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SUBJECT:	ROLES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS		

The Board of Directors (Board) governs by fulfilling the following roles:

Policy Formulation

Establish policies to provide guidance to those empowered with the responsibility to lead and manage the Hospital's operations.

Decision-Making

On matters that specifically require Board approval, choose from alternatives that are consistent with Board policies and that advance the goals of Health Sciences North (HSN).

Monitoring

Monitor and assess organizational performance and outcomes.

The Board is responsible to:

Establish, Guide and Monitor Strategic Direction

- Consider key stakeholders and health care needs and engage with the community served, Ontario Health (North) and other health service providers when developing plans and setting priorities for the delivery of hospital-based health care as required under all relevant legislation guiding delivery of health care in Ontario;
- Establish and periodically review and update the Hospital's purpose, commitments and values;
- Contribute to the development of and approve the strategic plan of the Hospital, ensuring that it is aligned with the priority health needs of the North East, Ministry of Health (Ministry) policy, Ontario Health's health system transformation plan and promotes, where appropriate, interdependencies with other health service providers;
- Conduct a review of the strategic plan as part of a regular annual planning cycle;
- Monitor and measure corporate performance regularly against the approved strategic and operating plans and Board-approved performance metrics.

Provide for Excellent Leadership and Management

- Develop and approve the job description of the President and Chief Executive Officer (CEO);
- Select and appoint the President and CEO;
- Establish measurable annual performance expectations in cooperation with the CEO, appraise/assess CEO performance annually and determine compensation;

- Delegate responsibility and authority to the CEO for the management and operation of the Hospital and require accountability to the Board on this delegated authority;
- Select and appoint the Chief of Staff (COS);
- Establish measurable annual performance expectations in cooperation with the COS, appraise/assess COS performance annually and determine compensation;
- Delegate responsibility and authority to the COS for the supervision of the Professional Staff and require accountability to the Board on this delegated authority;
- Provide for CEO and COS succession;
- Review and approve the CEO's succession plan, including executive development for senior management;
- Appoint chiefs and other medical leadership positions, on the recommendation of the COS, as required under the Hospital's Credentialed Professional Staff By-Law and the *Public Hospitals Act*;
- Establish and monitor the implementation of policies to provide the framework for the management and operation of the Hospital, including a safe and healthy workplace for employees in compliance with applicable laws and regulations; and
- Ensure that senior leaders are familiar with relevant Board and administrative policies, commit to comply with the said policies, and are aware that they are expected to model the behaviours and responsibilities inherent in fiduciary, ethical and responsible leadership.

Ensure Program Quality and Effectiveness

- Review and approve the COS's human resources plan for the Professional Staff annually;
- Review the credentialing process for the Professional Staff annually and be assured by the COS as to the effectiveness and fairness of this process;
- Approve appointments, reappointments and privileges for Professional Staff based on the human resources plan and review of recommendations by the Credentialing Committee and the Medical Advisory Committee (MAC);
- Provide oversight of the credentialed Professional Staff through the COS and the MAC, and if necessary or advisable, effect the restriction, suspension or revocation of privileges of any credentialed Professional Staff member as provided under the *Public Hospitals Act*, following consideration of the MAC's recommendation;
- Ensure that policies and improvement plans are in place related to quality of care, patient safety, consumer experience and access;
- Ensure that quality and safety goals and performance indicators are developed for approval by the Board (using best practices and benchmarks) and monitor indicators of quality of care and safety and organizational risk;
- Ensure that processes are in place for informing the public of the performance of HSN in relation to quality of care and safety and measures which are being undertaken to foster continuous improvement;
- Ensure that policies are in place to provide a framework for addressing ethical issues arising from care, education and research in the Hospital;

- Receive timely reports from the CEO and COS on plans to address variances from performance standards, and oversee implementation of the remediation plans; and
- Ensure that the Hospital operates in a professional manner that respects the rights of others and contributes to an environment that is free from verbal or physical abuse, unlawful activity, harassment, racism or discrimination.

Ensure Financial and Organizational Viability

- Ensure that key financial objectives and indicators are developed for approval by the Board (including capital allocations and expenditures) and monitor performance against these objectives;
- Ensure that the organization undertakes the necessary financial planning activities so that resources are allocated effectively;
- Review and approve the capital and operating budget; approve the Hospital Services Accountability Agreement (HSAA) 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 HSAA;
- Review financial and organizational risks and risk mitigation plans regularly;
- Approve an investment policy and monitor compliance;
- Review the financial reporting process, internal controls and business continuity plans annually;
- Review quarterly financial reports and approve the annual audited financial statement.

Ensure Board Effectiveness

- Recruit Directors and where appropriate, Non-Director members of Board Committees who are, skilled, experienced and committed to the Hospital, elect or appoint Officers, and plan for the succession of Directors and Officers;
- Establish 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, 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;
- Ensure ethical behaviour and compliance with laws and regulations, audit and accounting principles, accreditation requirements and the By-Laws;
- Ensure the decision-making processes are transparent; and
- Establish a policy and process for evaluating the performance of the Board as a whole and of individual Directors that fosters continuous improvement.

Build Relationships

- Ensure that the Hospital builds and maintains good relationships with the Ministry and other government ministries in fulfilling its obligations under provincial policies, Ontario Health (North) in fulfilling the Hospital's HSAA, and other key stakeholders,

volunteers, political leaders, donors, and Hospital Foundations and the Volunteer Association;

- Ensure that HSN is fulfilling its role as a regional resource and referral centre within the North East by fostering effective coordination of patient care and positive working relationships with other hospitals and community health care providers.
- Ensure that mechanisms are in place for effective communication within the Hospital with Professional Staff, employees, volunteers, Foundations, the Volunteer Association and with its members, community stakeholders, including political leaders and donors, and the broader public.