



GOVERNANCE POLICY MANUAL

October 5, 2021

(Version 5)

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ARTICLE 1 BOARD CHARTER

1.1 BOARD AND DIRECTORS CHARTER

1.1.1 Composition

- (a) The composition of the Board shall be set out in the By-law of St. Thomas Elgin General Hospital (hereinafter the 'Corporation') as may be amended from time to time.
- (b) The terms of reference for Board Committees shall be set out in their respective Charters. The Committee Charters shall be reviewed on a regular basis and are updated and amended as often as needed to respond to the evolving environment in which the Corporation operates.
- (c) Pursuant to the Corporation's By-Law, the Board may establish special committees as deemed appropriate by the Board from time to time. Terms of reference for special committees shall be set out in a Charter.

1.1.2 Independent Functioning of Board and Committees

The Board is responsible for establishing the appropriate policies and procedures to enable the Board, its Committees and individual Directors to function independently of the President and Chief Executive Officer ("Chief Executive Officer"), the Chief of Staff and the Executives to the extent considered necessary or desirable by Directors. The Board in fulfilling its governance responsibilities may retain and terminate independent professionals and has the sole authority to approve all fees payable to an independent professional.

1.1.3 Board Duties and Responsibilities

The Board shall govern the Corporation and supervise the Executives in their management of the activities and affairs of the Corporation. In doing so, the Board shall discharge the following responsibilities:

- (a) Tone at the Top

The Board is responsible for:

- (i) setting the tone for a culture of integrity and compliance throughout the Corporation and, in that regard, expects the highest level of personal and professional integrity from the Chief Executive Officer, Executives and Chief of Staff;
- (ii) overseeing the establishment of such a culture through appropriate mechanisms, including assessing the Chief Executive Officer and Chief of Staff of the Corporation against this expectation;

- (iii) overseeing the establishment of a culture that embraces patient-centred care, innovation, program and health system integration, value-based health care, and continuous quality improvement through Lean methodologies;
- (iv) overseeing policies in respect of ethical, clinical, business and personal conduct.

(b) Strategic Planning

The Board is responsible for:

- (i) formulating the oversight of the strategy (including mission, vision, values and goals) of the Corporation;
- (ii) overseeing the development and approving the Corporation's strategic directions, including the planning process, identification and assessment of major opportunities, risk impact, implementation, and on-going monitoring of deliverables and outcomes;
- (iii) contributing to the annual development of and approving the:
 - (A) corporate strategic directions and goals;
 - (B) performance metrics;
 - (C) Quality Improvement Plan;
- (iv) ensuring the strategic directions are reflective of the Board's governance and compliance obligations, including its primary accountability to the MOH; and
- (v) reviewing and approving all major strategy and policy recommendations, including without limitation, the operating and capital budgets, major capital expenditures, material changes to clinical services, and infrastructure plans.

(c) Enterprise Risk Management

The Board is responsible for ensuring the identification and monitoring the principal risks of all aspects of the Corporation's operation and satisfying itself that appropriate policies, procedures and practices are in place for the effective management of these risks under the Corporation's risk framework.

(d) Quality Performance and Financial Oversight

The Board is responsible to:

- (i) ensure processes are in place to evaluate the Corporation's integration of the mission, vision, values and strategic plan in the operations of the Corporation;
- (ii) ensure processes are in place to monitor and continuously improve upon quality of care, patient safety, patient experience and performance metrics;
- (iii) review and approve on an annual basis the Corporation's Ethics Framework;
- (iv) review regularly the functioning of the Corporation in relation to the objects of the Corporation as stated in the Articles, the By-law, legislation, and the HSAA;
- (v) establish procedures for monitoring compliance with external obligations, including the provisions of the *Public Hospitals Act* and its regulations, the By-law and other applicable legislation;
- (vi) establish the general framework within which the Chief Executive Officer, the Chief of Staff, the Medical Advisory Committee, the Professional Staff, and the Corporation's staff shall establish procedures for the management of the day-to-day activities and affairs of the Corporation;
- (vii) establish key financial objectives that support the Corporation's financial needs (including capital allocations and expenditures);
- (viii) ensure that optimal utilization of resources is a key focus and that the Corporation operates within its resource envelope;
- (ix) ensure that the Corporation undertakes the necessary financial planning activities so that resources are allocated effectively and within the parameters of the financial performance metrics;
- (x) establish an annual budget for the optimal functioning of the Board and its Directors;
- (xi) oversee and monitor the integrity of the Corporation's internal controls, management information systems and audit procedures;
- (xii) oversee the operation of the Corporation including compliance with all applicable legislative and regulatory requirements appropriate systems and processes; and
- (xiii) satisfy itself that the financial reporting and financial control systems are operating effectively, and be responsible for approving the quality and sufficiency of information provided to the Directors.

- (e) Leadership Evaluation, Compensation and Succession Planning
 - (i) The Board is responsible for overseeing the effective operation of the Corporation by appointing, assessing the performance of, compensating, and terminating the Chief Executive Officer and Chief of Staff.
 - (ii) The Board is responsible for the succession planning for the Chief Executive Officer and Chief of Staff.
 - (iii) The Board must satisfy itself that the Chief Executive Officer and Chief of Staff have the appropriate qualities and competencies to meet the expectations set by the Board and MOH.
 - (iv) The Board shall:
 - (A) select the Chief Executive Officer and Chief of Staff. In doing so, the Board shall satisfy itself as to the integrity of the individuals appointed to these positions;
 - (B) be responsible for developing a position description for the Chief Executive Officer and Chief of Staff;
 - (C) delegate responsibility for the management of the activities and affairs of the Corporation to the Chief Executive Officer and require accountability to the Board;
 - (D) delegate responsibility to the Chief of Staff to supervise the professional standards and conduct of the Professional Staff and the quality of medical care, diagnosis and treatment provided to the Corporation's patients by the Professional Staff and require accountability to the Board;
 - (E) establish a Board policy for assessing the performance of and compensation of the Chief Executive Officer and Chief of Staff. The policy shall ensure that:
 - (1) the performance evaluation and compensation are aligned with the Corporation meeting its performance improvement targets and the integration of the vision into the operations of the Corporation;
 - (2) all Board members are provided an opportunity to provide input into the process; and
 - (3) the Board shall be required to approve any changes to the employment or contractual agreement (as the case may be), the compensation, and the determination of the entitlement to a performance payment;

- (F) provide for Chief Executive Officer and Chief of Staff succession plans and processes;
- (G) ensure that the Chief Executive Officer and Chief of Staff establish an appropriate succession plan for both Executives and Professional Staff leadership; and
- (H) ensure the establishment and maintenance of an executive compensation plan developed in accordance with the *Broader Public Sector Executive Compensation Act*.

(f) Quality Workplace

The Board is responsible for:

- (i) providing a healthy and safe workplace in compliance with applicable laws, rules and regulations; and
- (ii) fostering an inclusive culture by providing a safe and respectful work environment that is free from harassment, discrimination and violence.

(g) Oversight of Professional Staff

The Board shall:

- (i) credential Professional Staff:
 - (A) make the final appointment, reappointment and Privilege decisions; and
 - (B) ensure the effectiveness and fairness of the credentialing process;
- (ii) ensure quality goals and performance indicators are developed for approval by the Board (using best practices and benchmarks) and monitor indicators of clinical outcomes, quality of service, patient safety and achievement of desired outcomes including without limitation patient safety indicators; and
- (iii) provide oversight of the Professional Staff through and with the Medical Advisory Committee, Chief of Staff, and Chief Executive Officer.

(h) Build Relationships

The Board shall ensure that through the Chief Executive Officer, the Corporation builds and maintains good relationships with the Corporation's key stakeholders including, without limitation: patients, families and

caregivers; provincial, municipal political officials; the First Nations; the MOH and its agencies; employees and labour unions; other health service providers; donors and the Foundation; and other key stakeholders.

(i) Integrated Health Care System and Value-Based Health Care

The Board shall ensure that, through the Chief Executive Officer, the Corporation pursues and establishes strong partnerships with other health service providers with the goal of creating an integrated health care system to benefit patients along the continuum of care and to enhance sustainability of the health care system.

(j) Ensure Board Effectiveness

The Board shall:

- (i) monitor Board members adherence to corporate governance principles and guidelines;
- (ii) be responsible for ensuring there is an appropriate, objective and formal process for:
 - (A) the recruitment of Directors; and
 - (B) for assessing the contribution of the Board, the Chair, its Committees, Committee chairs and all Directors annually;
- (iii) ensure ethical behaviour and compliance with:
 - (A) the vision and values;
 - (B) legislation, audit and accounting principles, accreditation requirements and the By-law;
 - (C) the Corporation's Code of Business Ethics and Standards; and
- (iv) periodically review and revise governance policies, processes and structures as appropriate.

(k) Ensure Effective Communication and Community Engagement

The Board shall:

- (i) Ensure the establishment of processes for the Corporation to engage the communities in the catchment area in planning and setting priorities for the Corporation;

- (ii) promote effective collaboration and engagement between the Corporation and its communities, particularly as it relates to organizational planning, vision and strategic priorities;
- (iii) work collaboratively with other health service providers, community agencies and institutions in meeting the healthcare needs of the communities;
- (iv) ensure the establishment of a web site that shall be used to post financial, quality and patient/workplace performance indicators, including without limitation, the performance metrics, public disclosures as required by provincial legislation and regulation, and Board minutes so as to promote Board accountability and transparency. The information on the web site shall be regularly updated; and
- (v) assume responsibility for the establishment of a communication policy for the Corporation.

(l) Fundraising

The Board supports the Foundation's fundraising initiatives including donor cultivation activities.

(m) Establish Programs Required under the *Public Hospitals Act*

The Board shall:

- (i) ensure that an occupational health and safety program and a health surveillance program are established and require accountability on a regular basis;
- (ii) ensure that policies are in place to encourage and facilitate organ procurement and donation; and
- (iii) ensure through the Chief Executive Officer, that the Corporation develops plans to deal with emergency situations at either the hospital site or in the broader community.

1.1.4 Responsibilities of Individual Directors

- (a) In contributing to the achievement of the responsibilities of the Board as a whole, each Director shall:
 - (i) adhere to the principles of governance set out in section 1.1.5 and the Corporation's mission, vision, values and strategic plan;
 - (ii) act honestly and in good faith and make decisions that are in the best interests of the Corporation having regard to all relevant

considerations, including but not confined to, considering the impact of the Board's decisions on affected stakeholders and the Board's identified accountabilities to its stakeholders. In instances where the interests of the stakeholders conflict with each other or with the Corporation, each Director must act in the best interests of the Corporation. The legislation, the HSAA, and the Corporation's mission, vision, values and strategic plan shall be used to guide the Directors' decision as to whether a decision is in the best interests of the Corporation;

- (iii) work positively, co-operatively and respectfully as a member of the team with other Directors and with the Corporation's Executives, medical leadership and staff;
- (iv) respect and abide by Board decisions including maintaining confidentiality of matters addressed within *in camera* meetings;
- (v) be expected to serve as an active member of at least two committees of the Board. Committee chairs are expected to mentor new Board members serving on their committee;
- (vi) maintain good attendance for meetings of the Board and Committees to which they are assigned. A reasonable standard of attendance is eighty percent (80%) of all Board and Committee meetings per year. Consistent with the By-law, if a Board Member is absent for three consecutive meetings of the Board, or if a Member is absent for one-third or more meetings of the Board in any twelve month period and it is not explained or corrected, the Board may declare the seat vacant;
- (vii) be expected to provide a minimum of eight (8) to ten (10) hours of their time per month to prepare for Board and Committee meetings. In addition, each Board member will spend a minimum of two to three (2-3) days a year at special meetings and Board retreats;
- (viii) complete the necessary background preparation in order to participate effectively in meetings of the Board and its committees, including being familiar with the Corporation's vision, strategic plan, By-law, Governance Policy Manual, legal framework for Ontario public hospitals and Directors, performance metrics, and Foundation fundraising activities including capital campaign plans;
- (ix) be familiar with the MOH's priorities;
- (x) keep informed about:
 - (A) matters relating to the Corporation;
 - (B) the health needs of the communities served; and

- (C) other health care services provided in the region;
 - (xi) participate in an annual self and peer evaluation of the Board and individual members;
 - (xii) advise the Board Chair of any circumstances which result in the Director no longer meeting the qualifications set out in the By-law;
 - (xiii) comply with the legislation and regulation, and the Corporation's By-law, Governance Policy Manual and its policies and charters including without limitation the confidentiality and Conflict of Interest provisions;
 - (xiv) not speak on behalf of the Corporation without appropriate authority;
 - (xv) represent the Board, when requested;
 - (xvi) comply with the requirements of the Corporation's criminal background check policy as required by the Board from time to time;
 - (xvii) at the start of their relationship with the Corporation, to sign documentation acknowledging their agreement to adhere to the Code of Ethics and Business Standards as may be amended from time to time by the Board;
 - (xviii) on an annual basis complete and sign the Board Member's Annual Declaration and the Conflict of Interest Declaration.
- (b) The Directors understand that they will be required to participate in ongoing Board orientation and education sessions.

1.1.5 Principles of Governance

- (a) The Board shall be responsible for the governance of the Corporation and supervision of the management of the activities and affairs of the Corporation.
- (b) The Board shall strive to ensure that the Corporation provides the best possible health care within the resources that are made available to it.
- (c) The Board shall work with the MOH to seek resources to meet the needs of the communities served and shall ensure that the Corporation operates within its resources and monitors their efficient and effective use.
- (d) The Board and its individual members shall be sensitive to the needs of the communities served and will be sensitive to the diversity of the communities served in its decision making.

- (e)
 - (i) The Board maintains a culture of integrity, informed and knowledgeable Directors, open informed dispassionate debate.
 - (ii) The Board maintains a skills-based board and diversity amongst its members to improve governance oversight.
 - (iii) The Board creates an environment that fosters critical thinking and healthy tension in its deliberations and decision making.
- (f) The Board shall provide strategic leadership to the Corporation in realizing its vision, focusing its energy on matters of policy rather than day-to-day operations, and maintaining at all times a clear distinction between Board and management roles.
- (g) The Board shall carry on its duties in accordance with the Corporation's Articles, By-law, Charters and Policies and all applicable legislation.
- (h) The Board is accountable to:
 - (i) the Government of Ontario, government agencies and institutional partners for:
 - (A) compliance with government regulations, policies and directions;
 - (B) implementation of directly mandated programs;
 - (C) implementation of approved capital projects; and
 - (D) fulfilment of obligations under formal agreements and grants.
 - (ii) the MOH for:
 - (A) building relationships and collaborating with its agencies, other health service providers, and the communities to identify opportunities to integrate the services of the local health system for the purpose of providing appropriate, coordinated, effective and efficient services;
 - (B) ensuring that the Corporation operates in a manner that is consistent with provincial plans and its HSAA;
 - (C) achieving the performance improvement targets in the HSAA and measuring the Corporation's performance against accepted standards and best practices in comparable organizations;
 - (D) informing the MOH, and where appropriate the communities served of any gaps between needs of the communities served

and scope of services provided within the MOH allocation;
and

(E) apprising the MOH and the communities served of Board policies and decisions which are required to operate within its HSAA.

(iii) its patients and communities served for:

(A) providing safe, quality patient-centred care;

(B) operating in a fiscally sustainable manner within its resource envelope and utilizing its resources efficiently and effectively to fulfil the Corporation's vision in patient care, education and research;

(C) engaging the communities served when developing plans and setting priorities for the delivery of health care; and

(D) making appropriate use of community/donor contributions to the Corporation.

(iv) its employees, Professional Staff and volunteers for:

(A) maintaining a safe workplace environment; and

(B) governing through transparent processes.

(v) to the Members of the Corporation for:

acting consistently with the legislation, Articles and By-law and the common law in governing the Corporation towards the achievement of its vision, strategic plan and HSAA obligations.

1.1.6 Meetings

The Board shall meet at least six (6) times per year scheduled by the Chair in conjunction with the Secretary. For regularly scheduled meetings, a draft agenda for each Board meeting and other documents for consideration are provided to all Directors in advance of each meeting. For special meetings of the Board, best efforts are made to distribute materials to the Directors as far in advance as practicable.

1.2 STRATEGIC PLANNING

- 1.2.1 Strategic planning is a systematic process for assessing a changing environment and creating a plan of action that will position the Corporation to be successful in the environment consistent with its mission, vision and values. The Board, in collaboration with the Chief Executive Officer, is responsible to establish the Corporation's strategic plan (encompassing the strategic directions, goals and annual objectives), mission, vision and values.
- 1.2.2 The strategic plan will incorporate specific deliverables and outcomes, focused and measurable strategic directions to be pursued over the course of the plan. The strategic plan will also focus on overall value generated for all system stakeholders, especially the patient, relative to the overall cost (value-based health care).
- 1.2.3 The Board will:
- (a) consider key stakeholders and health care needs and ensure appropriate engagement with the communities, the MOH and other health service providers when developing plans and setting priorities for the delivery of health care as required under *The People's Health Care Act, 2019*;
 - (b) establish and periodically review and update the Corporation's vision;
 - (c) contribute to the development of and approve the Corporation's strategic plan, ensuring that it is aligned with the community's needs, MOH policy and plans; ;
 - (d) conduct a review of the strategic plan, as part of a regular annual planning cycle, and assess the need to refine the strategic directions as the environment dictates;
 - (e) approve the measures and targets related to each strategic direction and direct Executives to report on a regular basis the progress that is being made consistent with the strategic directions and the overall plan;
 - (f) in approving the Corporation's annual operating plan, ensure that the operating plan enables the attainment of the strategic plan; and
 - (g) monitor and measure corporate performance regularly consistent with the Board-approved strategic plan, annual operating plan and the performance metrics set out in the Quality Improvement Plan.
- 1.2.4 Strategic Planning Process
- (a) The Chief Executive Officer is responsible to the Board for establishing the strategic planning process, for Board approval. The Board will engage with the Chief Executive Officer and Executives in developing the strategic plan and monitoring it on an on-going basis. The Governance Committee will

provide guidance to Chief Executive Officer and support the Board in preparation for the initial development and periodic monitoring of the strategic plan.

- (b) Once the strategic plan has been developed, everything the Corporation currently does, undertakes as new, or stops doing, will be measured to assess whether or not it advances the achievement of the strategic plan.
- (c) The Corporation's annual operating plan will ensure the advancement of the strategic plan by addressing annual corporate goals and objectives and the performance metrics. The annual corporate goals and objectives will be set by the Chief Executive Officer with Board approval.
- (d) Annually, the Board will review the corporate goals and objectives prepared by the Chief Executive Officer.

1.2.5 Annually, the Board will:

- (a) establish a work plan, including Board goals consistent with the vision and the strategic plan, and key issues that are a priority for the Board in the coming year.
- (b) review the strategic plan and the progress being made to advance its achievement. As necessary, the Board will direct the Chief Executive Officer to augment/revise/update the strategic plan to ensure it continues to support the achievement of the Corporation's obligations, priorities and vision.
- (c) receive from the Chief Executive Officer regular progress reports in order to ensure that the Board is able to monitor the Corporation's achievement of the performance metrics tied to the strategic directions.

1.3 EX-OFFICIO NON-VOTING DIRECTORS CHARTER

1.3.1 Application

This Charter will apply to the ex-officio Directors of the Board:

- (a) Chief Executive Officer;
- (b) Chief of Staff;
- (c) President and Vice President of the Medical Staff; and
- (d) Chief Nursing Executive.

(hereinafter collectively referred to in this Charter as the “Ex-Officio” Directors”).

1.3.2 Voting Rights

- (a) The Ex-Officio Directors are non-voting members of the Board.
- (b) The Ex-Officio Directors shall be non-voting members of the Board Committees.

1.3.3 Other Rights and Responsibilities

Subject to section 1.3.2 above, the Ex-Officio Directors shall have the same rights and obligations as the voting Directors unless otherwise specifically provided in the legislation, By-law or Charters.

1.3.4 Quorum

- (a) The Ex-Officio Directors shall not count towards quorum at Board meetings.
- (b) The Ex-Officio Directors shall not count towards quorum at Board Committee meetings.

1.3.5 Communications

- (a) The Board members shall not request information in respect of the Corporation’s operations from the Ex-Officio Directors unless such requests are:
 - (i) in the context of ordinary deliberations in the Board or Board Committee meetings; and
 - (ii) directed through the Chair or, in respect of the business of a Board Committee, to the appropriate Committee chair. If deemed appropriate by the Chair, the Chair shall direct such information requests through the Chief Executive Officer.
- (b) The Ex-Officio Directors shall comply with the Corporation’s confidentiality requirements set out in the By-law.

1.4 BOARD COMMUNICATION POLICY

- 1.4.1 The Corporation will respond in a timely manner to public inquiries, complaints and concerns on the activities and operations of the Corporation.
- 1.4.2 The Chair is responsible for Board communications and may delegate authority to one or more Directors, Officers or Chief Executive Officer of the Corporation to make statements to the news media or public about matters that the Chair determines appropriate for disclosure.

The Chief Executive Officer is the spokesperson for the Corporation for all operational matters. The Chief Executive Officer and Chair will mutually determine their respective roles as may be required from time to time. No Director will be a spokesperson for the Board unless specifically delegated by the Chair. From time to time, the Chief of Staff may be expected to speak on clinical and patient care issues.

