chair.

Position Description for the Vice Chair

Role

The Vice Chair works collaboratively with the Chair and supports the Chair in fulfilling their responsibilities. To ensure succession planning for leadership within the Board, under normal circumstances the Vice Chair is expected to be subsequently elected by the Board as Chair. Consequently, the skills, attributes and experience are similar for the positions of Vice Chair and Chair.

Responsibilities

Board Chair Substitute

- Perform the duties of the Chair whenever the Chair is absent, unable, or unwilling to act.

Committees

- Serve as a member of all assigned committees.

Representation

- In collaboration with the Chair, ensure that the Board is appropriately represented at hospital functions, at other official functions, and to the public at-large.

Mentorship

- Serve as a mentor to other Board members.
- Encourages and supports all Board members in participating fully to the work of the Board.

Qualifications

The Vice Chair will exhibit the following personal qualities, skills, and experience:

- ability to establish a trusted advisory relationship with the Chair, CEO, COS, and other directors;
- ability to diplomatically build and achieve consensus within the Board;
- ability to communicate effectively with the Board, the management team, the Ministry of Health, Ontario Health, Queen's University, other health service providers and interested parties, and the community;
- record of achievement in one or several areas of skills and expertise required within the Board; and

- substantial Board experience, including experience on committees.

Term

The Vice Chair is appointed annually.

Position Description for the Secretary

Role

The Secretary reports to the Board and works collaboratively with the Chair to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct

- Support the Chair in upholding by-laws and policies governing director conduct, with particular emphasis on fiduciary responsibilities.

Meetings

- Give such notice as is required by the by-laws or by applicable law of all meetings of the Members, the Board, and committees and attend all such meetings.

Document Management

- Ensure proper recording and maintenance of minutes of all meetings of the Members, the Board, and Board committees.
- Attend to correspondence on behalf of the Board.
- Keep a register of the names and addresses of the directors. Have custody of all minute books, documents, registers and the seal, if adopted, of the Corporation and ensure that the same are maintained as required by applicable law.
- Ensure that all reports are prepared and filed as required by applicable law or requested by the Board.

Trust Instruments and Funds

- At least semi-annually, provide an accounting to the Board concerning all funds held in trust by the Corporation.

Other

- Perform such other duties as may be required of the Secretary.

Delegation

- Delegate the performance of a duty or duties to any person as approved by the Board but retain responsibility for ensuring the proper performance of such duties. If the Secretary is the CEO, such delegation is considered to be mandatory when the Board is considering matters relating to the CEO.

Qualifications

The Secretary will exhibit the following personal qualities, skills, and experience:

- knowledge of law, regulation, and policy relevant to the Corporation, including legal compliance and reporting requirements; and
- ability to communicate effectively with the Board, the management team, the Ministry of Health, Ontario Health, and the community.

Term

The Secretary must be appointed annually by the Board for a one-year, renewable term. In accordance with the Corporate By-Law, the CEO will be the Secretary unless otherwise determined by the Board.

Position Description for the Treasurer

Role

The Treasurer, if one is appointed, works collaboratively with the Chair, the CEO, and the Chief Financial Officer to support the Board in fulfilling their fiduciary duties.

Responsibilities

Reporting

- Keep up to date on audit and financial reporting requirements.

Committees

- Serve as a member of all assigned committees.

Audited Financial Statements

- Present to the Members at the annual Members' meeting, the Board-approved audited financial statement of the financial position of the Corporation and the report thereon of the independent auditor.

Qualifications

The Treasurer will exhibit the following personal qualities, skills, and experience:

- experience in finance and/or chartered accountancy;
- ability to diplomatically build and achieve consensus within the Board;
- ability to establish a trusted advisory relationship with the CEO and the Chief Financial Officer; and
- ability to make the necessary time commitment and required flexibility in work schedule to meet the requirements of this role.

Term

The Treasurer is expected to serve one three-year term.

Position Description for the Immediate Past Chair

Role

The Immediate Past Chair works collaboratively with the Chair and Vice Chair(s) to support the Chair in fulfilling their responsibilities in an advisory capacity.

Responsibilities

Mentorship

- Serve as a mentor to other Board members at the request of the Board Chair. Facilitates the leadership transition of the Board.

Advice and Support

- Be available to provide advice and support to the Chair.
- Serves as an advisor to the incoming Board Chair.

Committees

- Attends and participates fully in board and the quarterly board committee chair planning meetings as a resource to support the ongoing work of the board from the previous year.

Ambassador

- Serves as an ambassador of the organization when requested by the Chair.

Qualifications

The Immediate Past Chair exhibit the following personal qualities, skills, and experience:

- completed their term as Chair and is an active member;
- ability to diplomatically build and achieve consensus within the Board;
- ability to establish a trusted advisory relationship with the Chair, Vice Chair, and other Directors;
- ability to make the necessary time commitment and required flexibility in work schedule to meet the requirements of this role; and
- record achievement in one or several areas of skill and expertise required within the Board.

Term

The Immediate Past Chair shall serve for one year.

Position Description of a Committee Chair

Role

A Committee Chair, working collaboratively with the Chair to support the Board in fulfilling its fiduciary duty and with assigned staff support, provides leadership to the committee. The Committee Chair ensures that the terms of reference of the committee are followed and manages issues to promote effective dialogue.

Responsibilities

- Develop and review, at least annually, the committee's terms of reference.
- Establish agendas in collaboration with staff support for committee meetings.
- With assistance of staff support, develop a work plan for the committee.
- Effectively lead each committee meeting in a manner that encourages thoughtful participation and promotes understanding of complex issues.
- Encourage and support all committee members in participating fully to the work of the committee.
- Serve as a leader within the Board on the matters addressed in the committee terms of reference.
- Ensure that the committee has the information required to make decisions effectively.
- Ensure a fair discussion, especially when differences and conflicting opinions arise.
- Advise the Board Chair on key issues addressed by the committee.
- After each committee meeting, with the assistance of staff, prepare a report for submission to the Board.
- With the assistance of support staff, prepare an annual report for the Board that includes the objectives and outcomes achieved by the committee over the past year.
- Participate in the evaluation of the performance of the Committee as a whole and their performance as Chair.
- Review draft meeting minutes.
- Serve as a mentor to committee members and, in consultation with the Governance Committee, develop a succession plan for the Committee chair.

Qualifications

A Committee Chair will exhibit the following personal qualities, skills, and experience:

- experience in and understanding of governance, including the roles and responsibilities of the Board and individual directors and the difference between governance and management;
- ability to diplomatically build and achieve consensus within the Board;
- interest and experience related to the work of the committee;
- the willingness and ability to commit time to the responsibilities of the Committee Chair; and
- the ability to chair a meeting such that decisions are made in a manner that is respectful.

Term

A Committee Chair shall be appointed by the Board on the recommendation of the Governance Committee annually.

Manual:	Board of Directors	Number:	II-A-7
Section:	Board Effectiveness	Effective Date:	October 28, 2024
Committee:	Governance	Last Reviewed:	October 28, 2024
Pages:	36-62	Revision Date:	Fall 2027
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

1. Measurable Metrics

- Perform quarterly review a dashboard of measurable employee metrics associated to the adequacy of the workforce levels (such as overtime and vacancy rates), health and safety of employees (such as workplace injury, absenteeism) and quality (such as employee and physician experience surveys) or other strategic indicators relevant to the workforce. Oversee the periodic review and recommendations to the Board of what people measures will be monitored and the selection of comparative benchmarks.

2. Physician Strategic Plan

- Perform annual review of strategic plan for managing physician workforce.

3. Human Resources Strategic Plan (encompassing employees & volunteers)

- a) Perform annual review of Human Resources **Strategic Plan** priorities to ensure recruitment (i.e. talent attraction), retention (i.e. wellness and engagement) and reskilling (i.e. talent development) strategies exist and align to the organization's strategic directions.
- b) Where applicable, monitor progress with relevant corporate people indicators (e.g. Annual Corporate Plan (ACP) people indicators).
- c) Monitor program effectiveness associated to the Human Resources Strategic Plan (including employee and volunteer recruitment, retention, and reskilling initiatives) for advancement of organization's priorities. Make recommendations to the Board as warranted.
- d) Monitor and make recommendations to the Board as applicable to advance strategic enablers necessary to achieve the Human Resources Strategic Plan.

4. Standards Compliance

- Monitor compliance with standards of practice and governing statutes applicable to management of people resources.

5. Emergent Matters

- Receive briefings on unusual or unanticipated risks and oversee management's plan to address those risks and make recommendations to the Board as warranted.

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 the portion of each committee meeting related to the audit function and to be heard and will attend the portion of every committee meeting related to the audit function 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 (if related to the audit function) 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.

Manual:	Board of Directors	Number:	II-A-8
Section:	Board Effectiveness	Effective Date:	October 28, 2024
Committee:	Governance	Last Reviewed:	October 28, 2024
Pages:	63-67	Revision Date:	Fall 2027
Subject:	CONFLICTS OF INTEREST		

All directors have a duty to ensure that the integrity of the decision-making processes of the Board are maintained by ensuring that they and other directors are free from conflict or potential conflict in their decision making. It is inherent in a director's fiduciary duty that conflicts of interest be avoided. It is important that all directors and officers understand their obligations when a conflict of interest or potential conflict of interest arises.

Application

This policy applies to all directors, including *ex-officio* directors, officers, and non-director Board committee members.

“Conflict of Interest” includes, without limitation, the following four (4) areas that may give rise to a conflict of interest for the Directors of the Corporation, namely:

“Pecuniary or financial interest” – a Director is said to have a pecuniary or financial interest in a decision when the Director (or the Director's Associates) stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations;

“Undue influence” – participation or influence in Board decisions that selectively and disproportionately benefits particular agencies, companies, organizations, municipal or professional groups, or patients from a particular demographic, geographic, political, socio-economic, or cultural group is a violation of the Director's entrusted responsibility to the community at large;

“Adverse Interest” – a Director is said to have an adverse interest to the Corporation when the Director is a party to a claim, application or proceeding against the Corporation; or

“Personal Relationship” – a Director has or may be perceived to have personal interests that are inconsistent with those of the Corporation, creating conflicting loyalties.

“Associates” – in relation to an individual means the individual's parents, siblings, children, spouse, or common-law partner, and includes any organization, agency, company or individual (such as a business partner) with a formal relationship to the individual.

“Officers” means officers appointed by the Board under ONCA and the Corporate By-law including: (a) the Chair, Vice Chair, Secretary, and Treasurer; (b) the CEO, Chief Financial Officer, and any Vice President of Corporation; and (c) any other individual who performs

functions for the Corporation similar to those normally performed by an individual listed in (a) or (b).

In addition to the conflict-of-interest provisions in ONCA and the Corporate By-law, the process set out in this policy will be followed when a conflict or potential conflict arises.

Description of Conflict of Interest

A conflict of interest arises in any situation where a director's duty to act solely in the best interests of the Corporation and to adhere to their fiduciary duties is compromised or impeded by any other interest, relationship, or duty of the director. A conflict of interest also includes circumstances where the director's duties to the Corporation are in conflict with other duties owed by the director such that the director is not able to fully discharge the fiduciary duties owed to the Corporation.

The situations in which a potential conflict of interest may arise cannot be exhaustively set out. Conflicts generally arise in the following situations:

Transacting with the Corporation

- When a director transacts with the Corporation directly or indirectly.
- When a director has a material direct or indirect interest in a transaction or contract with the Corporation.

Interest of a Relative

When the Corporation conducts business with suppliers of goods or services or any other party of which a relative or member of the household of a director is a principal, officer, or representative.

Gifts

When a director or a member of the director's household or any other person or entity designated by the director, accepts gifts, payments, services, or anything else of more than a token or nominal value from a party with whom the Corporation may transact business (including a supplier of goods or services) for the purposes of (or that may be perceived to be for the purposes of) influencing an act or decision of the Board.

Acting for an Improper Purpose

When directors exercise their powers motivated by self-interest or other improper purposes. Directors must act solely in the best interest of the Corporation. Directors who are nominees of a particular group must act in the best interest of the Corporation even if this conflicts with the interests of the nominating party.

Appropriation of Corporate Opportunity

When a director diverts to their own use, an opportunity or advantage that belongs to the Corporation.

Duty to Disclose Information of Value to the Corporation

When directors fail to disclose information that is relevant to a vital aspect of the Corporation's affairs.

Serving on Other Corporations

A director may be in a position where there is a conflict of "duty and duty." This may arise where the director serves as a director of two corporations that are competing or transacting with one another. It may also arise where a director has an association or relationship with another entity. For example, if two corporations are both seeking to take advantage of the same opportunity, a director may be in possession of confidential information received in one boardroom or related to the matter that is of importance to a decision being made in the other boardroom. The Director cannot discharge the duty to maintain such information in confidence while at the same time discharging the duty to make disclosure. The director cannot act to advance any interests other than those of the Corporation.

Process for Resolution of Conflicts and Addressing Breaches of Duty

Disclosure of Conflicts

A director or officer, who is in a position of conflict or potential conflict, will immediately disclose such conflict to the Board by notification to the Board Chair or Vice Chair. Where the Chair has a conflict, notice will be given to the Vice Chair. A non-director Board committee member, who is in a position of conflict or potential conflict, will immediately disclose such conflict to the Board by notification to the committee chair. The disclosure will be sufficient to disclose the nature and extent of the interest. Disclosure will be made at the earliest possible time and, where possible, prior to any discussion and vote on the matter.

- The disclosure must be made, at a minimum, in the case of a director :
 - at the meeting where a matter in which the director has a conflict is first considered;
 - if the director was not then interested in a matter, at the first meeting after the director becomes so interested;
 - if the director becomes interested after a matter has been approved, at the first meeting after the director becomes so interested; or
 - if an individual who has a conflict in a matter later becomes a director, at the first meeting after the individual becomes a director.
- The disclosure must be made, at a minimum, in the case of an officer:
 - forthwith after the officer becomes aware that a matter in which the officer has a conflict is to be considered or has been considered by the Board;

- if the officer becomes interested after a matter has been approved by the Board, forthwith after the officer becomes so interested; or
- if an individual who has a conflict in a matter later becomes an officer, forthwith after the individual becomes an officer.
- The disclosure must be made, at a minimum, in the case of a non-director Board committee member:
 - at the committee meeting where a matter in which the Board committee member has a conflict is first considered;
 - if the Board committee member was not then interested in a matter, at the first committee meeting after the Board committee member becomes so interested;
 - if the Board committee member becomes interested after a matter has been approved, at the first committee meeting after the Board committee member becomes so interested;
 - if an individual who has a conflict in a matter later becomes a Board committee member, at the first committee meeting after the individual becomes a Board committee member.
- If a director or officer has a conflict of interest in a matter that, in the ordinary course of the Corporation's business, would not require approval of the Board or Members, the director or officer will disclose the conflict of interest to the Board Chair or Vice Chair, or request to have entered in the minutes of Board meetings, the nature and extent of their interest forthwith after the director or officer becomes aware of the matter.

Continuing Disclosure

A director, officer, or non-director Board committee member may provide a general notice to the Board disclosing their relationships and interests in entities or persons that give rise to conflicts.

Leave the Meeting and Do Not Vote

A director, officer, or non-director Board committee member who has declared a conflict will not attend any part of a meeting during which the matter in which they have a conflict is discussed and will not vote on any resolution to approve the matter.

Exceptions are made if the matter relates to a contract or transaction for indemnity or insurance under section 46 of the Act.

Referral

A director may be referred to the process outlined below where any director believes that they or another director:

- (a) has breached their duties to the Corporation;

- (b) is in a position where there is a potential breach of duty to the Corporation;
- (c) is in a situation of actual or potential conflict of interest; or
- (d) has behaved or is likely to behave in a manner that is not consistent with the highest standards of trust and integrity and such behaviour may have an adverse impact on the Corporation.

