

BOARD OF DIRECTORS

Health Sciences North / Horizon Santé-Nord

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SUBJECT:	BOARD STANDING & AD-HOC COMMITTEES		

The Board of Directors (Board) is responsible for maintaining the terms of reference of its Committees.

The Standing Committees of the Board are outlined in Article 7.1 “Standing Committees” of the By-Laws.

A full set of the terms of reference of the Board Standing and Ad-Hoc Committees is attached to, and included in, this policy.

The terms of reference for all Committees shall be reviewed, evaluated and revised, as may be appropriate, at least every three (3) years, in accordance with the Board’s policy review work plan. The By-Laws will then be revised as required.

Community members, Patient and Family Advisors and learners shall sit on a Board Standing Committee for a term of two (2) years with the option to extend for two (2) additional years at the discretion of the Governance and Nominating Committee.

**A. Executive Committee
Terms of Reference**

1. The Executive Committee shall consist of:
 - a. The Chair of the Board, who shall be the Committee Chair;
 - b. The Chair-Elect and/or Vice Chair of the Board, who shall act as the Vice Chair and provide for succession planning;
 - c. The Treasurer of the Board;
 - d. The Chair of the Quality Committee;
 - e. The President and Chief Executive Officer (CEO);
 - f. The Chief of Staff.
2. The Executive Committee HSN staff resource shall consist of:
 - a. The Vice President, People Relations and Corporate Affairs.

3. The Executive Committee shall:
 - a. Act as a body with delegated authority to make certain decisions binding on the Corporation on matters of administrative urgency where the Board is unable to convene, reporting every action to the Board immediately following each meeting; provided that, in accordance with the *Not-for-Profit Corporations Act, 2010*, the Executive Committee may not exercise any of the following Board powers:
 - 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 or of a person appointed to conduct a review engagement 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;
 - b. Establish and recommend to the Board the performance evaluation process for the CEO;
 - c. Ensure that the CEO evaluation is conducted on an annual basis, reporting and making recommendations to the Board;
 - d. Establish and recommend to the Board the performance evaluation process for the Chief of Staff;
 - e. Ensure that the Chief of Staff evaluation is conducted on an annual basis, reporting and making recommendations to the Board;
 - f. Ensure a CEO and Chief of Staff succession plan is in place;
 - g. Determine and recommend to the Board compensation for the CEO and Chief of Staff based upon their annual performance evaluation.
4. The Executive Committee shall meet at least six (6) times per year and at the call of the Chair.
5. At least 50% of the voting members constitute a quorum.

B. Audit Committee
Terms of Reference

1. The Audit Committee members shall consist of:
 - a. At least three (3) elected Directors, one of whom shall serve as Chair of the Audit Committee and one of whom shall act as the Vice Chair and provide for succession planning;
 - b. The Chair of the Board.

2. The Audit Committee HSN staff resources shall consist of:
 - a. The President and CEO;
 - b. The Senior Vice President and Chief Operating Officer.
3. The Audit Committee has the primary responsibility to assist the Board in fulfilling its oversight responsibility with respect to the accuracy of financial reporting, ensuring that appropriate systems of internal controls have been established by management, and to oversee the internal and external audit process.
4. The Audit Committee shall:
 - a. Meet with the external auditors two (2) times per fiscal year;
 - b. Review the annual audited financial statements before submission to the Board, giving consideration to any changes in accounting policies and practices, significant adjustments resulting from the audit, compliance with accounting standards, and compliance with legal requirements;
 - c. Review the effectiveness of the overall process for identifying risks affecting financial reporting;
 - d. Review management's assessment of compliance with laws, rules, regulations, and contracts;
 - e. Review management's assessment of the adequacy and effectiveness of internal controls over the accounting and financial reporting systems, and recommendations of internal and external auditors;
 - f. Consider and recommend to the Board the appointment or reappointment of external auditors, and review and make recommendations to the Board concerning the auditors' remuneration;
 - g. Review and approve any internal audit plans that may be deemed necessary, including the nature and scope of specific internal audit projects to be carried out, and receive the reports and recommendations arising from such internal audit projects as they are conducted;
 - h. Obtain assurance that management has established the appropriate control environment that emphasizes accountability of employees for the management of funds, and has implemented appropriate policies and procedures with respect to controlling and safeguarding assets such as the adequacy of insurance coverage, systems of internal control over financial reporting, policies and procedures to ensure compliance with legal and regulatory requirements, and disaster recovery procedures with respect to the Hospital's computer systems;
 - i. Review the Integrated Risk Management Framework and assess the adequacy of the overall risk management program to ensure that management is adequately mitigating

the risks identified through the Framework.