- 1.4.3 Through the Chief Executive Officer, the Board will ensure that the Corporation establishes, maintains and supports a communications and community engagement plan and related tactics to support effective and meaningful engagement and information sharing with the Corporation's stakeholder. Recognizing the breadth of the stakeholders, the Chief Executive Officer will ensure that information respecting the Corporation's activities is widely communicated to the public through the media throughout the catchment area. Mechanisms for broader ongoing communication to the public and key stakeholders may include:
- (a) regular Board updates;
 - (b) an annual report to the stakeholders on the activities of the Corporation;
 - (c) periodic media briefings on the activities of the Corporation;
 - (d) periodic articles in the local media on matters of interest to the stakeholders served by the Corporation; and
 - (e) face-to-face open forums for purposes of consultation and engagement relating to key strategic priorities of the Corporation.

1.4.4 Correspondence to the Board

- (a) The Board will receive all correspondence that, in the opinion of either the Chair or Chief Executive Officer or Chief of Staff, is appropriate to the role of the Board.
- (b) The Chair or the Chief Executive Officer or Chief of Staff may direct a letter to one of the Board Committees for action before receipt of correspondence by the Board.

1.5 BOARD GOALS AND WORK PLAN

- 1.5.1 On an annual basis, the Board will establish Board goals consistent with the Corporation's vision, the strategic plan and key issues that are a priority for the Board in the coming year.
- 1.5.2 The Board will also establish annual work plans for the Board and its committees that address the Roles and Responsibilities of the Board, including but not limited to:
- (a) governance best practices;
 - (b) strategic planning and monitoring;
 - (c) enterprise risk management;
 - (d) patient safety and quality of care;
 - (e) corporate performance and financial oversight;
 - (f) executive evaluation, compensation and succession planning;
 - (g) oversight of professional staff;
 - (h) board evaluation and effectiveness;
 - (i) systemic collaboration with other service providers and regional partners;
 - (j) partnership with the Foundation; and
 - (k) legislative and regulatory compliance.
- 1.5.3 The Board will evaluate its success in the achievement of its work plan annually and report at the Board meeting before the annual meeting.

1.6 BOARD AGENDA AND MEETINGS POLICY

1.6.1 Agendas and Information Packages

- (a) The Chair, in consultation with the Chief Executive Officer, is responsible for developing an agenda for each Board meeting that is aligned with the Board's roles and responsibilities, the Board work plan and the strategic directions. The Chair has discretion to table items to the next regularly scheduled Board meeting, if time considerations unduly limit any discussion.
- (b) The Board information package will normally be sent to Directors in advance of the meeting to allow for review and preparation. All reports to the Board will be in writing.
- (c) Corporate reports and recommendations to the Board from the Chief Executive Officer, Chief of Staff and Board Committees will use consistent templates as appropriate to support the respective Board roles concerning the agenda items.
- (d) Items will not be circulated after the package has gone out and will not be handed out at the Board meeting unless, in the opinion of the Chair, the item is of such an urgent nature that it cannot be held until the next Board meeting. It is expected that the Chair will only allow such items to be brought forward and considered under exceptional circumstances.

1.6.2 Communication to the Public arising from Board Meetings

- (a) The open session of the regular Board meeting shall be open to the public. *In Camera* meetings of the Board and Board Committees are not open to the public or the media.
- (b) However, the Board values the importance of ensuring that its stakeholders are properly informed in a timely way of Board decisions and have access to information related to corporate planning and priority setting. Consistent with the Board's commitment to good governance practices, timely access to information, appropriate protection of personal privacy, and appropriate protection of other information that is exempt or excluded from disclosure under the *Freedom of Information and Protection of Privacy Act*, the Board will make available to the public the following arising from Board meetings:
 - (i) Board minute highlights from the open session of the Board meeting.
 - (ii) a list of elected and ex-officio Directors' attendance records at Board and Committee meetings;
 - (iii) a report on the Corporation's performance as part of the Corporation's Annual Report;

- (iv) the Corporation's Quality Improvement Plan, in compliance with the *Excellent Care for All Act*; and
 - (v) upon request, information that is subject to disclosure under the *Freedom of Information and Protection of Privacy Act*.
- (c) Open Session Board Meetings
- (i) Members of the public and media are welcome to attend the open session of the regular Board meeting as observers.
 - (ii) Members of the public may be asked to identify themselves.
 - (iii) Recording devices, videotaping and photography are prohibited.
 - (iv) The Chair may require anyone who displays disruptive conduct to leave.

1.6.3 ***In Camera* Board Meetings**

- (a) A separate agenda shall be prepared for any meeting or portion of a meeting of the Board that is to be held *in camera* indicating the items to be considered. The *in camera* meetings may be held at the beginning and/or end of each open sessions of the Board. The agenda and any other supporting materials shall be marked confidential and handled in such a manner that respects the confidential nature of the material. The minutes of any *in camera* meeting shall be clearly marked confidential and handled securely. The minutes shall clearly record the decision making process and decision. Approval of the minutes of any *in camera* session shall be finalized by the Chair or Committee Chair, as the case may be, and circulated at a subsequent *in camera* meeting. The minutes and supporting materials are not available to the public. The Board shall determine what communication, if any, is appropriate in respect of the business conducted in the *in camera* portion of the meeting.
- (b) A Board motion is required to move into, and to rise from, an *in camera* session.
- (c) Matters that may generally be dealt with in an *in camera* session include, but are not limited to:
 - (i) matters that, in the opinion of the majority of Directors, the disclosure of which might be prejudicial to an individual or to the best interests of the Corporation;
 - (ii) consideration of whether an item is to be discussed *in camera*;
 - (iii) the security of property of the Corporation;

- (iv) professional staff appointments, re-appointments and changes in privileges;
- (v) advice or information received or being provided to government or a government agency that could reasonably be expected to be prejudicial to the Corporation's relations with that government or agency;
- (vi) the preparation of the Corporation's Hospital Annual Planning Submissions to the MOH;
- (vii) charitable fundraising activities of the Corporation including any information relating to its donors or the Foundation;
- (viii) personal matters about an identifiable individual, including without limitation, personal health information or information about a patient, employee, Professional Staff member, Director or agent of the Corporation;
- (ix) information protected by the *Quality of Care Information and Protection Act*;
- (x) the economic interests or other interests of the Corporation;
- (xi) information relating to a third party that has been disclosed in confidence that could reasonably be expected to be prejudicial to the third party or to the Corporation;
- (xii) (A) information or advice that is subject to solicitor client privilege; or
(B) information prepared for legal counsel in giving legal advice or in contemplation of or for use in a civil, criminal, administrative, or other type of proceeding;
- (xiii) information relating to an investigation by a law enforcement agency or by an agency or person who has the authority to investigate or enforce a legislative or regulatory requirement;
- (xiv) information that could reasonably threaten the safety or health of a person;
- (xv) labour relation or employment related matters; or
- (xvi) any matter that is subject to an exemption or exclusion under the *Freedom of Information and Protection of Privacy Act* ("FIPPA").

For greater certainty, the Board may enter into an *in camera* meeting to discuss matters that must be disclosed under the *FIPPA*. Such disclosures may be made in due course in accordance with the *FIPPA* requirements.

1.6.4 **Generative Sessions with Elected Directors**

- (a) At the conclusion of each Board meeting or at the call of the Chair, a informal, generative session of the elected Directors may be conducted without the presence of the ex-officio, non-voting Directors.
- (b) These sessions will be conducted in two parts: initially with the presence of the Chief Executive Officer and subsequently with the presence of the voting Directors only.
- (c) The purpose of these sessions are to enable the elected Directors to assess the effectiveness of the meeting, the quality of information to support informed policy formulation, decision-making and monitoring by the Board, and the performance of the Chief Executive Officer, Chief of Staff and Executives.
- (d) No decisions will be made and no minutes will be prepared. Following the generative session, the Chair will discuss matters arising, as appropriate, with the Chief Executive Officer.

1.7 BOARD MEMBER'S ANNUAL DECLARATION

- **I consent** to serve as a Board Director or Community Member on a Board Committee (**'Board Member'**) of the St. Thomas Elgin General Hospital (hereinafter the **'Corporation'**);
- **I agree**, with proper notice, to make reasonable effort to attend and participate in Board and/or Committee meetings in person, or if necessary by means of telephone, electronic or other communications facilities that permit all persons participating in the meeting to communicate with each other adequately;
- **I agree**, in accordance with applicable privacy laws, to respect the confidentiality of the Corporation's matters to which I, as a Board Director or Community Member, may be exposed. This may be in the form of various audits, personnel or property issues, medical staff appointments, litigation issues, contractual arrangements and personal health information, and other like issues. Particularly noteworthy is my acknowledgement of the need for absolute confidentiality of patient information to which I do not otherwise have access in the normal course of my duties;
- **I agree** to abide by the terms and conditions for Board Directors and Community Members as set out in the By-law, the Governance Policy Manual including the Board and Directors Charter, Code of Ethics and Business Standards, and Conflict of Interest;
- **I understand** that by being a Board Director or Community Member of the Corporation, I am required to:
 - comply with the standard of care set out in the By-law;
 - comply with the Governance Policy Manual and supporting charters and policies as developed from time to time, including without limitation, the responsibilities of individual Directors and Community Members;
 - participate in relevant education programs as set out in Board policy from time to time;
 - demonstrate my support for the work of the Corporation's Foundation;
 - acknowledge and adhere to the Code of Ethics and Business Standards as may be amended from time to time by the Board; and
 - complete and sign on annual basis this Board Member's Annual Declaration and the Conflict of Interest Annual Declaration.
- **I will** promptly bring to the attention of the Board Chair or the Chief Executive Officer (or through the use of the Whistleblower Policy) any information that I have regarding the conduct of a Board Director, Community Member or executive for non-compliance with the legislation, By-Law, Governance Policy Manual and its

policies and Charters, including the Code of Ethics and Business Standards and the Conflict of Interest provisions.

- **I understand and acknowledge** that my failure to comply with the above noted provisions will be considered a breach of my obligations to the Corporation and may result in discipline up to and including termination of employment, privileges or office.

Date

Name

Signature

ARTICLE 2 BOARD COMMITTEES

2.1 FINANCE AND AUDIT COMMITTEE CHARTER

2.1.1 Composition and Voting

The Committee shall consist of:

- (a) at least three (3) Elected Directors as voting members, one (1) of whom shall be Committee Chair;
- (b) up to three (3) Community Members as voting members;
- (c) the Board Chair as an Ex-Officio Voting Director; and
- (d) the Chief Executive Officer as an Ex-Officio Non-Voting Director.

The Committee shall be supported by staff resources, specifically the Chief Financial Officer, and other management as deemed necessary by the Chief Executive Officer and the Committee Chair.

2.1.2 Meetings

The Committee shall meet at least five (5) times annually, or more frequently as required.

2.1.3 Quorum

Quorum for any meeting of the Committee shall be at least fifty percent (50%) of the voting members.

2.1.4 Role

The role of the Committee is to assist the Board in fulfilling its oversight responsibilities for:

- (a) integrity of the financial reporting process and financial statements;
- (b) system of internal control and disclosures;
- (c) financial risk management;
- (d) audit services function;
- (e) external audit of the financial statements;
- (f) processes for monitoring compliance with legislation; and

- (g) special investigations.

2.1.5 Specific Duties and Responsibilities

- (a) To fulfil the duties of the financial oversight, the Committee shall perform the following:
 - (i) General
 - (A) Review and recommend to the Board for approval the Corporation's annual operating and capital budget plans, including key planning assumptions and parameters. Also review and present to the Board longer term capital needs projections and plans, together with proposed financing strategies and recommendations for the Foundation's fundraising campaigns;
 - (B) Review and recommend to the Board for approval the HSAA and other agreements between the Corporation and the MOH;
 - (C) Monitor the progress of and financial status of Ministry-approved capital projects against approved budgets, through review of financial reports and discussions with Executives;
 - (D) In conjunction with the review of operating budgets and results, consider and recommend to the Board in-year proposals for changes to services, including new or expanded services, service integration with other providers, and reduction or cessation of services;
 - (E) Review and recommend to the Board for approval contracts with third parties for the provision of products and services to the Corporation, in accordance with the financial approval limits outlined in the Corporation's signing and authorization policy;
 - (F) Review the banking and borrowing arrangements of the Corporation and recommend revisions to the Banking Resolution as may be required;
 - (G) Review external consultant fees and executive expense reports twice annually; and
 - (H) Review and recommend to the Board for approval policies respecting financial management, including the Signing and Authorization, Capital Projects Board Responsibilities, and Contract Management.

(ii) Financial

- (A) Review and recommend to the Board for approval a detailed annual budget for the capital and operating revenues and expenditures for the ensuing fiscal year;
- (B) Study the detailed financial statement and budget comparison on a regular schedule and advises the Board accordingly;
- (C) Monitor operational and financial benchmarks;
- (D) Advise the Board with regard to investment strategy and performance;
- (E) Make recommendations on the purchase of all capital expenditures not foreseen in the approved annual budget;
- (F) Receive and review quarterly Executive attestations relating to compliance with statutory payments, premiums and remittances, as well as compliance with bank covenants;
- (G) Receive and review Executive attestations as may be prescribed by legislation or regulation;
- (H) Review and recommend to the Board the types and amounts of insurance coverage for the Corporation;
- (I) Review annually the status of active insurance claims and assess financial risk; and
- (J) Inform and advise the Board on financial matters as requested.

(iii) Information Technology

- (A) Review and recommend to the Board the information technology plan and monitors progress; and
- (B) Review and recommend to the Board capital budgets associated with the acquisition of information technology.

(iv) Oversight of Risk

Review and approve significant risk management principles and policies related to the areas set out below:

- (A) insurance risk;
- (B) reputational risk relating to the areas of risk primarily within the Committee's financial/audit oversight; and

- (C) such other areas of risk that may be delegated to it by the Board from time to time.
 - (v) Board Education

Educate Board members, as required or appropriate, on selected topics relevant to their understanding of the Corporation's financial statements, financial management processes etc.
 - (vi) Compliance with Legislation

Monitoring compliance with the legislation by receiving reports from Executives, and where there is significant non-compliance, receiving reports of steps taken, or to be taken, to address the matter.
 - (vii) Whistleblower Mechanism and Special Investigations

As required, reviewing complaints from employees or others individuals relating to matters arising from the Whistleblower Policy or otherwise and ensuring that action is taken in a timely manner. Receive annual report and confirmation on such activities.
- (b) To fulfil the duties of the audit functions, the Committee shall perform the following responsibilities:
- (i) Recommend to the Board the auditors for appointment or re-appointment by the members at the annual meeting of members;
 - (ii) Review and make recommendations to the Board concerning the auditor's remuneration;
 - (iii) Meet with the auditors to review proposed scope of audit;
 - (iv) Approve the auditor's engagement letter;
 - (v) Oversee performance of the audit as required, including ensuring auditors are receiving the assistance of management;
 - (vi) Review audited financial statements and the auditor's report and make recommendations to the Board;
 - (vii) Meet with the auditors and receive and review recommendations with respect to management, accounting systems and internal control issues;
 - (viii) Review policies regarding financial operations, including internal controls;

- (ix) Review non-audit services provided by the auditor and other factors that might compromise the auditor's independence and make recommendations to ensure auditor independence;
- (x) Review management response to recommendations of the auditor and report to the Board;
- (xi) Oversee implementation of the auditor's recommendations; and
- (xii) Such other responsibilities as are assigned by the Board.

2.1.6 **General**

The Committee shall have the following additional general duties and responsibilities:

- (a) annually approve a work plan to ensure the Committee fulfills its mandate and completes its work efficiently and effectively;
- (b) reporting to the Board on material matters arising at Committee meetings following each meeting of the Committee;
- (c) maintaining minutes or other records of meetings and activities of the Committee;
- (d) conducting an annual evaluation of the Committee in which the Committee (and/or its individual members) reviews the Committee's performance for the preceding year for the purpose, among other things, of assessing whether it fulfilled the purposes and responsibilities stated in this Charter;
- (e) reviewing and assessing the adequacy of this Charter at least annually and submitting any proposed amendments to the Board for approval; and
- (f) performing such other functions and tasks as may be assigned from time to time by the Board.

2.2 GOVERNANCE COMMITTEE CHARTER

2.2.1 Composition and Voting

The Committee shall consist of:

- (a) the First Vice-Chair of the Board, who shall be Committee Chair;
- (b) at least two (2) Elected Directors as voting members;
- (c) the Board Chair as an Ex-Officio Voting Director; and
- (d) the Chief Executive Officer as an Ex-Officio Non-Voting Director.

2.2.2 Meetings

The Committee shall meet at least four (4) times annually, or more frequently as circumstances dictate.

2.2.3 Quorum

Quorum for any meeting of the Committee shall be at least fifty percent (50%) of the voting members.

2.2.4 Role

The role of the Committee is to assist the Board in meeting its fiduciary oversight and legal obligations in relation to governance matters. The Committee will identify leading governance practices and standards (and supporting processes) that promote and enhance effective Board decision-making to ensure that the affairs and activities of the Corporation are managed in the best interest of the Corporation.

As described in the Corporation's By-Law, exercise the full power of the Board in all matters of administrative urgency, if a quorum of the Board is unavailable by a given deadline, and reporting every action to the next meeting of the Board.

2.2.5 Specific Duties and Responsibilities

To fulfil the duties of the Governance Committee, the Committee shall perform the following:

- (a) Board and Committee Structure and Composition

The Committee shall be responsible for making recommendations to the Board with respect to the appropriate structure and composition of the Board and its committees to fulfill their functions and comply with all legal requirements. In so doing, the Committee shall:

- (i) develop and, where appropriate, recommend to the Board for approval governance guidelines aimed at fostering high standards of corporate governance;
- (ii) recommend to the Board, with a view to facilitating effective and independent decision-making, criteria for the composition of the Board and its committees, including total size, independence of Directors and Community Members, the number and role of the ex-officio voting and non-voting Directors on the Board and its Committees; and
- (iii) receive from the Board Chair recommendations regarding Board Committee composition:
 - (A) annually regarding the allocation of Board Directors to each of the Board Committees and the Committee Chairs; and
 - (B) where a vacancy occurs at any time in the membership of any Board Committee, a member to fill such vacancy.

After its deliberations and amendments, if any, to the Board Chair's recommendations, the Committee shall in turn recommend the composition to the Board.

(b) Nominations for Board Directors and Community Members

For purposes of condensing this Charter, the duties and responsibilities of this Committee regarding the nomination, selection, guidelines, competencies and performance expectations for Board Directors also apply to Community Members for Board Committees.

The Committee shall:

- (i) receive and retain from persons eligible to be elected as a Director of the Board their completed prescribed applications indicating their interest in serving on the Board and their qualifications;
- (ii) review all received applications carefully and following consideration of the guidelines for nomination set out in paragraph (c) below, submit to the Board the slate of nominees that the Committee recommends for election as Directors of the Corporation; and
- (iii) where the Board indicates that it intends to fill a vacancy on the Board, submit to the Board the name or names of persons that the Committee recommends to complete any unexpired terms.

- (c) Guidelines for the Nomination of Directors
- (i) To ensure the membership of the Board reflects the diversity of the communities within the catchment area, the following principles, qualities and skills will guide the Governance Committee when considering candidates for Board membership:
 - (A) The geographic criteria and restrictions as described in the Corporation's By-Law.
 - (B) The Board's priority is to ensure that its Directors have the required skills, experience and capacity to govern and lead the Corporation and that the membership of the Board and its committees should encompass the universal and collective Director competencies identified in the Governance Policy Manual, while balancing the need to consider succession planning for the Board.
 - (C) The Corporation is also committed to ensuring that the Board reflects the diversity of the communities within the catchment area. Accordingly, in populating the Board, the Board shall strive to reflect the catchment area's demographic characteristics including, without limitation, gender, age, language, culture, ethnic and social characteristics are appropriately balanced.
 - (ii) The Board should be seen as applying objective criteria in determining the appropriate candidates for election as a Director and in doing so, shall review the Corporation's vision, strategic direction and goals and governance objectives for the future. In doing so, the Governance Committee shall consider both general and specifically identified competencies that candidates should have.
 - (iii) All applicants to the Board shall submit a current criminal record check, including vulnerable sector check, prior to being appointed to the Board of Directors;
 - (iv) The Committee should ensure that all Directors have the following universal competencies:
 - (A) Integrity
 - Directors must:
 - (1) have personal integrity;
 - (2) consistently demonstrate the highest standards of professional conduct to all activities affecting the Corporation;

- (3) act in a manner that sustains and improves trust to reinforce the Corporation's reputation and brand; and
- (4) have familiarity with and high regard for his/her fiduciary duty.

(B) Corporate Governance

Directors must:

- (1) have previous experience and understand the oversight role of a Director at an organization of similar size, scope and complexity;
- (2) have a track record of preparing for and contributing to Board Committee and meeting discussions and oversight; and
- (3) make a strong commitment to the time and effort required to undertake the role.

(C) Commitment and Effective Communication

Directors must:

- (1) make an active contribution at meetings and on behalf of the Board where required;
- (2) demonstrate a willingness to devote the time necessary to board and/or committee work, including orientation and education;
- (3) have the ability to convey information during Board and Committee meetings effectively and efficiently;
- (4) have the ability to verbally articulate viewpoints succinctly and clearly;
- (5) have the ability to justify viewpoints with logic, facts and figures, where required; and
- (6) Demonstrate effective listening skills.

(D) Analytical Decision-Making

Directors must demonstrate:

- (1) a capacity for resolving difficult and complex issues;

- (2) ability to read, understand and interpret the Corporation's basic financial and operating statements;
- (3) an awareness and understanding of identified issues and proposed recommendations and impacts;
- (4) an ability to analyse situations and problems from a systems perspective;
- (5) an absence of any material conflict that would impede the Director's ability to meet the expected standard of care;
- (6) the capacity and ability to provide valued knowledge, experience and counsel to the Board, the Chief Executive Officer and Chief of Staff.