Process for Resolution

- (a) The matter will be referred to the Chair or where the issue may involve the Chair, to the Vice Chair, with notice to the CEO.
- (b) The Chair (or Vice Chair, as the case may be) may either:
 - (i) attempt to resolve the matter informally; or
 - (ii) refer the matter to either the Executive Committee or to a special committee of the Board established by the Chair (or Vice Chair, as the case may be) which will report to the Board.
- (c) If the Chair or Vice Chair elects to attempt to resolve the matter informally and the matter cannot be resolved to the satisfaction of (i) the Chair or Vice Chair (as the case may be), (ii) the director referring the matter, and (iii) the director involved, then the Chair or Vice Chair will refer the matter to the process in (b) (ii) above.
- (d) A decision of the Board by majority resolution will be determinative of the matter.

It is recognized that if a conflict or other matter referred cannot be resolved to the satisfaction of the Board (by simple majority resolution) or if a breach of duty has occurred, a director may be asked to resign or may be subject to removal pursuant to the Corporate By-law and the Act.

Perceived Conflicts

It is acknowledged that not all conflicts or potential conflicts may be satisfactorily resolved by strict compliance with the Corporate By-law. There may be cases where the perception of a conflict of interest or breach of duty (even where no conflict exists, or breach has occurred) may be harmful to the Corporation notwithstanding that there has been compliance with the Corporate By-law. In such circumstances, the process set out in this policy for addressing conflicts and breaches of duty will be followed.

Manual:	Board of Directors	Number:	II-A-9
Section:	Board Effectiveness	Effective Date:	October 28, 2024
Committee:	People, Finance & Audit	Last Reviewed:	October 28, 2024
Pages:	68-70	Revision Date:	Fall 2027
Subject: CONFIDENTIALITY, PRIVACY, AND SECURITY OF INFORMATION			

In accordance with the Corporate By-law, every director, officer, Professional Staff member, non-director Board committee member, employee, contractor, and agent of the Corporation will respect the confidentiality of matters:

- brought before the Board;
- brought before any Board committee;
- dealt with in the course of the employee's employment, contract for services, or agent's activities; or
- dealt with in the course of the Professional Staff member's activities in connection with the Corporation.

In compliance with the *Public Hospitals Act* and other relevant legislative requirements, the Board recognizes the importance of respecting and ensuring the confidentiality of all patient and employee-related information.

FIPPA

The Ontario *Freedom of Information and Protection Privacy Act* (“FIPPA”) applies to records in the custody and control of the Corporation. FIPPA allows anyone (e.g. patients, members of the public, media, political parties, etc.) to request “records” from the Corporation. All such requests are handled by the Corporation’s Privacy Office.

Under this legislation, a ‘record’ is broadly defined. It can include, but is not limited to, emails, paper documents, handwritten notes to electronic files, annotations from meeting packages created in the Board portal (“BoardEffect”) and saved to your desktop, as well as voicemails, or text messages. Additionally, it will include records created using a person device and/or a personal email account if they relate to Board activities. For example, records created by Directors as they prepare for meetings and collaborate with other board members through emails.

In response to a request for records under FIPPA, the Corporation may redact some information including, but not limited to, information that might endanger health and safety; information that could impact the Corporation’s relationships with business partners, or legal advice given to the Board.

Confidentiality

Every Director, officer, employee, physician, volunteer, and student of the Corporation will respect the confidentiality of matters brought before the Board, or before any Board committee and shall adhere to the Corporation's privacy and information security policies as required when engaging in board related activities.

All directors and non-director Board committee members must adhere to the by-laws and policies and procedures on privacy, security, and confidentiality of information including, without limitation, confidential information, release of patient information, release of information to the media, and personnel records.

Personal Information

The CEO is responsible for ensuring the protection of the personal information of patients and their families, Professional Staff members, employees, volunteers and students, and all corporate and business information. The CEO will take reasonable steps to ensure that such organizational policies are implemented consistent with legal requirements and enable the Corporation to handle such information in a secure and confidential manner.

Duties of Directors and Non-Director Committee Members

The following defines a Director's role and handling of confidential matters before the Board and ensures that confidential matters are not disclosed until disclosure is authorized by the Board. This policy also applies to all board and non-director board committee members.

1. The Directors owe to the hospital a duty of confidence not to disclose or discuss with another person or entity, or to use for their own purpose, confidential information concerning the business, and affairs of the hospital received in their capacity as directors unless otherwise authorized by the Board.
2. Every Director and non-Director board committee member shall ensure that no statement not authorized by the Board is made by them to the press or public.
3. All matters that are the subject of closed sessions of the Board are confidential until disclosed in an open session of the Board.
4. All matters that are before a committee of the Board are confidential unless they have been determined not to be confidential by the Chair of the relevant committee or by the Board.
5. All matters that are the subject of open sessions of the Board are not considered confidential.
6. Minutes of closed sessions of the Board shall be recorded by the secretary or designate or if the secretary or designate is not present, by a director designated by the chair of the board.
7. All minutes of closed sessions of the Board shall be marked confidential and shall be handled in a secure manner.

8. All minutes of meetings of committees of the Board shall be marked confidential and shall be handled in a secure manner.
9. Notwithstanding that information disclosed or matters dealt with in an open session of the Board are not confidential, no Director or non-Director committee member shall make any statement to the press or the public in their capacity as a director unless such statement has been authorized by the Board.

Manual:	Board of Directors	Number:	II-A-10
Section:	Board Effectiveness	Effective Date:	October 28, 2024
Committee:	Governance	Last Reviewed:	October 28, 2024
Pages:	71	Revision Date:	Fall 2027
Subject:			CORPORATE COMMUNICATIONS

The Board is responsible to build and maintain positive relationships with the Corporation's interested parties through a policy and plan for effective communications.

The Board will ensure that the CEO puts an effective communications and interested party relations plan in place and will review this with the Board on an annual basis.

The Chair is the spokesperson on behalf of the Corporation for matters related to Board governance. The CEO or their delegate is the spokesperson on behalf of the Corporation for all hospital matters. The CEO and Chair will mutually determine their respective roles as may be required from time to time. No Director will be a spokesperson for the Board unless specifically delegated by the Chair following consultation with the CEO.

The Board will ensure information on the hospital website is posted including:

- the membership of the Board;
- the nominations process for Directors and non-Directors of Board standing and special committees;
- the Corporation's by-laws; and
- Board standing, ad hoc and special committees, including terms of reference and membership.

Mechanisms for regular communication to the public on the activities of the Board may include but are not limited to:

- posting on the Corporation's website minutes/summaries of the open meetings of the Board; and
- periodic articles in the local media on matters of interest to the communities served by the Corporation.

Manual:	Board of Directors	Number:	II-B-1
Section:	Board Effectiveness	Effective Date:	October 28, 2024
Committee:	Governance	Last Reviewed:	October 28, 2024
Pages:	72-79	Revision Date:	Fall 2027
Subject:	NOMINATIONS PROCESS FOR THE BOARD		

The purpose of this policy is to ensure that the Board is comprised of individuals who possess the skills, qualities, and experience to collectively contribute to effective board governance, and to assist the Board in identifying qualified individuals to become directors.

The nominations process sets out a systematic, transparent, accountable, and fair process by which the Governance Committee will recommend candidates to the Board for election by the Members.

In order to adhere to the requirements of the *Public Hospitals Act*, pursuant to which at least four directors must retire (subject to re-election) each year, director appointments will be staggered, and any mid-term vacancy will be filled by the Board for the balance of the vacated term.

Responsibilities of the Governance Committee

The Governance Committee shall:

1. be bound by the Guidelines for the Nomination of Directors, as amended by the Board from time to time;
2. recommend annually to the Board of Directors individuals to fill vacancies on the Board of Directors as a result of a systematic and transparent nominations process as outlined below;
3. recommend at least annually to the Board of Directors potential candidates to fill non-Director positions on Board Standing and Special Committees.

Nominations Process for Elected Directors

Annually, at least five (5) months before the annual meeting of the Members, the Governance Committee will:

- Determine the number of vacancies in the office of director and include in this number incumbent directors who are eligible for re-election.
- Using the Guidelines for Nominations of Directors (attached as Schedule A), which includes the Skills Matrix, review the Board profile of skills and expertise in incumbent directors and identify the specific skills and expertise that are required to fill vacancies.
- Release a call for nominations and encourage interested parties (including incumbent Directors) to submit applications on a standard form.

- Advertise vacancies through a variety of accessible media with a reach throughout the Corporation’s catchment area as well as the Corporation’s website. Where an incumbent director’s term is up for renewal and the director is seeking re-election, that fact shall be indicated on the Corporation’s website.
- Advertise vacancies in non-director external positions on Board standing committees where desired or where a specific skill-set or affiliation is required on the committee for which a broader recruitment strategy is indicated.
- Invite formal applications by interested individuals on a standard form to be provided by the Corporation, which shall be submitted to the Secretary of the Corporation and forwarded to the Chair of the Governance Committee for review. Applicants who do not meet the basic qualifications set out in section 3.3 of the by-law shall be advised of their ineligibility to serve as directors.
- Review the applications submitted to the Governance Committee.
- Identify a short list of candidates, including incumbent directors, for interview by the Governance Committee and interview and evaluate the short-listed candidates against the criteria set out in the Guidelines for Nomination of Directors (attached as Schedule A).
- If the candidate being considered for nomination is an incumbent director seeking re-election or a former director, in consultation with the Governance Committee, take into account the evaluation of that individual’s performance as a director (renewal will not be automatic), while balancing the need to ensure ongoing expertise and succession planning.
- Ensure personal reference and criminal reference checks are completed for candidates selected for nomination that are not currently directors.
- Subject to ONCA, the process set out in the Corporate By-law, and the process set out in the Operating Agreement, recommend to the Board for presentation to the Members’ the candidate(s) for director(s) equal to the number of vacancies for approval by the Members’ at the annual members’ Meeting and the Partnership Council in accordance with the Operating Agreement.
- In the event of a mid-term vacancy of an elected director, the Board may request that the Governance Committee initiate a process to recommend to the Board a replacement Director.
- Consistent with best practice, the Governance Committee will maintain a roster of candidates eligible for election to the Board and look for opportunities to keep these candidates engaged.

Elections Process

- Election of Directors is completed each year as part of the annual Members’ meeting.

- If the number of candidates equals the number of vacancies, subject to ONCA, the Members may be asked to vote for or against the slate, and if such a vote does not carry, the vote shall take place for or against each nominee individually.
- If one or more recommended candidates are not elected, the Board shall determine an appropriate process to bring new candidates forward for election.

Schedule A: Guidelines for Nomination of Directors

Through the nominations and election process, the Board selects directors according to their skills, experience, and personal qualities.

The membership of the Board and its committees should demonstrate the balance of skills, expertise, and perspectives required to fulfill its governance roles and responsibilities.

The membership of the Board should reflect the diversity of the Corporation's catchment area.

Board Skills and Expertise

The Board should collectively possess a range of skills, expertise, and experience as described in the Skills & Knowledge Matrix (attached) which is further informed by the following list and specific skills, expertise, and experience depending on the current Board composition and the needs of the Board in the future Board cycle:

- community leadership;
- strategic planning;
- senior level business management;
- finance, accounting, and audit;
- quality, risk management, and performance management;
- governance;
- knowledge of the Corporation's own governance and operations;
- government relations;
- human resource management;
- knowledge of the healthcare system;
- legal expertise;
- marketing and communications;
- construction design/management;
- clinical expertise;
- bio-medical ethics;
- conflict resolution; and

- information technology.

Profile of a Director

The qualities and attributes expected of all directors include:

- a commitment to the Corporation's mission, vision, and values;
- experience in and understanding of governance including the roles and responsibilities of the Board and of individual directors, and the difference between governance and management;
- enthusiasm for the role and its demands;
- personal and professional integrity, wisdom, ethical behavior, and judgment;
- an ability to work and communicate effectively as a member of the team with other members of the Board and senior management;
- demonstrate strategic thinking;
- an ability and a willingness to commit the necessary time to participate in Board meetings, committee meetings, meeting preparation, Board orientation, and continuing education, retreats, and Corporate events;
- a willingness to serve on a volunteer basis in accordance with the Corporation's Letters Patent and by-laws;
- be free of conflicts that would impede a director's ability to fulfill their fiduciary duties;
- a commitment to comply with the Board's conflict of interest policies, and code of conduct;
- an ability and a willingness to represent the Corporation, as required;
- an ability to work positively, cooperatively, and respectfully with others;
- a commitment to ethical standards and behaviors; and
- demonstrate community leadership potential.

Board Skills & Knowledge Matrix

Skill & Knowledge	Definition	Advanced	Intermediate	Basic	None
		<i>formal certification, degree or demonstrated knowledge (10+years)</i>	<i>above average understanding /knowledge (5-10 years)</i>	<i>general or modest understanding /knowledge</i>	<i>no understanding /knowledge</i>
Financial	<ul style="list-style-type: none"> Qualifications in accounting and/or finance and experience with analyzing key financial statements; critically assessing financial viability and performance, financial risk assessment, contribute to strategic financial planning, oversee budgets and the efficient use of resources; oversee funding and accountability. Links financial information to organizational priorities & goals. 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Business & Management	<ul style="list-style-type: none"> The skill and experience required to execute the fiduciary and oversight requirements of the Board, has held, or holds a senior level management/executive position, to give good advice and challenge thinking. Broad management and leadership experience involving human, financial, technological, and other resources. Able to determine how a particular initiative or opportunity will support the implementation of the corporate strategy and deliver on key performance objectives. 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Strategic Planning	<ul style="list-style-type: none"> Macro level understanding of the health care system & the longer-term implications and opportunities. Have been actively involved in previous strategic plan development, implementation, and monitoring. Have a very strong understanding of the purpose and processes related to strategic planning and the Board's role in the development, agreement & monitoring of the strategic progresses. Advises Board on processes to define an organization's direction and provide potential decisions on the allocation of resources required to pursue a strategy. Able to look at issues in a broad context, taking into account a wide range of influences and circumstances, and see the implication of decisions. Strategic horizon responsibility includes monitoring existing strategic plan delivery and organizing & planning beyond existing strategic plan. 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Enterprise Risk Management	<ul style="list-style-type: none"> Critical understanding of Enterprise Risk Management, understanding that taking on risk is sometimes a necessity with the ability to identify key organizational risks including legal and regulatory compliance. Demonstrated ability to think critically about operational and governance issues to ensure the effective management of opportunities and adverse impacts. 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Transformation	<ul style="list-style-type: none"> Promote a culture of change by understanding the dynamic nature and factors impacting successful and sustainable outcomes. 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

		Advanced	Intermediate	Basic	None
Skill & Knowledge	Definition	<i>formal certification, degree or demonstrated knowledge (10+years)</i>	<i>above average understanding /knowledge (5-10 years)</i>	<i>general or modest understanding /knowledge</i>	<i>no understanding /knowledge</i>
Integration Systems Enabler	<ul style="list-style-type: none"> Has led or been part of, in a management or governance capacity, integration initiatives such as mergers and acquisitions. Understands the reasons for ongoing organizational and system behaviour, and then underlying problems, opportunities or political forces affecting the organization and the health system. 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Funding	<ul style="list-style-type: none"> Understands the principals and processes of funding for healthcare and the administration of funding relationships 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Innovation	<ul style="list-style-type: none"> Recognized as a thoughtful inspiring leader and one who has led innovative approaches and/or new ventures. A person who will be readily able to see new opportunities and enhance the Board and management's ability to seek new approaches. Encourages well considered & planned risk taking that drives new thinking and approaches that lead to innovative approaches and outcomes. Readily able to see future opportunities. 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Community Relationship Building	<ul style="list-style-type: none"> Has been actively engaged in the community and is seen as a community leader/influencer. Undertaking of broader interested party environments. 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Quality & Performance	<ul style="list-style-type: none"> Quality and safety expertise in business or industry, understanding of quality-of-care issues and performance measurement; benchmarking experience; experience in process improvement methodology 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Communications & Marketing	<ul style="list-style-type: none"> Demonstrated experience with identifying, anticipating, satisfying interested party expectations for products and services. 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Human Resources Strategy	<ul style="list-style-type: none"> Experience in planning and implementing human resource strategies (business or healthcare setting) 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Skill & Knowledge	Definition	Advanced	Intermediate	Basic	None
	<p><i>formal certification, degree or demonstrated knowledge (10+years)</i></p> <ul style="list-style-type: none"> • Demonstrated knowledge of environmental, social, and governance (ESG) issues, including inclusion, diversity, equity, and anti-racism issues. 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<p><i>above average understanding /knowledge (5-10 years)</i></p> <ul style="list-style-type: none"> • Represents demographic served by the Corporation (e.g. Indigenous, francophone). 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<p><i>general or modest understanding /knowledge</i></p>				

Manual:	Board of Directors	Number:	II-B-2
Section:	Board Effectiveness	Effective Date:	October 28, 2024
Committee:	Governance	Last Reviewed:	October 28, 2024
Pages:	80-81	Revision Date:	Fall 2027
Subject:			NOMINATIONS PROCESS FOR BOARD OFFICERS

The selection process for Board officers will be systematic, transparent, accountable, and fair. The Governance Committee is responsible for ongoing succession planning for leadership on the Board and the recommendation of officers, including the Chair, Vice Chair(s), Secretary, and Treasurer. In accordance with the Corporate By-Law, the CEO will be the Secretary unless otherwise determined by the Board.