5. The Audit Committee shall meet at least three (3) times per year and at the call of the Chair. Meetings may also be held at the call of the external auditors or a Committee member.
6. Notice of the time and place of Committee meetings shall be given to the external auditors. The external auditors shall be entitled to attend Committee meetings and to be heard, and shall attend every Committee meeting if requested to do so by a Committee member.
7. Appropriate staff support will be provided to the Audit Committee.
8. At least 50% of the voting members constitute a quorum.

C. Governance & Nominating Committee
Terms of Reference

1. The Governance & Nominating Committee shall consist of:
 - a. At least three (3) elected Directors, one of whom shall be appointed Chair and one of whom shall act as the Vice Chair and provide for succession planning;
 - b. The Chair of the Board;
 - c. The President and CEO.
2. The Governance & Nominating Committee HSN staff resources shall consist of:
 - a. The Vice President, People Relations and Corporate Affairs.
3. The Governance & Nominating Committee shall:
 - a. Be responsible for Board development, education, orientation, effectiveness and evaluation;
 - b. Ensure public accountability through the development of appropriate processes and indicators that enable the Board to measure and monitor its performance;
 - c. Ensure the Board's own rules of conduct, its By-Laws, and policies are consistent with changing circumstances and public policy;
 - d. Using the Guidelines for the Selection of Directors, recommend a slate of nominees for election to the Board at the annual meeting in accordance with the nomination process set out in the By-Laws, and fill any interim vacancies on the Board;
 - e. Identify candidates to serve as Community members of designated Board Standing Committees;
 - f. Be responsible for ongoing succession planning for leadership on the Board and the recommendation of a slate of officers;

- g. Develop and recommend By-Laws and policies to the Board for approval;
- h. Establish on an annual basis, a Board and Committee work plan related to the organizational strategic plan;
4. The Governance & Nominating Committee shall meet at least five (5) times per year and at the call of the Chair.
5. Appropriate staff support will be provided to the Governance and Nominating Committee.
6. At least 50% of the voting members constitute a quorum.

D. Quality Committee
Terms of Reference

1. The Quality Committee members shall consist of:
 - i. At least the number of voting members of the Hospital's Board that are required to ensure that one-third of the members of the Quality Committee are voting members of the Board, one of whom shall be appointed Chair and one of whom shall act as the Vice Chair and provide for succession planning;
 - ii. The President and CEO, or delegate with the approval of the Board;
 - iii. The Hospital's Chief Nursing Officer, or delegate with the approval of the Board;
 - iv. One person who works in the Hospital and who is not a member of the College of Physicians and Surgeons of Ontario or the College of Nurses of Ontario, or delegate with the approval of the Board;
 - v. A member of the Medical Advisory Committee appointed by the Board;
 - vi. Such other persons as are appointed by the Hospital's Board, which at its discretion may include:
 - Community members, Patient and Family Advisors and/or learners with specific skill sets that will support the work of the Committee;
 - The Chief of Staff, who is also a member of the hospital's Medical Advisory Committee;
 - The Chair of the Medical Quality Assurance Committee, who is also a member of the hospital's Medical Advisory Committee;
 - The President of the Medical Staff, who is also a member of the hospital's Medical Advisory Committee.
2. The Quality Committee HSN staff resources shall consist of:
 - a. The Senior Vice President, Patient Experience and Digital Transformation.
3. The Quality Committee has the primary responsibility of assisting the Board in discharging its responsibility for monitoring the quality of care and safety and other indicators of

organizational quality at HSN, and performing the functions of the Quality Committee under the *Excellent Care for All Act, 2010*.

