

**TERMS OF REFERENCE COMPLIANCE – COMMITTEE WORK PLAN
KHSC GOVERNANCE COMMITTEE
2018-19**

Approved by KHSC Board – October 15, 2018 Revised: November 2018 with new Gov meeting dates For review: January 2019 Governance Committee Meeting Governance
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	Month	MRP(s)	September	November	November	January	February	March	April	May
	Date		17	01	26	28	25	25	29	27
	Focus		Q1		Q2		Q3			Q4
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1.0 General Responsibilities	Recommend an annual work plan to the Board based on following terms of reference	Pichora	Draft work plan reviewed as part of orientation + terms of reference	Draft #1 of post-closing integration work plan (moved from June)		Touchpoint + amendment of Board work plan based on mid-year committee report				Final executed work plan provided with year end committee report
	Present a mid-year and year-end report to the Board	Pichora			Confirm template / questions for mid-year committee reports	Draft mid-year committee report reviewed /mid-year work plan review			Confirm template / questions for year-end committee reports	Draft year-end committee report reviewed and recommended to Board
	Annually review, confirm and recommend revisions to the Board policies for which they have oversight responsibilities	Pichora	As part of committee orientation, review board policy manual						Touchpoint re: board policy and/or bylaw amendments	Final bylaw and policy revision review - prepare Board briefing
	Ensure principle based decision making guides all committee discussions and decision-making and also incorporating the Catholic Health Ethics Guide at the HD site	Crawford		Principle Based Decision Making Framework Report				Update on development of metrics to support KHSC Ethics Framework		
	Other duties as assigned by the Board									

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2.0 Governance & Nominations		MRP(s)	September	November	November	January	February	March	April	May	
	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 that will capture the post-integration deliverables (reporting)	Miller, Coghlan, Crawford + in consultation with Exec team	Draft Gov Committee work plan reviewed + recommend from mid-year & year end 2017-18 deliverables are captured				As part of mid-year committee report, Gov TOR and work plan reviewed / adjusted Mid-year review of 2018-19 Board Work Plan to ensure deliverables are being met	Mid-year review of 2018-19 Board Work Plan to ensure deliverables are being met		Final Master Board & Committee Schedule	Recommend for approval, the 2019-20 Board Work Plan
	Review and recommend best practice in terms operating structure of the Board and its committees; including committee size, structure, mandates, and procedures for effective governance	Pichora		Discuss KHSC Board & Committee structure and size	Prior to Dec. EOI Form to elected board, reaffirm board size prepare report to Partnership Council if						
	Ensure and oversee the process for evaluation of performance of Board as a whole, for individual board members, and the Chair and Vice Chair(s), and ensure recommendations for improvement are addressed and considered where appropriate in board and committee appointment process	Pichora	Review evaluation approach and framework with full Board / confirm timelines + discuss selection of Third Party Evaluator Discuss Accreditation Canada tools				Confirm Chair / Vice Chair Assessment Process	1:1 meetings with Chair – high level report & plan / feedback to officers, individual board & committee members Confirm feedback to Committee Chairs	KHSC Board 1:1 meetings with Chair – high level report & themes from interviews Draft #1 2019-20 Board Committee Comps	Draft #2 2019-20 Board Committee Comps	Final 2019-20 Board Committee Comps based EOIs, performance review feedback
Ensure and oversee the nominations and selection process of directors and board officer positions for approval by the Board (+ other KHSC Board appointments to other bodies)	Pichora	Review critical path/update to Partnership Council on nominations timelines, processes and associated deliverables including update on 2018-19 Board vacancy Finalize recommendation to October Board on 2018-19 VC position			Finalize Expression of Interest Form for Board members continuing on (EOI issued and results received in advance of Jan 25 mtg)	Review board and committee attendance for bylaw compliance in advance of Feb 1:1 Chair meetings Confirm Chair + Vice Chair commitment for 2019-20	Update skills matrix, confirm vacancies, approve advertisement & recruitment plan	Review applications to-date candidates; confirm interview guidelines & interview date Short-list candidates / invitation for interview Update to Partnership Council on nominations process	Post final interview - confirm candidates interest in continuing in process; complete reference checks + explain role of Partnership Council in approving slate	Review results of ref checks / finalize slate for recommend-ation at June board meeting & AGM Recommend nominees to Partnership Council prior to presentation at June Board mtg	