The incoming Chair and the incoming Vice Chair(s) will be an elected director. It is expected that the Vice Chair(s) will progress to the office of Chair in the ordinary course (subject to Board approval). If there are two Vice Chairs, there will be a first Vice Chair and a Second Vice Chair. It is expected that the first Vice Chair will progress to the office of Chair, and the second Vice Chair will progress to the office of first Vice Chair in the ordinary course (subject to Board approval).

Board Officer terms are subject to Board Officers serving at the pleasure of the Board in accordance with the Corporate By-law. Despite annual appointments, in furtherance of stable leadership and orderly succession planning, the following expected terms are set out below:

Chair	One-year term, renewable for two consecutive one-year terms, and two additional one-year terms by 2/3 resolution of the Board.
Vice Chair(s)	One-year term, renewable
Secretary	One year term, renewable
Treasurer	One three-year term, renewable for one additional three-year term.

The Governance Committee process for selection of Board Officers is as follows:

- No later than four months prior to the completion of the term, the Governance Committee will confirm with the Board officers if they wish to serve in their position for a subsequent year if eligible.
- No later than four months prior to the completion of the one-year term of an outgoing Vice Chair(s), the Governance Committee will canvass the Directors for expression of interest in being considered for the position of Vice Chair(s) or nomination of another Director, based on the position descriptions and qualifications for Vice Chair and Chair.
- The Governance Committee will advise the Board on the intentions of the Board officers and solicit feedback on incumbents, and expressions of interest for any directors wishing to be considered for a position.

- Based on the information received from the directors, the Governance Committee will develop a list of one or more candidates for each Board officer position.
- Where there is only one candidate for a position, the Governance Committee will provide a recommendation to the Board having regard for the position description and qualifications, the results of director evaluations, and the feedback received from the Board.
- Where there are multiple candidates for a position, the Governance Committee will interview potential candidates, having regard for the position description and qualifications, and the results of director evaluations. The Governance Committee will also canvass the Board on the perceived strengths and weaknesses of the potential candidates and agree on a nominee to recommend for appointment by the Board at the first Board meeting following the annual members' meeting or provide a list of the candidates to the Board for a vote by secret ballot at the first meeting of the Board following each annual meeting of the Members.
- To avoid the perception of bias and in accordance with the Conflict-of-Interest Policy (II-A-8), members of the Governance Committee who are also seeking election as a Board officer will be excluded from Governance Committee deliberations in relation to the position.
- The Governance Committee will recommend the nominees for appointment by the Board prior to the annual Members' meeting.
- In the event of a mid-term vacancy in the office of Chair, the Board, upon the recommendation of the Governance Committee, may appoint the Vice Chair as Chair or appoint another director as Chair in extraordinary circumstances. It is expected that where there are two Vice Chairs, the first Vice Chair will progress to the office of Chair, and the Second Vice Chair will progress to the office of first Vice Chair. In the event of a mid-term vacancy in the office of Vice Chair or Treasurer, the Board, upon the recommendation of the Governance Committee, may appoint another director as Vice Chair or Treasurer.
- No later than four months prior to the completion of the initial one year term of the Vice Chair, the Governance Committee will confirm with the Vice Chair that they wish to be elected for a second one year term and canvass the Board of Directors to confirm their support for the Vice Chair to be elected for a second one-year term on the understanding that they would subsequently be elected by the Board of Directors to the position of Chair.
- In the event that the Vice Chair does not wish to/does not have the support of the Board of Directors to be elected for a second one-year term, the Governance Committee will initiate the process for selection of a Vice Chair outlined above. In this event, the new Vice Chair would serve a one-year term, prior to standing for election as Chair.

Manual:	Board of Directors	Number:	II-B-3
Section:	Board Effectiveness	Effective Date:	October 28, 2024
Committee:	Governance	Last Reviewed:	October 28, 2024
Pages:	82-83	Revision Date:	Fall 2027
Subject: NOMINATIONS PROCESS FOR COMMITTEES			

The Board, on the recommendation of the Governance Committee, will appoint annually the director and non-director members of Board committees.

Guidelines for the Appointment of Directors to Board Committees

- Annually, as part of the nominations process for directors, the Governance Committee will canvass each director to obtain expressions of interest in serving on specific Board committees for the coming year, including interest in assuming responsibilities as committees chairs.
- In nominating specific directors for assignment to Board committees, the Governance Committee will have regard for:
 - the preferences of directors;
 - the balance of skills and expertise;
 - prior experience in relation to matters before the committee;
 - the expectation that each director will serve on at least one Board standing committee annually; and
 - other criteria as determined by the Board.
- The Board, on the recommendation of the Governance Committee, will annually appoint the chair of each Board committee, who will also be a director.
- In nominating specific directors for the position of Board committee chair, the Governance Committee will have regard for:
 - the position description for Board committee chair (II-A-6);
 - the balance of skills and expertise;
 - the preference of directors;
 - prior experience in relation to matters before the committee;
 - leadership potential and Board succession planning;

- director, committee chair, and committee evaluations; and
- other criteria as determined by the Board.
- To avoid the perception of bias and in accordance with the Conflict-of-Interest Policy (II-A-8), members of the Governance Committee who are also seeking appointment as a Board committee chair will be excluded from Governance Committee deliberations in relation to the position.
- The Governance Committee will annually recommend the required number of candidates to the Board for appointment as the director members of Board committees and for the role of committee chair at the first Board meeting following the annual Members' meeting.

Guidelines for the Appointment of Non-Directors to Board Committees

- Annually, the Governance Committee will:
 - identify the specific skills and expertise required by the Board committees;
 - invite formal applications by interested individuals on a standard form which will be submitted to the Secretary and forwarded to the Chair of the Governance Committee for review;
 - advertise the opportunity for non-director appointments through a variety of accessible media with a reach throughout the Corporation's catchment area as well as the Corporation's website;
 - identify a short-list of candidates for interview by the Governance Committee and evaluate the candidates against the criteria established by the Governance Committee. The applicable Board committee chair may be invited to participate in any interviews by the Governance Committee.
 - obtain personal and criminal reference checks for the candidates selected for appointment by the Board; and
 - recommend the required number of candidates to the Board for appointment as the non-director members of Board committees at the first Board meeting following the annual Members' meeting.
 - appointments are for a one-year term with possibility of renewal twice for a maximum of three years in total.
- The Board may permit a position for a non-director Board committee member to remain vacant if no suitable candidate is identified.

Manual:	Board of Directors	Number:	II-B-4
Section:	Board Effectiveness	Effective Date:	October 28, 2024
Committee:	Governance	Last Reviewed:	October 28, 2024
Pages:	84-86	Revision Date:	Fall 2027
Subject:	BOARD ORIENTATION AND EDUCATION		

Orientation

Directors have a duty to be knowledgeable about the affairs of the hospital and their obligations as Directors. The hospital requires directors to demonstrate a firm commitment to continuing education by participating in board orientation, committee orientation, and ongoing board education. This commitment is a factor that is considered in the election or re-election of a Director of the Board.

New Directors are legally responsible to carry out their duties from the day they are elected or appointed to the Board of Directors. New Directors must be oriented to the Corporation, current health care issues and their role as a Director.

The Corporation will dedicate appropriate resources in order to orient new directors to the Corporation, current health care issues, and their role as a director. Each new director and non-director Board committee member will participate in an initial orientation process. Incumbent directors will also be invited to attend.

The Governance Committee will be responsible for the orientation of new directors and non-director Board committee members. The chair of each committee is expected to take an active role in the orientation process, specifically with respect to the mandate and the terms of reference of the committee for which they chair.

Orientation will take place as soon as possible after the appointment of a director. Orientation will include:

- an introduction to the Corporation;
- a tour of the Hospital with the CEO or their designate;
- the context of the Corporation within Ontario Health and the regional health system;
- an overview of governance roles and responsibilities and the Board/staff relationship;
- an overview of the Corporation's by-laws and applicable law;
- an overview of performance status and future challenges with regards to funding, quality and utilization, benchmarking, and performance indicators and accreditation; and
- an overview of the Corporation's relationships with health system partners.

The orientation program may also include:

- **Reference Documents / Manual:** Content will include legal documents, information on the Corporation including Board policies, Ministry of Health information, Board member contact listing; information on the Board Committee Structure; current Board work plan; current Board and Committee meeting schedule; a copy of the integrated annual corporate plan; the Corporation's strategy performance index; the most recent Board agenda materials; and a user's guide to accessing the Board portal. The reference documents / manual will be updated annually.
- **Mentoring:** The Board Chair, in consultation with the Governance Committee, will pair each new director with a mentor on the Board. The mentor may attend orientation sessions with their mentees, sit with them at Board meetings, ask if the information presented was clear, and answer any questions they may have about the meeting.
- **Internal and External Resources:** Additional resources and expertise may be made available to support the orientation program (e.g. the Corporation's staff to present and provide an introduction to issues in their area, external speakers, attendance at Corporation sponsored events, etc.).
- **OHA Board Certification Program:** All new Board members will attend the OHA Board Certification program, preferably within the first year.
- **Catholic Health Leadership Program:** All new Board members will attend Catholic Health Leadership program, preferably within the first year.
- **Ontario Hospital Association Guide to Good Governance:** New directors are encouraged to become familiar with this resource which is available from the Board Secretary.

Participants will evaluate the orientation program on completion using a standard form approved by the Governance Committee from time to time.

Education

The Board recognizes that the continuing education of its directors is an important requirement of effective governance and that it is essential that directors be fully informed with respect to the background and context of the issues they are called upon to address. A firm commitment to continuing education is the responsibility of each director and a factor to be considered in the election or re-election of a director.

An ongoing Board education program will be established each year that is consistent with the goals and objectives of the Board for that year. It is expected that each director will participate in the ongoing education process.

Directors attend education events in accordance with board approved policies. Directors obtain prior approval to attend an education session. Such approvals will be coordinated through the CEO's office to ensure education budget funds are available.

Components of the ongoing education process may include:

- **Assessment of Development Needs:** The Governance Committee will annually canvas Directors to identify their development needs. Mechanisms to identify those needs may include: survey of directors; feedback on previous education sessions; questionnaires; feedback from directors' self-evaluations; and general discussion.
- **Presentations at Board Meetings:** The Governance Committee, which includes involvement of the CEO, will develop an annual program of information/education presentations which may be included as part of the Board's regular meetings or presented at scheduled times as the Board may direct.
- **External Education Sessions and Programs:** Directors are encouraged to participate in educational opportunities offered by the Ontario Hospital Association or other organizations with prior approval of the Board Chair. Reasonable expenses of attending and/or participating in such events will be reimbursed according to established policy.
- **Knowledge Reporting:** Directors are required to report back at the appropriate Board or committee meeting to share information and best practices learned at external education sessions.
- **Annual Board Retreat:** The annual Board retreat will be coordinated through the Governance Committee. At each retreat, the Corporation's strategic plan will be reviewed to ensure that progress is being made toward its achievement. Additionally, the retreat should focus on other relevant areas within the Board roles and responsibilities, reflecting the Board's annual work plan. The retreat should be conducted at a reasonable cost, and with clear deliverables.

Monitoring of director and non-director Board committee member participation at both internal and external education sessions and programs will be kept through a record of meeting attendance. This record will be provided to the Governance Committee for performance evaluations and to consider when recommending incumbent directors for re-election.

A Board manual including all orientation materials, the Corporation's by-laws and Board Policies will be maintained by the Secretary.

Manual:	Board of Directors	Number:	II-B-5
Section:	Board Effectiveness	Effective Date:	October 28, 2024
Committee:	Governance	Last Reviewed:	October 28, 2024
Pages:	87-88	Revision Date:	Fall 2027
Subject:			BOARD GOALS AND BOARD WORK PLAN

Annual Goals

The Board will establish annual goals for the Board consistent with the Corporation's mission, vision, and values, strategic plan, the ACS, and the key issues that are a priority for the Board in the coming year. The Board goals will be reflected in the work plan of the Board, and Board committees when applicable.

The Governance Committee is responsible for preparing draft Board goals for consideration and approval by the Board. In preparing the Board goals, the Governance Committee will:

- solicit feedback from the Board and the senior management team;
- consider the results of Board evaluations; and
- recommend to the Board for approval governance priorities for the coming year that facilitate continuous governance improvement.

The Governance Committee will review the Board's progress toward achievement of the annual Board goals at least once at a mid-point during the year in conjunction with review of the Board work plan and deliverables, and again at the end of the year, and will report to the Board.

Annual Work Plan

The Board will also establish an annual work plan that addresses the following key areas of Responsibilities of the Board (II-A-2):

- strategic direction;
- leadership;
- program quality and effectiveness;
- financial and organizational viability;
- Board effectiveness;
- environmental, social, and governance (ESG) criteria; and
- relationships.

The Board will evaluate its success in the achievement of its work plan annually as part of the annual Board evaluation process and at the Board meeting prior to the annual Members' meeting. The Governance Committee will monitor the Board's progress towards the achievement of its annual work plan at mid-year and end of year and will report to the Board.

Board committees will also develop annual committee goals and work plans for Board approval.

Manual:	Board of Directors	Number:	II-B-6
Section:	Board Effectiveness	Effective Date:	October 28, 2024
Committee:	Governance	Last Reviewed:	October 28, 2024
Pages:	89-93	Revision Date:	Fall 2027
Subject:			BOARD MEETINGS

Agendas and Board Meeting Packages

The Chair, in consultation with the CEO and committee chairs, is responsible for developing and approving an agenda for each Board meeting that is aligned with the Board's roles and responsibilities, the Board's work plan, and the annual goals and objectives.

Board agenda packages should be accurate, timely, balanced, relevant, and clear, sufficiently detailed and will ensure each Board meeting contributes effectively to the discharge of the Board's governance role.

Approximately 10 days prior to the distribution of an agenda package, the CEO will meet with the Board Chair to review the draft agendas for the upcoming meeting.

Agendas will be divided into two sections: the Main Agenda and the Consent Agenda. Agendas will be structured to clearly differentiate the role of the Board regarding the item (i.e. policy formulation, decision-making, monitoring, etc.) and to indicate the applicable strategic direction the agenda item relates to. The Board will use the consent agenda for the passage of non-controversial and/or routine matters. Consent agenda items may include, without limitation:

- approval of previous minutes;
- routine committee and/or other informational reports;
- correspondence requiring no action; and
- actions that do not require a director to disclose a potential conflict or otherwise abstain from voting.

