



POLICY NUMBER	GP – 12
ISSUING AUTHORITY	Board of Directors
<hr/>	
ISSUE DATE:	December 19, 2012
REVIEW DATE:	June 5, 2020
REVISE DATE:	September 29, 2020

SUBJECT: **Governance Process**
BOARD COMMITTEE STRUCTURE AND COMMITTEE TERMS OF REFERENCE

POLICY:

1. A committee is a Board committee only if its existence and charge comes from the Board.
2. Mandated Standing Committees are as follows; at the Board’s direction these committees may be held as a Committee of the Whole. Where a mandated committee is not held as a Committee of the Whole the following two criteria apply:
 - ◆ Authority:
 - Accountable to the Board, through the Committee Chair.
 - ◆ Minutes:
 - The Secretary to the Committee shall be responsible for maintaining the minutes of each Committee meeting. Such minutes shall be distributed to all Committee members and, once approved, shared with the Board for information.

2.1. Executive Committee.

- 2.1.1. Membership consists of:
 - Board Chair (who will serve as Committee Chair)
 - Board Vice-Chair
 - Finance Committee Chair
 - Audit Committee Chair
 - Such other Directors as the Board may determine

- Ex-officio Membership (non-voting member):
- Chief Executive Officer

2.1.2. Exercises the full powers of the Board in any crisis situation arising between Board meetings, reporting every action at the next meeting of the Board.

2.1.3. Reviews and makes recommendations to the Board in relation to any reports regarding perceived breaches of the By-Laws.

2.1.4. Studies and advises or makes recommendations to the Board on any matter as directed by the Board.

2.1.5. Performs such other duties as the Board may direct.

2.1.6. Meetings:

Held at a time and place as determined by the Chair.

A quorum consists of all the Directors of the Committee. Where a quorum is not present no discussion, resolution or other decision can be taken.

2.2. Finance Committee.

2.2.1. Membership consists of:

- Board Chair
- Board Vice-Chair
- Treasurer (who will serve as Committee Chair)
- At least two (2) Board Members

Ex-officio Membership: (non-voting members)

- Audit Committee Chair
- Chief Executive Officer
- Vice President Finance & Planning
- Regional Director Finance or Chief Finance Officer

2.2.2. In accordance with the Annual Governance Plan and committee Terms of Reference, prepares an annual work plan, advises and makes recommendations to the Board on:

- i. The annual budget for capital and operating revenues and expenditures for the ensuing fiscal year
- ii. The monthly financial statements and annual report, which are to be presented to the Board pursuant to the By-Laws
- iii. The management of all Authority funds in accordance with relevant legislation, and policies and procedures established by the Board
- iv. The policies and procedures to be established for investment, banking, insurance, donations, bequests, endowments, tendering and purchasing.

2.2.3. Meets annually with the Audit Committee to discuss and review the audited financial statements prior to making recommendation to the Board.

2.2.4. May make a recommendation to the Audit Committee on the appointment of the auditor.

2.2.5. Performs such other duties as directed by the Board.

2.2.6. Meetings:

Held at a time and place as determined by the Chair.

A quorum consists of a simple majority of the Directors of the Committee. Where a quorum is not present no resolution or other decision can be taken; however, the Chair of the committee is authorized to hold the meeting in order to review evidence and take informal notes of the discussion.

2.3. Audit Committee.

2.3.1. Membership consists of:

- Board Chair
- Board Vice-Chair
- Treasurer
- At least two (2) Board Members

Ex-officio Membership: (non-voting members)

- Chief Executive Officer
- Vice President Finance & Planning
- Regional Director Finance or Chief Finance Officer

2.3.2. The Chair of the Committee is approved by the Board Chair. The Treasurer cannot be appointed Chair of the Audit Committee.