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	Support board in ensuring ongoing orientation and continuing education for board and board committee members	Pichora	Updated Board Education Plan / identify gaps for 2018-19 board year to include Institute for Patient & Family Centred Care							
	Ensure that all standing committees review their terms of reference on an annual basis and make recommendations for amendments, as required, to the board	Pichora	August 2018 Committee Chairs meeting – confirm orientation modules at September meetings to include TOR review			Touchpoint on review of TOR during preparation of mid-year report				Review committee terms of reference and adjust according to bylaw/policy changes
	Ensure compliance with board governance policies and the By-law and recommend amendments	Pichora	Confirm approach to annual policy review					Touchpoint re: board policy and/or bylaw amendments		Final bylaw and policy revision review - prepare Board briefing
	At the discretion of the CEO and Board Chair, as required, review and provide advice on information, presentations, recommendations prior to presentation to the Board	O'Toole/ Pichora	As required	As required	As required	As required	As required	As required	As required	As required
3.0 Strategic Partnerships & Alignment	Review alignment of KHSC strategy with Ministry of Health and Long-term Care (MOHLTC) and South East Local Health Integration Network (SE LHIN) strategies annually and as needed	Bardon	As required	As required	As required	As required	As required	As required	As required	As required
	Ensure processes are in place to build and maintain relationships with MOHLTC, SE LHIN, health system partners and local community	Pichora + Exec team	Update from September SE LHIN Chair/Vice Chair Forum		Update from SE LHIN Chair/Vice Chair Forum (2019-20 meeting schedule not confirmed)	Update from SE LHIN Chair/Vice Chair Forum		Update from SE LHIN Chair/Vice Chair Forum		Update from SE LHIN Chair/Vice Chair Forum
	Ensure processes and agreements are in place to support University Hospitals Kingston Foundation and donors	Cumming			Update on overall fundraising to support Phase 2					

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	Ensure strategy of KHSC Research Institute and related entities supports the academic mission of the sites.	Deeley		Joint Hospital-FHS Research Institute Plan Update (tentative pending further dialogue re: timing of approval at Queen's – maybe later in the year						
4.0 CEO & COS Performance	Develop a process to oversee the performance and compensation of the chief executive officer and chief of staff	Carlton	Draft CEO & COS learning plan process confirmed				Ensure QIP link to performance metrics for 2019-20	Briefing on PSSD for 2018 Update on CEO & COS learning plan		2018-19 Pay for Performance recommend to Board Confirm 2019-20 P4P Performance Metrics
	Develop a position description for the chief executive officer and chief of staff for approval by the board;	Carlton							Provide CEO and COS position descriptions to support 2018-19 evaluation process	
	Oversee chief executive officer and chief of staff recruitment, selection and succession planning;	Carlton						Reaffirm candidates for sudden CEO and COS succession planning		
	Develop and conduct a process to review the performance of the chief executive officer and chief of staff and report the results to the Board;	Carlton							Confirm approach to 2018-19 CEO and COS Performance Evaluation Process	Draft written performance review reports finalized / provided to KHSC Board at June meeting
	Establish, in co-operation with the chief executive officer and chief of staff, their annual performance agreement for review and approval by the Board and ensure quarterly reporting on performance objectives	Pichora/ Fitzpatrick Carlton/Jones				Q2 CEO & COS Performance Objectives Reporting		Q3 CEO & COS Performance Objectives Reporting		

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	Oversee the chief executive officer's and chief of staff's supervision of management and management succession plan.	Carlton/ Pichora/ Fitzpatrick						Briefing from CEO and COS on executive leadership		
5.0 KHSC Strategy & Annual Corporate	Ensure robust process of strategy development and annual corporate 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	Bardon Jones	Update on new KHSC Strategy Implementation & comms plan		Touchbase on 2018-19 Annual Corporate Plan in advance of January HAPs submission		Final draft of 2019-20 indicators performance measurement system for 2019-20 ACP (post January HAPs/HSAA/MSAA Board approval			
6.0 KHSC Performance	Ensure progress on KHSC strategy and annual corporate plan by reviewing assigned performance indicators	Jones	Q1 reporting on 2018-19 Indicators		Q2 reporting on 2018-19 Indicators		Q3 reporting on 2018-19 Indicators / recalibrate in consultation with Board	Ensure Quality Improvement Plan indicators are captured in performance metrics reports		Q4 reporting on 2018-19 indicators
7.0 Mission	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	Bardon	Performance Indicators / Mission Metrics Reporting		Performance Indicators / Mission Metrics Reporting		Performance Indicators / Mission Metrics Reporting			Performance Indicators / Mission Metrics Reporting Review draft year-end compliance report & attestation to KHSC Board & Partnership Council regarding Mission at HDH and KGH

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8.0 Integrated Risk Domains	Monitor and report on the integrated risk domains assigned to this committee which include: <ul style="list-style-type: none"> ○ Governance & Leadership ○ Stakeholder relations ○ Compliance ○ Mission 	Pichora			Q2 update proposed Integrated Risk Management Framework		Q3 update Integrated Risk Management Framework			Q4 update Integrated Risk Management Framework
9.0 Board Reporting Requirements	Board reports due at CEO's office Board mailing date Board meeting date		October 03 October 09 October 15	November 1 November 5 November 12	November 28 December 3 December 10	January 30 February 4 February 11	February 27 March 4 March 11	March 27 April 1 April 8	May 1 May 6 May 13	June 5 June 10 June 17