The Chair, in consultation with the CEO, will also develop and approve standards for Board meeting packages that include timelines for distribution and formats for reporting to the Board. Requests for additional information will be assessed by CEO and reviewed regularly by the Chair to ensure the optimal functioning of the Board.

Typically, Board agenda packages are e-mailed to Directors seven (7) days in advance of the meeting date. If agenda materials are not ready within this time period, the Secretary will ensure notification is provided to Directors including the anticipated date of delivery of the materials.

Consent Agenda items must be circulated with the agenda package (see Notice provisions below). Items may be moved out of the Consent Agenda at the request of any Director prior to approval of

the agenda. No motion or vote of the Board is required with respect to moving an item out of the Consent agenda. Where a Director requests that an item be moved out of the Consent Agenda section, the Chair shall decide where to place that item on the agenda. Consent Agenda items will be packaged with a single briefing note outlining the materials with applicable motion(s).

Reports and recommendations to the Board from the CEO, COS, and Board committees will be in writing and will use consistent templates, as appropriate, to support the respective Board roles concerning the agenda items.

Recording and Photography

Any recording devices, recording software, videotaping, and/or photography are prohibited at all open and in-camera Board and Board Committee meetings, except for discretionary use by the Recording Secretary for the purpose of taking minutes of the meeting. If a device is used, the recording will be deleted once the minutes have been transcribed.

Open Board Meetings

The public, staff, and media are welcome to attend the open portion of Board meetings in order to:

- facilitate the conduct of the Board's business in an open and transparent manner;
- ensure that the Corporation maintains a close relationship with the public, media, and interested party groups; and
- generate trust, openness, and accountability.

Reasonable notice of the times and dates of such meetings will be given to the public in a manner determined by the CEO. Individuals wishing to attend Board meetings must give at least 24 hours' notice to the office of the Secretary. Attendees will have observer status and may not provide comments or ask questions during the meeting. Attendees may be asked to leave at the discretion of the Chair.

Information that may be publicly available includes, without limitation:

- agendas of open Board meetings;
- approved minutes of open Board meetings;
- documents which are deemed by the Board to be matters of public interest; and
- reports which are circulated to the Board in open session.

In the event that the attending public or media have questions arising from a Board meeting, the Chair and/or CEO will be available upon adjournment to address queries.

In-Camera Board Meetings

The Board has the right to close to the public any meeting or part of a meeting if the Board deems an in-camera session to be in the best interests of the Corporation. Matters that may generally be dealt with in an in-camera session include, without limitation:

- matters relating to a director or a prospective director;

- matters involving property;
- matters involving litigation;
- matters involving material contracts;
- any matters where personal information about an individual will or may be revealed;
- human resource and labour relations issues;
- receipt of advice that is subject to solicitor-client privilege including communications necessary for that purpose;
- credentialed staff appointments, re-appointments, and credentialing issues;
- patient issues;
- Board and committee evaluations; and
- any matters that the Board determines should be the subject of an in-camera session.

Guests or counsel may remain during an in-camera session with the consent of the Board.

All matters brought before an in-camera session will remain confidential until they are moved by the Board to an open session. A separate agenda will be prepared for in-camera sessions indicating the items to be considered during the session. The agenda and any supporting material will be marked confidential and will be handled and secured in a manner that respects the confidential nature of the material.

A Board motion is required to move into, and to rise from, an in-camera session.

During an in-camera session, all persons who are not Board Members with the exception of the CEO will be excluded from the meeting; provided, however, Hospital personnel and others may be permitted to attend all or a portion of the in-camera session upon the invitation of the Board as advised by the CEO.

All Hospital personnel including the CEO, and the COS will be excluded during discussion regarding the Performance Evaluation of the CEO and the COS; however, the results of such discussion will be communicated to the CEO and the COS immediately thereafter.

Board Committee Meetings

Board committee meetings are generally not open to the public unless a motion is made to open the meeting to the public. Board committee reports to the Board will be made in the open portion of Board meetings, with the exception of those matters which are determined to be appropriate for the “in-camera” portion of a meeting.

Informal In-Camera Sessions of Elected Directors

At the conclusion of each Board meeting and at the call of any two directors, an informal session of the elected directors may be conducted without the presence of the *ex-officio* directors. The CEO and COS may be invited to participate in a part of the meeting upon the invitation of the

Chair before being excused.

This process provides the opportunity for the Chair to discuss areas where the performance of directors could be strengthened. It also allows board members to build relationships of confidence and cohesion.

A Director who remains in the meeting without management is identified as an “independent Director” and is described as being free of any special relationship with the corporation. Members of the professional staff and employees shall be not considered independent directors for the purpose of this policy.

The purpose of the informal session is to enable the elected directors to assess the effectiveness of the meeting, the quality of information to support informed policy formulation, decision-making, and monitoring by the Board and the performance of the CEO and the senior leadership team in contributing to the effectiveness of the meeting.

Any matters pertaining to specific meeting agenda items, or all other aspects of the Board’s roles and responsibilities must not be discussed in such a meeting. No decisions will be made, and no minutes will be prepared. The Chair is permitted to keep notes of the discussion. Following the informal session, the Chair will discuss matters arising, as appropriate, with the CEO and COS.

Delegations and Presentations

Members of the public may not address the Board or ask questions of the Board without the permission of the Chair. Individuals who wish to address or raise questions with the Board must submit an application to the Secretary on a standard form at least 24 hours in advance of the meeting and indicate the topic to be addressed.

The Chair and CEO will assess and prioritize the requests. Written confirmation of attendance, if approved, will be provided to the individual or group making the request. The Chair has the right to determine the appropriateness of any presentation.

Any one delegation or presentation will be limited to a maximum of ten minutes unless otherwise agreed by the Chair and CEO.

Electronic Voting Process

Appreciating that every effort is made to bring forward decision items in a timely manner based on the Board and committee meeting schedule, this may not always be possible due to timelines that are imposed by other agencies.

To address time sensitive issues, the Secretary, in consultation with the Chair, may recommend that an urgent board meeting be called and, if the Secretary is unable to secure quorum to complete

the decision/discussion to meet the deadline, there is a provision in the By-law to bring the Executive Committee of the Board together to consider the matter.

If the matter is more routine in nature, the Secretary and Chair may determine that an electronic vote be considered via email. Board briefing materials would be prepared and circulated to all members of the Board. Directors have the right to request a constituted board meeting if they feel the matter requires further discussion prior to a decision being made.

For electronic votes, the following steps are recommended:

1. The Board Secretary ensures that materials are delivered as soon as possible in order to ensure reasonable notice.
2. Voting Directors will be asked to consider the matter and reply to the Secretary their decision on the matter. Directors have the right to respond to all who have received Notice, any concern or issue they have with the matter before them. To eliminate email volume, it is suggested that Directors simply reply to the Secretary with their decision. If one dissenting vote is received, the Secretary will then prepare and serve Notice for a meeting.
3. The Board Secretary will compile the results of the vote and circulate an electronic vote summary report to all Directors.
4. The report described in #3 will be brought forward to the next regular meeting of the Board to ensure it forms part of the corporate record.

Manual:	Board of Directors	Number:	II-B-7
Section:	Governance Process	Effective Date:	October 28, 2024
Committee:	Governance	Last Reviewed:	October 28, 2024
Pages:	94-95	Revision Date:	Fall 2027
Subject:	EVALUATIONS		

The Board will annually utilize an evaluation protocol to ensure continuous improvement. The evaluation will examine the processes and structure of the Board as a whole, as well as its committees. The Board evaluation process will also ensure continuous improvement of individual directors and non-director committee members.

- The purpose of the evaluation is to:
 - ensure continuous improvement of the Board, committees, individual directors, and non-director committee members;
 - obtain input for succession planning for the Board and Board officers and renewal of Director and committee member terms;
 - identify the education and development needs of individual Directors and non-director committee members; and
 - provide an opportunity for directors and non-director committee members to give feedback on the effectiveness of Board and committee meetings.
- The Governance Committee will establish the annual process for the evaluation of the Board, individual directors, and non-director Board committee members based on the Responsibilities of the Board (II-A-2) and the Responsibilities of Individual Directors (II-A-3) policies.
- Each director will participate in an evaluation of the performance of the Board as a whole and their own performance as a director. Specifically, the evaluations will include an assessment of the effectiveness of the Board as a whole in fulfilling its roles and responsibilities and of the processes and structure of the Board and its committees.
- Each non-director committee member will participate in evaluation of the committee as a whole and their performance as a committee member.
- Respondent anonymity will be respected; survey respondents will not be required to identify themselves.
- Discussions of any evaluations will be held in camera to preserve the confidential nature of evaluations. For certainty, information regarding evaluations will be available to the Board and its committees. The results of peer reviews will be limited to directors who need to know the content of evaluations and the Chair.

- Annually, the Chair will meet with each director and non-director committee member to discuss their performance. This will be informed by the self-evaluations, peer reviews, the Chair's personal observations from Board and committee meetings, and may include input from the applicable committee chair(s) from whom the Chair believes value would be added. During the annual meeting, the director and non-director committee members will have an opportunity to respond to the comments. Educational opportunities may be discussed. A discussion regarding the director's aspirations to take on a committee or Board leadership role will also be discussed. In the case of a non-director committee member, interest in joining the Board could be discussed. All relevant information will be passed on to the Governance Committee if the candidate is up for re-election and/or if a leadership role is of interest.
- External resources that have made appropriate confidentiality commitments to the Corporation may be used as appropriate to ensure an effective process.
- The Governance Committee will provide a summary report of the evaluation of the Board as a whole to the directors, including key issues to be addressed, if any, to ensure continuous improvement of the Board as a whole.

Manual:	Board of Directors	Number:	II-B-8
Section:	Governance Process	Effective Date:	October 28, 2024
Committee:	Governance	Last Reviewed:	October 28, 2024
Pages:	96-97	Revision Date:	Fall 2027
Subject: RESIGNATION AND/OR REMOVAL OF A DIRECTOR			

This policy outlines the process for the resignation and/or removal of a director.

Resignation

A director may resign their office by delivering their written resignation to the Secretary. The resignation will be effective at the time it is received by the Secretary, or at the time specified in the resignation, whichever is later.

Removal of a Director

Under extreme and highly unusual circumstances it may become necessary to remove an elected director from the Board. In accordance with ONCA and the Corporate By-law, the Members may remove any elected director before the expiry of the director's term of office and may elect any qualified individual as a director to fill the vacancy for the remainder of the vacated term. The Board may call a special Member's meeting for this purpose.

Reasons for removing a director may relate to any of the following:

- breach of confidentiality, for all matters dealt with in-camera or issues not discussed at the public meeting;
- failure to meet obligatory procedures in the disclosure of interest;
- failure to fulfill the fiduciary duties of a director;
- failure to comply with the attendance policy for Board meetings;
- failure to comply with applicable law, the Corporation's Articles, By-laws, Board-approved rules and policies, and all other policies of the Corporation applicable to directors from time to time;
- illegal, unethical, or inappropriate activities which may damage the Corporation's reputation; and
- inappropriate or lack of participation and contribution to effective discussion and Board decision making.

The Governance Committee is responsible for recommending the removal of a director based on the foregoing reasons. Prior to making such recommendation, the Chair or Vice Chair will follow the following procedures:

- Directors will be treated fairly and with respect.
- The director in question will be given proper notification of the applicable reason for removal.
- The director will be given the opportunity to respond (for example, attendance can improve, conflicts of interest can be examined, and questions of conduct can be reviewed).
- If the director's behavior or performance does not improve, notice will be provided to the director in writing of the intent to move forward with a recommendation to remove the director and notice of the applicable reason(s) for removal.
- The director will be provided the opportunity to address the Board at the meeting where the recommendation is being considered.
- The director will then be excused from the meeting to allow the Board to deliberate.
- The director should be clearly notified of the final recommendation by the Board, the Members' decision, and applicable reason(s) for removal.

In situations deemed egregious by the Chair or Vice Chair(s), a recommendation will be made to the Members for immediate removal of a director. The director will be provided with notice of the Members' decision and the applicable reason(s) for removal.

Post-Service

Upon retirement, resignation, vacation of office, or removal of a director, a director must:

- securely destroy or return all confidential material relating to the Corporation;
- return any manuals or other material that may be re-used for another director; and
- return any equipment owned by the Corporation in the director's possession.

The Secretary will be responsible for ensuring that all such equipment and materials are returned

Manual:	Board of Directors	Number:	II-B-9
Section:	Governance Process	Effective Date:	October 28, 2024
Committee:	Governance	Last Reviewed:	October 28, 2024
Pages:	98	Revision Date:	Fall 2027
Subject:			REVIEW OF BOARD POLICIES

In keeping with best practices in governance, the Governance Committee will annually review the Corporation's Board policies for relevance and specific gaps and changes, and to ensure compliance with the by-laws and applicable legislation and will make recommendations to the Board for revisions as required.

An in-depth review of Board policies will be undertaken every three years unless an identified need for change in process or changes in applicable legislation.

In addition to this, the Governance Committee will review meeting Rules of Order to ensure continued relevance.

Each Board standing committee will review their policies for appropriateness, detail, and to determine if it should be a Board policy. Each Board committee will develop a review schedule and report to the Governance Committee. All policies should be reviewed every three years or sooner, if necessary. All new policies will be reviewed by the Governance Committee.

The Secretary will be responsible for ensuring that all Board policies are reviewed and revised consistent with Board approval.

Manual:	Board of Directors	Number:	II-B-10
Section:	Governance Process	Effective Date:	October 28, 2024
Committee:	Governance	Last Reviewed:	October 28, 2024
Pages:	99-100	Revision Date:	Fall 2027
Subject:	NOMINATIONS PROCESS FOR PATIENT EXPERIENCE ADVISORS TO BOARD COMMITTEES		

Guidelines for the Assignment of Patient Experience Advisors to Board Committees

Annually, as part of the nominations process, the Governance Committee will review the committee compositions and term expirations for members serving on standing committees.

Selection Process

The Governance Committee shall:

1. Review the vacancies and specific skills and expertise which are required for the positions on the Board committees.
2. Identify Patient Experience Advisor appointments that are expiring or that may be renewed.
3. Invite Patient Experience Advisors through an Expression of Interest form to confirm their interest in serving on a specific Board committee.
4. Interested Patient Experience Advisors will need to meet the basic qualifications outlined in section 3.3 of the Corporate By-law; individuals who do not meet the basic qualifications will be advised of their ineligibility to serve as a committee member.
5. Short-list of candidates for interview will be identified by the Chair and Vice Chair or Governance Chair and Vice Chair and arrangements for interview will be confirmed by the CEO's office.
6. Patient Experience Advisors will be interviewed by a small panel of Directors.
7. The Chair or Governance Committee Chair will follow up with all candidates interviewed; reference checks will be completed and CPICs confirmed to be on file.
8. Appointments are for a one-year term with possibility of renewal twice for a maximum of three years in total.
9. Recommendation to the Board for Patient Experience Advisor appointments will normally be completed at the June board meeting.

10. Patient Experience Advisors appointed will participate in an orientation program.
11. Board committee chairs will serve as mentors to the Patient Experience Advisors.

Manual:	Board of Directors	Number:	III-1
Section:	Leadership	Effective Date:	October 28, 2024
Committee:	Executive	Last Reviewed:	October 27, 2025
Pages:	101-102	Revision Date:	Fall 2027
Subject: CEO SELECTION AND SUCCESSION PLANNING			

The Board will ensure there is a documented succession plan in place in case the CEO position becomes vacant due to sudden vacancy (e.g. death, resignation, or termination) or planned vacancy (e.g. retirement). The succession plan will also specify the process for appointing an interim CEO should the CEO require an extended leave of absence from the Corporation due to personal, health, or other reasons.

In its annual work plan, the Board of Directors will include an action item for the CEO to report to the Executive Committee on the succession plan and related executive development. This report will include a review of internal candidates who have the potential to assume or apply for the position at the Hospital, and the associated development plans to enhance the capabilities of the internal candidate(s).

