

**TERMS OF REFERENCE COMPLIANCE – COMMITTEE WORK PLAN
KHSC GOVERNANCE COMMITTEE
2024-25**

Reviewed: Senior Leadership Team Meeting August 14, 2024
Discussed: Committee Chairs Planning Session August 21, 2024
Endorsed: Governance Committee October 8, 2024
Approved: KHSC Board: : October 28, 2024

	Month	MRP(s)	October	November	January	March	April	June
	Date		8 th	19 th	14 th	4 th	15 th	3 rd
	Board Reporting		October 28 Board	December 16 Board	January 29 Board	March 24 Board	May 12 Board	June 23 Board
	Focus		Q1 & Orientation / Work Plan	Q2	Board Nominations Work HAPs/CAPs	Q3 & QIP HSAA/MSAA	ACP & Indicators	Q4
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1.0 General Responsibilities	1.1	Recommend an annual work plan to the Board based on the committee terms of reference	Ilse	Review and endorse draft committee work plan as part of committee orientation including review of committee ToR					Final executed work plan provided with year-end committee report
	1.2	Present a year-end report to the Board	Ilse				Confirm year-end committee report framework questions for all committees	Review draft year-end committee report & ensure report captures the committees achievements	Finalize year-end committee report and recommend to June Board & ensure report captures the committees achievements
	1.3	Annually review, confirm, and recommend revisions to the Board policies for which the committee has oversight	Ilse	Review Governance oversight policies as part of committee orientation	As required	As required	As required	As required	All updated/revised policies to Governance for reorting at June Board
	1.4	Ensure principle-based decision-making guides all committee discussions and decision-making	Ilse		ASSIST Education module refresh at November committee meetings (All Committees)				
	1.5	At the discretion of the CEO and Board Chair, as required, review and provide advice on information, presentations, recommendations prior to presentation to the full Board	McCullough/ Pichora	As required	As required	As required	As required	As required	As required
	1.6	Other duties as assigned by the Board Perform such other duties as may be requested by the Board from time to time	Multiple	Receive CEO Report	Receive CEO Report	Receive CEO Report	Receive CEO Report	Receive CEO Report	Receive CEO Report
	1.7	Update to the Board re committee activities from most recent meeting Most recent approved committee minutes provided to the Board	Fell Cuddington	To October Board	To December Board	To January Board	To March Board	To May Board	To June Board

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2.0 Board Recruitment and Succession Planning	2.1	Establish for Board approval , the annual Board work plan	Ilse / Pichora	Review and recommend draft Board Work Plan for endorsement at October Board		Mid-year review of 2024-25 Board Work Plan ensure deliverables are being met / adjusted (to Jan Board)		Recommend Board Goals for the coming year consistent with M/V/V and key issues that are a priority for the Board (to June Board)	Year-end Review of 2024-25 Board Work Plan to ensure deliverables have been met
	2.2	Review and recommend best practice in terms operating structure of the Board	Ilse	Identify survey tool for input on board cmtee structure (OHA/Accreditation) & Meeting Effectiveness Survey	Review/ recommend change to committee structure based in keeping with best practice and survey results			2025-26 Master Board & Committee Schedule recommended to Board for approval	Confirm/ recommend Rules of Order for 2025-26 to KHSC Board
	2.3 & 2.4	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.	Ilse		Draft EOI Form questions to support 2025-26 board selection process. Confirm any needed adjustments to skills matrix + issue EOI to Board in early Dec				