(E) Strategic Leadership

Directors must have:

- (1) a commitment to the vision and values of the Corporation, the strategic plan of the Corporation and its responsibilities to the MOH;;
- (2) the capability to give leadership to the development of the Corporation;
- (3) the capability of exercising leadership and consensus building; and
- (4) the demonstrated ability to work as a member of a team and the ability to express a dissenting opinion in a constructive manner.

(F) Political Acumen

A Director must understand:

- (1) the distinction between the strategic and policy role of the Board and the day-to-day operational responsibilities of management;
- (2) the range of obligations and constraints imposed upon Directors of the Corporation; and
- (3) the unique cultural and support requirements of individuals and special communities.

- (v) The Committee should strive to ensure that the following collective competencies are present in the Board:
 - (A) previous or existing hospital board or committee experience;
 - (B) a variety of leadership skills and abilities;
 - (C) financial expertise, including financial analysis and forecasting and budgeting;
 - (D) a high level of leadership and/or executive experience;
 - (E) strategic planning experience;
 - (F) senior level business management experience in a complex environment;
 - (G) management/professional accounting;
 - (H) quality, risk management and performance measurement;
 - (I) legal;
 - (J) human resource management;
 - (K) communications;
 - (L) government;
 - (M) information systems management/technology;
 - (N) healthcare administrative or clinical experience;
 - (O) research/education and ethics;
 - (P) construction design/management;
 - (Q) government relations;
 - (R) patient and health care advocacy;
 - (S) experience in the health field; and
 - (T) such other specific knowledge and/or experience that the Committee may identify from time to time.

(d) Termination of Directors

Consistent with the provisions described in the Corporation's By-Law, in consultation with the Board Chair, the Committee shall be responsible to

recommend to the Board the termination of a Director. In the event the Director in question is a member of the Governance Committee, then that Director shall be recused from the proceedings.

(e) Director Orientation and Education

The Committee shall be responsible for overseeing the establishment of, monitoring and evaluation of an orientation program for new Directors and for the ongoing education of the Directors, with a view to enhancing the Board's knowledge of governance, health care issues and the Corporation's programs and services, including oversight of:

- (i) an orientation and education program for new Directors, including the role of the Board and its committees;
- (ii) topical seminars for the Board or any of its committees as required;
- (iii) generally serving as a resource for the ongoing education of Directors with respect to their duties and responsibilities as Directors; and
- (iv) reviewing the education requirements for members of the Board and Board/Committee officers on an annual basis and shall provide recommendations to the Board.

(f) Board, Committee and Chair Assessment and Evaluation

The Committee shall be responsible for establishing and facilitating an effective process for the ongoing evaluation of the performance and effectiveness of the Board, its Committees, Chair, Committee Chairs and individual Directors. The Committee shall fulfil this purpose by:

- (i) approving and implementing an annual performance assessment of the Board, its Committees and individual Directors and assessing the governance effectiveness;
- (ii) approving appropriate policies, processes and programs to enable the Board to fulfil its duties and obligations including:
 - (A) orientation of newly appointed Directors; and
 - (B) ongoing development, education and training for all Board members;
- (iii) approving processes and procedures for the regular ongoing assessment of Board and Committee meeting effectiveness;

- (iv) recommending changes to the Board composition to address effectiveness issues arising out of the annual performance assessments implemented by the Governance Committee;
- (v) recommending changes to the Corporation's current approach to governance as part of ongoing reporting obligations to the Board on governance trends and best practices;
- (vi) recommending, where appropriate, to the Board changes to the mandate of the Board, each of its Committees, the Board Chair and Committee Chairs based on the needs of the Corporation and evolving governance standards; and
- (vii) assessing the competency requirements of the Board and recommending skills and experience needs and requirements for the Board.

(g) Governance

The Committee shall be responsible for:

- (i) reviewing regulatory developments and legal changes while referring to other committees of the Board the review of such subject matter as is more appropriately in their purview;
- (ii) keeping abreast of the latest regulatory requirements, trends and guidance in governance and updating the Board on governance issues as necessary;
- (iii) reviewing, evaluating and responding whenever considered appropriate to reports or position papers on the subject of governance;
- (iv) be responsible for the ongoing review and assessment of the Corporation's Articles, By-law, Charters and Governance Policy Manual. The Committee may recommend such changes to the Corporation's governing and constituting documentation as the Committee may consider appropriate or necessary; and
- (v) annually reporting on the state of governance of the Corporation as a whole and recommending changes.

(h) Board Functioning

The Committee shall be responsible for considering and assessing the functioning of the Board. In so doing, the Committee may, from time to time:

- (i) recommend issues to be discussed at Board meetings and committee meetings to reflect timely and complete information and decision making at the Board level;
- (ii) if considered needed, review the adequacy of the strategic planning process and oversee its implementation;
- (iii) be responsible for proposing or recommending the terms of reference for any Committees (standing or special) that the Board may wish to establish from time to time;
- (iv) review the By-law of the Corporation to determine if any amendments are required;
- (v) lead the development of Lean governance practices and continuous improvement of Board processes;
- (vi) recommend to the Board a broad list of topics of interest or importance for discussion and/or action and, as required, bring forward issues that require Board discussion and/or action; and
- (vii) continually monitor a Director's attendance record. The Committee, from time to time, may make recommendations to the Board with respect to a particular Director's attendance record.

(i) Board Independence

The Committee shall be responsible for assessing and facilitating the independent functioning of the Board, including:

- (i) conducting an annual evaluation of the independence status of each Director candidate proposed for election at each annual meeting and for appointment between meetings, and reporting the results of such evaluation to the Board;
- (ii) reviewing the structures and procedures of the Board and its relationship to the Executives and satisfying itself that the Board can function independently of the Executives; and
- (iii) reviewing the information provided to the Board to confirm it is appropriately detailed to allow for preparation for meaningful discussion and decision making at the meeting.

(j) Communications

The Committee shall review and approve the Corporation's overall communications policy and practices to oversee that the Corporation communicates effectively with its key stakeholders, news media, other

interested parties and the public in accordance with all applicable laws or regulations to which the Corporation is subject.

(k) Code of Ethics and Business Standards

The Committee shall review at least once every three (3) years the Corporation's Code of Ethics and Business Standards and recommend to the Board amendments thereto.

The Committee shall also monitor any actual or potential conflicts of interest brought to its attention.

(l) Strategic Planning

(i) ensure that a strategic planning process is undertaken with the Board, employees, Professional Staff and key external stakeholder involvement and with eventual approval by the Board;

(ii) measure and monitor the implementation and achievement of the Corporation's strategic plans and targets;

(iii) assist the Chief Executive Officer in developing and designing an annual Board strategic retreat, encompassing an update on the progress of achieving the strategic goals.

2.2.6 General

The Committee shall have the following additional general duties and responsibilities:

(a) annually approve a work plan to ensure the Committee fulfills its mandate and completes its work efficiently and effectively;

(b) reporting to the Board on material matters arising at Committee meetings following each meeting of the Committee;

(c) maintaining minutes or other records of meetings and activities of the Committee;

(d) conducting an annual evaluation of the Committee in which the Committee (and/or its individual members) reviews the Committee's performance for the preceding year for the purpose, among other things, of assessing whether it fulfilled the purposes and responsibilities stated in this Charter;

(e) reviewing and assessing the adequacy of this Charter at least annually and submitting any proposed amendments to this Charter to the Board for approval; and

- (f) performing such other functions and tasks as may be assigned from time to time by the Board.

2.3 QUALITY AND SAFETY COMMITTEE CHARTER

2.3.1 Composition and Voting

The Committee shall consist of:

- (a) at least three (3) elected Directors, one (1) of whom shall be Committee Chair;
- (b) up to three (3) Community Members as voting members;
- (c) the Board Chair as an Ex-Officio Voting Director;
- (d) the Chief Executive Officer as an Ex-Officio Non-Voting Director;
- (e) the Chief of Staff as an Ex-Officio Non-Voting Director;
- (f) the Chief Nursing Executive as an Ex-Officio Non-Voting Director; and
- (g) one person who works in the Corporation and who is not a member of the College of Physicians and Surgeons of Ontario or the College of Nurses of Ontario (a non-voting member).

The Committee shall be supported by staff resources, specifically the Chief Nursing Executive, and other management as deemed necessary by the Chief Executive Officer and the Committee Chair.

2.3.2 Meetings

The Committee shall meet at least six (6) times annually, or more frequently as circumstances dictate.

2.3.3 Quorum

Quorum for any meeting of the Committee shall be at least fifty percent (50%) of the voting members.

2.3.4 Role

The role of the Committee is to assist the Board in fulfilling its fiduciary oversight and related obligations related to:

- (a) discharging the Corporation's responsibilities for patient quality of care and safety as required by the *Excellent Care for All Act* and this Charter; and
- (b) enterprise risk management.

2.3.5 Specific Duties and Responsibilities – Patient Quality of Care and Safety

The Committee shall perform the following:

- (a) monitor and report to the Board on quality issues and on the overall quality of services provided in the Corporation, with reference to appropriate data, including without limitation:
 - (i) performance indicators used to measure quality of care and services and patient safety;
 - (ii) reports received from the Medical Advisory Committee identifying and making recommendations to the Board with respect to systemic or recurring quality of care issues;
 - (iii) publicly reported patient safety indicators;
 - (iv) patient and staff satisfaction / engagement survey results at the Corporate aggregate level;
 - (v) critical incident and sentinel event reports.
- (b) review, consider and recommend to the Board definitions, standards, frequency and outcome benchmarks by which overall quality can be measured;
- (c) consider and make recommendations to the Board regarding quality improvement initiatives and policies;
- (d) review the annual Quality Improvement Plans developed by management, monitor performance in achieving those plans, and recommend the plans to the Board;
- (e) receive from management, at least twice a year, aggregate critical incident data along with appropriate analyses, trend analyses, corrective measures and plans to reduce future risks;
- (f) review and recommend to the Board on an annual basis, the Corporation's Ethics Framework;
- (g) as and when requested by the Board, provide advice to the Board on the implications of budget proposals on the quality of care and services; and
- (h) such other areas that may be delegated to it by the Board from time to time.

2.3.6 Specific Duties and Responsibilities – Enterprise Risk Management

The Committee shall perform the following responsibilities:

- (a) ensure there are systems in place to:
 - (i) identify principal risks to the Corporation including but not limited to quality, patient and workplace safety; and

- (ii) implement systems to monitor, mitigate and decrease the principal risks;
- (b) ensure processes are in place to monitor and continuously improve the performance metrics;
- (c) oversee the Corporation's progress in developing and sustaining a culture of continuous quality improvement through Lean methodologies;
- (d) ensure the establishment of workplace safety policies to ensure compliance with requirements under the *Occupational Health and Safety Act* and oversee the monitoring and implementation of actions to improve upon the related performance metrics;
- (e) receive reports from management to ensure resources and systems are in place to address the following functions:
 - (i) ethics, both business and clinical;
 - (ii) privacy and confidentiality;
 - (iii) emergency preparedness; and
 - (iv) accreditation.

2.3.7 General

The Committee shall have the following additional general duties and responsibilities:

- (a) annually approve a work plan to ensure the Committee fulfills its mandate and completes its work efficiently and effectively;
- (b) reporting to the Board on material matters arising at Committee meetings following each meeting of the Committee;
- (c) maintaining minutes or other records of meetings and activities of the Committee;
- (d) conducting an annual evaluation of the Committee in which the Committee (and/or its individual members) reviews the Committee's performance for the preceding year for the purpose, among other things, of assessing whether it fulfilled the purposes and responsibilities stated in this Charter;
- (e) reviewing and assessing the adequacy of this Charter at least annually and submitting any proposed amendments to the Board for approval; and
- (f) performing such other functions and tasks as may be assigned from time to time by the Board.

2.4 HUMAN RESOURCES COMMITTEE CHARTER

2.4.1 Composition and Voting

The Committee shall consist of:

- (a) at least three (3) Elected Directors as voting members, one of whom shall be Committee Chair;
- (b) the Board Chair as an Ex-Officio Voting Director;

The Committee shall be supported by staff resources, specifically the Chief Executive Officer and the Chief Human Resources Officer.

2.4.2 Meetings

The Committee shall meet at least four (4) times annually, or more frequently as circumstances dictate.

2.4.3 Quorum

Quorum for any meeting of the Committee shall be at least fifty percent (50%) of the voting members.

2.4.4 Role

The Committee is accountable for assisting the Board in fulfilling its governance duties, legal responsibilities and providing oversight of the Chief Executive Officer and the Chief of Staff positions and ongoing review of the Corporation's Executive Compensation Program.

2.4.5 Specific Duties and Responsibilities

The Committee shall perform the following responsibilities:

- (a) at least annually review the Executive Compensation Program to ensure that it complies with provincial requirements and make recommendations to the Board for approval of any changes that may be required;
- (b) inform and advise the Board on matters related to employment practices and relations including but not limited to recruitment, retention, wages and benefits, legislation and succession planning for the positions of Chief Executive Officer and Chief of Staff;
- (c) develop annual priorities and measures (when practicable) for the Chief Executive Officer and the Chief of Staff for approval by the Board; and
- (d) initiate annual performance reviews for the Chief Executive Officer and the Chief of Staff for approval by the Board.

2.4.6 **General**

The Committee shall have the following additional general duties and responsibilities:

- (a) annually approve a work plan to ensure the Committee fulfills its mandate and completes its work efficiently and effectively;
- (b) reporting to the Board on material matters arising at Committee meetings following each meeting of the Committee;
- (c) maintaining minutes or other records of meetings and activities of the Committee;
- (d) conducting an annual evaluation of the Committee in which the Committee (and/or its individual members) reviews the Committee's performance for the preceding year for the purpose, among other things, of assessing whether it fulfilled the purposes and responsibilities stated in this Charter;
- (e) reviewing and assessing the adequacy of this Charter at least annually and submitting any proposed amendments to the Board for approval; and
- (f) performing such other functions and tasks as may be assigned from time to time by the Board.

**ARTICLE 3
BOARD OFFICER POSITION DESCRIPTIONS**

3.1 POSITION DESCRIPTION FOR THE BOARD CHAIR

3.1.1 Role Statement

- (a) The Board Chair, working collaboratively with the Chief Executive Officer, provides leadership to the Board, ensures the integrity and effectiveness of the Board's governance process and represents the Board to outside parties, including the MOH, boards of health system partners and the media.
- (b) The Board Chair co-ordinates the activities of the Board in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and Chief Executive Officer and the Board and Chief of Staff.
- (c) The Board Chair ensures that all matters relating to the Board's mandate are brought to the attention of, and as necessary addressed by, the Board.
- (d) The Board Chair is an ex-officio member of all Board Committees but may elect to share this responsibility with the Vice-Chairs.
- (e) The Board Chair is an ex-officio Board Director of the Corporation's Foundation Board.

3.1.2 Responsibilities

- (a) Board Meetings
 - (i) Establish agendas in collaboration with the Chief Executive Officer that are aligned with the annual Board goals, work plan, strategic plan and current issues and presides over meetings of the Board;
 - (ii) Facilitate and advance the business of the Board, ensuring that meetings are effective and efficient for the performance of governance work;
 - (iii) Utilize a practice of referencing Board policies in guiding discussions in order to support the decision-making processes of the Board; and
 - (iv) Ensure that the Board hears all sides of a debate or discussion and that meetings are conducted according to applicable legislation, By-law, Charters, policies and Rules of Order (pursuant to the By-Law *Nathan's Company Meetings*).

(b) Direction

- (i) Serve as the Board's central point of official communication with the Chief Executive Officer and the Chief of Staff with respect to both Board policy direction and decisions and matters of interest / concern to individual Directors;
- (ii) Guide and counsel the Chief Executive Officer and the Chief of Staff regarding the Board's expectations and concerns; and
- (iii) Develop, in collaboration with the Chief Executive Officer, the standards and format for reporting by Board Committees and the Executives which will ensure that the Board has appropriate information to make informed decisions.

(c) Performance Evaluation

Participate in monitoring and evaluating the performance of the Chief Executive Officer and Chief of Staff through an annual process as outlined in Board policies on "Chief Executive Officer Performance Evaluation" and "Chief of Staff Performance Evaluation", respectively.

(d) Work Plans

- (i) Ensure that a Board work plan is developed and implemented that includes annual goals; and
- (ii) Ensure through the Committee chairs, that work plans are developed for the Board's Committees that ensure that the respective Committees fulfill their mandate and complete their work efficiently and effectively.

(e) Representation

- (i) Ensure that the Board is appropriately represented at the Corporation's functions, other official functions, Foundation events and to the public at-large;
- (ii) Serve as the Board's exclusive contact with the media, unless otherwise delegated; and
- (iii) Cultivate a collegial working relationship with elected officials, MOH, government agencies, boards chairs of other health service providers and other internal and external stakeholders.

(f) Reporting

- (i) Report regularly and promptly to the Board regarding issues that are relevant to its governance responsibilities; and

- (ii) Report to the annual meeting of the members of the Corporation concerning the operations of the Corporation.
- (g) Director Conduct

Set a high standard for Director conduct and enforce policies and By-law regarding Director conduct.
- (h) Mentorship
 - (i) Serve as a mentor to other Directors;
 - (ii) Ensure that all Directors contribute fully;
 - (iii) Address issues associated with underperformance of individual Directors.
- (i) Succession Planning

Ensure succession planning occurs for the Chief Executive Officer and Chief of Staff and interface on such matters with the Human Resources Committee for the Board.
- (j) Other Duties

The Board Chair shall perform such other duties as the Board determines from time to time.

3.1.3 **Skills, Attributes and Experience**

The Board Chair will demonstrate the following personal qualities, skills and experience:

- (a) all of the personal attributes required of a Director;
- (b) leadership;
- (c) strategic thinking and planning;
- (d) facilitation skills;
- (e) tact, diplomacy and impartiality;
- (f) political acuity;
- (g) integrity;
- (h) ability to effectively influence and build collaborative relationships within the Board;

- (i) ability to build strong relationships between the Corporation and stakeholders;
- (j) ability to establish trusted advisor relationship with the Chief Executive Officer, Chief of Staff and other Directors;
- (k) ability to make the necessary time commitment and required flexibility in work schedule to meet the requirements of this leadership role;
- (l) ability to communicate effectively with the Board, Executives, government ministries and agencies including the MOH and the community; and
- (m) record of achievement in one or several areas of skills and expertise required within the Board.

3.1.4 **Term**

The Board Chair shall be elected annually by the Board on the recommendation of the Governance Committee to serve up to two (2) consecutive years.

The Board Directors may, by a motion passed by at least two-thirds (2/3) of the votes cast, extend the term of the Board Chair beyond the two (2) year limit, but no longer than three (3) years.

3.2 POSITION DESCRIPTION FOR VICE-CHAIRS

3.2.1 Role Statement

- (a) The Board shall appoint a First Vice-Chair and a Second Vice-Chair, collectively 'Vice-Chairs.'
- (b) The Vice-Chairs work collaboratively with and support fulfilling the Board Chair's responsibilities. A Vice-Chair shall have all the powers and perform all the duties of the Board Chair in his/her absence with the First Vice-Chair having precedence.
- (c) For purposes of Board Chair succession for a planned or sudden vacancy, the First Vice-Chair is the planned successor, which is subject to confirmation through Board nomination and election.

3.2.2 Responsibilities

- (a) Board Chair Substitute

Assume the duties of the Board Chair in their absence or disability, or as requested by the Board Chair, including representing the Board and the Corporation at official functions and to the public at-large.

- (b) Director Conduct

Set a high standard for Director conduct and enforce policies and By-law regarding Director conduct.

- (c) Mentorship

Serve as a mentor to other Directors.

- (d) Board Committee Leadership

The First Vice-Chair shall serve as the Chair of the Governance Committee.

For purposes of leadership development and preparation, through the process described in the Governance Committee Charter, the Board Chair may recommend and the Board may appoint the Second Vice-Chair as Chair of a standing Board Committee.

3.2.3 Skills, Attributes and Experience

A Vice-Chair will demonstrate the following personal qualities, skills and experience:

- (a) all of the personal attributes required of a Director;
- (b) leadership;

- (c) strategic thinking and planning;
- (d) facilitation skills;
- (e) tact, diplomacy and impartiality;
- (f) political acuity;
- (g) integrity;
- (h) ability to effectively influence and build collaborative relationships within the Board;
- (i) ability to build strong relationships between the Corporation and stakeholders;
- (j) ability to establish trusted advisor relationship with the Chief Executive Officer, Chief of Staff and other Directors;
- (k) ability to make the necessary time commitment and required flexibility in work schedule to meet the requirements of this leadership role;
- (l) ability to communicate effectively with the Board, Executives, government ministries and agencies including the MOH and the community; and
- (m) record of achievement in one or several areas of skills and expertise required within the Board.

3.2.4 **Term**

Each of the Vice-Chair positions shall be elected annually by the Board on the recommendation of the Governance Committee to serve up to two (2) consecutive years in any one office.

The Board Directors may, by a motion passed by at least two-thirds (2/3) of the votes cast, extend the term of a Vice-Chair beyond the two (2) year limit, but no longer than three (3) years in any one office.

3.3 POSITION DESCRIPTION FOR THE SECRETARY

3.3.1 Role Statement

The Secretary, who is the Chief Executive Officer, works collaboratively with the Chair to support the Board in fulfilling its fiduciary responsibilities.

3.3.2 Responsibilities

(a) Director Conduct

Support the Chair in maintaining a high standard for Director conduct and uphold policies and By-law regarding Director conduct, with particular emphasis on fiduciary responsibilities.

(b) Document Management

(i) Keep a roll of the names and addresses of the Members and Directors.

