

Kingston General Hospital

Terms of Reference

Board Committees 2011-12

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Audit Committee

Governance Committee

Nominating Sub-Committee

Redevelopment Sub-Committee

Research and Education Committee

Resources Committee

Senior Leadership Assessment & Compensation Committee

Date: October 25, 2011

AUDIT COMMITTEE TERMS OF REFERENCE

ISSUED BY: KGH Board of Directors BOARD APPROVED: October 25, 2011
AUTHORIZED BY: KGH Board of Directors COMMITTEE REVISED:
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- (i) review audited annual financial statements, in conjunction with the report of the external auditors, and obtain an explanation from management of all significant variances between comparative reporting periods;
- (j) review the report of the external auditors on the annual financial statements;
- (k) review the external auditor's post-audit or management letter which may document weaknesses in the accounting system or in the internal control systems and which contain recommendations of the external auditors, and management's response and subsequent follow-up to any identified weaknesses;
- (l) meet privately with the external auditors (without the presence of management) with regard to the adequacy of the internal accounting controls and similar matters, and review management responses to ascertain whether there are concerns that should be brought to the committee's attention;
- (m) review any problems experienced by the external auditors in performing the audit, including any restrictions imposed by management or significant accounting issues on which there was a disagreement with management, or situations where management seeks a second opinion on a significant accounting issue;
- (n) monitor and evaluate the performance of the external auditors;
- (o) monitor compliance with legal and regulatory requirements;
- (p) meet privately with senior management (without the external auditors being present) to ensure that management has no concerns about the conduct of the audit;
- (q) annually, recommend to the Board the appointment of the Corporation's external auditors and any change of external auditors;
- (r) assess the need to carry out internal audit functions and oversee the internal audit processes.
- (s) prepare a report to the Board of Directors discussing the actions it has taken and the assistance the Committee has had in fulfilling its duties;
- (t) ensure the entire annual report, including Management Discussion and Analysis (MD&A), is reviewed for consistency with the financial statements.
- (u) review management's remuneration and benefits, and expenses.
- (v) review annually the hospitals Workplace Conduct and Reporting of Workplace Conduct policies, and provide committee support as required for the policies when needed.

Membership: Every Audit Committee member must be financially literate. Individuals are financially literate if they have the ability to read and understand a set of financial statements that present the breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Hospital's financial statements.

AUDIT COMMITTEE TERMS OF REFERENCE

ISSUED BY:	KGH Board of Directors	BOARD APPROVED:	October 25, 2011
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The voting members of the Audit Committee shall be composed of:

- (a) At least 3 elected Directors, one of whom is licensed under the provision of the Public Accounting Act, 2004 and shall serve as Chair, and one will be a member of the resources committee;
- (b) the Board Chair, ex-officio
- (c) up to two external members

The ex-officio voting Directors, employees and Professional Staff members of the Corporation shall not be members of the Audit Committee however, they may be invited as guests.

Administrative support will be determined by the Board Chair, CEO and Committee Chair.

Term: Members shall be appointed annually by the Board of Directors.

Chair: Shall be appointed annually by the Board.

Quorum: At least 50% of the voting members constitute a quorum.

Vacancies: To be filled by the Board of Directors as appropriate.

Meetings: The Audit Committee will meet at least three (3) times per year at the call of the Committee Chair. Board committee meetings are not open to the public unless a motion is made to open the meeting to the public. However, Board Committee reports and recommendations to the Board of Directors 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.

Rules of Order: Any questions of procedure at or for any meetings of the Corporation, the Board, the Medical or Professional Staff, or any committee, which have not been provided for in the KGH Bylaws or by the Act or by the Public Hospitals Act or Regulations or the Medical Staff Rules shall be determined by the chair of the meeting in accordance with the rules of procedure adopted by resolution of the Board.

NOMINATIONS SUB-COMMITTEE TERMS OF REFERENCE

ISSUED BY: KGH Board of Directors BOARD APPROVED: May 31, 2011
AUTHORIZED BY: KGH Board of Directors COMMITTEE REVISED:
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Role: The Nominations Sub-Committee supports the Board of Directors in fulfilling its responsibilities to recruit Directors who are skilled, experienced and able to provide leadership to KGH. The Nominations Sub-Committee also supports the Board of Directors in the annual process to approve non-Director members of Board Standing Committees.