2.3.3. In accordance with the Annual Governance Plan and committee Terms of Reference, the work plan of the Audit Committee is as follows:

- i. Recommends to the Board, in consultation with the Finance Committee, the appointment or termination of the external audit firm and the associated fees for the related engagement.
Defined as: Develop a slate of competent auditors, from which the Board can choose; to be prepared no later than the fiscal year end Board meeting of the reappointment year. This includes developing the selection criteria, issuing the Request for Proposal (RFP), screening, interviewing and the subsequent performance management (including appraisal/evaluation) as well as ruling out any conflict of interest.
- ii. Reviews the auditor's Audit Plan and results of the external audit, including the auditor's engagement letter, scope of the audit and areas of audit risk.
Defined as: Develop specification of the scope of audit prior to external audit - no later than the fiscal year end Board meeting each year.
- iii. Obtains reasonable assurance from discussions with management and external auditors that the financial systems are reliable and internal controls are operating effectively. When necessary, directs the auditors' examinations to particular areas such as any Board policies for which the Board wishes the auditor to assess compliance.
- iv. Reviews the statutory and regulatory obligations, including timely remittance of income and other taxes and other payroll withholdings.
- v. Monitors Board policies for engaging external audit consultants and advisors.
- vi. Discusses specific legal liability issues with legal counsel for financial implications, as required.
- vii. Monitors policies related to financial reporting and controls.
Defined as: Develop and employ methods to provide the Board with knowledge of the degree to which the Board's financial policies are being met by management. While monitoring is done ONLY against Board policy criteria, monitoring methods will be those selected by the Board and may include

internal report or direct inspection. This product will also include Board assurance that fiscal non-compliance issues are resolved satisfactorily.

- viii. Reviews management's plans, processes and systems as necessary to obtain reasonable assurance that financial risk is being effectively managed and controlled.

Defined as: Develop and employ methods to provide Board assurance that adequate fiscal accountability controls exist in the organization. This includes receiving the external auditor's report and having the Auditor carry out monitoring.

2.3.4. Performs such other duties as directed by the Board.

2.3.5. Meetings:

Held at a time and place as determined by the Chair.

A quorum shall consist of a simple majority of the Directors of the Committee. Where a quorum is not present no resolution or other decision can be taken; however, the Chair of the committee is authorized to hold the meeting in order to review evidence and take informal notes of the discussion.

2.4. Quality & Patient Safety Committee

2.4.1. Membership consists of:

- Board Chair
- Board Vice-Chair
- At least three (3) Board Members

Ex-officio Membership: (non-voting members)

- Chief Executive Officer

2.4.2. The Chair of the Committee is approved by the Board Chair.

2.4.3. In accordance with the Annual Governance Plan and committee Terms of Reference, prepares an annual work plan, advises and makes recommendations to the Board on:

- i. Policies, standards and practices to improve quality, patient safety and innovation in health care.
- ii. Structures and processes to monitor and review performance related to quality, patient safety, patient and community input and feedback, and compliance with accreditation standards.
- iii. Communication systems for key quality and patient safety messages.

2.4.4. Meetings:

Held at a time and place as determined by the Chair.

A quorum shall consist of a simple majority of the Directors of the Committee. Where a quorum is not present no resolution or other decision can be taken; however, the Chair of the committee is authorized to hold the meeting in order to review evidence and take informal notes of the discussion.

3. The following Committee/s are established and membership appointed at the Board's inaugural meeting: The following criteria apply to these committees:
 - ◆ Authority:
 - Accountable to the Board, through the Committee Chair.
 - ◆ Minutes:
 - The Secretary to the Committee shall be responsible for maintaining the minutes of each Committee meeting. Such minutes shall be distributed to all Committee members and, once approved, shared with the Board for information.
 - ◆ Appointment of Committee Chairs:
 - The Chair of the Committee is approved by the Board Chair.

3.1. Policy Review Committee

3.1.1. Membership consists of:

- Board Chair
- At least three (3) Board Members, one (1) to serve as Committee Chair

Ex-officio Membership: (non-voting members)

- Chief Executive Officer
- Staff Member whose role includes Board Governance

3.1.2. In accordance with the Annual Governance Plan and committee Terms of Reference, the work plan of the Policy Review Committee is as follows:

- i. Reviews all Board policies following the attached monitoring schedule which shows a three-year cycle for policies and two-year cycle for By-Laws.
- ii. Reviews additional policies as required by the Board and/or Board Committees.
- iii. Reports to the Board after reviews/revisions of policies are completed.

3.1.3. Meetings:

Minimum of three (3) meeting per year, held at a time and place as determined by the Chair.