(ii) Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board Committees;

(iii) Attend to correspondence on behalf of the Board;

(iv) Control all minute books, documents, registers and the seal of the Corporation and ensure that the same are maintained as required by law; and

(v) Ensure that all reports are prepared and filed as required by law or requested by the Board.

(c) Meetings

(i) Give such notice as required by the By-law of all meetings of the Corporation, the Board and Board Committees; and

(ii) Attend all meetings of the Corporation, the Board and the Board Committees, pursuant to the membership restrictions, if any, in the Charters.

(d) Other

Perform such other duties as may be required by the Board of the Secretary by the Board.

3.3.3 Skills, Attributes and Experience

The Secretary will demonstrate the following personal qualities, skills and experience:

- (a) all of the personal attributes required of a Director;
- (b) knowledge of law, regulation and policy concerning the Corporation, including legal compliance and reporting requirements;
- (c) integrity; and
- (d) the ability to communicate effectively.

3.3.4 **Term**

The Secretary shall be appointed by the Board for the duration of his/her appointment as Chief Executive Officer.

3.4 POSITION DESCRIPTION FOR A BOARD COMMITTEE CHAIR

3.4.1 Role Statement

Committee Chairs work collaboratively with the Board Chair and the assigned staff to support the Board in fulfilling its fiduciary responsibilities and to provide leadership to the respective committee. He/she ensures that the Charter of the committee is followed, and promotes effective deliberations to achieve their mandate. He/she respects that the position and the committee have no direct management role with staff, which rests with the Chief Executive Officer.

3.4.2 Responsibilities

(a) Agendas

Establish agendas in collaboration with staff support and preside over meetings of the committee.

(b) Annual Work Plan

With the assistance of staff support, develop an annual work plan for the committee.

(c) Leadership

(i) Effectively lead each committee meeting in a manner that encourages thoughtful participation and promotes understanding of complex issues;

(ii) Ensure a fair discussion and deliberation, especially when differences and conflicting opinions arise; and

(iii) Report to the Board a summary of the meetings and its recommendations to the Board.

(d) Expertise

Serve as a leader on the matters addressed in the committee's Charter.

(e) Advise Board Chair

Advise the Board Chair on the key issues or outstanding matters that may require attention by the Board or the Board Chair.

(f) Minutes and Supporting Documents

After each committee meeting, with the assistance of staff support, prepare minutes for submission to the Board. Ensure that key and relevant supporting documents are submitted to the Board.

(g) Mentorship

Serve as a mentor to committee members.

3.4.3 Skills, Attributes and Experience

A Committee chair will demonstrate the following personal qualities, skills and experience:

- (a) all of the personal attributes required of a Director;
- (b) interest and experience related to the work of the committee;
- (c) integrity;
- (d) ability to chair a meeting such that deliberations and decisions are made in a manner that is respectful; and
- (e) willingness and ability to commit time to the responsibilities of the Committee Chair.

3.4.4 Term

The Committee Chairs shall be elected annually by the Board on the recommendation of the Governance Committee for a maximum of four one-year terms.

3.5 NOMINATIONS PROCESS FOR BOARD OFFICERS AND APPOINTMENT OF COMMITTEE MEMBERS

3.5.1 Standard

- (a) The Governance Committee is responsible for the nomination of Directors, Vice-Chairs, Board Chair and Community Members for Board Committees for election.
- (b) The Governance Committee will receive from the Board Chair annual recommendations regarding Board Committee composition, including Committee Chairs, for its deliberations and amendments, if any, and in turn recommend the composition to the Board.
- (c) The Governance Committee will undertake a rigorous, consistent and transparent process for its recommendations to the Board.
- (d) The Governance Committee's recommendations will be guided by annual Board Director surveys and evaluations, which shall include a review of Board member participation and attendance, expressed interest, advice by Board members, and feedback from Committee Chairs.

3.5.2 Board Chair Selection

The appointment of Board Chair requires approval of the Board and follows a selection process, including serving for a period of at least one year as First Vice-Chair. The qualifications and duties of the Board Chair are described in a Position Description in this Governance Policy Manual.

3.5.3 Vice-Chairs Selection

- (a) Selection Criteria

The Governance Committee will seek to nominate for election the First and Second Vice-Chairs that meet the following criteria:

- (i) Completion of at least one-year as a Board member.
- (ii) In the case of the First Vice-Chair, remaining tenure on the Board will permit, at minimum, completion of one year as First Vice-Chair and two years as Board Chair, if required.

Willingness and capacity to participate in a formal Board Chair mentorship program over the term as First Vice-Chair, including participation in regular meetings with the Board Chair and Chief Executive Officer, attendance at Board Committee meetings outside of those of which she/he is Committee Chair or a Committee member, and representation of the Board in external and internal special meetings and forums as requested by the Board Chair.

- (iii) Experience in having chaired a minimum of one Standing or Special Committee of the Board is preferred.
- (iv) Potential for a constructive working relationship with the Chief Executive Officer.
- (v) Ability to take on the responsibilities of the Board Chair at any given time during the term as Vice-Chair with precedence to the First Vice-Chair.

(b) Selection Process

The Governance Committee shall undertake the following steps in the selection and appointment of the Vice-Chairs:

- (i) A review of the current Board complement to determine candidates that meet the above criteria.
- (ii) Analysis of annual Board Director survey(s) and questionnaires either by the Board Chair and the Governance Committee Chair as appropriate, which will include questions regarding individual Board Director interests, as well as soliciting Board member perspectives on the leadership potential of their fellow Board Directors.
- (iii) A formal discussion by the Board Chair and/or the Governance Committee Chair with candidates advising them that they have identified them as a potential Vice-Chair, that they meet the criteria and asking if they would be willing take on Vice-Chair responsibilities.
- (iv) A recommendation by the Governance Committee to the Board based on the above undertakings.

3.5.4 Board Committee Chair Selection

(a) Selection Criteria

The appointment of Standing or Special Committee Chairs will meet the following criteria:

- (i) Minimum of at least one year as a Board member.
- (ii) Minimum of one-year served on the Committee for which the candidate is being considered or minimum one-year as a Standing Committee Chair on another committee, or previous experience and knowledge of such governance leadership positions.

(b) Selection Process

The Board Chair shall undertake the following steps in the selection and appointment of Board Committee Chairs:

- (i) A review of the annual Board evaluation survey responses to determine level of interest in assuming a Board Committee Chair position.
- (ii) A review of the current Board complement to determine candidates that meet the above criteria.
- (iii) A recommendation by the Board Chair to the Governance Committee that balances the current needs of the Board with the candidates' suitability for the relevant Committee Chair position.
- (iv) After its deliberations and amendments, if any, to the Board Chair's recommendations, the Governance Committee shall in turn recommend the Committee Chairs to the Board.

3.5.5 Board Committee Composition

- (a) Annually the Board Chair, as part of their one-to-one discussions with the Board Directors, will canvass each to obtain expressions of interest in serving on specific Board Standing and Special Committees for the coming year, including interest in assuming responsibilities as Committee Chairs.
- (b) In nominating specific Board Directors for assignment the Board Chair will have regard for:
 - (i) preferences of Board Directors;
 - (ii) balance of skills and expertise;
 - (iii) prior experience in relation to matters before the committee;
 - (iv) the expectation that, over the course of his/her service as a Board Director, each Board Director will serve on at least three Board Standing or Special Committees; and
 - (v) other criteria as determined by the Board.
- (c) The Board Chair shall recommend to the Governance Committee a composition of Directors that balances the current needs of the Board with each Director's suitability for the relevant Committee position.
- (d) After its deliberations and amendments, if any, to the Board Chair's recommendations, the Governance Committee shall in turn recommend the

Committee composition to the Board at the first Board meeting following the Annual General Meeting of the Corporation's Members.

3.5.6 Guidelines for the Appointment of Community Members (Non-Directors) to Board Standing and Special Committees

- (a) The Community Members (who are non-Directors) of Board Standing and Special Committees will be appointed annually by the Board with a maximum of nine (9) cumulative years of service.
- (b) Eligibility of membership for Community Members on the Board Committees shall be defined within the respective Committee Charter.
- (c) Annually as part of the nominations process, the Governance Committee may:
 - (i) determine the number of vacant positions for Community Members of Board Standing and Special Committees;
 - (ii) identify the specific skills and expertise that are required to fill these vacancies;
 - (iii) publicly advertise vacancies in a manner similar to the recruitment of Board Directors;
 - (iv) invite formal applications by interested individuals on a standard form to be provided by the Corporation, which will be submitted to the Secretary and forwarded to the Governance Committee Chair for review;
 - (v) identify a short-list of candidates for interview by Governance Committee Chair and Chief Executive Officer, and other Governance Committee members as may be deemed necessary and appropriate, and interview and evaluate the short-listed candidates against the established criteria;
 - (vi) obtain personal references and criminal reference checks for the candidates selected for appointment by the Board; and
 - (vii) recommend the candidates to the Board for appointment at the first Board meeting following the Annual General Meeting of the Corporation's Members.

ARTICLE 4 GOVERNANCE OVERSIGHT AND EXCELLENT MANAGEMENT

4.1 CODE OF ETHICS AND BUSINESS STANDARDS

4.1.1 Purpose

As a responsible public institution and corporate citizen, the Corporation is committed to conducting its affairs to the highest standards of ethics, integrity, honesty, fairness and professionalism – in every respect, without exception, and at all times. Ethical lapses at any level in the organization can quickly destroy the community's trust and confidence in the organization. This applies at all levels of the organization, from major decisions made by the Board, to management decisions, and to day-to-day clinical, operational or administrative activities.

This Code of Ethics and Business Standards (the '**Code**') documents the ethical and business standards, practices and behaviours to be applied across the organization.

4.1.2 Framework and Application

- (a) This Code sets the overarching policy framework for codes of conduct, ethical practices, and operational policies, which must all be aligned. It supports the Corporation's governance framework which brings together the elements that will allow the Corporation to achieve its mission, vision, values and strategic directions. Within this framework, everyone is expected to exercise good judgment and be accountable for their actions.
- (b) The Code establishes the standards that govern the way we deal with each other and our stakeholders, including but not limited to employees, professional staff, volunteers, patients, suppliers, other health services providers and the community. Where necessary, reference is made to formal corporate policies in specific areas.
- (c) Individuals who are members of a profession which is governed by standards and codes specific to their profession will be expected to adhere to those professional codes and standards in addition to the Corporation's policies, codes and By-law.
- (d) This Code establishes the 'tone from the top' and as such applies to the Corporation's leaders, (hereinafter the '**Leaders**', or singular 'Leader'), which specifically include: Board Directors, Community Members of the Board Committees, Executives and middle management. The Leaders are expected to comply with this Code as part of their contract with the Corporation. Refer to paragraph below entitled "Attestation."
- (e) Executives are responsible to ensure management and operational policies are established, monitored and updated on a regular basis to align with this

Code, which policies shall apply to employees, professional staff, and volunteers.

- (f) Its objectives are to:
- (i) Promote honest and ethical conduct including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
 - (ii) Promote disclosure in order to avoid conflicts of interest, including disclosure to an appropriate person of any material transaction or relationship that reasonably could be expected to give rise to such a conflict;
 - (iii) Promote compliance with applicable governmental laws, rules and regulations;
 - (iv) Promote the prompt internal reporting to an appropriate person of violations of this Code;
 - (v) Promote accountability for adherence to this Code;
 - (vi) Provide guidance to individuals to help them recognize and deal with ethical issues;
 - (vii) Provide mechanisms to report unethical conduct, conflicts of interests, and workplace harassment;
 - (viii) Promote a positive public reputation for the Corporation; and
 - (ix) Foster a culture of trust, respect and integrity.

4.1.3 Workplace

- (a) Preamble

Intimidating and disruptive behaviours can lead to clinical errors, poor patient satisfaction, preventable adverse outcomes, increase costs, and cause qualified clinicians, staff and managers to seek new positions in more professional environments.

- (b) A Non-Discriminatory Environment

The Corporation fosters a work environment in which all individuals are treated with respect, fairness and dignity. The Corporation is an equal opportunity employer and does not discriminate against individuals on the basis of race, colour, religion, sex, national origin, age, sexual orientation or disability or any other category protected by Canadian federal and provincial laws and regulations. The Corporation will make reasonable

accommodations for its staff in compliance with applicable laws and regulations. The Corporation is committed to actions and policies to assure fair employment, including equal treatment in hiring, promotion, training, compensation, termination and corrective action and will not tolerate or condone discrimination by its individuals.

(c) Human Rights, Diversity, Inclusion and Violence in the Workplace

The Corporation is committed to conducting all its affairs with fairness and equity. In doing so, it will foster an inclusive culture by providing a safe and respectful work environment that is free from harassment, discrimination and violence.

In support of this commitment:

- (i) The Corporation will not condone, tolerate or ignore any harassment or discrimination on any ground protected by human or civil rights law.
- (ii) The Corporation will not condone, tolerate or ignore violence or threats of violence.
- (iii) The Corporation will provide an environment where everyone is treated with dignity and respect.
- (iv) The Corporation will train managers so they can maintain a harassment, discrimination and violence free workplace, and promptly address concerns raised with, or observed, by them.

Any individual of the Corporation who violates the harassment, discrimination and violence in the workplace policies will be subject to discipline, including termination of employment, privileges or office.

(d) Alcohol, Substance and Cannabis Use

The Corporation is committed to maintaining a safe and healthy work environment and management shall ensure appropriate policies are maintained, monitored and enforced relating to the use of alcohol, substance and cannabis.

(e) Employment of Family Members and Personal Partners

Individuals of the Corporation must not give or receive from any friend, relative or someone with whom they are involved in a close personal relationship, any special consideration relating to employment or conditions of employment. Business decisions must be based on sound ethical business practices, and human resource decisions must be based on sound management practices and not be influenced by personal interests or conflicts.

Unless otherwise approved by the Chief Executive Officer, a relative or personal partner of an individual of the Corporation may not be hired, promoted or transferred if they would:

- (i) be working directly for or supervising the other;
- (ii) have indirect control or authority over the other; or
- (iii) be involved in any way in the performance or salary review of the other.

(f) Domestic Violence

The Corporation is committed to providing guidance and support to individuals in addressing issues related to domestic violence, including access to the Corporation's employee/family assistance program, and ensuring a safe workplace.

(g) Confidentiality

The Corporation expects compliance with the confidentiality provisions contained in the Corporation's By-law, Governance Policy Manual, and the operating policies.

4.1.4 Environment, Health and Safety

(a) Environment

The Corporation is committed to sound environmental management. It is the intent of the Corporation to conduct itself in partnership with the community at large as responsible and caring corporate citizens. The Corporation is committed to managing its affairs in a manner that minimizes adverse impact of its operations on the environment, while balancing its fiscal obligations.

(b) Health and Safety

The Corporation is committed to providing a healthy and safe workplace in compliance with applicable laws, rules and regulations. Staff must be aware of the safety issues and policies that affect their job, other staff, patients and visitors. Leaders, upon learning of any circumstance affecting the health and safety of the workplace, must act immediately to address the situation.

4.1.5 Third Party Relationships

(a) Conflict of Interest

- (i) A Conflict of interest occurs when a person's private affairs or financial interests are in an actual or perceived conflict with their

duties to the Corporation. Each individual owes a duty to the Corporation to advance its legitimate interests when the opportunity to do so arises and to refrain from activities which could hinder their ability to act in the Corporation's best interest, have the potential to do so or could be perceived as doing so.

- (ii) Individuals must declare all situations in which their personal interests conflict or might conflict with their duties to the Corporation. Individuals are free to engage in outside employment, business, and community activities; however, in doing so individuals should seek to avoid acquiring any interests or participating in any activities that would tend to deprive the Corporation of the time or attention required to perform their duties properly, or create an obligation or distraction which would affect their judgement or ability to act solely in the Corporation's best interest.
 - (iii) Under no circumstances is an individual to use the Corporation's resources of any kind (including but not limited to mobile technology, telecommunications, equipment, computers, work time, email communications and devices, etc.) in conducting their outside employment, business, and community activities.
 - (iv) Individuals shall not use their status or position with the Corporation or misuse information of the Corporation for personal gain.
 - (v) Individuals are required to disclose in writing to their immediate supervisor all clinical, research, business, commercial or financial interests or activities that might reasonably be regarded as creating an actual or potential conflict with their duties.
 - (vi) Directors and Community Members are subject to the Conflict of Interest provisions contained in the Corporation's By-law and Governance Policy Manual.
- (b) Gifts and Entertainment
- (i) Leaders shall not use their position with the Corporation to solicit any cash, gifts or free services from any patient, client, supplier or contractor of the Corporation for their personal benefit.
 - (ii) Leaders shall not accept personal gifts and entertainment from external parties.
 - (iii) At the discretion of an Executive, gifts may be accepted if they are directed to the Corporation for general access and benefit to the entire staff population, such as raffles.

(c) Supplier and Contractor Relationships

- (i) The Corporation shall comply with the *Broader Public Sector Accountability Act* (Ontario), its guidelines and directives.
- (ii) Leaders must inform either the Board Chair or the Chief Executive Officer of any relationships that create or appear to create a conflict of interest.

(d) Reasonable Expenses

Leaders must comply with the Corporation's expense policy. Only reasonable expenses may be incurred and reimbursed.

(e) Public Relations

- (i) The Corporation's Chair and Chief Executive Officer are responsible for all public relations, including all contact with the media. Unless specifically authorized to represent the Corporation to the media, individuals of the Corporation may not respond to inquiries or requests for information.
- (ii) Individuals of the Corporation must not disclose confidential, personal or business information through public or casual discussions to the media or others.

(f) Political Activities

- (i) Individuals of the Corporation may participate in the political process as private citizens. It is important to separate personal political activity and the Corporation's political activities, if any, in order to comply with the appropriate rules and regulations relating to lobbying or attempting to influence government officials. The Corporation's political activities, if any, shall be subject to the overall direction of the Board and limited so as not to compromise the organization.
- (ii) The Corporation will not reimburse individuals for money or personal time contributed to political campaigns. In addition, individuals may not work on behalf of a candidate's campaign while at work or at any time use the Corporation's facilities or resources.

4.1.6 Legal Compliance

Individuals of the Corporation are expected to comply in good faith at all times with all applicable laws, rules and regulations and behave in an ethical manner.

4.1.7 Cooperating with Investigations

Individuals of the Corporation are required to cooperate with internally and externally led investigations, audits or reviews. This includes attending all necessary meetings and accurately and fully answering all questions, providing documentation and maintaining the confidentiality of the investigation. Further, individuals may not in any way obstruct, hinder or delay any investigation.

4.1.8 Criminal Record

In order to ensure the health and safety of all patients and staff, individuals of the Corporation must inform their immediate supervisor if they are charged or convicted of a criminal offence. Depending upon the nature of the charge or conviction, such persons may be subject to action, including termination of employment, privileges or office.

4.1.9 Social Networking

- (a) Improper or unlawful use of the Corporation's technology resources is prohibited because of the potential risks to the Corporation. These risks include, but are not limited to:
 - (i) Loss of public trust and reputation in the Corporation;
 - (ii) Service and performance interference;
 - (iii) Financial loss;
 - (iv) Unlawful activity;
 - (v) Loss of network or operational integrity related to cyber hacking; and
 - (vi) Charges or other legal consequences related to sexual harassment, discrimination or improper access to or dissemination of information.
- (b) The Corporation's computer network includes work stations and accounts on the Corporation's property and may be audited at any time.
- (c) Individuals of the Corporation may engage in social networking during personal time. However, it is considered unprofessional, and in some cases, a breach of confidentiality, to share corporate information not available publicly, to air workplace issues, grievances, or discuss information about patients. Any violation of privacy and confidentiality is regarded by the Corporation as a serious offense and is subject to corrective or disciplinary action, up to and including termination of employment, privileges or office.

4.1.10 Information and Records

- (a) Confidential and Proprietary Information and Trade Secrets

- (i) Individuals of the Corporation may be exposed to certain information that is considered confidential by the Corporation, or may be involved in the design or development of new procedures related to the business of the Corporation. All such information and procedures, whether or not the subject of copyright or patent, are the sole property of the Corporation. Individuals shall not disclose confidential information to persons outside the Corporation, including family members, and should share it only with other individuals who have a "need to know."
- (ii) All individuals of the Corporation are responsible and accountable for safeguarding the Corporation's documents and information to which they have direct or indirect access as a result of their employment, privileges or officership.

(b) Privacy Rights of Patients and Staff of the Corporation

The Corporation is committed to maintaining the privacy rights of its patients and all individuals. The Corporation shall maintain the confidentiality and correctness of all personal information in a manner consistent Corporation's policies, the *Freedom of Information and Protection of Privacy Act* (Ontario) ("FIPPA"), and with respect to personal health information, the *Personal Health Information Protection Act* (Ontario, "PHIPA").

(c) Financial Reporting and Records

The Corporation maintains a high standard of accuracy and completeness in its financial records. These records serve as a basis for managing our business and are crucial for meeting obligations to staff, customers, donors and others, as well as for compliance with regulatory, tax, financial reporting and other legal requirements. Any individual of the Corporation who makes entries into business records or who issues regulatory or financial reports, has a responsibility to fairly present all information in a truthful, accurate and timely manner. No individual shall exert any influence over, coerce, mislead or in any way manipulate or attempt to manipulate the independent auditors of the Corporation.

(d) Record Retention

The Corporation maintains all records in accordance with laws and regulations regarding retention of business records. The term "business records" covers a broad range of files, reports, business plans, receipts, policies and communications, including hard copy, electronic, audio recording, microfiche and microfilm files whether maintained at work or at home. The Corporation prohibits the unauthorized destruction of or tampering with any records, whether written or in electronic form, where the Corporation is required by law or government regulation to maintain such

records or where it has reason to know of a threatened or pending government investigation or litigation relating to such records.

