

## BOARD POLICY & COMMITTEE TERMS OF REFERENCE – KHSC BOARD WORK PLAN 2018-19

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### PART I: ESTABLISH STRATEGIC DIRECTION

I-1	Vision, Mission & Values	Final VMV presented	Q1 Performance on Mission Metrics		Q2 Performance on Mission Metrics				Q3 Performance on Mission Metrics		Year end report to Partnership Council, KGH & RHSJ Board	Q4 Performance on Mission Metrics		Governance Committee  Elizabeth Bardon
I-2	Strategic Planning	Approve & launch new KHSC Strategy & describe implementation plan	Confirm alignment of SEAMO Strategy with new KHSC Strategic Plan			Touchpoint on KHSC Strategy		Update on Medical & Other Prof Staff Resource Plan including SEAMO	Approve SPI, performance indicators to support new KHSC Strategy					Governance Committee – framework All board committees – input  Elizabeth Bardon – Strategy

### PART II: PROVIDE FOR EXCELLENT LEADERSHIP AND MANAGEMENT

II-1	CEO Selection & Succession								Overview of succession plan for executive leadership	Annual CEO Sudden Vacancy Confirmation				Governance Committee  Sandra Carlton in consultation with CEO
II-2	CEO Direction	Monthly CEO Report to Board  New KHSC Strategy	Monthly CEO Report to Board	Monthly CEO Report to Board	Monthly CEO Report to Board	Monthly CEO Report to Board		Monthly CEO Report to Board	Monthly CEO Report to Board	Monthly CEO Report to Board	Monthly CEO Report to Board	Monthly CEO Report to Board		Governance Committee  David O'Toole / David Pichora with support of senior team

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II-3	CEO Performance Management & Evaluation		Q1 Reporting  Draft CEO Learning Plan process confirmed		Q2 Reporting  Update from CEO on Executive development				Q3 Reporting  CEO Learning Plan Update	Approach to 2018-19 CEO Evaluation	Complete CEO Performance Discussion with Board		Governance Committee  David O'Toole/David Pichora & Sandra Carlton
II-4	CEO Compensation	Confirm pay at risk 2017-18 completed						Confirm pay at risk link to QIP 2019-20  Public Sector Salary Disclosure	Confirm P4P 2019-20 Performance Agreement		Pay at risk 2018-19 Approved by Board		Governance Committee  Sandra Carlton
II-5	CEO Expense Reimbursement & Travel		KHSC expense posting-Jun 1							KHSC expense posting-Nov 1	Annual audit function to confirm CEO expenses		Administrative Task  Finance & Audit Committee
II-6	COS Direction, Selection & Succession Planning				Update from COS on physician leadership development			Overview of succession plan for physician leadership	Annual COS Sudden Vacancy Confirmation				Governance Committee  Succession Planning - Sandra Carlton in consultation with COS and CEO
II-7	COS Performance Management & Evaluation		Draft COS Learning Plan process confirmed						COS Learning Plan Update	Approach to 2018-19 COS Evaluation	Complete COS Perf discussion with Board		Governance Committee  David O'Toole/David Pichora /Mike Fitzpatrick & Sandra Carlton
II-8	COS Compensation	Confirm pay at risk 2017-18 completed						Confirm pay at risk link to QIP 2019-20  PSSD	Confirm P4P 2019-20 Performance Agreement		Pay at risk 2018-19 Approved by Board		Governance Committee  Sandra Carlton

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### PART III: ENSURE QUALITY & EFFECTIVENESS

III-1	Quality Improvement & Safety		Q1 Patient Safety & Quality Report  Quality Roadmap Framework – Exec to recommend 3-4 key Quality Aims to Board  Critical Incident Reporting	Annual Patient Council Report  KHSC Board approves Quality Aims	Q2 Patient Safety & Quality Report  Update to PCQPC on QI Initiatives to support 2019-20 QIP				Q3 Patient Safety & Quality Report  Draft 2019-20 QIP using Quality Aims as Focus	Patient Culture Survey Results		Q4 Patient Safety & Quality Report	Patient Care, Quality & People Committee  Brenda Carter
III-2	Performance Monitoring		Q1 Performance Summary Report on Strategy, QIP & SAA		Q2 Performance Summary Report on Strategy, QIP & SAA				Q3 Performance Summary Report on Strategy, QIP & SAA	Draft KHSC performance indicator framework / reporting for 2019-20		Q4 Performance Summary Report on Strategy, QIP & SAA	All KHSC Board Committees  Framework: Governance Committee  Troy Jones
III-3	Enterprise Risk Management		Board & Cte work plans to capture education session & reporting for 2018-19		Q2 reporting			Mid-year Board committee reports – risk issues identified	Q3 reporting			Q4 reporting  Year-end committee reports – update risk issues	All KHSC Board Committees  Framework: Finance & Audit Committee  Executive Lead: Brenda Carter