A quorum consists of a simple majority of the Directors of the Committee. Where a quorum is not present no resolution or other decision can be taken; however, the Chair of the committee is authorized to hold the meeting in order to review evidence and take informal notes of the discussion.

3.2. Community Engagement Planning Committee

3.2.1. Membership consists of:

- Board Vice Chair
- A minimum of three (3) Board Members, one to serve as Committee Chair

Ex-officio Membership: (non-voting members)

- Board Chair
- Chief Executive Officer
- Community Engagement Facilitator

3.2.2. In accordance with the Annual Governance Plan and committee Terms of Reference, the work plan of the Community Engagement Planning Committee is as follows:

- i. Assigns Community Engagement Planning Committee Board Members and/or other members of the Board to attend and chair the Local Health Involvement Group (LHIG) meetings.
- ii. Prepares LHIG feedback reports for Board approval.
- iii. Participates in the planning and execution of Southern Health-Santé Sud's Annual Public Meeting.
- iv. Provides leadership for other patient and public engagement activities/processes as required.
- v. Assigns Board Members to attend a minimum of one community stakeholder group meeting annually.
- vi. Ensures Board Members provide feedback to the Board after attending a community stakeholder group meeting utilizing the stakeholder feedback form.

3.2.3. Meetings:

Minimum of three (3) meeting per year, held at a time and place as determined by the Chair.

A quorum consists of a simple majority of the Directors of the Committee. Where a quorum is not present no resolution or other decision can be taken; however, the Chair of the committee is authorized to hold the meeting in order to review evidence and take informal notes of the discussion.

4. The Board may, by resolution, establish and empower additional committees, including ad hoc committees, in accordance with legislation and/or directed by the Minister or as the Board may from time to time deem appropriate.

5. Role of Committee Chairperson:

- ◆ The Committee Chairperson is accountable to the Board of Directors. Responsibilities include:
 - Setting and presiding over Committee meetings
 - Designing the Committee Agenda in collaboration with appropriate staff,
 - Ensuring that the Committee functions efficiently, effectively, with purpose and in accordance with Board culture and policies,
 - Establishing a productive and well-paced environment at meetings,
 - Keeping the meeting focused while facilitating a balanced discussion on all agenda items,
 - Approving minutes of Committee meetings before distribution to Committee Members via email for formal approval.
 - Ensuring effective follow-through.
 - Reporting to the Board

Board Policy Review Schedule:

Policy		Meeting 1	Meeting 2	Meeting 3	Meeting 4	Meeting 5	Meeting 6	Meeting 7	Meeting 8
Governance Process:									
1	Global Governance Commitment	✓							
2	Governance Style	✓							
3	Board Governance and Board Accountability	✓							
4	Board Job Description	✓							
5	Role of Board Chair	✓							
6	Strategic Planning		✓						
7	Board Community Engagement		✓						
8	Board Meetings		✓						
9	Board Agenda Planning		✓						
10	Monitoring of Board Policies		✓						
11	Board Committee Principles			✓					
12	Board Committee Structure			✓					
13	Code of Conduct			✓					
14	Confidentiality			✓					
15	Conflict of Interest			✓					
16	Board Education and Self-Evaluation				✓				
17	Recognition / Support of Board Members				✓				
18	Board Expenses				✓				
19	Quality, Patient Safety and Risk Management				✓				
Board – CEO Linkage:									
1	Global Governance Management Connection					✓			
2	Unity of Control					✓			
3	Accountability of the CEO					✓			
4	Delegation to the CEO					✓			
5	Monitoring CEO Performance & CEO Performance Appraisal					✓			
ENDs – Statement of Purpose		See Governance Process (GP-6) Strategic Planning							
Executive Limitations									
1.	Global Executive Restraint & Risk Management						✓		
2.	Treatment of Clients						✓		
3.	Treatment of Staff						✓		
4.	Planning& Budgeting						✓		
5.	Financial Condition & Activities						✓		
6.	Emergency CEO Succession							✓	
7.	Corporate Risk							✓	
8.	Compensation and Benefits							✓	
9.	Communication and Support to the Board							✓	
10.	Public Relations							✓	
11.	CEO Leadership Competency								✓
By-Laws									✓