4.1.11 Reporting to MOH and Other Government Agencies

The Corporation maintains a high standard of accuracy and completeness in its reporting obligations to the MOH, including without limitation, its reporting obligations under its HSAA, the Canadian Institute for Health Information and other government agencies.

4.1.12 Corporation's Assets

(a) Use of Corporation's Property

The use of Corporation property for individual profit or any unlawful unauthorized personal or unethical purpose is prohibited. The Corporation's information, technology, intellectual property, buildings, land, equipment, machines, software and cash must be used only for business purposes.

(b) Fiduciary Responsibility

To achieve 'value for money' of public resources, Leaders shall exercise prudence in making decisions to ensure the efficient and effective use of the Corporation's resources.

(c) Destruction of Property and Theft

No individual of the Corporation shall intentionally damage or destroy the property, information or data of the Corporation or commit theft of same.

(d) Intellectual Property

Individuals of the Corporation may not reproduce, distribute or alter copyrighted materials without permission of the copyright owner or its authorized agents. Software used in connection with the Corporation's business must be properly licensed and used only in accordance with that license.

(e) Information Technology

(i) The Corporation's information technology systems, including computers, e-mail, intranet and internet access, telephones and voice mail are the property of the Corporation and are to be used for business purposes.

(ii) Members of the Corporation may not use the Corporation's information technology systems to:

- (A) Allow others to gain access to the Corporation's information technology systems through the use of their password or other security codes;
- (B) Send harassing, threatening or obscene messages;
- (C) Access the internet for inappropriate use;
- (D) Send copyrighted documents that are not authorized for reproduction;
- (E) Make personal solicitations; or
- (F) Conduct personal commercial business.

The Corporation may monitor the use of its information technology systems including conducting random audits to ensure compliance with this Code and any other applicable policies.

4.1.13 Using this Code: Waivers and Reporting Violations

- (a) It is the responsibility of all Leaders to understand and comply with this Code. Individuals may access the Corporation's ethics and administrative resources to support their compliance, and may obtain such support anonymously and on a confidential basis.
- (b) Any waivers of the provisions of this Code may be granted by the Board, if such waiver is for the benefit of a Director of the Corporation. Waiver for staff may be granted by the Chief Executive Officer.
- (c) Leaders who become aware of any violations to this Code shall promptly report them to the Board Chair, the Chair of the Audit and Finance Committee, or the Chief Executive Officer.

4.1.14 Whistleblower Policy: Non-Retaliation Policy and Protection

Any violation of this Code is considered a 'wrongdoing' and may be addressed through the Board's Whistleblower Policy, providing the whistleblower the protections delineated within that Policy.

4.1.15 Accountability and Consequences

Leaders who violate this Code and related policies may be subject to progressive disciplinary action up to and including termination of employment, privileges, or office.

All reported or suspected violations of this Code will be subject to an audit or investigation, by a person or persons appointed to this task by the Chief Executive Officer or the Board Chair as appropriate.

4.1.16 Failure to Comply

Leaders are responsible to be aware of and understand the provisions of this Code as well as other applicable policies, including those specifically identified in this Code. Failure of a Leader to comply with this Code and its supporting policies may result in disciplinary action up to and including termination of employment, privileges or office.

4.1.17 Amendments to this Code

The Governance Committee shall review and assess the adequacy of this Code from time to time and submit any proposed amendments to this Code to the Board for review and approval.

4.1.18 Attestation

Leaders as a condition of their ongoing contract of employment, privileges, or office, as the case may be, with the Corporation shall be required to complete an attestation on their understanding and commitment to this Code at the commencement of their relationship with the Corporation, and subsequently when the Code is amended from time to time by the Board.

I have read, understand and commit to this Code of Ethics and Business Standards:

Date

Name

Signature

4.2 CHIEF EXECUTIVE OFFICER SELECTION AND SUCCESSION PLANNING

4.2.1 The Board will ensure that provision is made for continuity of leadership for the Corporation. The Board will have in place a documented process for succession should the Chief Executive Officer position become vacant due to sudden vacancy (e.g. death, resignation or termination) or planned vacancy (e.g. retirement). The succession plan will also specify the process for appointing an interim Chief Executive Officer, should the Chief Executive Officer require an extended leave of absence due to personal, health or other reasons.

4.2.2 Planned Vacancy (e.g. retirement)

The process to fill a planned vacancy will be as follows:

- (a) The Board will establish a Chief Executive Officer Search Committee consisting of at least three (3) elected Directors.
- (b) The Chief Executive Officer Search Committee will be chaired by the Board Chair or his/her delegate.
- (c) The Chief Executive Officer Search Committee may, at its discretion, select a search firm to assist with the process.
- (d) The Chief Executive Officer Search Committee will interview a short list of candidates and recommend to the Board its candidate of choice.

4.2.3 Sudden Vacancy (e.g. death, resignation, termination, extended leave)

- (a) At least annually, the Chief Executive Officer will identify to the Board Chair which Executives are recommended to fill the role of Interim Chief Executive Officer, if a sudden vacancy occurs. The appointment of an Interim Chief Executive Officer will be subject to Board approval.
- (b) An offer will be subject to submission of a declaration that the candidate has no conflict of interest consistent with organizational policy, in a form as required by the Board, and satisfactory results of other requirements that may be determined by the Board.
- (c) An employment agreement will be executed by the Board Chair and the candidate accepting the position of Interim Chief Executive Officer.

4.3 CHIEF EXECUTIVE OFFICER POSITION DESCRIPTION

4.3.1 Accountability

The Chief Executive Officer is appointed by, and is directly accountable to the Board, for managing the activities and affairs of the Corporation to fulfill its mission in a manner that is consistent with the Corporation's By-law, vision, values, strategic plan, policies and obligations.

4.3.2 Dimensions of the Role

The Chief Executive Officer will attend to both the internal and external dimensions of the role, by discharging the following responsibilities:

(a) Internal Environment:

- (i) Provide clear and decisive leadership.
- (ii) Create a culture of integrity, continuous quality improvement, patient-centred care and innovation.
- (iii) Create the necessary structures, processes, and systems that will result in the best possible clinical outcomes and patient experiences.
- (iv) Ensure the resources of the Corporation (financial, human, and capital assets) are aligned and managed in keeping with the strategic plan.
- (v) Continue to build a fair and equitable workplace including strong relationships.
- (vi) Maintain strong relationships with the physician community.
- (vii) Ensure compliance with all applicable legislative requirements.

(b) External Health Care System Environment:

- (i) Champion health system partnerships and linkages with the community and other health care providers, locally and provincially.
- (ii) Forge and sustain relationships at all levels of government and their respective agencies.

In addition, the Chief Executive Officer will support the Board of Directors in fulfilling their governance oversight responsibilities:

(c) Governance:

- (i) Establish and maintain governance best practices.

- (ii) Provide full and open disclosure of pertinent data, information and issues for the Board to make informed decisions.
- (iii) Ensure that information presented to the Board is timely, accurate, complete and in an appropriate form to support the Board in their decision-making and meeting their fiduciary responsibilities.
- (iv) Provide timely communications to the Board Chair, and as necessary to the Board, on emerging issues internal and external to the Corporation.
- (v) Ensure the duties and responsibilities as Secretary to the Board are carried out as outlined in the position description.

4.3.3 Leadership Competencies

The following leadership competencies are required in this position:

Creating Vision and Leading Change

- (a) Engages stakeholders to create a shared vision and is able to execute on that vision.
- (b) Success in working with broad constituent groups to achieve innovation and transformational change in complex health care environments.
- (c) Models the behaviours and demonstrates the skills to lead and oversee a culture of continuous quality improvement and transformational change.

Influence

- (d) Ability to inspire enthusiasm, broad commitment and organizational capability for the vision and shared purpose.
- (e) The courage, curiosity and intellectual capacity to identify bold solutions to complex problems and is able to capitalize upon new ideas, tools and technology.
- (f) Ability to build exceptional relationships with diverse external partners and stakeholders.

Leading Others

- (g) Outstanding communications ability.
- (h) High capacity for developing respectful and supportive interpersonal relationships.

- (i) Commitment to quality and embraces best practices in all activities, including but not limited to promoting Lean quality improvement methods across the organization.
- (j) Supports, coaches and mentors others, particularly the Executives, in achieving their personal best.
- (k) Leads by example within the Corporation and demonstrates accountability for her/his personal behaviours and practices.

Results Driven

- (l) Identifies tangible goals as part of the solution to complex problems and demonstrates leadership in achieving these objectives.
- (m) The ability to develop, lead and sustain a culture that values innovation, learning, teaching, research, and a highly collaborative integrative and efficient approach to achieve the best patient outcomes.

Sound Judgement

- (n) The ability to balance risks with knowledge, wisdom, and intellectual capacity, and bases all decisions on the well-being of patients and families, fiscally sound practices and the vision and goals of the Corporation.

4.4 Chief Executive Officer Performance Evaluation and Compensation

4.4.1 Application

This Charter sets out the policy and process for the annual performance evaluation and compensation review of the Chief Executive Officer.

4.4.2 Purpose

- (a) The Board of Directors of the Corporation is responsible for supervising the management of the activities and affairs of the Corporation.
- (b) The Board delegates the administration and management of the day-to-day affairs of the Corporation, including without limitation, compliance with legislative and regulatory requirements, the quality of care provided to the Corporation's patients and the quality of workplace environment to the Chief Executive Officer.
- (c) The Board has identified that the selection, evaluation and compensation of the Chief Executive Officer as one of the Board's most important functions to ensure the Corporation performs at a high level.
- (d) The objectives of the Chief Executive Officer evaluation process are:
 - (i) to appropriately assess the Chief Executive Officer performance;
 - (ii) to ensure that the Chief Executive Officer's performance, evaluation and compensation are aligned with the Corporation's strategic directions and the achievement by the Corporation of its performance metrics;
 - (iii) to ensure that all Board members are provided an opportunity to provide input into the evaluation of the Chief Executive Officer;
 - (iv) to ensure that the Board is required to approve any changes to the Chief Executive Officer's employment agreement or compensation including eligibility for pay for performance;
 - (v) to strengthen the relationship between the Board and the Chief Executive Officer; and
 - (vi) enable the Corporation to be competitive in securing and motivating a highly talented Chief Executive Officer.
- (e) The responsibility for conducting the evaluation process has been delegated by the Board to the Human Resources Committee.

4.4.3 Evaluation Period

The Board shall evaluate the Chief Executive Officer on an annual basis, typically using the fiscal year ending March 31st.

4.4.4 Evaluation Components

The Human Resources Committee shall establish and identify the criteria that will be used to evaluate the Chief Executive Officer on an annual basis. Each year, the Committee will complete the following evaluation components:

- (a) The Chief Executive Officer's annual priorities will be jointly agreed to by the Board and Chief Executive Officer prior to the commencement of the fiscal year, and reviewed after the fiscal year to assess the level of achievement to those priorities.
- (b) The Corporation's performance as set out in the annual Quality Improvement Plan for the evaluation period.
- (c) The Corporation's performance as set out in the strategic plan, specifically the annual goals and objectives.
- (d) The Board Directors' observations of the Chief Executive Officer's performance in the evaluation period.
- (e) The Board Directors shall complete Chief Executive Officer evaluation questionnaire, which may be amended from time to time by the Human Resources Committee following consultation with the Chief Executive Officer.

4.4.5 Evaluation Process

The following process will be followed by the Human Resources Committee:

- (a) The results of the above components together with all other relevant information, including findings and recommendations, shall be aggregated and compiled into the draft evaluation report (the "Evaluation Report").
- (b) The Board Chair and/or the Chair of the Human Resources shall meet with the Chief Executive Officer to discuss the draft Evaluation Report.
- (c) The Chief Executive Officer shall be provided an opportunity to respond to the results of the draft Evaluation Report.
- (d) Following consideration of the Chief Executive Officer's comments, if any, the Human Resources Committee shall finalize the Evaluation Report and submit to the Board for final approval.

- (e) The Evaluation Report shall include a recommendation regarding any increases in the Chief Executive Officer's compensation or eligibility for a payment for performance in a manner that is consistent with applicable legislation and directives.
- (f) The Board shall consider and approve the Evaluation Report and its recommendations.
- (g) The Board Chair submits a final Evaluation Report to the Chief Executive Officer and a copy in the Chief Executive Officer's personnel file.
- (h) The above process shall be completed by June 30th of each year.

4.4.6 **General**

Relevant legislation

- *Broader Public Sector Accountability Act*
- *Broader Public Sector Executive Compensation Act*
- *Excellent Care for All Act*
- *Public Hospitals Act*

4.5 CHIEF OF STAFF SELECTION AND SUCCESSION PLANNING

4.5.1 The Board will ensure that provision is made for continuity of leadership for the Corporation. The Board will have in place a documented process for succession should the Chief of Staff position become vacant due to sudden vacancy (e.g. death, resignation or termination) or planned vacancy (e.g. retirement). The succession plan will also specify the process for appointing an interim Chief of Staff, should the Chief of Staff require an extended leave of absence due to personal, health or other reasons.

4.5.2 Planned Vacancy (e.g. retirement)

The process to fill a planned vacancy will be as follows:

- (a) The Board will establish a Chief of Staff Search Committee consisting of at least three (3) elected Directors and the Chief Executive Officer as a non-voting member. The Board at its discretion may expand the composition of the Committee to include other non-voting representatives, specifically the Chief Nursing Executive, an executive of the Professional Staff Association, and/or a Department Chief from the Medical Advisory Committee (MAC).
- (b) The Chief of Staff Search Committee will be chaired by the Board Chair or delegate.
- (c) The Chief of Staff Search Committee may, at its discretion, select a search firm to assist with the process.
- (d) The Chief of Staff Search Committee will interview a short list of candidates and recommend to the Board its candidate of choice.

4.5.3 Sudden Vacancy (e.g. death, resignation, termination, extended leave)

- (a) At least annually, the Chief of Staff will identify to the Board Chair which member(s) of the MAC are recommended to fill the role of Interim Chief of Staff, if a sudden vacancy occurs. The appointment of an Interim Chief of Staff will be subject to the Board Chair and Chief Executive Officer approval.
- (b) An offer will be subject to submission of a declaration that the candidate has no conflict of interest consistent with organizational policy, in a form as required by the Board, and satisfactory results of other requirements that may be determined by the Board.
- (c) An agreement will be executed by the Board Chair and the candidate accepting the position of Interim Chief of Staff.

4.6 CHIEF OF STAFF POSITION DESCRIPTION

4.6.1 Accountability

The Chief of Staff is appointed by, and is directly accountable to the Board to perform the duties and responsibilities of the Medical Advisory Committee Chair set out in the *Public Hospitals Act* and in the Corporation's By-Law as may be amended from time to time, and in a manner that is consistent with the Corporation's mission, vision, values, By-law, strategic plan, policies and obligations.

4.6.2 Duties of the Chief of Staff

The Chief of Staff shall have the duties as delineated in the Corporation's By-Law relating to the Professional Staff, including duties to the Board of Directors, duties to the Medical Advisory Committee, and administrative duties.

4.6.3 Leadership Competencies

The following leadership competencies are required in this position:

Creating Vision and Leading Change

- (a) Engages stakeholders to create a shared vision and is able to execute on that vision.
- (b) Success in working with broad constituent groups to achieve innovation and transformational change in complex health care environments.
- (c) Models the behaviours and demonstrates the skills to lead and oversee a culture of continuous quality improvement and transformation change.

Influence

- (d) Ability to inspire enthusiasm, broad commitment and organizational capability for the vision and shared purpose.
- (e) The courage, curiosity and intellectual capacity to identify bold solutions to complex problems and is able to capitalize upon new ideas, tools and technology.
- (f) Ability to build exceptional relationships with diverse external partners and stakeholders and to foster a collegial productive relationship between the Professional Staff, Administration and the Board.

Leading Others

- (g) Outstanding communications ability.

- (h) High capacity for developing respectful and supportive interpersonal relationships.
- (i) Commitment to quality and embraces best practices in all activities, including but not limited to promoting the participation of Professional Staff in the use of Lean quality improvement methods.
- (j) Supports, coaches and mentors others, particularly members of the Medical Advisory Committee and other professional staff leaders at the Corporation, in achieving their personal best.
- (k) Leads by example within the Corporation and demonstrates accountability for her/his personal behaviours and practices.

Results Driven

- (l) Identifies tangible goals as part of the solution to complex problems and demonstrates leadership in achieving these objectives.
- (m) The ability to develop, lead and sustain a culture that values innovation, learning, teaching, research, and a highly collaborative, integrative and efficient approach to achieve the best patient outcomes.

Sound Judgement

- (n) The ability to balance risks with knowledge, wisdom, and intellectual capacity, and bases all decisions on the well-being of patients and families, fiscally sound practices and the vision and goals of the Corporation.

4.7 Chief of Staff Performance Evaluation and Compensation

4.7.1 Application

This Charter sets out the policy and process for the annual performance evaluation and compensation of the Chief of Staff.

4.7.2 Purpose

- (a) The Board of Directors of the Corporation is responsible for supervising the management of the activities and affairs of the Corporation.
- (b) Pursuant to the *Public Hospitals Act*, the Board appoints a physician to be Chief of Staff to, amongst other things, chair the Corporation's Medical Advisory Committee.
- (c) The Board has identified that the selection, evaluation and compensation of the Chief of Staff as one of the Board's most important functions to ensure the Board is able to discharge its oversight obligations in regards to the credentialed professional staff.
- (d) The objectives of the Chief of Staff evaluation process are:
 - (i) to appropriately assess the Chief of Staff performance;
 - (ii) to ensure that the Chief of Staff's performance, evaluation and compensation are aligned with the Corporation's strategic directions and the achievement by the Corporation of its performance metrics;
 - (iii) to ensure that all Board members are provided an opportunity to provide input into the evaluation of the Chief of Staff;
 - (iv) to ensure that the Board is required to approve any changes to the Chief of Staff's agreement or compensation including eligibility for pay for performance;
 - (v) to strengthen the relationship between the Board and the Chief of Staff, the Medical Advisory Committee and the members of the Professional Staff; and
 - (vi) enable the Corporation to be competitive in securing and motivating a highly talented Chief of Staff.
- (e) The responsibility for conducting the evaluation process has been delegated by the Board to the Human Resources Committee.

4.7.3 Evaluation Period

The Board shall evaluate the Chief of Staff on an annual basis, typically using the fiscal year ending March 31st.

4.7.4 Evaluation Components

The Human Resources Committee shall establish and identify the criteria that will be used to evaluate the Chief of Staff on an annual basis. Each year, the Committee will complete the following evaluation components:

- (a) The Chief of Staff's annual priorities will be jointly agreed to by the Board and Chief of Staff prior to the commencement of the fiscal year, and reviewed after the fiscal year to assess the level of achievement to those priorities. The Human Resources Committee and/or the Board Chair may consult with the Chief Executive Officer for input to ensure alignment with the Corporation's strategic directions.
- (b) The Corporation's performance as set out in the annual Quality Improvement Plan for the evaluation period.
- (c) The Board Directors' observations of the Chief of Staff's performance in the evaluation period.
- (d) The Board Directors shall complete Chief Executive Officer evaluation questionnaire, which may be amended from time to time by the Human Resources Committee following consultation with the Chief of Staff and the Chief Executive Officer.

4.7.5 Evaluation Process

The following process will be followed by the Human Resources Committee:

- (a) The results of the above components together with all other relevant information, including findings and recommendations, shall be aggregated and compiled into the draft evaluation report (the "Evaluation Report").
- (b) The Board Chair and/or the Chair of the Human Resources shall meet with the Chief of Staff to discuss the draft Evaluation Report.
- (c) The Chief of Staff shall be provided an opportunity to respond to the results of the draft Evaluation Report.
- (d) Following consideration of the Chief of Staff's comments, if any, the Human Resources Committee shall finalize the Evaluation Report and submit to the Board for final approval.
- (e) The Evaluation Report shall include a recommendation regarding any increases in the Chief of Staff's compensation or eligibility for a payment for performance in a manner that is consistent with applicable legislation and directives.
- (f) The Board shall consider and approve the Evaluation Report and its recommendations.

(g) The Board Chair submits a final Evaluation Report to the Chief of Staff and a copy in the Chief of Staff's personnel file.

(h) The above process shall be completed by June 30th of each year.

4.7.6 **General**

Relevant Legislation

- *Broader Public Sector Accountability Act*
- *Broader Public Sector Executive Compensation Act*
- *Excellent Care for All Act*
- *Public Hospitals Act*

4.8 REPORTING ON COMPLIANCE CHARTER

- 4.8.1 The Board Directors understand that their fiduciary duties include the duties imposed by statute. The Chief Executive Officer shall ensure that processes and operating policies are in place to ensure compliance with legislation (federal/provincial/municipal) and statutory filings.
- 4.8.2 The Chief Executive Officer will attest to the Board on a quarterly basis that the Corporation has, as required by law, paid all:
- (a) salary, wages and vacation pay owing to employees of the Corporation;
 - (b) remittances for employee income tax deductions, Canada Pension Plan (CPP) and Employment Insurance (EI) premiums and contributions;
 - (c) remittances for required deductions for payments to non-residents;
 - (d) Workplace Safety and Insurance Board (WSIB) premiums;
 - (e) Employer Health Tax (EHT);
 - (f) Harmonized Sales Tax (HST); and
 - (g) Directors' and officers' liability insurance is in place, all premiums have been paid, and the policy is up-to-date.
- 4.8.3 The Chief Executive Officer will attest to the Board on an annual basis that the Corporation is in compliance in all material respects with occupational health and safety legislation and all appropriate steps are being taken to maintain a safe working environment, including the following:
- (a) a safety committee is in place;
 - (b) safety committee meeting minutes are being maintained;
 - (c) the safety committee's recommendations and the Executive responses are being recorded;
 - (d) corrective actions are taken, where appropriate; and
 - (e) ongoing training is being performed.
- 4.8.4 In keeping with the *Broader Public Sector Accountability Act* the Corporation will prepare all required attestations on the Corporation's compliance concerning:
- (a) the completion and accuracy of reports required on the use of consultants;
 - (b) compliance with the prohibition on engaging lobbyist services using public funds; and

(c) compliance with the expense claims and procurement directives.