The Quality Committee shall:

- a. review, monitor and evaluate the quality and safety processes and balance scorecard indicators established for the performance of the Hospital prior to formal Board presentation;
 - b. consider and recommend definitions, policies, standards, process and outcome benchmarks, or other means by which the overall performance of the Corporation and its programs can be measured;
 - c. review reports and consider recommendations from management and relevant Corporation committees regarding the quality of care and safety, best practice initiatives, and the results of other quality evaluation activities carried out by the Corporation, including changes that may be required as a result of government policy;
 - d. recommend Board policies for risk management related to patient care and safety, monitor the processes used to identify and control Corporation liability and review relevant reports;
 - e. review and recommend for approval Board policies as required relating to the ethical dimensions of the Corporation's health care activities;
 - f. monitor the Corporation's processes directed at ensuring that patient care programs and services and the various quality improvement and quality control activities of the Corporation are in compliance with internal and external accreditation;
 - g. assess on a regular basis the Corporation's total quality management related activities and results and report to the Board;
 - h. review on a regular basis reports from the Patient and Family Advisory Council;
 - i. review on a regular basis adherence to the Hospital's standards on emergency preparedness education and drills;
4. The Quality Committee shall meet at least five (5) times per year and at the call of the Chair.
 5. At least 50% of the voting members constitute a quorum.
 6. Appropriate staff support will be provided to the Quality Committee.

E. Finance Committee
Terms of Reference

1. The Finance Committee shall consist of:

- a. At least three (3) elected Directors, one of whom shall be appointed Chair and one of whom shall act as the Vice Chair and provide for succession planning;
 - b. Two (2) Community members with specific skill sets that will support the work of the committee;
 - c. The President and CEO;
 - d. The Vice President of the Medical Staff.
2. The Finance Committee HSN staff resources shall consist of:
- a. The Senior Vice President and Chief Operating Officer.
3. The Finance Committee has the primary responsibility of assisting the Board in discharging its responsibility for monitoring the budget and key indicators of financial performance of HSN.

The Finance Committee shall:

- a. ensure that there are processes in place for the development of annual capital and operating budgets;
- b. review and recommend to the Board financial assumptions used to develop the capital and operating budgets;
- c. review, provide input and recommend to the Board for approval a detailed annual budget for capital and operating revenues and expenditures for the ensuing fiscal year;
- d. review quarterly financial performance and compare actual performance against budget;
- e. review and recommend to the Board plans developed by management to address variances between budget and actual performance;
- f. monitor implementation of plans to address variances and report to the Board;
- g. inform and advise the Board on financial risk management and financial matters as requested, including but not limited to insurance coverage and premium renewal, banking and credit facilities;
- h. review and recommend changes annually to the Board on financial performance indicators;
- i. review and recommend changes to the Governance and Nominating Committee on Board financial policies at least every three (3) years, in accordance with the Board's policy review work plan;

- j. have responsibility for the Fiscal Advisory Committee described in section 5 of Regulation 965 of the *Public Hospitals Act*;
3. The Finance Committee shall meet at least five (5) times per year and at the call of the Chair.
4. At least 50% of the voting members constitute a quorum.
5. Appropriate staff support will be provided to the Finance Committee.

F. Medical Advisory Committee

Terms of Reference (Reference HSN Credentialed Professional Staff By-Law)

Purpose

The Medical Advisory Committee (MAC) is established by the Board of Directors under the *Public Hospitals Act*, section 35 (1).

As per Regulation 965, Section 7 (2), the MAC is responsible to make recommendations to the Board concerning the Professional Staff (medical staff, dental staff, midwifery staff and extended class nursing staff):

- every application for appointment or reappointment the hospital privileges to be granted
- the dismissal, suspension or restrictions of hospital privileges
- the quality of care provided in the hospital
- the by-laws, clinical and general rules of the professional staff

The MAC shall:

- supervise the practice of medicine, dentistry, midwifery and extended class nursing in the hospital;
- appoint the medical staff members of all committees of the medical staff that are established by the Board;
- receive reports from the committees of the medical staff; and
- advise the Board on any matter referred to the Medical Advisory Committee by the Board

Membership and duties of the Committees of the MAC shall be set out in the Credentialed Professional Staff Rules and Regulations.

Membership

a) Composition:

- the Chief of Staff, who shall be Chair;
- the Deputy Chair of the Medical Advisory Committee, if so appointed;
- the President of the Medical Staff;

- the Vice-President of the Medical Staff;
 - the Secretary Treasurer of the Medical Staff;
 - all Chiefs of Departments;
- b) The following shall have the right of attendance (public and in-camera sessions) without a vote:
- the President and CEO;
 - the Senior Vice President, Patient Experience and Digital Transformation;
 - the Senior Vice President and Chief Operating Officer;
 - the Vice President, Academic and Research Impact;
 - the Clinical Vice Presidents and Associate Vice Presidents of the Hospital;
 - The Chief Nursing Executive;
 - The Program Medical Directors;
 - Patient and Family Advisors (2)*; and
 - Other resource people may be invited to attend at the discretion of the Chair.