Sudden Vacancy

Annually at the start of each fiscal year, the CEO will identify which member of senior management to act as interim CEO if a sudden vacancy in the CEO position occurs. The identified sudden successor will be documented, and such confidential documentation will be kept in a secure location in the office of the Board Secretary. The location of the documented recommendation and means to access, should the need arise, will be disclosed to the Chief Human Resource Officer. The appointment of an interim CEO will be subject to approval by the Board.

Planned Vacancy

The process to fill a planned vacancy is as follows:

- The Board will consult with the Partnership Council, in accordance with the Operating Agreement.
- The Board will establish a CEO search committee consisting of:
 - the Chair, or their designate, who shall serve as committee chair;
 - two elected directors;
 - the COS;
 - the President of the Medical Staff Association;
 - the Principal of Queen's University or their designate; and
 - such other members as the Board may determine from time to time.

- The search committee shall be supported by the Chief Human Resources Officer.
- The search committee will be provided with appropriate resources to perform its mandate, including a search firm subject to Board approval.
- The work of the search committee will include, but not be limited to, establishing and clarifying criteria to be used in the selection, overseeing the process to obtain candidates, interviewing candidates, and agreeing on a process by which to make a final recommendation to the Board.
- The search committee will interview a short list of candidates and recommend to the Board its candidate of choice. The search committee will also seek written confirmation from the Partnership Council that it is satisfied the selection process has been followed, in accordance with the Operating Agreement.
- An offer will be subject to submission of a declaration that the candidate has no conflict of interest consistent with organizational policy, in a form as required by the Board, and subject to satisfactory results of a criminal reference check as determined in the sole discretion of the Board.
- An employment agreement will be executed by the Chair and the CEO.
- If a new CEO has not been appointed prior to the departure of the incumbent CEO, the individual approved by the Board to act as interim CEO during a sudden vacancy shall act as interim CEO until a new CEO is appointed, unless otherwise determined by the Board.

Short Term Absence

The CEO will identify a member of the senior leadership team to serve as Acting CEO during any short-term absence (e.g. vacation). The CEO will consult with the Chair on the selection prior to departure.

Manual:	Board of Directors	Number:	III-2
Section:	Leadership	Effective Date:	October 28, 2024
Committee:	Executive	Last Reviewed:	October 28, 2024
Pages:	103-105	Revision Date:	Fall 2027
Subject: CEO DIRECTION AND POSITION DESCRIPTION			

The Board provides direction to the CEO in accordance with Board policies and typical best practices. The Board delegates responsibility and authority to the CEO for the management and operation of the Corporation. As such, the CEO is accountable to the Board.

As outlined in ONCA, s.36(2), limitations of such delegation of powers to the CEO (managing director) include:

- Submitting to the members any questions or matter requiring the approval of the members;
- Filling a vacancy among the directors or in the position of auditor;
- Appointing additional directors;
- Issuing debt obligations, except as authorized by the directors;
- Approving the financial statements of the Corporation; and
- Adopting, amending, or repealing the by-laws of the Corporation.

The Board's sole official connection to the operational organization, its achievements and conduct will be through the CEO.

The CEO is required to follow directions of the Board directly or as received through the Chair. Only decisions of the Board acting as a body are binding on the CEO. When directors or committee members make requests without express Board authorization, the CEO will determine how such requests will be addressed based on work priorities and available funds. The CEO may refer the matter through the Chair to the next Board meeting for discussion.

The CEO shall perform the duties described in the Position Description below and supplemented by their employment agreement, as well as other tasks, duties, and responsibilities as may be associated with the position of CEO or as may be assigned by the Board from time to time.

The Board-approved CEO position description is included in the employment agreement between the Corporation and the CEO.

The position includes the following responsibilities:

- Be accountable to the Board for the organization, management, and leadership of the Corporation in accordance with applicable law, and the Corporation's articles, by-laws, and policies, subject to the authority of the Board.

- Report to and be responsible to the Corporation for implementing the strategic plan, operating and capital plan, and for the day-to-day operation of the facilities of the Corporation in a manner consistent with policies established by the Board.
- Shall not cause or, with the CEO's knowledge, allow any practice, activity, decision, or organizational circumstance that is either unlawful, imprudent, or in violation of commonly accepted business and professional ethics.
- Ensure systems are in place to ensure compliance with all applicable laws, as amended from time to time.
- Establish and maintain a positive, accountable, and collegial working relationship with the Board and COS characterized by decisive leadership, candour, and transparency.
- Build solid relationships with the Professional Staff.
- Establish an organizational structure that facilitates, in an accountable and efficient manner, the quality and safety of all programs, services, departments, and staff in order to fulfil the mission, vision, and values and the strategic plan of the Corporation.
- Provide leadership in support of the Board's responsibility to develop and periodically review the mission, vision, and values and the strategic plan of the Corporation.
- Work in partnership with the COS and the Medical Advisory Committee to ensure alignment of clinical programs with the Corporation's strategic plan.
- Develop, recommend, and foster the mission, vision, and values of the Corporation.
- Demonstrate fiscal accountability to the Board and ensure appropriate systems and structures are in place for the effective management and control of resources including the employment, development, control, and direction of all employees.
- Ensure effective human resource and succession planning that considers current and future requirements, the health system and the community, and identify resource implications.
- Ensure systems are in place, in consultation with the COS, for the review, development, and implementation of new programs and services and/or changes to existing programs and services.
- Consult with the COS with respect to clinical programs and services, including the introduction of any new clinical programs and services and/or changes to existing programs and services.
- Collaborate with health service and community providers to promote the co-ordination and integration of health services in the region served by the Corporation.

- Represent the Corporation to the community, the government, the media, and the broader public on matters relating the activities and affairs of the Corporation.
- Ensure the payment by the Corporation of all salaries and amounts due from and owing by the Corporation which fall within the purview and scope of the Board-approved annual budget or as otherwise established by Board resolution.
- In accordance with the Corporate By-law:
 - serve as an *ex-officio* non-voting director;
 - serve as an *ex-officio* member of all Board committees;
 - serve as the Board Secretary, unless otherwise determined by the Board; and
 - perform such other duties as directed by the Board from time to time.

Manual:	Board of Directors	Number:	III-3
Section:	Governance Process	Effective Date:	October 28, 2024
Committee:	Executive	Last Reviewed:	October 27, 2025
Pages:	106-107	Revision Date:	Fall 2027
Subject: COS SELECTION AND SUCCESSION PLANNING			

The Board will ensure there is a documented succession plan in place in case the COS position becomes vacant due to sudden vacancy (e.g. death, resignation, or termination) or planned vacancy (e.g. retirement). The succession plan will also specify the process for appointing an interim COS should the COS require an extended leave of absence from the Corporation due to personal, health, or other reasons.

Based on best practice, the COS is expected to identify and develop a succession plan through internal succession planning. During the annual COS evaluation period, the COS will report to the Executive Committee on the succession plan and related physician development. This report will include a review of internal candidates who have the potential to assume the COS position at the hospital. This review will include development plans to enhance the capabilities of the internal candidates.

Sudden Vacancy

Annually at the start of each fiscal year, the COS will identify which member of the Medical Staff is recommended to act as interim COS, subject to approval by the Board, if a sudden vacancy in the COS position occurs. The identified sudden successor will be documented, and such confidential documentation will be kept in a secure location in the office of the Board Secretary. The location of the documented recommendation and means to access, should the need arise, will be disclosed to the Chief Human Resource Officer.

Planned Vacancy

In accordance with the Professional Staff By-law, the Board shall appoint a COS, and in making such appointment, shall consider the recommendation of the Medical Advisory Committee.

- The Board shall appoint a selection committee for the purpose of recommending a successor candidate for the position to the Board. The selection committee shall be composed of:
 - one Director, who shall serve as committee chair;
 - the President or Vice President of the Medical Staff Association;
 - two members of the Medical Advisory Committee; an
 - such other members as the Board may determine from time to time.
- The search committee shall be supported by the Chief Human Resources Officer.

- The selection committee will be provided with appropriate resources to perform its mandate, including a search firm subject to Board approval.
- The work of the Selection Committee will include, but not be limited to, establishing, and clarifying criteria to be used in the selection, overseeing the process to obtain candidates, interviewing candidates, and agreeing on a process by which to make a final recommendation.
- The selection committee will interview a short list of candidates and recommend to the Board their candidate of choice.
- Subject to annual confirmation by the Board, an appointment of the COS shall be for a term of up to three years subject to earlier termination in accordance with applicable policies, contract provisions, and by-laws; however, where a planned vacancy succession plan is underway, the incumbent COS shall hold office until a successor is appointed (subject to the Corporation's right to terminate earlier in accordance with applicable policies, contract provisions, and by-laws).
- In accordance with the Professional Staff By-law, the maximum number of consecutive years of service of the COS shall be ten years, provided, however, that following a break in continuous service of at least one year, the same person may be reappointed.
- An offer will be subject to submission of a declaration that the candidate has no conflict of interest consistent with organizational policy, in a form as required by the Board, and subject to satisfactory results of a criminal reference check as determined in the sole discretion of the Board.
- An employment agreement will be executed by the Chair and the candidate accepting the position of COS.
- The Board may at any time revoke or suspend the appointment of the COS, subject to and in accordance with applicable policies, contract provisions, and by-laws.
- If a new COS has not been appointed prior to the departure of the incumbent COS, the individual approved by the Board to act as interim COS during a sudden vacancy shall act as interim COS until a new COS is appointed.

Short Term Absence

The COS will identify a member of the Professional Staff to serve as Acting COS during any short-term absence (e.g. vacation). The COS will consult with the Chair on the selection prior to departure.

Manual:	Board of Directors	Number:	III-4
Section:	Leadership	Effective Date:	October 28, 2024
Committee:	Executive	Last Reviewed:	October 28, 2024
Pages:	108-110	Revision Date:	Fall 2027
Subject: COS DIRECTION AND POSITION DESCRIPTION			

The Board provides direction to the COS in accordance with Board policies and typical best practices. The Board delegates responsibility and authority to the COS for the general clinical organization of the Corporation and the supervision of the medical, dental, midwifery, and extended class nursing staff of the Corporation.

In accordance with the Professional Staff By-law, the COS shall:

- be an *ex officio* non-voting director and as a director, fulfill fiduciary duties to the Corporation;
- be the *ex officio* Chair of the Medical Advisory Committee;
- be an *ex officio* member of all Medical Advisory Committee subcommittees;
- report regularly to the Board on the work and recommendations of the Medical Advisory Committee;
- perform such additional duties as may be outlined in the Board-approved COS position description, or as set out in the Rules, or as assigned by the Board; and
- should not hold another medical leadership position unless the Corporation is unable to find a suitable candidate for that Medical leadership position.

The Board-approved COS position description is included in the employment agreement between the Corporation and the COS. The position includes the following responsibilities:

- Serve as a member of the Corporation's senior leadership team.
- Establish and maintain a positive, accountable, and collegial working relationship with the Board and the CEO characterized by decisive leadership, candor, and transparency, that is aligned with the mission, vision and values of the Corporation.
- Report regularly to the Board on the work and recommendations of the Medical Advisory Committee and any other matters about which the Board should have knowledge.
- Be accountable to the Board for the organization of the Professional Staff, the quality of care given by such staff, and the appropriate utilization of resources by the Departments.

- Advise the Medical Advisory Committee and the Board with respect to the quality of medical, diagnosis, care, and treatment provided by Professional Staff members to patients.
- Report to the Medical Advisory Committee on the activities of the Corporation, including the utilization of resources and quality assurance.
- Participate in the development of the Corporation's mission, vision, and values, and strategic plan.
- Through the Chiefs of Department, ensure adequate orientation, supervision, and assessment of the Professional Staff.
- Working with the Chiefs of Department and the Professional Staff Association, ensure the development of a continuing education program for the Professional Staff.
- Lead the Professional Staff appointment, reappointment, and credentialing process, and be responsible for any complaints, mediation, or disciplinary action regarding the Professional Staff.
- Working with the Vice President Clinical/Chief Nursing Executive, review and monitor Hospital committee structures and processes.
- Develop, recommend for Board-approval, and implement a Clinical Services Resource Plan, that considers current and future requirements, the health system, and the community, and identify resource implications.
- Work in partnership with the CEO and the Medical Advisory Committee to ensure alignment of clinical programs with the Corporation's strategic plan.
- Ensure systems are in place, in consultation with the CEO, for the review, development, and implementation of new programs and services and/or changes to existing programs and services.
- Consult with the CEO with respect to clinical programs and services, including the introduction of any new clinical programs and services and/or changes to existing programs and services.
- Demonstrate fiscal responsibility and support the CEO in ensuring fiscal accountability in accordance with the Board-approved budget for the fiscal year and report any serious or recurring misuse of Hospital resources to the CEO.
- Ensure a process for the regular review of the performance of the Chiefs of Department.
- Receive and make written recommendations regarding the performance evaluations of the Chiefs of Department concerning annual re-appointments.
- Advise the Professional Staff on current Hospital policies, objectives, and rules.

- Working with the Board, periodically review and recommend changes to the Professional Staff By-law.
- Delegate appropriate responsibility to the Chiefs of Department.
- Perform such other duties as directed by the Board from time to time.

Manual:	Board of Directors	Number:	III-5
Section:	Leadership	Effective Date:	October 28, 2024
Committee:	Executive	Last Reviewed:	October 28, 2024
Pages:	111-113	Revision Date:	Fall 2027
Subject:	CEO AND COS PERFORMANCE EVALUATION		

The Board is responsible for appointing the CEO and the COS as well as managing and evaluating their performance. Performance evaluation of the CEO and the COS is the process of reviewing and evaluating their performance based on progress towards mutually agreed upon objectives. The performance review process also provides an opportunity to collaboratively develop the Corporation's priorities for the next fiscal year, and if needed, to plan strategies to support the CEO and the COS.

Upon the recommendation of the Executive Committee, the Board will annually establish measurable annual performance objectives in cooperation with the CEO and the COS, assess CEO and COS performance, and determine CEO and COS compensation within the parameters of applicable contracts, policies, legislation, and directives. Annual performance objectives will include some that are specific to the achievement of any at risk pay components of total compensation.

Guiding Principles

1. Performance management supports, reinforces, and integrates the achievement of strategic and annual business plan results with individual performance goals. It provides recognition and input from key interested parties of performance outcomes.
2. Performance standards, measures and indicators should be established in the Performance Agreement to appropriately assess CEO and COS performance. Performance commitments and measures should be set at a level which reflects the high level of performance expected.
- 3a. For CEO, performance pay is directly linked to the achievement of key results in specified performance areas, including building for the longer term (multi-year goals).
- 3b. For COS, performance management focuses both on improving organizational processes and structure and on enhancing the COS's performance. There will be recognition and reward for performance against established targets and commitments.
4. The annual Performance Agreement should include reference to the CEO and COS's expectations for executives or senior physician leaders within the organization, as applicable, thereby promoting a consistent and continuous approach to talent development, succession planning, and performance measurement across the executive leadership group.
5. The Performance Agreement will be aligned with the fiscal year.

Process

- The CEO and COS will provide the Executive Committee with a progress report 6 promptly after the end of each quarter so that results reporting is aligned with the corporate planning and performance cycle. The Executive Committee will review the CEO and COS's performance against the ACP and report to the Board on a quarterly basis.
- Annually, the CEO and COS will develop annual performance objectives in the Performance Agreement for initial discussion with the Executive Committee, which will then recommend the performance objectives to the Board for approval.
- The Executive Committee will undertake a review of CEO and COS performance against the performance objectives annually against the Performance Agreement. The Executive Committee shall report to the Board promptly following the end of the fiscal year. The Executive Committee may from time to time engage an external vendor to conduct the year-end performance review of the CEO and the COS.
- The Chair will solicit feedback on a standard form on the performance of the CEO and the COS and document such feedback in writing. Feedback will be solicited from the following parties:

CEO	COS
• All directors	• All directors
• All senior leadership team members	• All senior leadership team members
• Two Professional Staff members, as determined by the Executive Committee.	• All Medical Advisory Committee members

- The CEO and the COS will complete a self-evaluation on a standard form and will annually present the year-end results of their performance objectives to the Executive Committee, which will form a portion of the year-end performance review.
- The Chair will consider all feedback and self-evaluations and review and provide a draft report to the Executive Committee in an *in-camera* session on the CEO's and COS' performance relative to the achievement of their performance objectives.
- The Executive Committee will conduct a leadership competency assessment of the COS on behalf of the board in consultation with the CEO, every two years, at a time separate from the annual performance review.
- On the recommendations of the Executive Committee, the Chair will document the performance review and provide a report to the Board in an *in-camera* session on the CEO's and the COS' performance relative to the achievement of their performance objectives.