4.8.5 The Board will review and approve all such attestations. The Corporation will comply with the appropriate public posting of the above items on its website.

4.9 OCCUPATIONAL HEALTH AND SAFETY – ACCOUNTABILITY FRAMEWORK CHARTER

- 4.9.1 The Corporation, the Board and Chief Executive Officer are committed to the health, safety and wellness of employees, and the prevention of occupational injuries and disease in support of a safe and healthy workplace. The Corporation acknowledges its responsibility to effectively manage and communicate its programs regarding health, safety and wellness and to maintain compliance with the *Occupational Health and Safety Act* and related regulations. Every employee, including those with privileges, contractors, students and volunteers are responsible for working in a safe and healthy manner and promoting a secure and hazard free environment.
- 4.9.2 In accordance with the By-law, there will be an occupational health and safety program for the Corporation, which includes procedures for:
- (a) safe and healthy work environment and practices, including being free from harassment, discrimination and violence;
 - (b) safe use of substances, equipment and medical devices; and
 - (c) prevention of accidents to persons on the premises, the elimination of undue risks, and minimizing of inherent hazards.
- 4.9.3 The Chief Executive Officer will designate an individual to be in charge of occupational health and safety in the Corporation. The designate will be responsible to the Chief Executive Officer for the implementation of the Occupational Health and Safety Program.
- 4.9.4 The Chief Executive Officer will report to the Board as necessary on matters concerning the Occupational Health and Safety Program.
- 4.9.5 The Board through its Quality and Safety Committee will receive reports (at least annually) from the Chief Executive Officer on the Corporation's Occupational Health and Safety Program to include information about the ability of the Corporation to meet occupational health and safety requirements, identification of risk issues, statistical data on incidents, and program outcomes.

4.10 POLITICAL ACTIVITY AND CONTRIBUTION POLICY

4.10.1 Purpose

This policy governs the making of political contributions and expenditures by the Corporation and the participation in political activities by Board Directors, Officers and Executives. This policy applies to all levels of government, even where such contributions or activities may be permitted by law.

4.10.2 Definition of Political Contributions

For purposes of this policy a political contribution is any gift, loan, advance or deposit of money or anything of value, and the use of the Corporation's assets (such as staff time, goods and services, use of equipment and facilities, use of communication technologies such as email) made to a political party or candidate for purposes of:

- (a) influencing a federal, provincial, municipal election or ballot initiative;
- (b) paying debt incurred in connection with any such election or ballot initiative; or,
- (c) supporting a political party, politician or political candidate in their fundraising activities.

4.10.3 Policy

- (a) The Corporation will not make political contributions of any kind directly or indirectly, to political parties or candidates, including through intermediary organizations, such as political action committees, campaign funds, or industry associations.
- (b) The Corporation does not have and will not have a political action committee and does not and will not engage in independent expenditures or electioneering communications.
- (c) Examples of contributions which are not permissible, either as direct corporate payments or expense reimbursements, include but are not limited to:
 - Campaign contributions to political candidates, their election campaigns, or political parties.
 - Contributions to any intermediary organization, including industry associations, where those funds will be provided to candidates for public office, political parties or other intermediaries for the purpose of funding political candidates, their election campaigns, independent expenditures or electioneering communications, or political parties.

- Purchase of tickets or other payment for events (such as political fundraising dinners) where a portion of the funds will be used, directly or indirectly, to fund political candidates, their election campaigns, independent expenditures or electioneering communications, or political parties.
 - Campaign materials being posted or distributed on the Corporation's property.
- (d) A Board Director who accepts candidacy for elected federal or provincial political office shall take a leave of absence during the election campaign from the Board. In the event the Director is elected, then the Director shall resign from the Board.
- (e) Board Directors, Officers and Executives may participate as individual citizens in the political process, including sponsoring candidates personally. Decisions to do so are entirely personal and voluntary and they do so not as representatives of the Corporation. In such cases, those who engage in political activities must:
- (i) at all times make clear that their views and actions are their own, and not those of the Corporation;
 - (ii) they must not use their position with the Corporation to coerce or pressure others to make contributions to or support or oppose any political candidates, elections or ballot initiatives; and
 - (iii) act appropriately so as to maintain a positive relationship between the Corporation and government officials.
- (f) The Corporation joins industry associations (e.g., Ontario Hospital Association) that add value to and promote the interests of the Corporation and its stakeholders. These associations have many members from a wide variety of public agencies, private and public companies, and cover very broad sets of public policy and industry issues. This policy restricts the Corporation from making payments to industry associations that use such payments to engage in political activities or expenditures. The Corporation will not join as a member in those industry associations that participate in political activities or make political contributions, as defined in this policy.
- (g) A waiver is a material departure from a provision of this policy. The Board Chair may grant a specific, limited waiver of any provision of this policy if it determined that a contribution or activity that is the subject of the waiver does not violate any applicable laws, regulations and policies and is appropriate under the specific circumstances. At his/her discretion, the Board Chair may bring such requests for waiver to the Board of Directors for their consideration.

4.11 CONFLICT OF INTEREST POLICY

4.11.1 Purpose

The purpose of this policy is to:

- (a) promote integrity and public trust;
- (b) define principles and behaviours that instill a high level of ethical conduct for the members of the Corporation (collectively the 'Members');
- (c) provide guidelines for identifying situations that may give rise to conflicts of interest; and
- (d) establish the process for eliminating potential conflicts of interest.

4.11.2 Policy

- (a) A Conflict of Interest occurs when a person's private affairs or financial interests are in an actual or perceived conflict with their duties to the Corporation. Each Member owes a duty to the Corporation to advance its legitimate interests when the opportunity to do so arises and to refrain from activities which could hinder their ability to act in the Corporation's best interest, have the potential to do so or could be perceived as doing so.
- (b) Members must avoid all situations in which their personal interests conflict or might conflict with their duties to the Corporation. Members are free to engage in outside employment, business, and community activities; however, in doing so individuals should seek to avoid acquiring any interests or participating in any activities that would tend to deprive the Corporation of the time or attention required to perform their duties properly, or create an obligation or distraction which would affect their judgement or ability to act solely in the Corporation's best interest.
- (c) Under no circumstances is a Member to use the Corporation's resources of any kind (including but not limited to mobile technology, telecommunications, equipment, computers, work time, email communications and devices, etc.) in conducting their outside employment, business, community activities or personal affairs.
- (d) Members shall not use their status or position with the Corporation or misuse information of the Corporation for personal gain.
- (e) Members are required to disclose in writing all clinical, research, business, commercial or financial interests or activities that might reasonably be regarded as creating an actual or potential conflict with their duties.

4.11.3 Rules

The rules and examples that follow do not exhaust the possibilities for Conflict of Interests, but they identify situations covered by this policy.

(a) Special Treatment

Members are not allowed to use their positions to give anyone special treatment that would advance their own interests or that of any member of their family, their friends or business associates.

(b) External Activities

An external activity is defined as any outside work, employment, occupation or business activity that is not part of that Member's normal duties and does not involve them acting for or on behalf of the Corporation.

Members may not engage in any external work or business activities that:

- (i) uses their position or information that they gain through their relationship with the Corporation for private or personal gain;
- (ii) impedes or negatively influences their ability to carry out their duties; and
- (iii) adversely affects the reputation of the Corporation in any way.

(c) Using the Corporation Property

Members may not use, or permit the use of the Corporation property, facilities, equipment, supplies or other resources for activities not associated with their duties.

(d) Confidential Information

Members may not disclose confidential or privileged information about the Corporation property, business or financial activities, or use confidential information to advance personal or others' interests.

(e) Financial Interest

Members who knowingly, or could be perceived to have, have financial interests in a Corporation contract, sale or other business transaction, or have family members or business associates with such interests, must not represent or advise the Corporation in such transactions.

4.11.4 The Process

(a) Annual Responsibilities

Board Members (i.e., Board Directors and Community Members on Board Committees) and Executives shall complete an annual disclosure and attestation in the form appended as Schedule A below.

(b) Requirement to Report Conflict of Interest

(i) Members must disclose in writing to the Board Chair and Chief Executive Officer any potential or perceived Conflict of Interest situation. If a potential Conflict of Interest develops where one did not previously exist, they are responsible for advising the Board Chair and Chief Executive Officer immediately.

(ii) A Member who has declared a potential or actual Conflict of Interest will receive written response from the Board Chair and/or Chief Executive Officer on how to avoid/resolve the conflict.

(iii) The final method of resolution will be documented and retained in the file of the person who made the declaration.

(c) Refrainment from Engaging

In the event that a potential Conflict of Interest has been declared in writing to the Board Chair and Chief Executive Officer, the Member will, to the extent possible, refrain from engaging in any activity to which the Conflict of Interest relates until such time as the Board Chair and/or Chief Executive Officer has ruled on the matter.

(d) Deemed to be Eliminated

Provided that the steps set out in this policy to identify and resolve a Conflict of Interest have been taken and provided that the appropriate level of authority, as set out above, has authorized a course of action, and the Member has adhered to such course of action, then a Conflict of Interest shall be deemed to have been eliminated.

(e) Failure to Comply

Members who fail to comply with this policy by not declaring a Conflict of Interest and/or following the procedures set out will be considered to be in breach of their obligations to the Corporation. Such a breach may result in discipline up to and including termination of employment, privileges or office.

SCHEDULE A

CONFLICT OF INTEREST – ANNUAL DECLARATION

Board Members and Executives¹

Annually, on a prescribed date set by the Board's Secretary (the Chief Executive Officer), each Board Member (Board Director and Community Member of the Board Committees) and Executive of St. Thomas Elgin General Hospital ("STEGH") shall complete, sign and submit this form. For any questions concerning the Conflict of Interest Policy², please contact the Secretary.

I am (check the appropriate box(es)):

- a member of the Board of Directors
- a Community Member on a Board Committee
- an Executive

I declare that:

- (a) I have read and am bound by the Conflict of Interest Policy.
- (b) At the present time, and at all times during the past fiscal year (April 1 to March 31) of STEGH: (check the appropriate box)

- Neither I nor any Associate³ (as defined in the By-Law) are, or have been, in a conflict of interest situation nor am I aware of any fact situation which could give rise to a conflict of interest.

or

- I am, or an Associate is, or have been, in a conflict of interest situation or a potential or perceived conflict of interest situation and I have notified the Chief Executive Officer and have listed the actual or perceived conflicts on Appendix A below.

¹ "Executive" means the Chief Executive Officer and his/her direct reports fulfilling a senior management function, as well as the Chief of Staff, who are covered by the Corporation's executive compensation program.

² Reference is made to STEGH's Conflict of Interest Policy set out in the Governance Policy Manual as may be amended from time to time.

³ "Associate" is defined in the By-Law as follows: "Associates" in relation to an individual means children living in the individual's household, or the individual's parents, siblings, spouse, or common law partner, and includes any organization, agency, company or individual (such as a business partner) with a formal relationship to the individual.

- (c) I understand and acknowledge that my failure to comply with Conflict of Interest Policy will be considered a breach of my obligations to STEGH and may result in discipline up to, and including termination of employment, privileges or office.

Signature

Name (Print Please)

Date

Board Chair / Chief Executive Officer to Complete

Declaration is Acceptable/ Unacceptable (check the appropriate box(es)).

Comments:

Signature

Name (Print Please)

Date

4.12 WHISTLEBLOWER POLICY

4.12.1 Purpose

The Corporation is committed to the highest ethical standards. We strive to conduct our business with integrity and to ensure compliance with all applicable laws, regulations and professional standards. In line with this and in keeping with the Corporation's commitment to maintaining open communication, this policy intends to foster an environment where issues of concern can be raised, without fear of retaliation.

Whistleblowing refers to disclosing information that is believed reasonably, in good faith, to evidence wrongdoing or misconduct.

4.12.2 Policy

This policy defines a process by which employees, physicians, students, contractors and volunteers can, in good faith, report issues and/or concerns in connection with a serious violation that could adversely impact the Corporation, its patients, stakeholders, employees or the public at large. Although it is impossible to list all possible violations, we would expect the following to be reported:

- Abuse of patient/resident/client by an employee, physician, contracted service provider or volunteer;
- Criminal acts;
- Fraud or misappropriation;
- Failure to comply with legal or regulatory obligations;
- Failure to comply with, or efforts to circumvent, our internal compliance policies or internal controls;
- Actions that endanger health or safety, or might cause environmental damage;
- Theft;
- An abuse of authority; and
- Actions designed to have the effect of concealing any of the above.

Employees, physicians, students, contractors and volunteers are assured that in making complaints they will be protected from reprisal or victimization for raising their concerns in good faith. "Good faith" means that the complainant reasonably believes that the complaint is true and it has not been made either for personal gain or for any ulterior motive. Any employee who knowingly or recklessly makes

statements or disclosures in bad faith may be subject to discipline, up to and including termination.

All employees, physicians, students, contractors and volunteers who know or ought to know a violation has occurred and do not report it will be subject to disciplinary action up to and including termination. Individuals involved in a violation will be subject to disciplinary action, up to and including termination of employment or service.

Individuals in registered professions are governed by the Regulated Health Professionals Act (1991) and must abide by the code of ethics, which includes obligation of all registered personnel to report any unethical behaviours.

In responding to the complaint, the Corporation will act fairly with respect to any individual named in the complaint, and will ensure a thorough investigation and appropriate resolution. In doing so, the Corporation will ensure that patient confidentiality is protected at all times.

4.12.3 Procedure

- (a) The person disclosing must provide in writing to the Chief Executive Officer, or designate, immediately upon being reasonably sure about the wrongful act, the following information:
 - (i) the nature of the wrongdoing or misconduct;
 - (ii) the name of the person alleged to have committed the wrongful act;
 - (iii) the date and description of the wrongful act;
 - (iv) the whistleblowers name and contact information, and
 - (v) any other pertinent information.
- (b) In the case of disclosure involving the Chief Executive Officer, or where the disclosing person believes it is appropriate, the wrongdoing or misconduct shall be reported to the Board Chair, who will then refer the matter to the Board's Finance and Audit Committee for review, and recommendation(s).
- (c) The Chief Executive Officer or designate (or Board Finance and Audit Committee) shall consider the disclosure and take whatever action he/she deems appropriate to mediate the situation under applicable policy, regulation, law or circumstance.
- (d) The matter may be rejected by the Chief Executive Officer or designate (or Board Finance and Audit Committee) if in their opinion the disclosure:
 - (i) fails to provide sufficient details for the allegation to be investigated further;

- (ii) was received anonymously
 - (iii) was not given in good faith;
 - (iv) was not given on the basis of reasonable belief; or
 - (v) could be dealt with more appropriately by means of a procedure provided for under another Hospital policy or law in force in Ontario or Canada.
- (e) The Chief Executive Officer or designate (or Board Finance and Audit Committee) will inform the disclosing person, where known, in writing:
- (i) that the disclosure is acknowledged;
 - (ii) whether he/she will be proceeding further;
 - (iii) the parameters of confidentiality the disclosing person can expect both with his/her identity and of process
 - (iv) how the matter will be dealt with; and
 - (v) outcomes of further investigation, subject to legal constraints.
- (f) The matter will be resolved as rapidly as possible given the specific nature of the allegation. Referral to an outside party such as the police, external auditor or legal counsel may be warranted in some situations.
- (g) All information collected during the course of the investigation will remain confidential, subject to the provisions of the Privacy Act and Access to Information Act, except as necessary to conduct a fair investigation and to take any required corrective or remedial action or in accordance with applicable law. Individuals who fail to protect the confidential nature of the investigative process, will be subject to disciplinary measures and/or legal remedy up to and including termination of employment or contractual relationship with the Corporation.
- (h) Upon resolution of the full review and investigation, the Chief Executive Officer or designate (or Board Finance and Audit Committee) will prepare a report, including recommendations and inform the parties of the outcome of the investigation, subject to legal constraints.
- (i) Reports of investigations conducted by the Chief Executive Officer will be presented to the Finance and Audit Committee at its next meeting, or if warranted, at a special meeting to consider the report.
- (j) All information, including documents, statements, reports and all evidence related to an investigation under this policy will be retained for a period as advised by the Corporation's legal counsel, or not less than five years.

4.12.4 Exclusions

Certain matters have established legal processes for the reporting and investigation of improper conduct or violations. The following matters are excluded from this Policy or reports from this policy may be redirected to the appropriate avenue:

- (a) labour agreement violations covered by the applicable collective agreements;
- (b) reports on safety hazards and unsafe conditions made in accordance with the provisions of the Occupational Health and Safety Regulations; and
- (c) misconduct related to behaviours identified in the Corporation's code of conduct and workplace harassment policies, which would be dealt with through other investigative procedures.

4.13 CORPORATE INVESTMENT POLICY

4.13.1 Purpose

- (a) The Corporation may, from time to time, invest cash funds to maximize the use of idle cash funds to gain investment income.
- (b) Excess cash on hand including endowment funds, will be invested to maximize revenues while at the same time protecting the security of the asset.
- (c) The Corporation will not invest in investments or securities or companies whose product or service conflicts with its corporate objectives.
- (d) The investment portfolio is held by the custodian in the name of the Corporation, St. Thomas Elgin General Hospital. The Corporation maintains exclusive direction and authority over the portfolio.
- (e) The Board has ultimate responsibility for the oversight of the investment policy. The Finance and Audit Committee will review reports and make recommendations to the Board with respect to the portfolio.
- (f) Investments will be at the discretion of the Chief Executive Officer and the Chief Financial Officer, following consultation with the Board Chair and Chair of the Finance and Audit Committee. All investments will be reviewed by the Board of Directors through the Finance and Audit Committee.

4.13.2 Authorized Investments

In making investments, the trustee must exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments. Investment shall be made in accordance with the following guidelines prescribed by the *Trustee Act Ontario*):

- (a) In planning the investment, the Board shall consider the following criteria, in addition to any others that are relevant to the circumstances:
 - (i) General economic conditions.
 - (ii) The possible effect of inflation or deflation.
 - (iii) The expected tax consequences of investment decisions or strategies.
 - (iv) The role that each investment or course of action plays within the overall trust portfolio.
 - (v) The expected total return from income and the appreciation of capital.

- (vi) Needs for liquidity, regularity of income and preservation or appreciation of capital.
 - (vii) An asset's special relationship or special value, if any, to the purposes of the trust or to one or more of the beneficiaries.
- (b) To ensure the security of the funds, investments will be invested in the following manner:
- (i) Long term (in excess of 12 months) that may include:
 - (A) Treasury bills, coupon bonds, guaranteed investment certificates
 - (B) Provincial coupon bonds of AA or higher rating
 - (C) Blue-chip equity based investments with the approval of the Finance and Audit Committee
 - (ii) Short term investments in cash held on deposit at the hospital's chartered bank when the interest rate of return is superior to the rate available through short term instruments such as treasury bills or guaranteed investment certificates.
- (c) The Corporation must diversify the investment to an extent that is appropriate to:
- (i) the requirements of the trust (if the property is subject to a trust), and
 - (ii) general economic and investment market conditions.
- (d) Both the Chief Executive Officer and Chief Financial Officer, together, are authorized to give instructions pertaining to adding or deleting funds from the investment portfolio, as directed by the Board.
- (e) Investment advisors will be used for expert advice, as appropriate.
- (f) The Corporation may partner with the Foundation to jointly invest and manage their funds.

4.14 SIGNING AUTHORITIES

4.14.1 Purpose

The Board of Directors has fiduciary responsibility for stewardship of the organization's financial resources and accountability for its fiscal condition, operational performance and continued viability. This stewardship and accountability are carried out through the following key activities establishing internal financial controls and authorities.

4.14.2 Policy

Transactions are properly authorized, executed and recorded in compliance with the Corporation's By-law, and as specified in below in "**Schedule A – Approvals and Signing Authorities.**"

The signing officers for the Corporation and for Board authorizations as delineated in Schedule A shall be the Board Chair, First Vice-Chair and Secretary (Chief Executive Officer).

The Chief Executive Officer shall ensure:

- (a) Administrative policies are in place which delineate signing authority and value limits by organizational position for its routine business transactions, purchases, annual contracts, agreements and other instruments associated with the organization's normal course of business.
- (b) Administrative policies are in place for the management of contracts and activities/practices that have financial impact on the organization.