Note: Service Heads must follow the Medical Affairs policy currently in effect regarding attendance at meetings of the Medical Advisory Committee.

*The term of a Patient and Family Advisor is two (2) years, renewable for a maximum of two (2) consecutive terms, or a total of four (4) years.

Duties

The MAC shall:

1. report and make recommendations to the Quality Committee of the Board and the Board in writing on matters concerning the quality of professional care and the practice of Professional Staff or other professions licensed under the *Regulated Health Professionals Act, 1991* (Ontario) in the Hospital, in relation to the professionally recognized standards of Hospital professional care, including quality assurance, peer review, resource utilization and critical events;
2. report and make recommendations to the Board concerning such matters as prescribed by the *Public Hospital's Act* and by the Hospital Management Regulations thereunder, including matters involving competence, conduct, or physical or mental ability or capacity of a member of the Professional Staff;

3. through the Chief of Department provide supervision over the practice of medicine, dentistry, midwifery, and extended class nursing in the Hospital;
4. participate in the development of the Hospital's overall objectives and planning, and make recommendations considering allocation and utilization of Hospital resources;
5. appoint such committees as are required for the supervision, review and analysis of all the clinical work in the Hospital;
6. name the Chair of each of the Committees it appoints and ensure that each meets and functions as required, and is keeping Minutes of its meetings;
7. receive, consider and act upon the Report from each of its appointed Committees;
8. inform the Professional Staff at each regular meeting of the Professional Staff of any business transacted by the MAC and refer to the Professional Staff such items as, in the opinion of the MAC, require discussion and approval of the Professional Staff as a whole;
9. advise and cooperate with the Board and the President and CEO in all matters relating to the professional, clinical and technical services;
10. recommend to the Board clinical and general rules respecting the Professional Staff as may be necessary under the circumstances;
11. advise the Quality Committee of the Board and the Board on recommendations resulting from systemic quality of care, safety and risk management issues;
12. advise the Board on any matters referred to it by the Board; and
13. perform other duties as assigned by the Board.

Quorum / Voting

A quorum will be 50% of the voting medical staff members.

Decisions should be made by consensus. If a consensus cannot be reached, each of the appointed voting members of the committee will have a vote.

Meetings

Meetings shall be held monthly, with the exception of July and August, and/or at the call of the Chair.

Review of and Revisions to the Terms of Reference

The terms of reference shall be reviewed every three (3) years and are subject to approval by the Medical Advisory Committee and the Board.

The Medical Advisory Committee may recommend changes to the terms of reference for review by the Board. Any changes which may require amendments to the HSN Credentialed Professional Staff By-Laws will be referred to the By-Law Committee of the Medical Advisory Committee.

G. Long Range Planning Committee
Terms of Reference

1. The Long Range Planning Committee shall consist of:
 - a. At least three (3) elected Board members, one of whom shall be Chair and one of whom shall act as Vice Chair and provide for succession planning;
 - b. Two (2) Community members with specific skill sets that will support the work of the Committee;
 - c. Two (2) medical staff representatives appointed by the Medical Advisory Committee;
 - d. The President and CEO.
2. The Long Range Planning Committee HSN staff resources shall consist of:
 - a. The Senior Vice President and Chief Operating Officer.
3. The Long Range Planning Committee has the primary responsibility of assisting the Board in discharging its responsibilities for renewal of facilities in accordance with the 20-year Capital Master Plan, and for overseeing the development and review of the Strategic Plan.
4. The Long Range Planning Committee shall:
 - a. oversee HSN strategic and business planning processes and recommend finalized plans to the Board;
 - b. review, recommend to the Board and in some instances provide input regarding capital expansion, construction or renovation of the Corporation's facilities and properties;
 - c. recommend to the Board acquisition and disposition of property;
 - d. develop and recommend to the Board a Long Range Facility Corporation Plan consistent with the Board's Strategic Plan.
5. The Committee shall meet at least two (2) times per year and at the call of the Chair.
6. At least 50% of the voting members constitute a quorum.
7. Appropriate support staff will be provided to the Long Range Planning Committee.

References

Not-for-Profit Corporations Act, 2010

Excellent Care for All Act, 2010

Public Hospitals Act