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2.5	<p>Oversee the nominations and selection process and recommend to the Board candidates for election at the Annual Members meeting.</p> <p>Timeline for board selection process: Update to Partnership Council – January 22, 2025 Ad in paper – February 1, 2025 Applications received by – February 15, 2025 Apps distributed to Cttee – February 25, 2025 Shortlist Candidates & select interview panel – March 4, 2025 Email invitation to candidates – March 7, 2025 Interviews: March 19 & 20, 2025 Reference checks by: March 24, 2025 Follow up email to continue: March 28, 2025 Results to committee: April 8, 2025 Gov meeting: April 15, 2025 – proposed slate Board package: May 5, 2025 Board mtg: May 12, 2025 Partnership Council: proposed slate – May 21, 2025 KHSC AGM/Special: June 23, 2025 final slate</p>	Ilse	<p>Review critical path for Board nominations process and provide update to October Board meeting (explore structure of nominations process around External Community Members (PC&Q/PF&A/Research) and ECFAA Required Member of Staff for PC&Q</p> <p>Note: Board to report to Partnership Council at its January meeting</p>		<p>Board Chair shares results from 1:1 meetings; additional elected member interest in office, committee chair positions may be identified through these discussions</p> <p>Results of EOI discussed; including review of board and committee attendance; board vacancies confirmed; skill requirements endorsed for draft board advertisement. Board briefed at January 27th meeting</p>	<p>Confirm Candidates for Interview/Board and Committee positions</p> <p>Review and confirm Interview Panel participants</p> <p>Review and confirm interview questions and schedule</p>	<p>Draft final slate for KHSC Board</p> <p>Note: Board to report to Partnership Council as part of compliance report at May meeting</p>	
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3.0 Board Policies and Committees	2.6 & 2.7	<p>Ensure succession planning for Board officers.</p> <p>Oversee and implement the Board's process for selection of Board Officers and recommend to the Board the candidates for appointment as Board Officers.</p>	Ilse / Fell	<p>Critical Path for Board Officer Selection Process for 2025-26</p>	<p>Review Chair, Vice-Chair and Committee Chair Profiles</p> <p>Confirm succession questions and process as part of Expression of Interest process for officer and committee chair positions in 2025-26</p>	<p>Board Chair shares results from 1:1 meetings; additional elected member interest in office, committee chair positions may be identified through these discussions</p> <p>Gov Chair will undertake confidential discussions with the Chair and Vice Chair to confirm desire to: continue in current role / desire to take up Immediate Past Chair Role and Incoming Chairs support for this position; confirm process by which new Vice Chair is selected</p>	<p>Finalize 2025-26 Vice Chair position for recommendation to Board at KHSC special meeting that follows annual general meeting</p>	<p>Confirm that Officer Succession Plan is in Place for 2025-26.</p> <p>Governance Chair confirms with Board Chair desire to take up Past Chair Board position; also confirms Incoming Chair's support for this position</p>	
	3.1	<p>Ensure Compliance with the Board governance policies, the by-laws, and recommend amendments</p>	Ilse	<p>Review Governance oversight policies as part of committee orientation</p>	As Required	As required	As required	<p>Coordinate proposed amendments from Committee meetings on policy or bylaw changes.</p> <p>Final review of bylaw and policy revisions recommendation to June Board</p> <p><i>Note: Bylaw amendments are confirmed by Partnership Council. Include in compliance report to Partnership Council</i></p>	<p>Final review of bylaw and policy revisions recommendation to June Board</p>

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3.2	Ensure standing committees develop work plans that reflect their terms of reference	l/se	Review draft standing committee work plans / ToR compliance confirmed <i>(to be discussed at Aug 21st Chairs Planning Session)</i>					
3.3	Annually review, confirm and recommend revisions to the Board policies for which the Governance Committee has oversight	l/se	Review Governance oversight policies at committee orientation	As required	As required	As required	As required	As required
3.4	Review and recommend best practice in terms operating structure of the Board including committee structure and size, mandates, and procedures for effective governance	l/se		Discuss KHSC Board & Committee structure and size / recommend any adjustments to KHSC December board meeting		Draft 2025-26 Board Committee Comps (Based on EOI results and 1:1 meetings with individual members)	Proposed 2025-26 Board Committee Compositions + Committee Chair recommendations to May Board	Confirm/ recommend Rules of Order for 2025-26 to KHSC Board
3.5	Ensure periodic review and evaluation of committee performance and terms of reference, and make recommendations to the Board as required.	l/se	Review draft standing committee work plans / ToR compliance confirmed					Review of of Meeting Effectiveness Survey Results and recommend areas to strengthen
3.6	Ensure that all standing committees review their terms of reference on an annual basis and make recommendations for amendments, as required, to the board	l/se	Confirm committee orientation sessions include TOR review and discussion					Review committee terms of reference and adjust according to bylaw/policy changes
3.7	Recommend to the Board the slate of candidates for committee chairs and the directors and non-director nominees for Board committees.				Briefing on selection process tfor Patient Experience Advisors & Community Members to serve on KHSC board committees for 2025-26		Complete/ report on Patient Experience Advisors & Non-Director selections for 2025-26 Board Committee Compositions	