Schedule A Approvals and Signing Authorities

Category, Documents, Instruments	Value Restriction	Positions of Signing Authority	Prior Approval
Operating & Capital Expenditures			
Contracts, agreements, orders and capital equipment purchases or leases within the Board approved annual operating budget, capital budget, and contingency funds within those budgets	<\$1,000,001	CEO or designate as governed through the administrative policy	Board approval of annual budget
	>\$1,000,000	CEO and either the Board Chair or First Vice-Chair	
Substitutions for individual capital equipment purchases or leases	<\$250,001	CEO or designate	Board approval of annual budget
	>\$250,000	CEO or designate	Board
Unbudgeted contracts, agreements, orders & capital equipment purchases or leases	<\$250,001	CEO or designate	
	>\$250,000	CEO or designate	Board
Capital Projects & Renovations			
Capital contracts for projects and renovations	Within the Board approved annual capital budget	CEO or designate	Board approval of annual budget
Capital projects requiring MOH approval	MOH approved budget	CEO and either the Board Chair or First Vice-Chair	Board
Banking & Borrowing			
Sign all or any cheques & orders for payment of money, bills of exchange, or promissory notes.		CEO and either the Board Chair or First Vice-Chair	
Sign manual payroll cheques.	<\$5,001	CEO and CFO	
Assign and transfer to/from the bank all or any stocks, bonds or other securities	Consistent with board investment policy	CEO and one of the CFO, Board Chair or First Vice-Chair	Board
Borrow money from the bank by incurring overdraft or otherwise		CEO and one of the CFO, Board Chair or First Vice-Chair	Board
Real Estate / Property			
Purchase, sale or lease offers		CEO and one of the CFO, Board Chair or First Vice-Chair	Board
Government & Other Contracts			
Hospital Services Accountability Agreements		CEO and either the Board Chair or First-Vice Chair	Board
Union Agreements		CEO and CPO	
Group Physician Contracts within Board approved annual operating budget		CEO and COS	

Category, Documents, Instruments	Value Restriction	Positions of Signing Authority	Prior Approval
Individual Physician Contracts within Board approved annual operating budget		CEO and COS	
Auditors Contract		Either Board Chair or First Vice- Chair, and either the CEO or CFO	Board
Insurance Carriers		CEO and CFO	Board
Master Affiliation Agreements with universities and colleges		CEO and one other Executive	
Memoranda of Understanding, Letters of Intent for service partnership		CEO or designate	
Chief Executive Officer and Chief of Staff Contracts, compensation and benefits		Board Chair and First Vice-Chair	Board
Professional and consulting service contracts (including legal)	<\$250,001	CEO and one other Executive	
	>\$250,000	CEO and either Board Chair or First Vice-Chair	Board
Key: CEO Chief Executive Officer CFO Chief Financial Officer CPO Chief People Officer COS Chief of Staff MOH Ministry of Health Executive CEO, CFO, CPO, COS, Vice Presidents			

4.15 BOARD AND COMMITTEE EXPENSES

4.15.1 Purpose

The Board Directors are eligible for reimbursement of expenses following submission of a claim for expenses incurred in attending Board-approved meetings and events.

4.15.2 Policy

- (a) Expenses shall be reimbursed consistent with hospital policy entitled "Expenses and Reimbursement."
 - (i) Mileage allowance claims shall be paid at a rate consistent with the rate established for staff mileage.
 - (ii) Using the most cost-effective form of travel is encouraged. Associated travel costs such as parking and taxi fare will be reimbursed.
 - (iii) Reasonable accommodation will be reimbursed.
 - (iv) All reasonable and customary meal expenses will be reimbursed. Costs incurred for alcoholic beverages will not be reimbursed. It is the responsibility of the person(s) approving the expenses to determine reasonableness.
 - (v) All out of pocket expenses shall be supported by receipts.
 - (vi) Registration fees for conferences, workshops and external meetings attended with Board approval will be reimbursed. In time-sensitive situations, approval of the Board Chair must be obtained.
- (b) The Board Chair shall approve board member expenses. The First Vice-Chair shall approve the Board Chairs` expenses.
- (c) Expense claims shall be submitted on the standard travel expense account claim form within thirty (30) days.

4.16 BOARD EDUCATION AND RESOURCES

4.16.1 Purpose

Because poor governance costs more than learning to govern well, the Board will invest in its governance capacity.

4.16.2 Policy

- (a) The Board recognizes that continual updating of skills and awareness of new issues are vital to a Director's contribution to the Board. Therefore, it is expected that:
 - (i) new Directors shall receive a complete orientation to ensure familiarity with the Corporation's issues and structure, the Board's process of governance, and the Board's policies; and
 - (ii) Directors shall have ongoing opportunity for training and education to enhance their governance capabilities.
- (b) Directors who attend conferences or educational events will make available the materials and knowledge to the Board.
- (c) The Board will establish and be accountable for an annual budget for its own governance functions, which shall include, in addition to the costs of Board and Board Committee meetings, funds for:
 - (i) director attendance at conferences and conventions;
 - (ii) resources / expertise to assist in governance improvement;
 - (iii) web portal service for communications and document distribution;
 - (iv) annual Board retreat and supporting costs; and
 - (v) self evaluation surveys.

4.17 PRESENTATIONS TO THE BOARD

4.17.1 Purpose

From time to time, stakeholders of the Corporation may wish to make a presentation to the Board regarding a particular issue of import. Receiving such presentations are a means by which the Board can receive valued insight and feedback about the Corporation's activities, governance practices, and future opportunities.

4.17.2 Policy

- (a) Requests shall be in writing, including the purpose of the presentation, and must be submitted at least fourteen (14) days prior to any Board meeting.
- (b) The Board Chair retains the right to determine if the subject of the requested presentation is relevant to the Board's work, or whether it would be more appropriately addressed by administration.
- (c) Those making presentations shall provide a written brief at least seven (7) business days in advance of the scheduled presentation to be reviewed by both the Board Chair and Chief Executive Officer.
- (d) In the interests of effective and timely decision making, the Board retains the right to limit the number of presentations made on a policy issue by the same group, and the total number of groups which will be heard on a given issue.
- (e) Groups shall be limited to two (2) presenters, and presentations are not to exceed fifteen (15) minutes. Question period may follow at the Board Chair's discretion.
- (f) The Board will review the merits of the presentation and shall determine if policy additions or amendments are appropriate.
- (g) If the Board determines that policy additions or amendments are required, it shall make the necessary change in a timely manner.
- (h) In making its decision, the Board shall always discharge its responsibility to act in the best interests of the Corporation.
- (i) If the administration has made a decision based on the previous policy, the Board may request administration to reconsider its decision on the basis of the amended policy, if feasible and appropriate.
- (j) The Board will provide a timely response to presentations but shall not commit to responding at the same meeting in which the presentation is made.

ARTICLE 5 HOSPITAL BOARD PROCEEDINGS

5.1 HOSPITAL BOARD PROCEEDINGS POLICY

5.1.1 Policy Statement

- (a) The Board will from time to time hold hearings under the *Public Hospitals Act* or the Corporation's By-Law to determine the privileges of Professional Staff members. The Board is committed to securing the just, most expeditious and cost effective determination of every privileges proceeding before it on its merits. The Board is authorized under the *Statutory Powers Procedure Act* (Ontario) (the "SPPA") to establish Rules of Procedure governing the practice and procedure before it, including Rules for the holding of written hearings and motions. The SPPA grants certain procedural rights to parties to proceedings before administrative tribunals in Ontario.

5.1.2 Rules of Procedure for Board Hearings

- (a) In order to implement the above Policy Statement, the Board has established Rules of Procedure for Board Hearings (the "Rules") (Schedule 5.1) governing the practice and procedure before it for privileges hearings required by the *Public Hospitals Act* or granted under the By-Law. Although the SPPA only applies to hearings "required by law" (i.e., by the *Public Hospitals Act*), the Board has freely adopted the SPPA (and the Rules) to govern all privileges proceedings before it.
- (b) The Rules provide for both written and oral hearings. The Rules provides for the possibility of presumption for written hearings in respect of all Applications for Appointment, unless a party can satisfy the Board that that there is a good reason for not holding a written hearing (e.g., where extraordinary and exceptional circumstances exist in the nature of systemic or recurring issues affecting the Corporation). The principles governing the presumption of written hearings are set out in the Rules and include (a) the Corporation's mandate to maximize the allocation of its scarce resources to the provision of healthcare, and (b) the extensive pre-hearing procedural rights and post-hearing appeal rights granted to Professional Staff members under the By-Law and the *Public Hospitals Act*.
- (c) The Rules are established under the authority of Section 25.1 of the SPPA and will be liberally construed in accordance with the Policy Statement above to secure the just, most expeditious and cost-effective determination of every privileges proceeding on its merits. The Rules may be of general or particular application and may be amended from time to time by the Board. The Rules are to be read in conjunction with the By-Law, the *Public Hospitals Act*, and the SPPA. In case of any inconsistency, the order of paramountcy is the *Public Hospitals Act*, the SPPA, the By-Law and the Rules.

Schedule 5.1

RULES OF PROCEDURE FOR BOARD HEARINGS

RULE 1 GENERAL MATTERS

1.1 INTERPRETATION AND APPLICATION OF THE RULES

- (a) These Rules apply to hearings (i) required by or under the *Public Hospitals Act* (Ontario), or (ii) granted by or under the By-Law. These Rules are established by the Board under the authority of section 25.1 of the *SPPA*.
- (b) These Rules shall be liberally construed to secure the just, most expeditious and cost-effective determination of every proceeding on its merits.
- (c) These Rules are to be read in conjunction with the By-Law, the *Public Hospitals Act*, and the *SPPA*, where applicable. In case of any inconsistency, the order of paramountcy shall be the *Public Hospitals Act*, the *SPPA*, the By-Law and these Rules.

1.2 DEFINITIONS

- (a) “**Appeal Board**” means the Health Professions Appeal and Review Board under the *Ministry of Health and Long-Term Care Appeal and Review Boards Act, 1998* (Ontario);
- (b) “**Board**” means the Board of Directors of the Corporation;
- (c) “**By-Law**” unless otherwise specified, means the by-law of the Corporation;
- (d) “**Chair**” means the Chair of the Tribunal;
- (e) “**Corporation**” means the St. Thomas Elgin General Hospital;
- (f) “**Director**” means the board of directors of the Corporation;
- (g) “**Excellent Care for All Act**” means the *Excellent Care for All Act, 2010* (Ontario);
- (h) “**FIPPA**” means the *Freedom of Information and Protection of Privacy Act* (Ontario), and, where the context requires, includes the regulations made under it;
- (i) “**ILC**” means independent legal counsel retained by the Tribunal from time to time for hearings under these Rules;
- (j) “**Lawyer**” means a member of the Law Society of Upper Canada;

- (k) “**MAC**” or “**Medical Advisory Committee**” means the Medical Advisory Committee of the Corporation appointed by the Board and constituted in accordance with the *Public Hospitals Act*;
- (l) “**MOH**” means the Ministry of Health;
- (m) “**Public Hospitals Act**” means the *Public Hospitals Act* (Ontario), and, where the context requires, includes the regulations made under it;
- (n) “**PHIPA**” means the *Personal Health Information Protection Act* (Ontario), and, where the context requires, includes the regulations made under it;
- (o) “**Professional Staff member**” means (i) a Professional Staff member as defined in the By-Law, or, for the purposes of these Rules only (ii) an original applicant for privileges under Article 15 of the By-Law, in either case who has requested a hearing under these Rules;
- (p) “**Quality Improvement Plan**” means the quality improvement plan required under section 8 of the *Excellent Care for All Act*;
- (q) “**Rules**” means these Rules of Procedure;
- (r) “**SPPA**” means the *Statutory Powers Procedures Act* (Ontario), and, where the context requires, includes the regulations made under it; and
- (s) “**Tribunal**” means an *ad hoc* panel comprised of all, or a subset, of the members of the Board constituted for the purpose of holding a hearing under these Rules.

1.3 **POWERS OF THE TRIBUNAL**

- (a) Subject to Rule 1.4, the Tribunal shall hold hearings under these Rules. The Tribunal may exercise any of its powers under these Rules at the request of a party or on its own initiative, except where these Rules state otherwise.
- (b) The Tribunal may be a subset of the Board comprising not less than three (3) Directors, as determined by the Board. All procedural issues and motions shall be delegated to and determined by the Chair, unless the Tribunal orders otherwise.
- (c) The Tribunal may:
 - (i) lengthen or shorten any time limit in these Rules;
 - (ii) add or remove a party;
 - (iii) allow any filing to be amended;
 - (iv) schedule a proceeding, with or without consultation with the parties;

- (v) direct that a proceeding be expedited;
- (vi) make orders regarding the scheduling of proceedings where two or more proceedings involve common questions of law or fact, or relate to the same or similar issues;
- (vii) make orders regarding the combining or consolidating the proceedings or any part of them where two or more proceedings involve common questions of law or fact, or relate to the same or similar matters or issues;
- (viii) determine the location of a proceeding;
- (ix) determine whether any proceeding other than a written hearing will be held, in whole or in part, and if so, whether an oral hearing or an electronic hearing, or any combination thereof, in whole or in part, will be held;
- (x) direct the order in which issues in a proceeding will be considered and determined;
- (xi) define and narrow the issues;
- (xii) determine and direct the order in which evidence or submissions will be presented;
- (xiii) question a witness;
- (xiv) limit the evidence or submissions on any issue;
- (xv) advise when additional evidence, submissions or witnesses may assist the Tribunal;
- (xvi) make such further procedural orders as are necessary to give effect to a procedural order or direction under these Rules;
- (xvii) attach terms or conditions to any procedural order or direction;
- (xviii) make such procedural orders or give such directions as are necessary to prevent abuse of its processes and ensure that the conduct of participants in Tribunal proceedings is courteous and respectful of the Tribunal, parties and others; and
- (xix) take any other action the Tribunal determines is appropriate.

1.4 PROCEDURAL REQUIREMENTS AND WAIVER

- (a) The Tribunal, on its own initiative, may waive any provision of these Rules, subject to the *SPPA*.

- (b) The Tribunal may, with the parties' consent, waive any procedural requirements of the *Public Hospitals Act*, the By-Law or the *SPPA*.

1.5 **DECISION NOT TO PROCESS DOCUMENTS**

- (a) Upon receiving documents relating to the commencement of a proceeding, the Tribunal may decide not to process the documents if:
 - (i) the documents are incomplete;
 - (ii) the documents are received after the time required for commencing the proceeding has elapsed; or,
 - (iii) there is some other technical defect in the commencement of the proceeding.⁴
- (b) If the Tribunal has made a decision not to process the documents relating to the commencement of a proceeding, the Tribunal shall give written notice of its decision to the party who commenced the proceeding, and shall set out in the notice the reasons for the decision and the requirements for resuming the processing of the documents.

1.6 **DISMISSAL OF A PROCEEDING WITHOUT A HEARING**

- (a) The Tribunal may dismiss a proceeding without a hearing if any aspect of the By-Law's or the *Public Hospitals Act's* requirements for bringing the proceeding has not been met.⁵
- (b) Before dismissing a proceeding under this section, the Tribunal shall give notice of its intention to dismiss the proceeding to all parties to the proceeding.
- (c) The notice of intention to dismiss a proceeding shall set out the reasons for the dismissal and inform the parties of their right to make written submissions to the Tribunal with respect to the dismissal within thirty (30) days of the date of the notice.
- (d) The Tribunal shall not dismiss the proceeding until it has given notice under Rule 1.6(b) and considered any submissions made within the time allowed under Rule 1.6(c).

⁴ *Statutory Powers Procedure Act*, RSO 1990, c S.22, s 4.5 [*SPPA*].

⁵ *SPPA*, s 4.6.

1.7 DISPOSITION WITHOUT HEARING

If the parties consent, a proceeding may be disposed of by a decision of the Tribunal without a hearing.

RULE 2 REPRESENTATIVES

- 2.1 A party to a proceeding, or a witness at an oral or electronic hearing, may be represented by a Lawyer, or by an agent such as a member of the Professional Staff.
- 2.2 The Tribunal may exclude from a hearing any person appearing as a representative of a party or a witness, other than a Lawyer, if the Tribunal finds that such person is not competent to properly represent or to advise the party or witness, or does not understand and comply at the hearing with the duties and responsibilities of an advocate or advisor.
- 2.3 Where a Professional Staff member is not represented by a Lawyer, anything these Rules require or permit a Lawyer to do shall be done by the Professional Staff member.

RULE 3 COMMUNICATIONS WITH THE TRIBUNAL

- 3.1 Members of the Tribunal holding a hearing shall not have taken part in any investigation or consideration of the subject matter of the hearing before the hearing and shall not communicate directly or indirectly in relation to the subject-matter of the hearing with any person or with any party or representative of a party except upon notice to and opportunity for all parties to participate, but the Tribunal may seek legal advice from ILC in accordance with Rule 4.⁶
- 3.2 A party who has a representative shall communicate with the Tribunal through the representative. The Tribunal shall communicate with a represented party only through the party's representative. A party that communicates with the Tribunal must provide a copy or notice of the communication to the other parties prior to the Tribunal dealing with the matter.

RULE 4 ROLE OF INDEPENDENT LEGAL COUNSEL

- 4.1 The Tribunal shall retain ILC for all hearings under these Rules. The Chair may ask ILC for advice at any time, including on motions or objections at or related to the hearing. ILC may also volunteer advice if he/she sees legal problems developing in the hearing.

⁶ *Public Hospitals Act*, RSO 1990, c P.40, s 39(4) [PHA].

- 4.2 Where legal advice is given in the absence of the parties, including during deliberations, the nature of the advice shall be made known to the parties. In case of an oral or electronic hearing, in whole or in part, ILC's advice shall, to the extent reasonably possible, be given in the hearing room, on the record and in the presence of the parties.
- 4.3 The parties have the right to make submissions as to the correctness of any advice which ILC provides to the Tribunal from time to time.
- 4.4 The advice ILC provides may be general or specific, and ILC may provide advice on ultimate issues. ILC advice is not, however, binding on the Tribunal, and the ultimate decision shall remain that of the Tribunal.

RULE 5 PRESUMPTIONS REGARDING FORM OF HEARINGS

- 5.1 All proceedings in respect of Applications for Appointment under the By-Law shall be written hearings unless the Tribunal orders otherwise. The Tribunal shall only order otherwise on its own initiative, or where a party satisfies the Tribunal in accordance with Rule 1.1(b) that there is a good reason for not holding a written hearing, in whole or in part, including that extraordinary and exceptional circumstances exist in the nature of systemic or recurring issues affecting the Corporation, which require an oral or electronic hearing.⁷
- 5.2 Either party may give notice in writing of a motion to convert a written hearing to an oral or electronic hearing in whole or in part. Upon receipt of such notice, the Tribunal shall schedule the motion in accordance with Rule 10.1. The Tribunal may at any time, on its own initiative, order that an oral or electronic hearing be held in whole or in part.⁸
- 5.3 Subject to Rule 1.1(b) and 5.1, the Tribunal shall only order an oral or electronic hearing to the minimum extent reasonably required, and the Tribunal shall specify which aspects of the hearing will be held orally or electronically and which will continue to be held in writing. In addition, the Tribunal may impose time limits and other limits on the parties in the nature set out in Rule 5.4 below, including without limitation by identifying which witnesses may be called to give oral evidence and which may only file witness statements.
- 5.4 All proceedings in respect of Applications for Re-Appointment, Mid-Term Action, or any other hearing required under the *Public Hospitals Act* or granted under the By-Law shall be oral or electronic hearings unless the parties, on consent, request a written or hybrid hearing, in which case the Tribunal may so order otherwise.

⁷ SPPA, s 5.1.

⁸ SPPA, s 5.2.

5.5 Despite Rule 5.3, and in any event if the Tribunal holds a full oral or electronic hearing, the parties shall be subject to the following time limits unless the Tribunal orders otherwise:

- (a) five (5) hours in aggregate each to make opening statements and call evidence, including all time spent on objections or motions (excluding only time spent answering questions from the Tribunal or asking questions arising therefrom); and
- (b) one (1) hour each to make closing arguments, from which the MAC may reserve up to twenty (20) minutes for reply,
- (c) provided that all time spent on oral objections or motions will be deducted from the party losing the oral objection or motion, as the case may be.

RULE 6 DISCLOSURE

6.1 DISCLOSURE OF DOCUMENTS

The Tribunal may, at any stage of the proceeding, before all hearings are complete, make orders for:

- (a) the exchange of documents, provided the documents are not subject to a claim of privilege;
- (b) the oral or written examination of a party;
- (c) the exchange of witness statements and reports of expert witnesses;
- (d) the provision of particulars; and
- (e) any other form of disclosure.⁹

RULE 7 HEARING DOCUMENTS

7.1 FILING AND FORMAT OF HEARING DOCUMENTS

- (a) All documents relating to a proceeding may be filed with the Tribunal by delivery to the Corporation by any of the following methods:
 - (i) in person;
 - (ii) by electronic or facsimile transmission;

⁹ SPPA, s 5.4.

- (iii) by mail or registered mail;
 - (iv) by courier; or
 - (v) by any other means that may be permitted by the Tribunal from time to time.
- (b) Where a document is delivered by a party or sent by the Tribunal, receipt is deemed to have occurred when delivered:
- (i) in person, when given to the party or when left with a person at the party's last known address, with proof of delivery.
 - (ii) by electronic or facsimile transmission, on the day sent or if sent after 5 p.m., delivery will be deemed to have occurred the next business day;
 - (iii) by mail or registered mail, on the fifth day after the postmark date;
 - (iv) by courier, on the second day after it was given to the courier; or
 - (v) by any other means, on the date of service set out in any affidavit of service sworn in evidence of the delivery.
- (c) A party will provide the Tribunal with the number of copies specified by the Tribunal when delivering or submitting any document or other material.
- (d) Documentary evidence may be filed without the need for a covering affidavit or witness statement averring to when the document was sent or received, or the truth of its contents.
- (e) All written submissions of fact and law which either party is entitled to submit under these Rules shall not be more than thirty (30) pages in length, unless the Tribunal orders otherwise.
- (f) All documents prepared by a party for submission to the Tribunal under these Rules shall be typewritten, with double-spaces between the lines and a margin of at least 1 inch on all sides, using characters of at least 12 point or 10 pitch size, on pages 8 inches by 11 inches in size (the text may appear on one or both sides of the paper, provided every side with text shall count towards any page limitations).