Reporting Relationship: To the Board of Directors with respect to the nomination of Directors and to the Governance Committee with respect to the nomination of non-Director members of Board Standing Committees.

Responsibilities: The Nominations Sub-Committee shall:

- (a) be bound by the Guidelines for the Selection of Directors, as amended by the Board from time to time;
- (b) 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;

The Nominations Process For Elected Directors: The Nomination Process sets out a systematic, transparent, accountable and fair process by which the Board of Directors with the advice and assistance of the Governance Committee and the Nominations Sub-Committee, will recommend a slate of candidates for approval by the Voting members of the Corporation at the Annual General Meeting.

1. Each year, at least five (5) months before the Annual General Meeting, the Board of Directors shall:
 - (a) request the Governance Committee to determine the number of vacancies in the office of Directors and shall include in this number incumbent Directors who are eligible for re-election. The Governance Committee shall then, using the Guidelines for the Selection of Directors, review the Board profile of skills and expertise of incumbent Directors and identify the specific skills and expertise, which are required to fill vacancies. Where an incumbent director is seeking re-election, in addition to the foregoing criteria, the Governance Committee shall take into consideration that individual's self-evaluation of their own performance as a Board member, their history as a Board member and the contribution that they have made to KGH;
 - (b) request the Governance Committee to determine vacancies in the non-Director positions on Board Standing Committees;
 - (c) appoint a Nominations Sub-Committee of the Governance Committee to undertake a systematic and transparent process of recruitment for nomination of potential candidates based on the Guidelines for Selection of Directors and current Board profile as compiled by the Governance Committee.
2. The Nominations Sub-Committee shall:
 - (a) review the vacancies and specific skills and expertise which are required on the Board of Directors and non-Director positions on Board Standing Committees as identified by the Governance Committee;
 - (b) advertise vacancies on the Board of Directors in the regional daily and weekly papers and on the KGH website, including a summary of the responsibilities as a Director and the Guidelines for Selection of Directors. Where an incumbent director is seeking re-election, that fact shall be stated in the advertisement;

NOMINATING SUB-COMMITTEE TERMS OF REFERENCE

ISSUED BY: KGH Board of Directors BOARD APPROVED: May 31, 2011
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- (c) advertise vacancies in non-Director positions on Board Standing Committees.
- (d) invite formal applications by interested individuals on a standard form to be provided by KGH, which shall be submitted to the Secretary of KGH and forwarded to the Chair of the Nominations Sub-Committee for review. Applicants who do not meet the basic qualifications set out in section 4.03 of the by-laws shall be advised of their ineligibility to serve as directors;
- (e) identify a short-list of candidates for interview by the Nominations Sub-Committee and interview and evaluate the short-listed candidates against the criteria set out in the Guidelines for the Selection of Directors;
- (f) obtain and check references for the candidates selected for nomination as Directors and non-Director members of Board Standing Committees;
- (g) recommend to the Board of Directors a slate of candidates for Director equal to the number of vacancies for approval by the Board of Directors and for subsequent ratification by the Voting members of the Corporation at the Annual General Meeting;
- (h) recommend to the Governance Committee candidates to fill non-Director vacancies on Board Standing Committees for appointment by the Board of Directors.

Membership: The Voting members of the Nominations Sub-Committee shall be composed of:

- (a) the Chair of the Governance Committee who shall serve as Chair;
- (b) 2 additional elected Directors;
- (c) the Board Chair, ex-officio;
- (d) up to two external members.

Administrative support will be determined by the Board Chair, CEO and Committee Chair.

Term: Members shall be appointed annually by the Board of Directors

Chair: Shall be appointed annually by the Board of Directors.

Quorum: At least 50% of the voting members constitute a quorum.

Vacancies: To be filled by the Board as appropriate.