- The Chair will communicate the results of the performance evaluations to the CEO and to the COS, respectively.

Manual:	Board of Directors	Number:	III-6
Section:	Leadership	Effective Date:	October 28, 2024
Committee:	Executive	Last Reviewed:	October 28, 2024
Pages:	114-115	Revision Date:	Fall 2027
Subject: CEO AND COS COMPENSATION			

The Board is responsible for establishing appropriate and competitive compensation packages for the position of CEO and for the position of COS that comply with all applicable legislation and directives, in order to:

- attract and retain a highly skilled CEO and COS with the requisite competencies; and
- reward meritorious performance.

The compensation package provided to the CEO and the COS will be set out in a Board-approved employment agreement between the Corporation and the CEO or the COS, as applicable, which will incorporate by reference any other applicable documents, such as benefit plans and Corporation policies.

In establishing the compensation package, consideration will be given to market rates paid for similar positions within the local geographic area and within the province, particularly as applicable to broader public sector employment. The total compensation package will include base salary, vacation, incentive compensation, perquisites, and insured and non-insured benefits, all subject to and in accordance with the terms of the employment agreement, applicable legislation and directives, Hospital policies (including annual Quality Improvement Plan) and industry guidelines. In keeping with applicable legislation, compensation will be linked to achieving agreed upon performance objectives, including targets set out in the annual quality improvement plan.

Adjustments to the compensation package will be considered on a regular basis, giving consideration to cost of living changes, market rates, and changes in duties or requirements, as well as annual performance reviews, but adjustments will only be made if and to the extent permissible by applicable legislation and directives. Any permissible changes to the compensation package will be made only upon Board approval and will generally be made at the time of the annual reviews. Upon the recommendation of the Executive Committee, the Board will approve the amount calculated for incentive compensation.

The Executive Committee will annually review the CEO and the COS compensation for possible annual adjustments, subject to the CEO and/or the COS meeting performance expectations as determined through the performance review process, within the scope described above, and within the limits of the Corporation's overall compensation budget set by the Board. The Executive Committee shall bring forward a recommendation to the Board.

The Executive Committee shall work with the CEO when reviewing the COS compensation.

Upon mutual agreement between the Executive Committee and the CEO/COS, or at least every three years, total compensation will be reviewed, and a report and/or recommendation shall be brought forward to the Board, and, in the case of COS compensation, the CEO.

NOTE: The CEO and COS are considered a conflicted party in relation to their remuneration package and are required to absent themselves from any Board meeting or committee meeting when such matters, or any other matter addressed in their employment agreement, are discussed.

It is understood that any contractual agreements between the CEO/COS and the Board shall supersede this policy, provided, however, that all compensation arrangements for the CEO and COS are subject at all times to applicable legislation and directives.

Manual:	Board of Directors	Number:	III-7
Section:	Leadership	Effective Date:	October 28, 2024
Committee:	People, Finance & Audit	Last Reviewed:	October 28, 2024
Pages:	116	Revision Date:	Fall 2027
Subject:	CEO EXPENSE REIMBURSEMENT AND TRAVEL POLICY		

The responsibilities of the CEO include duties that require commitments for the Corporation, including attendance at hospital related events. It is expected that the CEO will discuss with the Chair the requirements associated with carrying out external duties, both in the community and outside Kingston area. The CEO will be compensated for reasonable expenses while carrying out such duties and while traveling on Hospital related business. With respect to fundraising, the CEO and Chair will review on an ongoing basis the listing of events to determine the costs which will be covered by the Corporation.

Such reimbursement and/or compensation will be consistent with the expense and travel policies and practices for other employee groups within the Corporation.

The Chair, on the recommendations of the Chief Human Resources Officer or Chief Financial Officer, will approve allowable expenses and travel claims.

Manual:	Board of Directors	Number:	IV-1
Section:	Program Quality and Effectiveness	Effective Date:	October 28, 2024
Committee:	Patient Care & Quality	Last Reviewed:	October 28, 2024
Pages:	117-118	Revision Date:	Fall 2027
Subject:	QUALITY IMPROVEMENT AND SAFETY		

The Board is responsible for overseeing quality and safety for the Corporation. The Board approves goals and performance metrics for quality, effectiveness, and patient/staff safety.

The Board defines quality as doing the right thing at the right time, in the right way, for the right reason – and having the best possible results.

The Board, in accordance with the *Excellent Care for All Act, 2010*:

- recognizes that a high-quality health care system is one that is accessible, appropriate, effective, efficient, equitable, integrated, patient-centred, population health focused, and safe;
- is committed to ensuring that the Corporation is responsive and accountable to the public, and focused on creating a positive patient experience and exceptional outcomes; and
- believes that quality is the goal of everyone involved in delivering health care in Ontario, and that ultimately, this Corporation should hold its executive team accountable for its achievement.

The Corporation will meet or exceed established and evolving standards of quality and patient safety. The Corporation is committed to addressing quality issues and identifying and acting upon opportunities to continuously improve patient care and service delivery. The Board recognizes the importance of monitoring, evaluating, and continuously improving the quality of patient care and services.

The Board recognizes the importance of the safe delivery of its services, as well as the importance of reducing or preventing the potential for injury or loss to its patients, visitors, staff, Professional Staff, volunteers and students, and damage to or loss of the Corporation's assets.

The Corporation is committed to improving the quality of programs and services on a continuous basis. A culture of patient safety is the underlying principle in the success of quality improvement. Patient safety has been defined as a patient's "freedom from accidental injury" when interacting in a healthcare system. Care and management standards are integral to the achievement of this goal. Standards and quality planning will align with the Corporation's mission, vision, and values, and corporate priorities, and will support the goals and objectives of the Corporation's strategic plan.

The Board is ultimately responsible for oversight and decision making related to quality and safety issues, including:

- reviewing and recommending policies and standards;
- monitoring patient outcomes and safety and patient flow and access;
- monitoring patient experience and responding to identified improvement opportunities;
- overseeing compliance with quality and safety related issues, including accreditation; and
- reviewing and making recommendations following adverse events.

In keeping with the requirements under *the Excellent Care for All Act, 2010*, the Corporation will:

- carry out patient satisfaction surveys and employee satisfaction surveys;
- develop a patient declaration of values, and publicly post it;
- establish a patient relations process that reflects the content of its patient declaration of values, and publicly post it;
- develop an annual quality improvement plan and publicly post it, through the Patient Care & Quality Committee, and provide a copy of it to the Ontario Health Quality Council; and
- annually establish performance targets and performance metrics related to quality and patient and staff safety for monitoring by the Patient Care & Quality Committee.

At least quarterly, the Patient Care & Quality Committee will monitor the Corporation's quality of patient care, and patient and staff safety against the defined performance targets and performance metrics and report to the Board.

The Board will discuss issues related to quality of patient care and safety and meeting time is dedicated to this focus.

Manual:	Board of Directors	Number:	IV-2
Section:	Program Quality and Effectiveness	Effective Date:	October 28, 2024
Committee:	Governance	Last Reviewed:	October 28, 2024
Pages:	119	Revision Date:	Fall 2027
Subject:			PERFORMANCE MONITORING

There are three main roles for the Board with respect to performance monitoring and assessment:

- ensuring that management has identified appropriate performance metrics (measures of performance);
- monitoring organizational and Board performance against Board-approved performance targets and performance metrics; and
- ensuring that management has plans in place to address variances from performance targets and overseeing implementation of remediation plans.

The Board will ensure that the CEO implements an effective performance management system, based on performance metrics for measuring and continuously improving the Corporation's performance. The Board will approve the targets and performance metrics for monitoring performance in achieving financial, quality, safety, and human resource targets using best practices and benchmarks. The Governance Committee is responsible for reviewing and making recommendations to the Board on the overall performance management system.

The CEO will establish an annual schedule of specific performance reports to the Board and appropriate Board committees. These performance reports are intended to support the Board in its responsibility to monitor and assess the Corporation's performance related to the established targets and performance metrics.

Manual:	Board of Directors	Number:	IV-3
Section:	Program Quality and Effectiveness	Effective Date:	October 28, 2024
Committee:	Patient Care & Quality	Last Reviewed:	October 28, 2024
Pages:	120	Revision Date:	Fall 2027
Subject: COMPLAINTS (PATIENT CARE AND OTHERS)			

It is important to patients, their families, and the community at large that all complaints are dealt with in a timely, impartial, and confidential manner.

The identification, investigation and management of individual patient feedback or concerns which, in part, form the basis of this trend analysis, are addressed by hospital staff through a process for which the CEO bears responsibility.

The Board also encourages feedback from staff, patients, and families as a key instrument to continuous improvement to achieving the goal of quality in every patient experience. To optimize the usefulness of feedback provided to Board members, members will refer such feedback to be addressed within the hospital staff, patient, and community relations processes. The Board will not review individual concerns.

Consistent with the *Excellent Care for All Act, 2010*, the Board is accountable for ensuring that there is a complaints management process in place. Trends are reported to the Board through the Patient Care & Quality Committee. The Board will not review individual complaint letters.

Should a concern relating to a patient's situation be addressed to Director of the Board or Board committee member verbally, that member should accept such feedback with thanks and, to avert the potential for unintended errors in message transmission by the member, encourage the complainant to forward it directly to Patient Relations to ensure that it is addressed using the established resolution process.

If a written or verbal complaint related to patient care or other complaints is received by a Director, the Director shall immediately forward the complaint to the appropriate staff member designated for managing complaints/Patient Relations and will provide notice of receiving the concern to the Chair. The complaint will be managed from this point forward by the staff member so designated.

A written or verbal complaint relating to the COS, the CEO, or a director must be reported to the Chair, or the Vice Chair if the complaint relates to the Chair.

If the Corporation receives a complaint which is deemed to be a potential claim, the CEO or their designate will notify the Board, as necessary.

Manual:	Board of Directors	Number:	IV-4
Section:	Program Quality and Effectiveness	Effective Date:	October 28, 2024
Committee:	People, Finance & Audit	Last Reviewed:	October 28, 2024
Pages:	121-122	Revision Date:	Fall 2027
Subject:	WHISTLEBLOWING POLICY/REPORTING OF INAPPROPRIATE BEHAVIOUR		

The purpose of this policy is to ensure management complies with all relevant laws and regulations. The Board maintains high standards of business and ethical conduct and applies these standards to all matters of business. The Board will ensure that all complaints are dealt with promptly, are fully reviewed and investigated in a fair, equitable and respectful way. The Board is committed to protecting a person from inference, discrimination, harassment, or retaliation for having made a good faith report of wrongdoing and confidentiality will be protected to the maximum extent possible.

This Board policy ensures that management has developed a framework as outlined in the Corporation's administrative policy 01-218, Whistleblowing Policy/Reporting of Inappropriate Behaviour. The administrative policy has been developed to assist persons, including staff, volunteers, physicians, and residents, to report concerns regarding significant and serious matters related to the operations of the Corporation. The Corporation's administrative policy endorses a proactive environment of disclosure and protection to ensure that the Corporation meets legislative requirements and aligns to the guiding principles of transparency and accountability.

The Corporation is committed to operating in a manner that reflects honesty, integrity and ethical business practices and encourages good faith reporting of allegations of wrong doing in business conduct including but not limited to:

- Breach of the law and/or legal obligations
- Gross mismanagement including omissions and/or neglect of duty
- Breach of fiduciary responsibilities
- Breach or inappropriate financial reporting and use of funds or organizational assets
- Abuse of authority
- Unethical business conduct
- Endangering the health and safety of others

The Board expects all persons to comply and act in accordance, at all times, with these values and principles.

One or more violations of this by a person may be grounds for disciplinary action up to and including termination of privileges, employment, and relationship with the Corporation or the board directorship.

Persons who are members of a profession and/or discipline which is governed by standards and codes specific to their profession will be expected to adhere to those professional codes and standards in addition to the Corporation's policies, codes, and by-law.

The Corporation's Administrative policy #01-218 details the step-by-step procedures available to all staff, volunteers, physicians, and residents of the Corporation. Where the Authorized Disclosure Officer is the Chair of the People, Finance & Audit Committee, a written disclosure will be submitted c/o the Office of the Chief Operating Officer, in an envelope labelled, "To be opened by the Chair of the People Finance & Audit Committee only." If a person would like to discuss the matter with the Chair of the People, Finance & Audit Committee verbally, that person should indicate this and include a contact telephone number. If any such envelope is received by the management of the Corporation, it shall be forwarded promptly and unopened to the Chair of the People, Finance & Audit Committee. A person can make a verbal report to the confidential telephone line direct to the Chair of the People, Finance & Audit Committee, by calling 613 544 3400 Ext 2657.

Manual:	Board of Directors	Number:	IV-5
Section:	Program Quality and Effectiveness	Effective Date:	October 28, 2024
Committee:	Patient Care & Quality/People, Finance & Audit	Last Reviewed:	October 28, 2024
Pages:	123	Revision Date:	Fall 2027
Subject:	FRENCH LANGUAGE SERVICES		

The Corporation has been identified by the Government of Ontario as a Health Service Provider that is expected to work towards obtaining a French language services (“FLS”) designation within the meaning of the *French Language Services Act* of Ontario (the “FLSA”). Until designated, the Corporation is expected to provide health services to the public in French, in accordance with its existing FLS capacity. In accordance with the H-SAA entered into between the Corporation and Ontario Health, the Corporation is also required to:

1. comply with the requirements and obligations set out in the “Guide to Requirements and Obligations Relating to French Language Health Services”; and
2. provide a report to Ontario Health annually that outlines how the Corporation addresses the needs of its Francophone community (the “FLS Report”).

The People, Finance and Audit Committee shall review compliance with the H-SAA. The Patient Care & Quality Committee shall prepare and recommend the FLS Report to the Board to provide to Ontario Health.

The Board of Directors and Executive team are responsible for oversight of the French Language Services (“FLS”) Implementation Plan and for moving the Corporation toward eventual designation.

If and when designated, the Board will be responsible for complying with all requirements to maintain the designation. For clarity, designation is achieved when there is legal recognition, by the Government of Ontario, of the ability of an organization to offer French-language services according to the prescribed criteria.

Manual:	Board of Directors	Number:	IV-6
Section:	Program Quality and Effectiveness	Effective Date:	October 28, 2024
Committee:	Governance	Last Reviewed:	October 28, 2024
Pages:	124-125	Revision Date:	Fall 2027
Subject:	TEMPORARY REMOVAL OF RELIGIOUS ICONS AT PATIENT REQUEST		

Guiding Principle

Guided by our mission(s) and values, the Corporation cares for people of all religious faiths or creeds, and those with no religious belief or creed. From time to time some patients may experience discomfort in the presence of religious icons and request that they be removed. This policy was developed to ensure that there is a standardized process to guide staff to respond sensitively to these requests.

Policy

Upon the request of a patient or family member we will temporarily remove religious icons from the space within our sites, including HDH in which that patient receives treatment. This policy does not apply to any public space, or to the Multi-faith room, or to any other worship space within the sites.

Definition

Religious icons include crucifixes and pictures or images signifying religious beliefs.