7.2 WITNESS STATEMENTS AND EXPERT REPORTS

- (a) Each party shall be limited to filing not more than five (5) witness statements and not more than three (3) expert reports (excluding responses to expert reports), unless the Tribunal orders otherwise.
- (b) Each witness statement shall include:

- (i) the name, address and telephone number of the witness;
 - (ii) whether witness has evidence materially relevant to the subject matter of hearing, and a statement of that evidence;
 - (iii) whether the evidence is factual evidence or, if the witness is duly qualified as an expert, opinion evidence;
 - (iv) whether or not the witness has an interest in the outcome of the hearing (e.g., a financial, personal or other interest) and, if so, the nature of the interest;
 - (v) a summary of answers to any interrogatories to or from other parties that will be relied upon at the hearing;
 - (vi) the date of the statement; and
 - (vii) the signature of the witness.
- (c) All documents referred to in the witness statement shall be provided to the parties and the Tribunal at the same time the witness statement is filed.
- (d) All witness statements shall be subject to the following provisions, unless the Tribunal orders otherwise:
- (i) Witness statements shall be sworn under oath or affirmation;
 - (ii) Witness statements for the Professional Staff member and for the MAC's primary witness shall not be more than thirty (30) pages in length each, excluding exhibits (if any); and
 - (iii) Witness statements for all other witnesses shall not, in the aggregate, be more than twenty (20) pages in length, excluding exhibits (if any).
- (e) In the event a party intends to present expert evidence, the expert report shall include the information required under Rule 7.2(b), as well as:
- (i) a resume of the witness' qualifications;
 - (ii) a signed Form 1 (as attached to these Rules);
 - (iii) a summary of the opinions, conclusions and recommendations of the witness; and
 - (iv) reference to those portions of other documents which form an important part of the opinions, conclusions and recommendations of the witness.

7.3 Failure to provide witness statements OR DOCUMENTS

If a party fails to comply with the Tribunal's directions in respect of witnesses and disclosure, the party may not file or rely upon the evidence of the witness or the document, without first obtaining the consent of the Tribunal, which consent may be granted upon such terms and conditions as set by the Tribunal.

RULE 8 PRE-HEARING MATTERS

8.1 PRE-HEARING CONFERENCES

- (a) The Chair may direct the parties to participate in one or more pre-hearing conferences, which may deal with the following issues:
 - (i) identifying parties and witnesses, and the scope of their participation in the hearing;
 - (ii) as applicable, determining whether a hearing other than a written hearing will be held, and if so, the date, time, length and location of the hearing;
 - (iii) hearing preliminary motions which the Chair or the Tribunal has ruled may be heard orally or electronically;
 - (iv) addressing procedural issues;
 - (v) identifying, defining and simplifying issues;
 - (vi) arranging for the exchange among parties and for the filing with the Tribunal of documents relevant to the proceeding;
 - (vii) establishing facts or evidence that may be agreed on; and
 - (viii) any other matters that may assist in the just and expeditious disposition of the proceeding.¹⁰
- (b) The Chair may delegate ILC to hold a pre-hearing conference on procedural matters, provided the Chair shall hold any pre-hearing conference on substantive matters such as preliminary motions.
- (c) The Chair may make such orders as he/she considers necessary or advisable with respect to the conduct of the proceeding, including on the advice of ILC. Such orders shall be deemed to be orders of the Tribunal.

¹⁰ SPPA, s 5.3.

- (d) A pre-hearing conference may be held electronically and the Rules pertaining to electronic hearings will apply, with necessary modifications.
- (e) A pre-hearing conference shall be held in the absence of the public unless the Chair directs that it be open to the public.

8.2 NOTICE OF PRE-HEARING CONFERENCE

- (a) The Tribunal shall send written notice of pre-hearing conference to all parties to the hearing, unless a party waives this requirement.
- (b) The notice of pre-hearing conference shall be sent by mail or electronically at least one (1) business day prior to the pre-hearing conference or within such other period as the Tribunal may determine is fair in the circumstances.

8.3 AUTHORITY OF REPRESENTATIVE

A party's representative should only attend a pre-hearing conference without the party if the representative has the authority on behalf of the party to make procedural agreements and to commit to take actions respecting the matters to be addressed.

RULE 9 COMBINED AND SEPARATED PROCEEDINGS

9.1 COMBINING AND SEPARATING PROCEEDINGS

- (a) If two or more proceedings before the Tribunal involve common questions of law or fact, or relate to the same or similar matters or issues, the Tribunal may,
 - (i) combine or consolidate the proceedings or any part of them, or hear the proceedings at the same time, with the consent of the parties;¹¹
 - (ii) hear the proceedings one immediately after the other; or
 - (iii) stay one or more of the proceedings until after the determination of another one of them.
- (b) Proceedings shall not be combined or heard at the same time if the Tribunal is of the opinion that a matter within one proceeding that is of an intimate financial or personal nature may be disclosed in the other proceeding(s).
- (c) Where two or more proceedings, or any part of them, have been combined by the Tribunal, the Tribunal may order that the proceedings no longer be

¹¹ SPPA, s 9.

combined at any stage of the proceedings, and that the proceedings will continue separately.

9.2 **FACTORS TO CONSIDER IN COMBINING OR SEPARATING PROCEEDINGS**

- (a) In considering whether to combine or separate proceedings under this Rule 9, the Tribunal shall consider the following factors:
 - (i) whether one or more Professional Staff members simultaneously requests a hearing under these Rules;
 - (ii) whether the subject-matter of the hearings raise common issues;
 - (iii) whether a combined proceeding would be the preferable procedure for the resolution of the common issues;
 - (iv) whether combining the proceedings would unduly complicate or delay the proceedings or caused prejudice to a party; and
 - (v) any other reason which the Tribunal considers to be reasonable.
- (b) An order combining or separating proceedings is not a determination of the merits of the proceedings.

RULE 10 MOTIONS AND INTERROGATORIES

10.1 **MOTIONS**

- (a) The Tribunal may at any time, and may delegate to the Chair to at any time:
 - (i) rule upon the Tribunal's jurisdiction;
 - (ii) give directions concerning Tribunal procedures; or
 - (iii) make a procedural order for any other purpose which the Tribunal considers necessary to carry out its functions.
- (b) All motions shall be made in writing unless the Tribunal or the Chair orders otherwise. The Tribunal or the Chair shall only order otherwise in accordance with Rule 1.1(b) and Rule 5. If the Tribunal or the Chair orders otherwise in whole or in part, the Tribunal or the Chair shall appoint a date, time and place for the motion, specify the maximum time limit for the parties' oral submissions, including a reply, and shall give notice thereof to the parties.
- (c) With respect to an oral or electronic hearing, all procedural or interlocutory issues shall be raised in a motion as soon as possible and shall be heard on a day that is at least ten (10) days before the day upon which the hearing

is scheduled to commence¹² unless the nature of the motion requires that it be heard during the hearing itself.

- (d) Where it appears to the Chair that the number and nature of the motions brought in a hearing are not leading to the most just and expeditious disposition of the matter, the Chair may direct that no further motions be brought before the commencement of the hearing unless the prior permission of the Chair is obtained after making a submission in writing to the Chair.

10.2 PROCEDURES TO BRING A MOTION

- (a) Where a party intends to bring a motion, the motion shall be made in writing, and the party shall obtain directions from the Tribunal regarding the time limits for the delivery of motion materials.
- (b) A party bringing a motion shall deliver a notice in writing that provides the following:
 - (i) the relief sought and the basis for bringing the motion, the documentary or other evidence relied upon in support of the motion, including any By-Law provision or Rule to be relied on;
 - (ii) a clear and concise statement of the relevant facts pertaining to the matters to be determined by the Tribunal; and
 - (iii) all submissions and case law.
- (c) A party responding to a motion shall deliver the following within the time set by the Tribunal:
 - (i) the documentary or other evidence relied upon in response to the motion, including any By-Law provision or Rule to be relied on;
 - (ii) a clear and concise statement of the relevant facts pertaining to the matters to be determined by the Tribunal; and
 - (iii) all submissions and case law.

¹² If a hearing is scheduled to be held within fourteen (14) days of the Board receiving the notice from the Professional Staff member requesting a hearing as provided for in section 6.03 of the By-Law, the motions shall be heard at least two (2) days before the day upon which the hearing is scheduled to commence.

10.3 WRITTEN QUESTIONS AND ANSWERS (INTERROGATORIES)

- (a) The Tribunal may direct that the examination of a witness be conducted through written questions and answers, and may specify the dates by which the questions are to be asked and answered, and may direct that:
 - (i) the parties shall engage in the interrogatory process in an expeditious and cooperative manner, in order to ensure full and timely disclosure with the minimum amount of effort and cost;
 - (ii) the subject matter of interrogatories shall be restricted to those issues which the Tribunal has identified for consideration at the hearing;
 - (iii) the scope of interrogatories shall be confined to information relevant and necessary to assist the inquiring party to be reasonably informed about the issue under consideration; and
 - (iv) parties shall provide detailed, responsive and complete answers to interrogatories, along with copies of all related documentation.
- (b) The Tribunal may order the parties to provide additional information or documentation if the answers to interrogatories are not sufficiently detailed, responsive and complete.
- (c) The Tribunal may require that any answers to interrogatories or to the Tribunal's questions be given under oath or affirmation.

RULE 11 ADJOURNMENTS

11.1 RULE ON ADJOURNMENTS

A hearing may be adjourned from time to time by the Tribunal of its own initiative or where it is shown to the satisfaction of the Tribunal that the adjournment is required to permit an adequate hearing to be held.¹³

11.2 FACTORS TO CONSIDER FOR ADJOURNMENT

- (a) When a party requests an adjournment, the Tribunal may consider any relevant factors, including:
 - (i) the reason for the adjournment request;
 - (ii) the extent to which prejudice will be suffered by the party requesting the adjournment, if the adjournment is refused;

¹³ SPPA, s 21.

- (iii) the extent to which any other party will suffer prejudice if the adjournment is granted;
 - (iv) the extent to which the party requesting the adjournment gave advance notice to other parties and to the Tribunal of its request for an adjournment;
 - (v) the consent of other parties to the request for adjournment;
 - (vi) whether the party requesting the adjournment previously consented to the hearing or pre-hearing proceeding on the scheduled date;
 - (vii) the length of adjournment;
 - (viii) previous delays including the number and length of previous adjournments granted at the request of or with the consent of the party now requesting an adjournment;
 - (ix) the public interest in the efficient and timely conduct of proceedings; and
 - (x) any other possible effects on the fairness of the proceedings.
- (b) In granting an adjournment the Tribunal may impose such conditions as it considers appropriate, including, but not limited to the awarding of costs.

11.3 DENIAL OF ADJOURNMENT

- (a) The Tribunal may refuse an adjournment where:
- (i) the adjournment was requested too close to the scheduled hearing date;
 - (ii) the Tribunal is not satisfied that the adjournment is necessary;
 - (iii) the only ground for the adjournment is that the party unreasonably delayed;
 - (iv) the party consented to the original hearing date;
 - (v) the adjournment would negatively affect the fairness of the proceedings; or
 - (vi) the Tribunal is of the opinion that it would be inappropriate to grant the adjournment in the circumstances.
- (b) In the event of a denial of adjournment or in the absence of the Professional Staff member, the hearing may proceed.

**RULE 12
PUBLIC ACCESS TO HEARINGS**

12.1 HEARINGS OPEN TO PUBLIC, EXCEPTIONS

- (a) An oral hearing shall be open to the public except where the Tribunal is of the opinion that intimate financial or personal matters or other matters may be disclosed at the hearing of such a nature, having regard to the circumstances, that the desirability of avoiding disclosure thereof in the interests of any person affected or in the public interest outweighs the desirability of adhering to the principle that hearings be open to the public, in which case the Tribunal may hold the hearing in the absence of the public.¹⁴
- (b) In deciding whether Rule 12.1(a) applies and in addition to the factors identified above, the Tribunal shall consider:
 - (i) whether the administrative records of a Professional Staff member that relate to the member's personal practice may be disclosed at the hearing, contrary to section 65(5.5) of the *FIPPA*;
 - (ii) whether personal information may be disclosed at the hearing, contrary to section 42 of the *FIPPA*; and
 - (iii) whether personal health information may be disclosed at the hearing, contrary to section 29 of the *PHIPA*.
- (c) In a written hearing, members of the public are entitled to reasonable access to the documents submitted, unless the Tribunal is of the opinion that Rule 12.1(a) applies, and then only in accordance with and to the extent permitted by the *FIPPA* and the *PHIPA*.
- (d) An electronic hearing shall be open to the public unless the Tribunal is of the opinion that (i) it is not practical to hold the hearing in a manner that is open to the public, or (ii) Rule 12.1(a) applies.
- (e) The Tribunal may impose such conditions as it considers appropriate for the conduct of a closed hearing, including without limitation by way of an order excluding witnesses other than the MAC's witness who instructs the MAC's representative on behalf of the MAC and the Professional Staff member.

12.2 CONDUCT OF CLOSED HEARING

- (a) Unless the Tribunal orders otherwise, a closed hearing may be attended by:
 - (i) parties and their representatives;

¹⁴ *SPPA*, s 9.

- (ii) witnesses and their representatives when they are testifying in the case of an oral hearing;
 - (iii) the Tribunal; and
 - (iv) such other persons as the Tribunal considers appropriate.
- (b) Exhibits, documents, submissions and Tribunal orders relating to that part of the hearing that is closed to the public shall be marked confidential and kept separate from any public record. Access to that material shall be made available only by order of the Tribunal, and then only in accordance with and to the extent permitted by the *FIPPA* and the *PHIPA*.

RULE 13 EVIDENCE

- 13.1 Subject to Rules 13.2 and 13.2, the Tribunal may admit as evidence at a hearing, whether or not given or proven under oath or affirmation or admissible as evidence in a court, any written testimony and any other document or other thing that is relevant to the subject matter of the proceeding.¹⁵
- 13.2 Nothing in 13.1 overrides the provisions of any *Act* expressly limiting the extent to or purposes for which any testimony, documents or things may be admitted or used in evidence in any proceeding. Nothing is admissible in evidence at a hearing that would be inadmissible in a court by reason of any privilege under the law of evidence.¹⁶
- 13.3 The Tribunal may receive and act on any facts agreed on by the parties without proof or evidence.
- 13.4 The Tribunal may treat previously admitted evidence as if it had been admitted in a proceeding before the Tribunal, if the parties to the proceeding consent. For the purposes of this Rule 13.4, “previously admitted evidence” means evidence that was admitted, before the hearing of the proceeding referred to, in any other proceeding before a court or Tribunal, whether in or outside of Ontario.¹⁷
- 13.5 The Tribunal may take notice of facts that may be judicially noticed, and may take notice of any generally recognized facts, information or opinions within its specialized knowledge.¹⁸

¹⁵ *SPPA*, s 15; *PHA*, s 39(6).

¹⁶ *SPPA*, s 15; *PHA*, s 39(6).

¹⁷ *SPPA*, s 15.1.

¹⁸ *SPPA*, s 16; *PHA*, s 39(6).

**RULE 14
DECISIONS AND ORDERS**

14.1 INTERIM DECISIONS AND ORDERS

- (a) The Tribunal or the Chair may make interim decisions and orders.
- (b) The Tribunal or the Chair may impose conditions on an interim decision or order.
- (c) An interim decision or order need not be accompanied by reasons.
- (d) The Tribunal or the Chair shall act in its sole and absolute discretion in making all interim decisions and orders, and no Professional Staff member shall appeal, or seek judicial review of, any interim decision or order of the Tribunal or Chair, without first having exhausted his/her rights under the *Public Hospitals Act*.¹⁹
- (e) If a Professional Staff member purports to appeal, or seek judicial review of, any interim decision or order of the Tribunal without first having exhausted his/her rights under the *Public Hospitals Act*, the Corporation shall be entitled to seek costs on a full indemnity basis from the Professional Staff member if he/she is unsuccessful in the appeal or judicial review²⁰.

14.2 ORAL AND WRITTEN DECISIONS

- (a) The Tribunal will normally reserve its decision, but may issue an oral or written decision at any time with reasons to follow in accordance with Rule 14.2(b).
- (b) Despite Rule 14.1(a), the Tribunal shall issue a written final decision and reasons for decision, which shall be the official decision of the Tribunal.
- (c) No member of the Tribunal shall participate in a decision of the Tribunal pursuant to a hearing unless he/she was present throughout the hearing and heard the evidence and argument of the parties and, except with the consent of the parties, no decision of the Tribunal shall be given unless all members so present participate in the decision.²¹

¹⁹ *Khan v. Scarborough General Hospital*, 2009 CanLII 71015 (ON SCDC); *Rosenhek v. Windsor Regional Hospital*, 2008 CanLII 2614 (ON SCDC).

²⁰ Health Professions Appeal and Review Board *Consolidated Rules of Practice and Procedure*, effective May 1, 2013, Rule 15.8; *Rules of Civil Procedure*, RRO 1990, Reg 194, Rules 56-58.

²¹ *PHA*, s 39(7).

14.3 **EFFECTIVE DATE OF DECISION OR ORDER**

A Tribunal decision or order shall be effective from the date on which it was signed or such other date as may be specified in the decision or order.

14.4 **ELECTION UNDER SECTION 25(1) OF THE SPPA**

The Tribunal shall specify in every decision and order, whether procedural or substantive, interim or final, whether its decision or order is effective immediately or is stayed in the event the Professional Staff member appeals the decision to the Appeal Board. If the Tribunal fails to specify, either party may move under Rule 15 to require the Tribunal to specify, and the Tribunal shall so specify forthwith. The Tribunal's specification under this Rule 14.4 shall determine whether the Board "orders otherwise" under section 25(1) of the *SPPA*.²²

RULE 15 CORRECTION OF ERRORS AND POWER TO RECONSIDER

- 15.1 A Tribunal may at any time correct a typographical error, error of calculation, an omission or any other similar error made in its decision or order without prior notice to the parties. The Tribunal shall notify the parties of its correction to the decision or order.
- 15.2 The Tribunal, on its own initiative, on notice to the parties, or at the request of a party to a proceeding, may reconsider any decision made by it and may confirm, amend or revoke it. The Tribunal may do so at any time if it considers it advisable to do so.²³
- 15.3 No request for reconsideration will be considered where it is filed more than twenty (20) days after the date of the Tribunal's decision, except with permission of the Tribunal.
- 15.4 No reconsideration by the Tribunal on its own initiative of any decision or order will operate as a stay of the decision or order under reconsideration, unless otherwise ordered by the Tribunal.

²² *SPPA*, s 25.

²³ *SPPA*, s 21.2.

RULE 16
TRIBUNAL'S CONTROL OF ITS PROCESS

16.1 Notwithstanding anything set out in these Rules the Tribunal may,

- (a) for the purpose of determining its own procedures and practices, make orders with respect to the procedures and practices that apply in any particular proceeding; and

to prevent abuse of its processes, make such orders or give such directions in proceedings before it as it considers proper.

FORM 1

**ST. THOMAS ELGIN GENERAL HOSPITAL
TRIBUNAL RULES OF PROCEDURE**

ACKNOWLEDGEMENT OF EXPERT'S DUTY

Matter: _____

ARTICLE 6 My _____ name is

(name). I live at _____
(city), in the province of
_____(name of
province).

ARTICLE 7 I have been engaged by or on
behalf _____ of

_____ (name of party/parties) to provide
evidence in relation to the above-noted
proceeding.

ARTICLE 8 I acknowledge that it is my
duty to provide evidence in relation to this
proceeding as follows:

- 8.1 to provide opinion evidence that is fair, objective and non-partisan;
- 8.2 to provide opinion evidence that is related only to matters that are within my area of expertise; and
- 8.3 to provide such additional assistance as the Tribunal may reasonably require to determine a matter in issue.

ARTICLE 9 I acknowledge that the duty referred to above prevails over any obligation which I may owe to any party by whom or on whose behalf I am engaged.

DATE

SIGNATURE

PRINT NAME

Note: This form must be attached to any report signed by the expert and provided for the purposes of Rule 7.2(e) of the Rules.

GLOSSARY OF TERMS AND ACRONYMS

Note: The Governance Policy Manual supplements the St. Thomas Elgin General Hospital By-Law and makes use of the definitions of words and phrases found in Article 1 of the By-Law.

Capital Budget Plan	Capital budget plans encompass asset purchases that include equipment (medical, furniture, etc.), facility projects (renovations, Ministry-approved projects, redevelopment), and information technology.
Compliance	Adhering to government legislation, regulations, and directives; professional standards; directives and agreements established with the MOH; and, contracts and agreements that apply to hospital staff, management and physicians.
Corporation	St. Thomas Elgin General Hospital
Executive	The Chief Executive Officer and his/her direct reports fulfilling a senior management function, as well as the Chief of Staff, who are covered by the Corporation's executive compensation program.
Foundation	St. Thomas Elgin Hospital Foundation
HSAA	Hospital Sector Accountability Agreement
MOH	Ministry of Health
STEGH	St. Thomas Elgin General Hospital

REVISIONS AND UPDATES

The Governance Committee is responsible for the ongoing review of this Governance Policy Manual. Specific policies may be updated on an as needed basis should circumstances warrant. As a comprehensive, integrated document, this Governance Policy Manual shall be reviewed and updated in its entirety every three years. Electronic copies of previous versions of the Manual are maintained in Administration.

Next comprehensive review to be completed by:	June 2024
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The following table summarizes the Board approval dates of revisions of this Governance Policy Manual:

Description	Board Approval Date
Version 1 (initial version)	October 3, 2018
Version 2	June 5, 2019
Version 3	May 6, 2020
Version 4 (comprehensive review)	June 2, 2021
Version 5	October 5, 2021