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4.0 Board Education	3.8	Establish, for board approval, the annual board work plan and ensure standing committees develop work plans that reflect their terms of reference and the board's work plan	l/se	Draft standing committee work plans / TOR compliance confirmed <i>(to be discussed at August 21 Board Committee Chairs Planning Session)</i> Review and recommend draft Board Work Plan		Mid-year review of 2024-25 Board Work Plan ensure deliverables are being met / adjusted		Review committee terms of reference and adjust according to bylaw/policy changes Recommend for approval, 2025-26 Board Work Plan
	4.1	Ensure a comprehensive orientation session is provided to all new Directors	l/se	Debrief from September Board & Committee Orientation/Education Session			Review of Orientation/Onboarding Checklist	Identify Board & Committee Orientation/Education Agenda for 2025-26
	4.2	Oversee Board education sessions to ensure the Board receives periodic education on governance, industry issues, and the organizations operations	l/se		Review draft of January Board Education Agenda		Review draft May Board Education Agenda	Review draft Sep Board Orientation/Refresh/Education Agenda
	4.3	Support the Board in ensuring ongoing orientation and continuing Education for Directors and Committee members	l/se				Review Board Education Plan / identify gaps for 2025-26 board year (including offerings from OHA and IPFCC)	

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5.0 Evaluations	5.1 & 5.3 & 5.4	<p>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</p> <p>Consider results of Board evaluations in connection with renewal of the terms of incumbent directors.</p> <p>Review and make recommendations to the Board concerning:</p> <ul style="list-style-type: none"> - Board composition - Board Size - Board structures - Board policies and procedures - By-law amendments - Board attendance - Such other matters as may be required by the Board from time to time 	<p>Ilse / Fell</p> <p>Framework for Board, Committee and Individual evaluations</p> <p>-1:1</p> <ul style="list-style-type: none"> -Mtg Survey -Board Survey -Self-Reflection -Annual Board Survey <p>-</p> <p>Review board effectiveness survey process taking into consideration Accreditation Canada effective governance tool + new standards</p> <p>Approach and framework with full Board / confirm timelines + discuss selection of Third-Party Evaluator to support Board effectiveness processes</p>		<p>January 1:1 meetings with Chair – high level report & plan / feedback to officers, individual board & committee members</p> <p>Results of EOI discussed; including review of board and committee attendance; board vacancies confirmed; skill requirements endorsed for draft board advertisement. Board briefed at January 27th meeting</p>		<p>Draft final slate for KHSC Board</p> <p><i>Note: provided to Partnership Council as part of compliance report at May meeting</i></p>	
	5.2	<p>Ensure recommendations for improvement are addressed and considered where appropriate in Board and committee appointment process</p>	<p>Ilse</p>				<p>Committee Chair results + next steps</p>	<p>Update on feedback to Officers & Committee Chairs on evaluation input</p>