Procedure

1. In order to facilitate this process we ask that, wherever possible a patient submit a written request (email, letter, fax, or via the Patient Relations section of the hospital website) to a Patient Relations Specialist at least one business day prior to the scheduled appointment. Verbal requests will be accepted if this is not feasible.
2. Requests must contain the following information:
 - a. Patient's name
 - b. Patient's date of birth (as a second identifier to verify the patient's identity)
 - c. Patient's telephone number or email address (if there is a need to clarify information)
 - d. Appointment date and time
 - e. Appointment location, if known
3. The Patient Relations Specialist will acknowledge the request and communicate it to the Program Manager.

4. If staff receives a verbal request from the patient/family member during the clinic or inpatient visit or stay, staff are asked to accommodate the request when it is feasible to do so, explain the request and resulting removal to staff in the area and to report the request to the Program Manager and to the Patient Relations Specialist.
5. When advance notice is provided the Program Manager requests that Facilities Management remove or temporarily cover the icons and replace them as soon as possible, no later than the start of the next business day.
6. The Patient Relations Specialist tracks all requests of this nature and provides summary reports as required.

Manual:	Board of Directors	Number:	V-1
Section:	Financial and Organizational Viability	Effective Date:	October 28, 2024
Committee:	People, Finance & Audit	Last Reviewed:	October 28, 2024
Pages:	126-127	Revision Date:	Fall 2027
Subject:	FINANCIAL OBJECTIVES		

The Board has a fiduciary duty to ensure the safeguarding of the Corporation's assets and the prudent use of its resources.

The Board will ensure that the People, Finance & Audit Committee, and the CEO annually develop key financial objectives for approval by the Board. The Board will monitor performance against these objectives.

The Board will ensure that the Corporation is operated and managed in an efficient and effective manner according to accepted business and financial practices and approved policies, and that it operates within its approved funding and the Corporation's annual plan and H-SAA.

The CEO is accountable to the Board for ensuring that this objective is achieved, that the fiscal position of the Corporation is not placed at risk, and that adequate internal controls and processes are in place, monitored for compliance, and regularly reviewed by the People, Finance & Audit Committee. A material deviation of actual expenditures from Board approved priorities will not occur without prior approval of the Board. Accordingly, the CEO will not:

- direct or approve the expenditure of designated revenue for other than its intended purpose;
- direct or approve the expenditure of more funds than have been budgeted, or expend more funds than have been received or reasonably forecast to be received;
- use any reserves except as provided in the approved budget;
- direct or approve the accumulation of debt for operational requirements in an amount greater than provided within the budget and indicated by the cash flow projections associated with the budget;
- direct or approve the cash position falling, at any time, below the amount needed to settle payroll and all other obligations in a timely manner, in accordance with generally accepted good business practices or the agreed terms inherent with the obligation;
- knowingly allow any payments or filings to be overdue or inaccurately filed; or
- approve the acquisition of capital equipment or any major renovations other than what has been pre-approved in the capital budget (inclusive of available contingencies) and limited to the financial amounts established therein.

The CEO shall, in the event of an emergency purchase where safety or other critical factors are involved, attempt to inform one of the Chair, a Vice Chair, or the Treasurer prior to authorizing the purchase. The CEO shall have the authority to proceed, if deemed necessary, even where one of the Chair, a Vice Chair, or the Treasurer cannot be reached.

Manual:	Board of Directors	Number:	V-2
Section:	Financial and Organizational Viability	Effective Date:	October 28, 2024
Committee:	People, Finance & Audit	Last Reviewed:	October 28, 2024
Pages:	128-130	Revision Date:	Fall 2027
Subject:	FINANCIAL PLANNING AND PERFORMANCE		

The Board will review the HAPS, including the operating and capital budget, and approve the H-SAA for submission to Ontario Health by a date in compliance with its requirements. The H-SAA will be approved by the Board and signed by the Chair and the CEO or other authorized signing officers on behalf of the Corporation.

The Board will not approve an annual budget that projects a deficit position, unless explicitly directed or permitted to do so by the Ministry of Health or Ontario Health. The HAPS and operating plan will be aligned with the Board's established priorities and will not place the Corporation at financial risk. The Board will require that the operating plan and annual budget include adequate working capital to meet the needs of the Corporation.

The CEO is responsible for preparing a draft HAPS and a draft operating plan and capital budget for each fiscal year. Prior to the Board granting its approval, the People, Finance & Audit Committee will:

- set the overriding parameters and objectives for hospital operations, including establishing the time frame for planning, broad service distribution and volume targets, desired operating bottom-line, Ministry of Health revenue assumptions, capital financing direction, and desired cash flow position;
- review and approve the detailed budget assumptions and rationale including service volumes, occupancy rates, length of stay, salary, and benefit estimates;
- review and approve the final operating plan on a timely basis, ensuring broad planning parameters and detailed budget assumptions have been utilized; and
- regularly monitor actual performance against the approved operating plan to ensure management is in compliance with the plan and resources are being appropriately utilized.

The CEO will ensure that appropriate and effective administrative policies and procedures exist to manage operating expenses within the annual budget, and that these policies and procedures are monitored for compliance and reviewed annually by the People, Finance & Audit Committee. The annual budget will contain sufficient information to provide:

- a reasonable projection of revenues and expenses;
- a separation of capital and operational items;

- a cash flow analysis;
- subsequent audit trails;
- a borrowing requirements analysis;
- disclosure of significant changes in financial position;
- disclosure of all material planning assumptions; and
- material changes to accounting treatment.

A deviation of actual expenditures from Board approved priorities should not occur without prior approval of the Board, unless in accordance with the Approvals and Signing Authority policy (V-6).

Monitoring of Financial Performance

On a bi-monthly basis, the Board with the assistance of the People, Finance & Audit Committee will conduct a thorough assessment of the organization's financial performance employing a range of indicators.

The CEO is responsible for ensuring that the Corporation establishes and maintains financial reporting systems in accordance with generally accepted accounting principles and its accountability agreements.

The financial statements will be prepared in conformance with generally accepted accounting principles and will include performance indicators relevant to:

- financial position (including the approved fiscal budget, actual expenditures to date, variances between actual expenditures compared to annual budget, together with a written explanation whenever a variance is significant, a comparative balance sheet, and a forecast for the current year together with the annual budget);
- operations;
- changes in fund balances; and
- cash flows.

If the Board monitoring and assessment of these indicators identifies problems, the CEO will be directed to devise and implement a plan to correct them. Such plans must be submitted to and discussed with the People, Finance & Audit Committee.

Capital Projects and Capital Planning

The People, Finance & Audit Committee will establish guidelines for the definition of capital equipment and will annually review these guidelines.

The CEO or their designate will ensure that a process is in place to establish an annual capital project plan which will comprise part of the annual operating plan approved by the Board. Yearly capital equipment budgets will be recommended for approval to the Board based on prioritized submissions in accordance with this policy. The capital budgeting process will be aligned with the requirements of the HAPS and guidelines of the Ministry of Health. In addition, the Board may consider approval of capital equipment/projects, as may be required outside of these timelines, based on appropriate information.

Any capital purchases and contracts must be approved by the Board or provided for in the Board approved capital project plan.

Capital equipment will be funded from the following sources:

- **Equipment Depreciation:** Depreciation funds are only available for replacement equipment. Equipment will not normally be replaced until fully depreciated.
- **Donations:** Periodically, donations may be made to various organizational departments.
- **Estate Bequests:** The Corporation may have estate bequest donations. These funds may be used to fund acquisition of capital equipment.
- **The Foundation:** The Foundation may be requested to consider funding capital equipment.
- **Government Grants:** The Corporation may periodically receive government grants for the purchase of capital equipment.

The CEO is responsible for overseeing the planning, development, construction, commissioning, and decommissioning aspects of capital projects. The CEO is also responsible for developing appropriate policies, procedures, and controls to ensure that approved projects are completed within budgeted cost and time constraints. The People, Finance & Audit Committee will review quarterly reports on the capital budget, plans for capital restructuring, and report significant variances to the Board from approved plans including the master plan.

Manual:	Board of Directors	Number:	V-3
Section:	Financial and Organizational Viability	Effective Date:	October 28, 2024
Committee:	People, Finance & Audit	Last Reviewed:	October 28, 2024
Pages:	131	Revision Date:	Fall 2027
Subject:	RISK MANAGEMENT		

The Board must be knowledgeable about risks inherent in hospital operations and ensure that appropriate risk analysis is performed as part of its decision-making. In particular, the Board will:

- oversee management's risk management program;
- ensure that appropriate programs and processes are in place to protect against risk;
- expect management to identify unusual risks to the Corporation and ensure that there are plans in place to prevent and manage such risks;
- expect management to identify and assess the associated organizational risks when reviewing and approving resource allocation decisions;
- anticipate financial needs and potential risks, and develop contingency plans; and
- work with the CEO to reduce organizational risks and promote ongoing quality improvement.

The Board is responsible for ensuring that appropriate risk management practices are in place, and for reviewing and approving the Corporation's variance and risk tolerance levels. Each Board committee will review the risks related to its mandate at least annually.

The CEO is accountable for:

- identifying the principal organizational risks of the Corporation;
- determining the Corporation's exposure to risk; and
- developing and implementing a risk management framework.

The Board will annually monitor and assess the Corporation's quantification of risks, including asset protection, and how those risks are addressed.

Manual:	Board of Directors	Number:	V-4
Section:	Financial and Organizational Viability	Effective Date:	October 28, 2024
Committee:	People, Finance & Audit	Last Reviewed:	October 28, 2024
Pages:	132-134	Revision Date:	Fall 2027
Subject:	ASSET PROTECTION		

The CEO is accountable to the Board to ensure that assets are reasonably protected, adequately maintained, and not placed at unnecessary risk. The Corporation will provide insurance coverage that will protect its assets, employees, directors, officers, volunteers, students, and visitors, and its day-to-day conduct and activities.

The CEO will ensure the following:

- the insurance requirements of the Corporation are discussed with its carrier on an annual basis to ensure that the Corporation's general liability insurance coverage is sufficient to adequately protect its assets, employees, directors, officers, volunteers, students, and visitors. Furthermore, the Corporation's comprehensive insurance policy will also be reviewed and evaluated within the same time frame;
- insurance coverage and requirements of the Corporation are reviewed with the People, Finance & Audit Committee at least annually;
- adequate notice is provided to the incumbent carrier to allow opportunity for exploration of alternative options annually; and
- at a minimum, the Corporation's comprehensive insurance policy will include the following:
 - third party liability coverage;
 - property insurance;
 - director, officer, and employee coverage; and
 - adequate coverage to recover losses resulting from errors of commission and/or omission.

To obtain the best price for the Corporation, insurance policies may be tendered every five years, or more frequently as determined by the Board.

Only the CEO or the Board shall initiate a claim or agree to a settlement or an action on behalf of the Corporation.

Legal Liability

The CEO is accountable for ensuring that:

- adequate liability insurance coverage is maintained for the Corporation, directors, and officers in order to ensure that they will be indemnified and saved harmless while engaged in activities on behalf of the Corporation;
- the Corporation insures to an appropriate extent against losses due to errors and omissions on the part of directors, officers, employees, and agents;
- the Corporation, its directors, officers, employees, and agents are not unnecessarily exposed to liability claims;
- procedures are established to monitor compliance with legislation; and
- the Board is provided the opportunity to review the appropriateness and effectiveness of internal control of procedures including key policies and procedures.

Financial Liability

The CEO is accountable for ensuring that:

- there are appropriate and adequate financial internal controls for the receipt, disbursement, and processing of funds and that these controls are reviewed annually. Any issues shall be reported to the People, Finance & Audit Committee;
- financial reporting is consistent with Canadian Generally Accepted Accounting Principles and that the financial position of the Corporation is reviewed on a consistent and timely basis;
- the Board has the opportunity to review financial statements, processes for presenting financial information, internal controls, risk management methods, audit processes, and management information systems in order to determine their integrity and effectiveness; and
- only personnel approved within the signing authority policy will access funds as appropriate.

Asset Protection

The CEO is accountable for ensuring that:

- reasonable insurance against fire, theft, and casualty losses, with an appropriate deductible, is maintained;

- there is appropriate property, boiler, and machinery insurance coverage for all assets owned by the Corporation, which may be subject to replacement or repair as a result of theft or casualty loss;
- there is a program to ensure that plant, equipment, and systems are well maintained, in compliance with legal requirements, and are not subjected to improper wear and tear, and that there is a proactive strategy in place to replace and renew equipment as it ages, subject to the availability of working capital; and
- an asset registry is maintained.

Manual:	Board of Directors	Number:	V-5
Section:	Financial and Organizational Viability	Effective Date:	October 28, 2024
Committee:	People, Finance & Audit	Last Reviewed:	October 28, 2024
Pages:	135-136	Revision Date:	Fall 2027
Subject:	INVESTMENT POLICY		

In accordance with the Corporate By-law, the Board is authorized to make or receive any investments that the Board in its discretion considers advisable.

Investment activities are to be undertaken in a manner designed primarily to preserve and safeguard capital, and secondarily to optimize investment yield having regard to permissible investments. In all respects, maturity dates of investments must recognize the forecasted cash flow requirements of the Corporation.

The CEO, or their delegate, will be responsible for the day-to-day management of the investment portfolio, subject to the oversight of the People, Finance & Audit Committee.

The Board will review the status of such investments on a quarterly basis consistent with the annual budget.

Permissible Investments

The portfolio will be primarily invested in fixed income instruments. Eligible instruments may consist of:

- Canada and Provincial Treasury Bills
- Banker's Acceptances
- Bank Bearer Deposit Notes
- Promissory Notes from Canadian Crown Corporations
- Promissory Notes guaranteed by any Canadian province
- Term deposits
- Guaranteed investment certificates

For greater clarity, we will not invest in the following:

- Commercial Paper regardless of rating
- Asset-backed Paper

- Any foreign investment vehicle

Manual:	Board of Directors	Number:	V-6
Section:	Financial and Organizational Viability	Effective Date:	October 28, 2024
Committee:	People, Finance & Audit	Last Reviewed:	October 28, 2024
Pages:	137-138	Revision Date:	Fall 2027
Subject: BORROWING			

This policy designates the approvals required for the Corporation to borrow money and the purposes for which the Corporation may borrow from external organizations.

Approval

In accordance with section 9.6 of the Corporate By-Law and subject to the Corporation's Articles, the Board may from time to time, on behalf of the Corporation, without authorization of the Members:

- borrow money on the credit of the Corporation;
- issue, reissue, sell, or pledge debt obligations of the Corporation;
- give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- mortgage, pledge, or otherwise create a security interest in all or any property of the Corporation, currently owned or subsequently acquired, to secure any obligation of the Corporation.

Approval of the Board, on the recommendation of the People, Finance & Audit Committee, is required for the Corporation to exercise any of the foregoing powers.

Purposes

The Corporation will only borrow money for the following purposes:

- to secure bridge financing for working capital requirements;
- to secure operating financing (line of credit) to fund normal operating requirements arising from timing differences between cash inflows and expenditures;
- to secure capital project financing to support a capital project;
- to lease or finance capital equipment that is part of the Corporation's Board-approved capital project plan;
- to lease or finance land or property consistent with the Corporation's master plan; or

- to support an expenditure justified by a business case with an acceptable financial return.

The Board will maintain an adequate line of credit to cover short-term funding requirements of the Corporation. The CEO may not use the line of credit without prior notification to the Chair, and such notification will be given to the People, Finance & Audit Committee at the next regularly scheduled Board meeting.

Manual:	Board of Directors	Number:	V-7
Section:	Financial and Organizational Viability	Effective Date:	October 28, 2024
Committee:	People, Finance & Audit	Last Reviewed:	October 28, 2024
Pages:	139-141	Revision Date:	Fall 2027
Subject:	APPROVALS AND SIGNING AUTHORITY		

The CEO shall ensure that the Corporation has in place policies and rules for the approval, purchasing, contracting, leasing, acquisition, or disposal of goods and services, capital, and real property and signing authority. These policies will include identification of authorizations as required by legislation, accountability agreements, and/or service agreements with the Ministry of Health and Ontario Health. These policies and procedures will be monitored for compliance and reviewed annually by the People, Finance & Audit Committee.

