TERMS OF REFERENCE COMPLIANCE – COMMITTEE WORK PLAN
KHSC GOVERNANCE COMMITTEE
2026-27

Committee Chairs Planning Session Discussed: August 26, 2026
Governance Committee Endorsed: October 6, 2026
KHSC Board of Directors Approved: October 26, 2026

		Month	**MRP(s)**	**October**	**November**	**January**	**March**	**April**	**June**
		Date		**6th**	**17th**	**12th**	**2nd**	**13th**	**1st**
		Board Reporting		**October 26 Board**	**December 14 Board**	**January 25 Board**	**March 22 Board**	**May 10 Board**	**June 21 Board**
		Focus		**Q1 & Orientation / Work Plan**	**Q2**	**Board Nominations Work HAPs/CAPs**	**Q3 & QIP HSAA/MSAA**	**ACP & Indicators**	**Q4**
		Terms of Reference Requirements							
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 committee's achievements	Finalize year-end committee report and **recommend to June Board**
	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 In depth review of Policies I-1, I-2, II-B-9, V-11	As required In depth review of Policies II-A-5, II-B-7	As required In depth review of Policies II-B-8, IV-2	As required	As required In depth review of Policy V-9	All updated/revised policies to Governance for **reporting at June Board**
	1.4	Ensure principle-based decision-making guides all committee discussions and decision-making	Ilse	Opening Value Statement	Opening Value Statement	Opening Value Statement	Opening Value Statement	Opening Value Statement	Opening Value Statement
	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	Leslie/ 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** on committee activities from most recent meeting Most recent approved committee minutes **provided to the Board**	Fell deVos	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 r**ecommend** draft Board Work Plan for endorsement at October Board		Mid-year review of 2026-27 Board Work Plan to ensure deliverables are being met / adjusted **(to Jan Board)** Mid-year review of Board goals and reporting under AI Governance Oversight Framework and Redevelopment Oversight Framework		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)**	
	2.2	Review and **recommend** best practice in terms of operating structure of the Board	Ilse	Identify survey tool for input on board effectiveness (OHA/Accreditation) & Meeting Effectiveness Survey	Review/**recommend** change to committee structure based in keeping with best practice and survey results		2027-28 Master Board & Committee Schedule **recommended** to Board for approval		Confirm/**recommend** Rules of Order for 2027-28 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 2027-28 board selection process. Confirm any needed adjustments to skills matrix + issue EOI to Board in early Dec	Results of Board recruitment gap analysis (informed by EOI surveys) brought forward to **recommend to the Board for approval**			

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	2.5	Oversee the nominations and selection process and **recommend** to the Board candidates for election at the Annual Members meeting. Timeline for board selection process: Update to Partnership Council – January 20, 2027 Advertise vacancies – January 31, 2027 Applications received by – February 12, 2027 Apps distributed to Cttee – February 22, 2027 Shortlist Candidates & select interview panel – March 2, 2027 Email invitation to candidates – March 5, 2027 Interviews: March 18 & 19, 2027 Follow up email to continue: March 23, 2027 Results to committee: April 6, 2027 Gov meeting: April 13, 2027 – proposed slate Board package: May 3, 2027 Board mtg: May 10, 2027 Partnership Council: proposed slate – May 19, 2027 KHSC AGM/Special: June 21, 2027 final slate	Ilse	Review critical path for Board nominations process and provide **update to October Board meeting** (explore structure of nominations process around External Community Members (PC&Q/PF&A/Research) and ECFAA Required Member of Staff for PC&Q ***Note: Board to report to Partnership Council at its January meeting***	Review and confirm framework for Board Chair 1:1 Meetings	Board Chair shares 1:1 meeting insights, including emerging interest in Board office and committee chair roles among elected members Results of EOI discussed including review of board and committee attendance, board vacancies confirmed, and skill requirements endorsed for draft board advertisement. **Board briefed at January 25th meeting** Review and confirmation of Interview Panel participants	Confirm Candidates for Interview/Board and Committee positions Review and confirm interview questions and schedule	Draft final slate for KHSC Board ***Note: Board to report to Partnership Council as part of compliance report at May meeting***	

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	2.6 & 2.7	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.	Ilse / Fell	Critical Path for Board Officer Selection Process for 2027-28	Review Chair, Vice-Chair and Committee Chair Roles Confirm succession planning questions and process as part of Expression of Interest survey for officer and committee chair positions in 2027-28 Gov Chair will undertake confidential discussions with the Chair and Vice Chair to confirm desire to: continue in current role, take up Immediate Past Chair Role, and Incoming Chairs support for this position (by end of December)	Board Chair shares 1:1 meeting insights, including emerging interest in Board office and committee chair roles among elected members Confirm process by which new Vice Chair is selected (as required)	Confirm that Officer Succession Plan is in place for 2027-28. Finalize 2027-28 Vice Chair position for **recommendation** to Board at KHSC special meeting that follows annual general meeting (as required) Governance Chair confirms with Board Chair desire to take up Past Chair Board position; also confirms Incoming Chair's support for this position (as required)		