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6.0 Strategic Partnerships & Alignment	6.1	Review alignment of the Corporation's strategy with the Ministry of Health and Ontario Health - East strategies annually and as needed.	Ilse	As required	As required	As required	Receive update on Development of Annual Corporate Plan for 2025-26	Ensure alignment with 2025-26 annual corporate plan deliverables with strategic plan and QIP	As required	
	6.2	Ensure processes are in place to build and maintain relationships with the Ministry of Health, Ontario Health - East, health system partners, and the local community	Exec team Pichora Ilse	CEO Update on Partner Relations including as required: <ul style="list-style-type: none">Ontario Health TeamRegional HIS project update	CEO Update on Partner Relations including as required: <ul style="list-style-type: none">Ontario Health TeamRegional HIS project update	CEO Update on Partner Relations including as required: <ul style="list-style-type: none">Ontario Health TeamRegional HIS project update	CEO Update on Partner Relations including as required: <ul style="list-style-type: none">Ontario Health TeamRegional HIS project update	CEO Update on Partner Relations including as required: <ul style="list-style-type: none">Ontario Health TeamRegional HIS project update	CEO Update on Partner Relations including as required: <ul style="list-style-type: none">Ontario Health TeamRegional HIS project update	CEO Update on Partner Relations including as required: <ul style="list-style-type: none">Ontario Health TeamRegional HIS project update
	6.3	Ensure KHSC builds and maintains positive relationships with the corporations stakeholders	Ilse		2024-25 Communication and Stakeholder relations plan to include Receive Overview of KHSC Branding Initiatives	Receive update on Queen's Affiliation Agreement				
	6.4	Ensure processes and agreements are in place to support the Foundation and donors.	Ilse	As required – corporate naming recommendations	As required – corporate naming recommendations Review of UHKF Operating Agreement	As required – corporate naming recommendations	As required – corporate naming recommendations	As required – corporate naming recommendations Confirm KHSC Board cross appointment to UHKF Board for 2025-26	As required – corporate naming recommendations	As required – corporate naming recommendations Consider UHKF Board Slate for 2025-26 / recommendation to KHSC Board for Endorsement

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7.0 Strategy Development & Annual Corporate Planning Process	7.1	Ensure robust process of strategy development and annual corporation planning including performance reporting is in place recognizing the primary function of the Board will be to approve the long-term strategy and annual corporate plan	Ilse			Touchbase on 2025-26 Annual Corporate Plan in advance of January HAPs submission	Update on work to develop 2025-26 ACP	Review 2025-26 ACP & QIP and associated indicators for recommendation to May 12 Board Session on ACP & SPI	Final draft for 2025-26 indicators for performance measurement system for 2025-26 ACP (Post January
8.0 Performance Targets	8.1	Ensure progress on the Corporation's strategy and annual corporate plan by reviewing assigned performance indicators	Ilse	Receive Q1 Performance Reports	Receive Q2 Performance Reports		Receive Q3 Performance Reports		Receive Q4 Performance Reports
9.0 Integrated Risk Management	9.1	Monitor and report on the integrated risk domains assigned to the Governance committee which include: - Leadership & Governance - External Relations - Legal & Compliance - Mission	Fitzpatrick	Review risk domains for which the committee has oversight for as part of committee orientation	As required	As Required	Receive Updated KHSC Risk Profile and review domains assigned to this committee	As required	As required

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11.0 Mission	11.1	Monitor and report to the Board on matters of mission and ethics and make recommendations to the Board to ensure that the overall mission, vision, values of KHSC are consistent with the missions and values of KGH and HDH and that campus-specific missions of HDH and KGH are maintained in accordance with the KHSC Operating Agreement;	EVP People, Mission & Partnerships					Review draft year-end compliance report & attestation to KHSC May 12 Board & Partnership Council regarding Mission at HDH and KGH to ensure compliance with Operating Agreement (to May Board)	
	Board Reporting Requirements	Board reports due at CEO's office Board mailing date Board meeting date	Cuddington	October 18 October 21 October 28	December 6 December 9 December 16	January 19 January 22 January 29	March 14 March 17 March 24	May 2 May 5 May 12	June 13 June 16 June 23