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III-4	Ethics & Principle Based Decision Making			PBDM Framework Annual Review/ Update (Crawford)						Update on development of metrics to support KHSC ethics framework (Bardon)	Annual compliance report to Partnership Council to include update (Bardon & Crawford)		Patient Care, Quality & People Committee Elizabeth Bardon & Silvie Crawford
III-5	Privacy & Security of Information	Annual Chair confidentiality attestation to be completed  Confirm to adjustments to Privacy Delegation Form								Annual Report of Privacy Officer & Oversight of Personal Health Information		Annual Chair confidentiality attestation  Privacy Delegation Form	Governance Committee  Troy Jones
III-6	Patient Feedback	New Board Agenda Format – Patient Reflection at start of mtg	Patient story highlight at Board	Patient Feedback Report	Patient story highlight at Board			Patient Feedback Report		Patient story highlight at Board			Patient Care, Quality & People Committee  Brenda Carter
III-7	French Language Services		Confirm FLS Advisory Committee comp	Bylaw revisions re: Board comp		Board skill set requirements for 2019-20 recruitment			Annual FLS Report (due SE LHIN Apr 30)				Patient Care, Quality & People Committee (overall plan)  Elizabeth Bardon

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#### PART IV: ENSURE FINANCIAL & ORGANIZATIONAL VIABILITY

IV-1	Financial Objectives	As required, F&A to recommend on capital & operating variance	As required, F&A to recommend on capital & operating variance	As required, F&A to recommend on capital & operating variance	As required, F&A to recommend on capital & operating variance	As required, F&A to recommend on capital & operating variance  Review final 2019-20 internal and capital budgets/ recommend from F&A  Draft HAPS & CAPS		As required, F&A to recommend on capital & operating variance	As required, F&A to recommend on capital & operating variance  Financial indicators @ KHSC Board as part of SPI	As required, F&A to recommend on capital & operating variance  Proposed 10-year capital investment plan	As required, F&A to recommend on capital & operating variance	As required, F&A to recommend on capital & operating variance  KHSC CEO Performance Indicator Attestation  KHSC CEO BPSAA Attestation of Compliance		Finance & Audit Committee  J'Neene Coghlan
IV-2	Financial Planning & Performance	Monthly financial package	Monthly financial package  Q1 report on H-SAA / M-SAA financial indicators	Monthly financial package	Monthly financial package  Q2 report on H-SAA / M-SAA financial indicators	Monthly financial package		Monthly financial package	Monthly financial package  Q3 report on H-SAA / M-SAA financial indicators	Monthly financial package	Monthly financial package	Q4 report on H-SAA / M-SAA financial indicators Recommend auditor  Approve draft financial statements	Members of Corporation approve Auditor appointment  Members of Corporation approved financials	Finance & Audit Committee  J'Neene Coghlan

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IV-3	Purchasing and Leasing											BPSAA Attestation to include 3S0 Compliance	Finance & Audit Committee J'Neene Coghlan
IV-4	Signing Officers		KHSC Signing Authority & Banking Resolution (new Vice Chair)									KHSC Signing Authority & Banking Resolution following special mtg	Finance & Audit Committee J'Neene Coghlan

### PART V: ENSURE BOARD EFFECTIVENESS

V-1	Governance Policy Framework												Recommend changes to Board policy & Bylaws	Governance Committee David Pichora & senior team
V-2	Conflict of Interest	Recording of declarations @ each board mtg Annual Board Declaration 2018-19 completed includes COI	Recording of declarations @ each board mtg	Recording of declarations @ each board mtg	Recording of declarations @ each board mtg	Recording of declarations @ each board mtg		Recording of declarations @ each board mtg	Recording of declarations @ each board mtg	Recording of declarations @ each board mtg	Recording of declarations @ each board mtg	Recording of declarations @ each board mtg	Recording of declarations @ each board mtg	Governance Committee
V-A-1	Director & External Member Declaration	Annual Board Declaration completed												Administrative Task – CEO Office Governance Committee

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V-A-2	Board Standing & Special Committees	Committee orientations – review and confirm TOR	Committee minutes to Board  Board approval of committee work plans	Committee minutes to Board  Confirm Board size & committee reporting structure	Committee minutes to Board  Expression of Interest Form – Committee Chair interest invited			Committee minutes to Board	Committee minutes to Board	Committee minutes to Board  Committees to review TOR & Board policies at March meetings	Committee minutes to Board	Committee minutes to Board	Committee minutes to Board  Confirm 2019-20 Committees, Chairs & compositions	Governance Committee  VP Committee Supports
V-A-3	Position Description – Board Chair				Distribute current profile with Expression of Interest Form									Governance Committee  David Pichora
V-A-4	Position Description – Vice Chair(s)				Distribute current profile with Expression of Interest Form									Governance Committee  David Pichora
V-A-5	Position Description – Board Standing & Special Committees				Distribute current profile with Expression of Interest Form									Governance Committee  David Pichora