NOMINATING SUB-COMMITTEE TERMS OF REFERENCE

ISSUED BY:	KGH Board of Directors	BOARD APPROVED:	May 31, 2011
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Meetings: The Committee meets initially no later than four months before the Annual General Meeting and as required at the call of the Chair. Board committee meetings shall be closed unless a motion is made to open the meeting to the public. However, Board Committee reports and recommendations to the Board of Directors 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.

Rules of Order: Any questions of procedure at or for any meetings of the Corporation, the Board, the Medical or Professional Staff, or any committee, which have not been provided for in the KGH Bylaws or by the Act or by the Public Hospitals Act or Regulations or the Medical Staff Rules shall be determined by the chair of the meeting in accordance with the rules of procedure adopted by resolution of the Board.

GOVERNANCE COMMITTEE TERMS OF REFERENCE

ISSUED BY: KGH Board of Directors BOARD APPROVED: September 27, 2011
AUTHORIZED BY: KGH Board of Directors COMMITTEE REVISED:
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- (n) serve as a resource to the president and chief executive officer and board chair for planning board meeting agendas and other governance related activities as they arise ;
- (o) in the event of the chair's inability to constitute an emergency meeting of the board, the governance committee shall be entitled to, pursuant to section 70(1) of the Corporations Act to exercise all of the powers of the board and report to the board at the next meeting on any such actions taken.

Membership: The voting members of the governance committee shall be composed of:

- (a) at least 2 elected directors, one of whom will be appointed as chair;
- (b) the board chair, ex-officio
- (c) the vice chair, ex-officio

The chief executive officer will be an invited guest. Administrative support will be determined by the board chair, CEO and committee chair.

Staff Resources to support the Committee will be determined by the board chair, CEO and committee chair.

Administrative support will be determined by the board chair, CEO and committee chair.

Term: Members shall be appointed annually by the board of directors

Chair: Shall be appointed annually by the board of directors.

Quorum: At least 50% of the voting members constitute a quorum.

Vacancies: To be filled by the Board of Directors as appropriate.

Meetings: Up to 10 times per year or at the call of the committee chair. Board committee meetings shall be closed unless a motion is made to open the meeting to the public. However, board committee reports and recommendations to the board of directors 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.

Rules of Order: Any questions of procedure at or for any meetings of the Corporation, the board, the medical or professional staff, or any committee, which have not been provided for in the KGH bylaws or by the Act or by the Public Hospitals Act or regulations or the medical staff rules shall be determined by the chair of the meeting in accordance with the rules of procedure adopted by resolution of the board.

QUALITY OF PATIENT CARE COMMITTEE TERMS OF REFERENCE

ISSUED BY: KGH Board of Directors BOARD APPROVED: October 25, 2011
AUTHORIZED BY: KGH Board of Directors COMMITTEE REVISED:
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Role: The committee is responsible to the board of directors to promote and oversee 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 and academic activities consistent with the clinical mandate of Kingston General Hospital (KGH).

Reporting Relationship: To the board of directors.

Responsibilities: The committee shall:

- (a) educate and advise the board on matters pertaining to the overall quality and safety of patient care and services provided at KGH and as they relate to the strategic priorities of Kingston General Hospital;
- (b) oversee the preparation of the annual quality improvement plan (QIP) based upon information gathered from patient surveys and the patient relations program as well as aggregated clinical indicator data;
- (c) recommend to the board the objectives for quality and safety at KGH, establish annual quality goals and specific quality indicators to be monitored by the board;
- (d) review critical incident data at least two times per year and corporate and public performance monitoring reports on at least a quarterly basis and make recommendations to the board regarding quality improvement initiatives and policies and for changes on matters related to the quality of patient care, patient safety and the patient experience within the hospital based upon Ministry, LHIN mandated indicators and KGH specific requirements, review recommendations from management, the medical advisory committee, and other relevant committees that relate to systemic or recurring quality of care issues at the hospital to address variances from performance standards and targets in quality of patient care, patient safety, and the patient experience within the hospital;
- (e) ensure that best practices information is translated into materials that are shared with staff at the hospital and monitor the use of these materials;
- (e) review and provide input to the board on the clinical implications of the hospital annual planning submission (HAPS) and the hospital services accountability agreement (H-SAA);
- (f) ensure the integrity and completeness of the appointing, reappointing and credentialing process for medical, dental, midwifery and extended class nursing staff annually;
- (g) ensure that processes are in place to identify and control hospital liability risk and review relevant reports;
- (h) review and report periodically to the board on structures, policies and processes that relate to the ethical dimensions of the hospital's professional practice and patient care activities;
- (i) monitor the preparation processes for accreditations and ensure implementation of relevant recommendations arising from surveys;
- (j) review on a regular basis reports from community advisory groups and patient councils;
- (k) prepare an annual committee work plan, for approval by the board including topics to be addressed at each meeting;
- (l) assume such other duties as may be assigned from time to time by the Board.