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3.0 Board Policies and Committees	3.1	Ensure Compliance with the Board governance policies, the by-laws, and **recommend** amendments		Ilse	Review Governance oversight policies as part of committee orientation Review and recommend Redevelopment Oversight Framework	As Required Review and recommend AI Governance Oversight Framework	As required	As required		Final review of bylaw and policy revisions **recommendation** to June Board Coordinate proposed amendments from Committee meetings on policy or bylaw changes. ***Note: Bylaw amendments are confirmed by Partnership Council. Include in compliance report to Partnership Council***
	3.2	Ensure standing committees develop work plans that reflect their terms of reference		Ilse	Review draft standing committee work plans / ToR compliance confirmed *(to be discussed at Aug 26th Chairs Planning Session)*					
	3.3	Annually review, confirm and **recommend** revisions to the Board policies for which the Governance Committee has oversight		Ilse	Review of 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		Ilse		Discuss KHSC Board & Committee structure and size / **recommend** any adjustments to KHSC December board meeting		Draft 2027-28 Board Committee Comps (Based on EOI results and 1:1 meeting with individual members)	Proposed 2027-28 Board Committee Compositions + Committee Chair **recommendations to May Board**	Confirm/**recommend** Rules of Order for 2027-28 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.		Ilse	Review draft standing committee work plans / ToR compliance confirmed					Review of Meeting Effectiveness Survey **results and recommend** areas to strengthen

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	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		Ilse	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.		Ilse		Briefing on selection process for Patient Experience Advisors & Community Members to serve on KHSC board committees for 2027-28					Complete/**report on** Patient Experience Advisors & Non-Director selections for 2027-28 Board Committee Compositions
	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		Ilse	Draft standing committee work plans / ToR compliance confirmed *(to be discussed at August 26 Board Committee Chairs Planning Session)* Review and **recommend** draft Board Work Plan		Mid-year review of 2026-27 Board Work Plan to ensure deliverables are being met / adjusted				Review committee terms of reference and adjust according to bylaw/policy changes
4.0 Board Education	4.1	Ensure a comprehensive orientation session is provided to all new Directors		Ilse	Debrief from September Board & Committee Orientation/Education Session					Review of Orientation/Onboarding Checklist	Identify Board & Committee Orientation/Education Agenda for 2027--28
	4.2	Oversee Board education sessions to ensure the Board receives periodic education on governance, industry issues, and the organizations operations		Ilse		Review draft 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		Ilse					Review Board Education Plan / identify gaps for 2027-28 board year (including offerings from OHA, CHI and IPFCC)		

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5.0 Evaluations	5.1 & 5.3 & 5.4	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 Consider 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 - Such other matters as may be required by the Board from time to time		Ilse / Fell	Framework for Board, Committee and Individual evaluations - 1:1 - Mtg Survey - Board Survey - Self-Reflection - Annual Board Survey Approach and framework with full Board / confirm timelines + discuss selection of Third-Party Evaluator to support Board effectiveness processes Review exit interview results for board and committee members departing in 2025-26		January 1:1 meeting with Chair – high level report & plan / feedback to officers, individual board & committee members Results of EOI discussed including review of board and committee attendance, board vacancies, and skill requirements for board advertisement. **Board briefed at January 25th meeting**		Draft final 2027-28 slate for KHSC Board provided ***Note: provided to Partnership Council as part of compliance report at May meeting***	
	5.2	Ensure recommendations for improvement are addressed and considered where appropriate in Board and committee appointment process		Ilse				Committee Chair results + next steps		Review of Meeting Effectiveness Survey results and recommendations to inform 2027-28 Board Goals

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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 2027-28	Ensure alignment with 2027-28 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 Report: • Ontario Health Team • Regional HIS project update • Redevelopment Update on SEAMO Restructuring	CEO Report: • Ontario Health Team • Regional HIS project update • Redevelopment	CEO Report: • Ontario Health Team • Regional HIS project update Redevelopment	CEO Report: • Ontario Health Team • Regional HIS project update • Redevelopment	CEO Report: • Ontario Health Team • Regional HIS project update • Redevelopment	CEO Report: • Ontario Health Team • Regional HIS project update • Redevelopment
	6.3	Ensure KHSC builds and maintains positive relationships with the corporation's stakeholders	Ilse	Q1 Media Report	Q2 Media Report 2026-27 Communication and Stakeholder relations plan Receive Overview of KHSC Branding Initiatives		Q3 Media plan		Q4 Media Report
	6.4	Ensure processes and agreements are in place to support the Foundation and donors.	Ilse	As required – corporate naming recommendations Review of UHKF Operating Agreement Update as available	As required – corporate naming recommendations Review of UHKF Operating Agreement Update as available	As required – corporate naming recommendations Review of UHKF Operating Agreement Update as available	As required – corporate naming recommendations Confirm the KHSC Board cross appointment to UHKF Board for 2027-28 Review of UHKF Operating Agreement Update as available	As required – corporate naming recommendations Review of UHKF Operating Agreement Update as available	As required – corporate naming recommendations Consider UHKF Board Slate for 2027-28 / **recommendation** to KHSC Board for Endorsement Review of UHKF Operating Agreement Update as available

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7.0 Strategy Development & Annual Corporate	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 MacBeth	Receive update on strategic planning process		Touchbase on 2027-28 Annual Corporate Plan in advance of January HAPs submission	Update on work to develop 2027-28 ACP	Review 2027-28 ACP & QIP and associated indicators for **recommendation** to May 10 Board Session on ACP & SPI	Final draft for 2027-28 indicators for performance measurement system for 2027-28 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: - Governance and Leadership - Interested Party Relations - Legal & Compliance - Mission	Gamache-O'Leary	Review risk domains for which the committee has oversight for as part of committee orientation Receive Approach to 2026/27 Integrated Risk Management Plan	As required	As Required	Receive Updated KHSC Risk Profile and review domains assigned to this committee	As required	As required
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;	Naraine					Review draft year-end compliance report & attestation to KHSC May 10 Board & Partnership Council regarding Mission at HDH and KGH to ensure compliance with Operating Agreement **(to May Board)**	

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Board Reporting Requirements	Board reports due at CEO's office Board mailing date Board meeting date	deVos	October 16 October 19 October 26	December 4 December 7 December 14	January 15 January 18 January 25	March 12 March 15 March 22	April 30 May 3 May 10	June 11 June 14 June 21