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V-B-0	Process for Nominations of Directors	Recommendation for current 2018-19 vacancy (tentative)		Critical path for 2019-20 board slate	Provide report to Partnership Council on critical path  Issue EOI to elected members for completion following Dec PC meeting	Advise Board of skill set needs		Confirm vacancies & provide draft ad for board recruitment	Update on board recruitment process		Draft 2019-20 Board Nominees Report to Partnership Council	KHSC Board confirms 2019-20 board slate & report from Partnership Council	Recommend from KHSC Board to Members of Corporation 2019-20 slate	Governance Committee  David Pichora
V-B-1	Process for Selection of Board Officers	Recommend Vice Chair for 2018-19 board year		Critical path for 2019-20 board officer selection process	Issue Expression of Interest for officer positions	Issue Chair, Vice Chair & Committee Chair assess tool	Chair 1:1 discussion to inform board overall succession plan	Results of Chair/Vice Chair, Committee Chair Assessments	Issue Board Chair/Vice Chair Nomination Package		Reaffirm Chair and Vice Chair nominees		Chair, V-Chair, Secretary & Treasurer elected at Special Board following AGM	Governance Committee  David Pichora
V-B-2	Process for Nomination of Chair, Directors & External Members of Board to Standing & Special Committees			Critical path for 2019-20 board committee compositions			Chair 1:1 to include discussion with current Chairs on succession	Ad confirmed for board recruitment					2019-20 Committee Chairs confirmed & memberships	Governance Committee  David Pichora
V-B-3	Board Orientation & Ongoing Development	Introduction of Board Portal Solution	2019-20 Board Annual Education Plan Update				Chair 1:1 meetings to capture board member education			Finalize 2019-2021 Board Annual Education including CHI education	Discuss annual board retreat for 2019-20			Governance Committee  David O'Toole / David Pichora  Elizabeth Bardon



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V-B-4	Board Goals & Work Plan		Approve 2018-19 Board & Committee Work Plans					Mid-year Board Committee Reports				Year-end Board Committee Reports		Governance Committee David Pichora
V-B-5	Board Meetings, Board Agenda Development, Consent Agenda		Chair/CEO Board Agenda Planning (Jan & Feb)		Chair/CEO Board Agenda Planning (Mar & Apr)			Chair/CEO Board Agenda Planning (May & June)		Approve 2019-20 Board & Committee Schedule				Governance Committee David Pichora
V-B-6	Meeting without Management Present	Standing KHSC Board Agenda Item	Standing KHSC Board Agenda Item	Standing KHSC Board Agenda Item	Standing KHSC Board Agenda Item	Standing KHSC Board Agenda Item		Standing KHSC Board Agenda Item	Standing KHSC Board Agenda Item	Standing KHSC Board Agenda Item	Standing KHSC Board Agenda Item	Standing KHSC Board Agenda Item		Governance Committee David Pichora
V-B-7	Board & Committee Attendance						Chair 1:1 meeting – review of attendance records							Governance Committee David O'Toole / David Pichora
V-B-8	Board & Individual Director & External Member Evaluation			Critical path for Board, Vice Chair, Committee Chair & Individual Assessment	Third party assessor confirmed / Board informed	Survey links issued early January / results back in advance of Chair 1:1 meetings	Individual Director 1:1 with Chair / feedback provided	Report on Chair 1:1 meetings to KHSC Board						Governance Committee David Pichora

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V-B-9	Reimburse Dir & External Member Expenses	As required	As required	As required	As required	As required		As required	As required	As required	As required	As required		Administrative Task - CEO Office
V-B-10	Review of Board Policies											Final recommend for board policies (Board Committees review starts in April)		Governance Committee David Pichora & senior team
V-C-11	Removal of a Director													Governance Committee
V-C-0	Process for Selection of Patient Experience Advisors to KHSC Board & Committees		Annual Patient & Family Advisory Council Report		Confirm approach for 2019-20 PEAs to KHSC Board Committees							Approve 2019-20 PEAs to Board Committees  PEAs orientation program (Aug 2019)		Governance Committee  Elizabeth Bardon