QUALITY OF PATIENT CARE COMMITTEE TERMS OF REFERENCE

ISSUED BY:	KGH Board of Directors	BOARD APPROVED:	October 25, 2011
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Membership: The voting members of the quality of patient care committee shall be comprised of:

- (a) At least three elected directors, one of whom will be appointed as chair
- (b) the board chair, ex-officio
- (c) up to two external members with specific skill sets that will support the work of the committee
- (e) president and chief executive officer
- (f) chief of staff
- (g) one member of the medical advisory committee
- (h) chief nursing executive
- (i) one person who works in the hospital and who is not a member of the Ontario College of Physicians and Surgeons, or the Ontario College of Nurses
- (j) president of the KGH auxiliary
- (k) one member of the patient and family advisory committee

Staff Resources to support the Committee will be determined by the board chair, CEO and committee chair. Administrative support will be determined by the board chair, CEO and committee chair.

Term: Members shall be appointed annually by the board of directors.

Chair: Shall be appointed annually by the board.

Quorum: At least 50% of the voting members constitute a quorum.

Vacancies: To be filled by the board of directors as appropriate.

Meetings: Up to 10 times per year or at the call of the committee chair. Board committee meetings shall be closed unless a motion is made to open the meeting to the public. However, board committee reports and recommendations to the board of directors 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.

Rules of Order: Any questions of procedure at or for any meetings of the Corporation, the board, the medical or professional staff, or any committee, which have not been provided for in the KGH bylaws or by the Act or by the Public Hospitals Act or Regulations or the medical staff rules shall be determined by the chair of the meeting in accordance with the rules of procedure adopted by resolution of the board.

REDEVELOPMENT SUB-COMMITTEE TERMS OF REFERENCE

ISSUED BY: KGH Board of Directors BOARD APPROVED: May 31, 2011
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Role: The Redevelopment Sub-committee will support the Board of Directors by providing oversight of the implementation of the redevelopment project at Kingston General Hospital to ensure that budget, schedule, quality and other project objectives are achieved

Reporting Relationship: To the Board of Directors through the Resources Committee.

Responsibilities: The Committee shall:

- (a) Receive and review regular reports regarding: project status, schedule, budget, safety, risk issues including disputes, occupancy planning, patient care impacts, communication and stakeholder relations, project scope changes, environmental issues, work quality and QC plan results, existing facility/operations impact, and account payments and lien status.
- (b) Consider and approve appropriate Redevelopment Project Policies.
- (c) Consider and approve project contingency and allowance expenditures within prescribed limits established by Infrastructure Ontario and the Board of Directors.
- (d) Provide regular status reports to the Board of Directors.

Membership: The Voting Members of the Committee shall be composed of:

- (a) at least 3 elected Directors, one of whom shall serve as Chair and one of whom is the Chair of the Resources Committee
- (b) the Board Chair, ex-officio
- (c) up to two external members with the appropriate skills in one or more areas of facilities planning and construction
- (d) President and Chief Executive Officer

Staff Resources to support the Committee will be determined by the Board Chair, CEO and Committee Chair.

Administrative support will be determined by the Board Chair, CEO and Committee Chair.

Term: Members shall be appointed annually by the Board of Directors until completion of the redevelopment project, at which time the Committee will be terminated.

Chair: Shall be appointed annually by the Board.

Quorum: At least 50% of the voting members constitute a quorum.

REDEVELOPMENT SUB-COMMITTEE TERMS OF REFERENCE

ISSUED BY:	KGH Board of Directors	BOARD APPROVED:	May 31, 2011
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Vacancies: To be filled by the Board of Directors as appropriate.