Approval

The Board authorizes the CEO to make commitments contained within an approved operating plan or capital budget or as otherwise approved by the Board, including any and all: contracts, requisitions, purchase orders, travel authorizations, and any other agreement, financial or otherwise. If emergency expenditures or commitments are necessary, they must be subsequently submitted for approval at the next appropriate meeting.

Prior approval by Board resolution is required for any of the following:

- all contracts, agreements, and costs not included in the approved operating plan and capital budget which are binding on the Corporation, and which are not terminable by the Corporation without liability upon giving no more than 90 days notice, or, in any event, involving liability on the part of the Corporation in excess of an unbudgeted amount of \$100,000;
- the sale or transfer of any assets of the Corporation not included in the approved operating plan or capital budget, which individually or cumulatively exceeds \$100,000;
- the taking or instituting of proceedings for the winding-up, reorganization, or dissolution of the Corporation;
- the enactment, ratification, or amendment of any by-laws of the Corporation;
- the sale, lease, exchange, or other disposition of all or substantially all of the assets or undertakings of the Corporation;
- the provision of financial assistance, whether by loan, guarantee, or otherwise to any person whatsoever;

- the mortgaging, pledging, charging, or otherwise encumbering of any of the assets of the Corporation;
- all real estate purchases and sales; and
- all capital equipment, capital renovations, and capital projects not included in the approved operating plan and capital equipment budget.

Signing Authority

In accordance with the Corporate By-Law, any one of the Chair or a Vice Chair, together with any one of the CEO or a Director, shall sign deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates, or any other instruments or documents requiring the signature of the Corporation, and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.

Additionally, the Board may from time to time direct the manner in which and the individual or individuals by whom any particular instrument or document, or class of instruments or documents, may or shall be signed. Any signing officer may affix the seal of the Corporation (if any) to any instrument or document and may certify a copy of any instrument, resolution, by-law, or other document of the Corporation to be a true copy.

In conjunction with the CEO, the Board will identify the designated signing officers of the Corporation and their authority and will review the designated signing officers at least annually and at the time of turnover of such designated directors and staff.

The CEO shall ensure that adequate internal controls and processes are in place. Consistent with administrative policies and internal budgeting policies developed as part of the Corporation's system of internal control and which provide direction to staff for developing and managing the Corporation's budgets, employees are not authorized to bind the Corporation to contracts or incur expenditures unless they have been delegated that authority.

Cheque Signing Authority is approved by the Board and generally includes, without limitation, the holders of the following positions:

- the Chair;
- the Vice Chair;
- the Treasurer;
- the CEO; and
- the Chief Financial Officer.

This authority may not be delegated. No other staff or directors may sign cheques on behalf of the Corporation. An electronic signature may be used to automate the cheque signing process, subject to appropriate safeguards.

Purchases, Contracts and Leases

The CEO will ensure that the Corporation does not order, receive, or process goods in a manner that does not meet generally accepted good business practices.

For greater clarity, it is the CEO's responsibility to ensure appropriate practices are followed in competitive tendering or invitation for proposal in all purchases of supplies, services, capital, leases, or agreements and such practices are in compliance with appropriate legislation including the Broader Public Sector Procurement Directive.

All purchases of supplies, services, or capital, or for a contract, lease, or agreement, with an estimated value of \$100,000 or more shall be based on competitive tender or invitation for proposal.

The renewal or extension of an existing lease with an estimated annual value of \$500,000 or less for substantially the same space, for the same program, at market rates, shall be reported to the Board when the lease is finalized. A lease with a value over \$500,000 requires Board approval.

Corporation employees are not authorized to bind the Corporation to contracts unless they have been delegated that authority or have been sub delegated authority under the Corporation's operational delegation of authority policies.

Reporting Requirements

The Board will satisfy itself, through reporting from the CEO or their designate, that the Corporation is acting in accordance with rules as established. The reporting will be at least annually.

Manual:	Board of Directors	Number:	V-8
Section:	Financial and Organizational Viability	Effective Date:	October 28, 2024
Committee:	People, Finance & Audit	Last Reviewed:	October 28, 2024
Pages:	142	Revision Date:	Fall 2027
Subject:	REIMBURSEMENT OF DIRECTOR & NON-DIRECTOR MEMBER EXPENSES		

Directors and committee members will be fairly and reasonably compensated for out-of-pocket expenses incurred while traveling on approved Corporation-related business.

The CEO or designate and Chair or designate are required to pre-approve all travel requests and for the expenses of the Board Chair, the CEO or designate and the Chair of Governance or designate will approve.

Directors or committee members will not be reimbursed for expenses associated with attendance at Board meetings or committee meetings held in Kingston except for requests that are pre-approved due to special circumstances.

Directors or committee members are encouraged to attend meetings, conferences, and educational events as reasonably required to properly discharge their duties. Directors or committee members if authorized to attend such events based on the annual Board work plan for ongoing education, will be reimbursed for expenses associated with these events in accordance with this policy. In order to obtain reimbursement for cost, original receipts are required.

Directors or committee members attending a meeting, convention or seminar will be reimbursed for all reasonable expenses while traveling to and from the event and during the event. Rules as outlined in the Corporation's administrative travel policy for employees will apply.

In no case will reimbursement of expenses pursuant to this policy include reimbursement for personal services: alcoholic beverages; cigarettes; entertainment expenses (e.g. pay TV, movies, sporting events, and concerts); recreational expenses (e.g. fitness club); laundry and valet services; parking and traffic violations and other expenses resulting from unlawful conduct; or other expenses deemed unreasonable or unnecessary in the course of carrying out the business of the Corporation.

A Director or committee member may be asked by the Corporation to attend another organization's meetings. That Director or committee member may, upon Board approval, be reimbursed for expenses incurred to attend the meeting of that organization in accordance with this Policy providing the expenses are not covered by another organization.

Manual:	Board of Directors	Number:	V-9
Section:	Financial and Organizational Viability	Effective Date:	October 28, 2024
Committee:	Governance	Last Reviewed:	October 28, 2024
Pages:	143	Revision Date:	Fall 2027
Subject:	SUPPORT AND RELATIONSHIP WITH UNIVERSITY HOSPITALS KINGSTON FOUNDATION		

A strong and positive relationship between the Corporation and the Foundation is essential at several levels:

2. The Board will support the Foundation in their endeavours. The Board will be represented at the Foundation events when requested by the Foundation.
3. Individual Directors are expected to support the Foundation and are encouraged to contribute financially to the Foundation in their fundraising efforts.
4. Regular communications will be essential and achieved through a number of mechanisms:
 - (a) the president and CEO of the Foundation will be invited to make a presentation to the Board annually on their activities on behalf of the hospital as well as providing regular updates at Board meetings;
 - (b) the Board shall annually appoint a Director to serve as an ex officio voting member of the Foundation board;
 - (c) the Foundation board shall annually appoint a director to serve as an ex officio voting member of the Board;
 - (d) it is recognized that the cross appointees described in (ii) and (iii) shall not be officers of their respective Boards due to conflict; the Chair and CEO or their delegate will meet and consult as required with their counterparts in the Foundation on strategic directions and priorities to ensure alignment of interests. The Chair will report to the Board on the conclusions and recommendations of these meetings; and
 - (e) as a result of the 2014 Amalgamation of the Kingston Hospital Foundation, the CEO holds the vote as a Class “B” membership which requires the Board to ratify the proposed slate of Foundation directors of the annually; approve changes to the Foundation’s charitable objects, letters patent and the by-law of Foundation.

Manual:	Board of Directors	Number:	V-10
Section:	Financial and Organizational Viability	Effective Date:	October 28, 2024
Committee:	People, Finance & Audit	Last Reviewed:	October 28, 2024
Pages:	144	Revision Date:	Fall 2027
Subject:	POLITICAL CONTRIBUTIONS		

The Corporation will not make direct contributions to political campaigns or to any elected official.

With the approval of the Chair, the Corporation may purchase tickets to events for a provincial political party, where the presence of the hospital management or the Board is deemed to be appropriate.

Manual:	Board of Directors	Number:	V-11
Section:	Financial and Organizational Viability	Effective Date:	October 28, 2024
Committee:	Governance	Last Reviewed:	October 28, 2024
Pages:	145-149	Revision Date:	Fall 2027
Subject:	NAMING OF THE CORPORATION'S ASSETS		

Preamble

The mission of the Corporation is fulfilled, in part, by the support it receives from society, volunteers and financial donors. The Corporation welcomes the opportunity to recognize such support through the naming of buildings, facilities, programs and other components of its operation.

The philanthropic services and programs provided to the hospital are the responsibility of the Foundation.

This policy sets out guidelines for the granting of the honour of naming hospital assets for both philanthropic and other distinguished support. It sets out a consistent approach to the naming of Facilities, Major Equipment, Programs and Research/Academic positions entrusted to and operated by the Corporation and referred to herein as “assets”.

Decisions regarding naming of assets shall be informed by this policy and the “Considerations for Naming Assets” (Appendix A) as well as the Common Core Donor Recognition and Naming Guidelines approved by the directors of the Foundation.

Definitions

Assets includes and is limited to, Facilities, Programs, Major Equipment and Research/Academic Positions, each of which is defined as follows:

Facilities includes, but is not limited to, all buildings, internal building spaces, exterior grounds, landscaping materials and finishes.

Major Equipment includes but is not limited to single items with a unit value of \$50,000, or more or multiple units of a single item with a combined cost of \$50,000 or more.

Programs includes, but is not limited to, all programs, services and areas of care to patients.

Research/Academic Positions includes, but is not limited to, lead research positions, chairs, department heads, etc.

Authority

The Board exercises the sole approval authority for naming – in honour of philanthropic gifts or distinguished service - any assets entrusted to the hospital subject to applicable federal and/or provincial laws. The Board may delegate to the CEO authority to approve naming of assets carrying a naming value of under \$100,000. In such cases the CEO shall report these to the Board at the next regular meeting. The CEO shall use their discretion in placing before the board any namings in this category that may be considered sensitive or controversial.

Policy Statement

1. The Corporation retains the sole right to name its assets and will name assets only as it deems appropriate.
2. In the process of naming assets, the Corporation shall consider factors which may affect the Corporation's reputation and reserves the right to withdraw naming rights at its sole discretion.
3. Naming shall not be bestowed in honour of any individual, group or organization linked to causes that could compromise health, the mission, vision or values of the Corporation or the well-being of its staff, physicians, volunteers or patients it serves.
4. Prior to naming an asset, consideration shall be given to its full potential to generate revenue as donor naming opportunity while balancing other benefits and the current philanthropic environment.
5. Permanent named recognition will be provided only in circumstances where gift size and/or contribution to the organization are exceptional. When permanent named recognition has been extended for a gift received, it will be honoured in perpetuity. (This does not negate the Corporation's authority as noted under item 2.) In the event of changed circumstances, e.g. a facility no longer exists or has been radically renovated, the hospital reserves the right to determine the form which the permanence will take.
6. The Corporation will not name minor items that are replaced on a regular or scheduled basis such as minor equipment, furnishings or individual trees/shrubs.
7. Assets will not be named to honour outstanding service of members of staff, the Board of the hospital, the Foundation, any elected or appointed official concerned with the functions or control of the Hospital so long as their official relationship continues.
8. For safety reasons, such as denoting the location of emergency codes, where naming rights bestowed to donors are not permanent, the Corporation will continue to use an appropriate permanent wayfinding system to reference the specific geographic area. Naming signage will be designed in consultation with the planning and communications offices in keeping with the wayfinding signage.

9. The Corporation reserves the right to decide on the nature of physical displays which may accompany named recognition while recognizing the value of donor or honouree input.
10. No name will be approved that will imply the Corporation's endorsement of a partisan political or ideological position or of a commercial product. This does not preclude naming with the name of an individual or company that manufactures or distributes commercial products.
11. Provisions in this policy that refer to naming for a benefactor also in general apply to naming for a third party at the wish of a benefactor.
12. The proposed name of an asset shall comply with the Policies and Procedures of the Corporation and with all applicable federal and provincial laws.

Procedure

1. The Corporation shall, as appropriate, entertain proposals from and in consultation with the community, the Foundation, medical staff, management and staff, major corporate partners and other interest groups.
2. Recommendations are to be directed to the Chair and should be addressed in the care of the CEO.
3. At the discretion of the Chair and CEO, a group will be selected or delegated to review naming proposals according to this policy.
4. The Office of the Chair shall keep a permanent record of all approved naming of hospital assets.

Appendix A – Considerations for Naming Assets

Preamble

Proposals for the naming of the Corporation's assets will be evaluated and approved on an individual basis in accordance with the following criteria. These criteria, as approved by the Board of Directors, will be modified from time to time as the Board deems appropriate.

1. In general the name selected should not:
 - conflict with the clinical nature of the asset;
 - conflict with the asset's role in the community; and
 - conflict with the dominant views of the community.
2. Where buildings/spaces change their essential purpose, a name change may be in order. This change should occur using the process herein described.
3. There should be a widespread level of support for the proposed name. In addition, it should meet the standard of the Corporation and community acceptability as perceived by the Board.
4. If the naming is associated with a gift or donation, the Board shall ensure that any established financial criteria are met and that an appropriate gift agreement is in place, and that a minimum of 25% of the pledge has been received, prior to announcing or bestowing the name. The board must exercise due diligence in ensuring the donor's good intentions to meet the full obligation and may wish to place a higher requirement for pledge payment if deemed appropriate.
5. Donor naming opportunities for external and internal facilities will generally be offered for a specific duration. The following considerations should be taken into account in determining the appropriate duration for a naming opportunity: the visibility and profile of the named space; the frequency with which major capital upgrades will be required (necessitating additional fundraising); the likelihood of additional funders having an interest in the naming opportunity in future; the potential impact of renaming on the national and international profile of specific clinical or research programs; the costs associated with renaming.
6. Generally speaking, the duration of a donor naming will be associated with the level of the gift. For example, gifts made at a higher level (e.g. 50 per cent of cost) will be offered naming opportunities of a longer duration. Gifts at the minimum level (e.g. 30 per cent of cost) will be for a minimum duration. Naming will not be granted for gifts of less than \$50,000 or for a duration of less than 10 years. Generally speaking, the maximum duration for a naming will be 25 years. Effective April 1, 2017, gifts directed to either site (HDH or KGH) will be treated as gifts to the corporation for the purposes of naming. Gifts made prior to April 1, 2017, and recognition for them will remain unchanged.

7. In certain, extraordinary circumstances, the Board may approve a permanent naming opportunity.
8. For the most part, the name being proposed must not be identical to that of another comparable asset in the region. Where appropriate, a name search should be conducted. Name choices may also need to be double-checked against other criteria, such as the profane expression of other languages or cultural groups in the region.
9. Where the proposed name is to honour an individual or individuals, the name(s) may be of a person(s) living or deceased, and the following facts should be considered:
 - a. the degree of involvement of that person with the facility, wing, space or item being named. There should be clear evidence that the person has made an exceptional and significant contribution to the essential purpose of the corporation/asset;
 - b. a background check of the person should be conducted to ensure that the proposal will meet current standards of propriety; and
 - c. the designated or proposed honouree or, if that person is deceased or no longer able, his/her family or legal representative should be approached regarding acceptance of the honour.
10. Where a name change is being considered:
 - a. due consideration is to be given to the familiarity and acceptability of existing names;
 - b. a search of any record of incorporation or miscellaneous filing, deed, trust or bequest associated with the name or land, should be carried out for restrictions regarding the present name (e.g. was the bequest, deed or trust contingent upon the use of the specific name; and
 - c. an estimate of the cost to change the name should be put forward. Such an estimate should include the cost of new signage and other expenses such as replacing print materials, websites, recognition pieces, etc.