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### PART VI: BUILD & MAINTAIN POSITIVE RELATIONSHIPS

VI-1	Support & Relationship with UHKF	CEO report to Board  Notify Board of key donor events	CEO report to Board  Notify Board of key donor events	CEO report to Board  Notify Board of key donor events	CEO report to Board  Notify Board of key donor events  Update on Fundraising for Phase 2 Project	Notify Board of key donor events		CEO report to Board  Notify Board of key donor events	CEO report to Board  Notify Board of key donor events	CEO report to Board  Notify Board of key donor events	CEO report to Board  Notify Board of key donor events	CEO report to Board  Notify Board of key donor events  UHKF Board slate	Confirm UHKF & KHSC Board cross appointments	Governance Committee  David Pichora / Denise Cumming
VI-2	Corporate Communications	Board agenda, approved open minutes + CEO report posted on KHSC website	Board agenda, approved open minutes + CEO report posted on KHSC website  HDH Volunteer Services Report to Board	Board agenda, approved open minutes + CEO report posted on KHSC website	Board agenda, approved open minutes + CEO report posted on KHSC website	Board agenda, approved open minutes + CEO report posted on KHSC website		Board agenda, approved open minutes + CEO report posted on KHSC website  Review Communications & Stakeholders Relations Plan	Board agenda, approved open minutes + CEO report posted on KHSC website	Board agenda, approved open minutes + CEO report posted on KHSC website	Board agenda, approved open minutes + CEO report posted on KHSC website	Board agenda, approved open minutes + CEO report posted on KHSC website  KGH Auxiliary Annual Report to Board	Approval of Directors to serve + web posting  Approval of Hospital Bylaw changes & web posting  Approval of Board Standing Committees – posting of TOR & membership on web	Governance Committee  Elizabeth Bardon

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VI-3	Political Contributions													Governance Committee
VI-4	Naming of KHSC Assets	As required	As required	As required	As required	As required		As required	As required	As required	As required	As required		Governance Committee
VI-5	Temp Removal of Religious Icons/Patient Request	As required	As required	As required	As required	As required		As required	As required	As required	As required	As required		Governance Committee

#### OTHER BYLAW PROVISIONS

15.1-b	Appointments & Reappointments	Monthly MAC recommend	Monthly MAC recommend	Monthly MAC recommend	Monthly MAC recommend	Monthly MAC recommend		Monthly MAC recommend	Monthly MAC recommend	Monthly MAC recommend	Monthly MAC recommend	Monthly MAC recommend	Late distribution of MAC recommend post June 11 MAC	Medical Advisory Committee  Mike Fitzpatrick
20.2	Appointment of Head of Department / Deputy Heads	As required	As required	As required	As required	As required		As required	As required	As required	As required	As required		ENT/ Dec 31, 2018 Anesthesiology/June 30, 2019 Diagnostic Imaging/June 30, 2019 Oncology/June 30, 2019 Surgery/June 30, 2019
29.1	Committees & Programs Required by PHA – Medical Advisory Committee	Monthly COS Report – MAC Highlights to Board	Monthly COS Report – MAC Highlights to Board	Monthly COS Report – MAC Highlights to Board	Monthly COS Report – MAC Highlights to Board	Monthly COS Report – MAC Highlights to Board		Monthly COS Report – MAC Highlights to Board	2018-19 Committee Schedule to include MAC mtg dates	Monthly COS Report – MAC Highlights to Board	Monthly COS Report – MAC Highlights to Board	Monthly COS Report – MAC Highlights to Board		Chief of Staff  Mike Fitzpatrick
29.2	Committees & Programs Required by PHA – Fiscal Advisory Committee	F&A to report on FAC meetings				F&A to report on FAC meetings			F&A to report on FAC meetings			F&A to report on FAC meetings		Finance & Audit Committee  Steve Miller
29.3	Chief Nursing Executive										Annual report of CNE			Patient Care, Quality & People Committee Silvie Crawford

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29.4	Nurses & Other Staff and Professionals to Committees			Critical path for 2019-20 board committee compositions									Governance Committee David Pichora
29.5	Retention of Written Statements (25-year destruction of medical records, notes, charts)										CEO Board Report to include statement on compliance		Governance Committee Troy Jones
29.6	Occupational Health & Safety Program			Update to Board on workplace violence							Annual Occupational Health & Safety Report		Patient Care, Quality & People Committee Sandra Carlton
29.7	Health Surveillance Program								Overview of KHSC's Health Surveillance Program				Patient Care, Quality & People Committee Sandra Carlton / Mike Fitzpatrick
29.8	Organ Donation										Trillium Gift of Life Reporting		Patient Care, Quality & People Committee Silvie Crawford
30.1	Rules of Order			Confirm Rules of Order									Governance Committee David Pichora
31.1	Amendments to By-Law										Approval of changes to Board policy & Bylaws		Governance Committee David Pichora

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32.0	French Language Services					Touchpoint on Board skills set / recruitment process				Annual French Language Services Report	Board policies and bylaw amendments to be finalized			Patient Care, Quality & People Committee  Elizabeth Bardon
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**EDUCATION / PRESENTATIONS**

	Board level education/presentations													Joint Hospital-FHS Research Institute Plan Update (timing to be confirmed)
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