Meetings: Up to 10 times per year or at the call of the Committee Chair. Board committee meetings shall be closed unless a motion is made to open the meeting to the public. However, Board Committee reports and recommendations to the Board of Directors 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.

Rules of Order: Any questions of procedure at or for any meetings of the Corporation, the Board, the Medical or Professional Staff, or any committee, which have not been provided for in the KGH Bylaws or by the Act or by the Public Hospitals Act or Regulations or the Medical Staff Rules shall be determined by the chair of the meeting in accordance with the rules of procedure adopted by resolution of the Board.

RESEARCH & EDUCATION COMMITTEE TERMS OF REFERENCE

ISSUED BY: KGH Board of Directors BOARD APPROVED: May 31, 2011
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Role: The Research and Education Committee is responsible to the Board of Directors for monitoring the research and education programs of KGH and ensuring that these programs are consistent with the hospital's roles and responsibilities as a major partner in the academic health sciences centre of South Eastern Ontario and the region's tertiary care centre. The scope of the committee's focus will include multidisciplinary undergraduate and post graduate academic programs as well as the orientation, ongoing education and research initiatives undertaken by KGH staff and volunteers.

Reporting Relationship: To the Board of Directors.

Responsibilities: The Committee shall:

- (a) promote strong research and educational relationships with its partner hospitals and University in the academic health sciences centre;
- (b) review and make recommendations on any negotiated changes pertaining to the academic component of the Affiliation Agreement with Queen's University and monitor the observance of the terms therein;
- (c) review and advance linkages between KGH and other educational institutions beyond the academic health sciences centre;
- (d) review and, as appropriate, recommend to the Board for approval the annual reports of the research and education programs as aligned with the strategic priorities of the hospital;
- (e) 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;
- (f) ensure appropriate structures, policies and procedures are in place for the approval and conduct of research projects, including appropriate ethical review and potential financial implications for the hospital, and that these structures, policies and procedures are consistent with the affiliation agreement with Queen's University and the good governance of the hospital;
- (g) monitor the level of research and education activities and knowledge transfer within KGH, and the linkage with the patient populations we serve with reference to the annual operating plan;
- (h) advise the Board on approval of the appointment hospital supported scientists, pursuant to recommendation by the Vice-President, Research; and
- (i) assume such other duties as may be assigned from time to time by the Board.

Membership: The voting members of the Research and Education Committee shall be composed of:

- (a) at least three elected Directors, one of whom will be appointed as Chair
- (b) the Board Chair, ex-officio

RESEARCH & EDUCATION COMMITTEE TERMS OF REFERENCE

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- (c) up to two external members with specific skill sets that will support the work of the Committee
- (d) President and Chief Executive Officer
- (e) the Chief Nursing Executive
- (f) Dean of the Faculty of Health Sciences or Vice-Dean Academic
- (g) President, KGH Foundation

Staff Resources to support the Committee will be determined by the Board Chair, CEO and Committee Chair. Administrative support will be determined by the Board Chair, CEO and Committee Chair.

Term: Members shall be appointed annually by the Board of Directors

Chair: Shall be appointed annually by the Board of Directors.

Quorum: At least 50% of the voting members constitute a quorum

Vacancies: To be filled by the Board as appropriate.

Meetings: At least 3 times per year or at the call of the Committee Chair. Board committee meetings shall be closed unless a motion is made to open the meeting to the public. However, Board Committee reports and recommendations to the Board of Directors 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.

Rules of Order: Any questions of procedure at or for any meetings of the Corporation, the Board, the Medical or Professional Staff, or any committee, which have not been provided for in the KGH Bylaws or by the Act or by the Public Hospitals Act or Regulations or the Medical Staff Rules shall be determined by the chair of the meeting in accordance with the rules of procedure adopted by resolution of the Board.

RESOURCES COMMITTEE TERMS OF REFERENCE

ISSUED BY:	KGH Board of Directors	BOARD APPROVED:	October 25, 2011
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Membership: The voting members of the resources committee shall be composed of:

- (a) at least 3 elected directors, one of whom will serve as chair and be financially literate
- (b) the chair of the audit committee or designate
- (c) board chair (ex-officio)
- (d) up to two external members with specific skill sets that will support the work of the committee;
- (e) president and chief executive officer
- (f) chief of staff
- (g) president of the MSA

Staff resources to support the committee will be determined by the board chair, CEO and committee chair. Administrative support will be determined by the board chair, CEO and committee chair.

Term: Members shall be appointed annually by the board of directors.

Chair: Shall be appointed annually by the board.

Quorum: At least 50% the voting members constitute a quorum.

Vacancies: To be filled by the board of directors as appropriate.

Meetings: Up to 10 times per year or at the call of the committee chair. Board committee meetings shall be closed unless a motion is made to open the meeting to the public. However, board committee reports and recommendations to the board of directors 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.

Rules of Order: Any questions of procedure at or for any meetings of the Corporation, the Board, the Medical or Professional Staff, or any committee, which have not been provided for in the KGH Bylaws or by the Act or by the Public Hospitals Act or Regulations or the Medical Staff Rules shall be determined by the chair of the meeting in accordance with the rules of procedure adopted by resolution of the Board.

SENIOR LEADERSHIP ASSESSMENT & COMPENSATION COMMITTEE TERMS OF REFERENCE

ISSUED BY: KGH Board of Directors BOARD APPROVED: May 31, 2011
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Role: The primary role of the Senior Leadership Assessment and Compensation Committee is to support the Board of Directors in fulfilling its responsibility to provide for excellent leadership and management.

Reporting Relationship: To the Board of Directors.

Responsibilities: the Senior Leadership Assessment and Compensation Committee will:

- (a) establish in co-operation with the Chief Executive Officer and Chief of Staff their annual performance plan for review and approval by the Board of Directors;
- (b) establish a leadership assessment of the CEO on behalf of the board every two years, separate from the annual performance review, using established tools and processes for such as a 360 review with the understanding that feedback from this provides the foundation for the CEO individual development plan which is done collaboratively with the CEO;
- (c) establish with Chief Executive Officer and the Chief of Staff against the agreed upon performance objectives quarterly and report to the Board;
- (d) annually recommend to the Board compensation for the Chief Executive Officer and Chief of Staff arising from the performance review conducted by the committee including the philosophy and policy underlying that compensation;
- (e) annually review the section of the Quality Improvement Plan that pertains to performance based compensation for executives and confirm the President and Chief Executive Officer and Chief of Staff relevant information;
- (f) annually review the CEO's compensation policy for the senior leadership team to ensure alignment with the CEO compensation policy;
- (g) oversee and assume responsibility for the succession plan and process for the Chief Executive Officer and the Chief of Staff;
- (h) annually review the Chief Executive Officer's succession plan and executive development plan for the senior leadership team;
- (i) annually review the Chief of Staff's succession plan for clinical leaders.
- (j) study and advise or make recommendations to the Board on any matter as directed by the Board.

Membership: The voting members of the Committee shall be composed of:

- (a) The Board Chair, who will serve as Chair
- (b) The Vice-Chair
- (c) 2 additional elected Directors

SENIOR LEADERSHIP ASSESSMENT & COMPENSATION COMMITTEE TERMS OF REFERENCE

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The Chief Executive Officer and Chief of Staff will participate as non-voting members. They will be consulted but will not participate on matters related to their performance and compensation.

Administrative support will be determined by the Board Chair, CEO and Committee Chair.

Term: Members shall be appointed annually by the Board of Directors

Quorum: At least 50% of the voting members shall constitute a quorum.

Vacancies: To be filled by the Board as appropriate.

Meetings: Quarterly or at the call of the Committee Chair. Board committee meetings shall be closed unless a motion is made to open the meeting to the public. However, Board Committee reports and recommendations to the Board of Directors 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.

Rules of Order: Any questions of procedure at or for any meetings of the Corporation, the Board, the Medical or Professional Staff, or any committee, which have not been provided for in the KGH Bylaws or by the Act or by the Public Hospitals Act or Regulations or the Medical Staff Rules shall be determined by the chair of the meeting in accordance with the rules of procedure adopted by resolution of the Board.