



TERMS OF REFERENCE GOVERNANCE COMMITTEE

Purpose

- To maintain governance structures and processes, consistent with best practices, that will ensure long-term viability of the organization;
- To ensure the development, implementation and monitoring of a Strategic Plan;
- To ensure the development and implementation of a strong Community Engagement Framework;
- To ensure the Hospital is continually seeking opportunities to partner/integrate with others to enhance patient care and create efficiencies;
- To ensure succession plans for the Board are consistent with NHH's shared purpose, values, and Strategic Priorities.

Responsibilities

1. Governance Structures and Processes

- Undertake a full review of Hospital and Professional Staff bylaws at least every 3 years. Annually, review, develop and recommend to the Board amendments to Hospital By-Laws, in particular to address legislative and regulatory changes and to ensure best practices in corporate governance are maintained.
- Annually review and update as required Board Policies in keeping with Hospital By-Laws, legislation and best practices in governance.
- Organize and promote a continuing education program for Board development.
- Review and monitor Board and Committee evaluations and respond to results
- Ensure that the Terms of Reference for each Board committee are reviewed annually and revised as needed.
- Ensure that each committee sets annual objectives and monitors progress toward achieving these objectives.
- Oversee the preparation and work in meeting the accreditation standards related to Sustainable Governance.
- Monitor ongoing changes required to Governance to support current accreditation standards.
- Review, monitor and recommend to the Board corporate-wide risk management strategies to minimize risks and potential loss to the Hospital and its stakeholders.
- Receive and review reports relating to Freedom of Information and Privacy activities, bi-annually.
- Ensure evaluation criteria are developed for any new major projects undertaken by the hospital and monitor ongoing evaluation of these programs as required.
- Monitor and recommend to the Board changes to the written indemnity agreements for its Directors to ensure appropriate protection from potential liability as necessary.

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2. Values, Shared Purpose, Strategic Plan

- Develop or update the Strategic Plan to reflect the current environment and strategic priorities.
- Liaise with the Northumberland Hills Hospital Foundation, Auxiliary and community partners to ensure alignment in the preparation of strategic plans and strategies.
- Ensure the shared purpose and values are reviewed annually as part of the strategic planning cycle to reflect the Hospital's current circumstances and strategic priorities.
- Monitor the progress in achieving the strategic priorities and annual objectives of the Strategic Plan.

3. Community Engagement

- Ensure the development, periodic review and updating of a comprehensive Community Engagement framework
- Review and comment on the annual Communication and Community Engagement plan
- Monitor progress in achieving communication and engagement strategies
- Review and recommend to the Board additional community engagement activities as may be required from time to time to ensure appropriate level of public input is received on key decisions affecting the Hospital and the community it serves.

4. Integration/Partnerships

- Review and recommend to the Board opportunities related to voluntary integration initiatives.
- Monitor integration efforts that have been undertaken by the Hospital.

5. Board Recruitment and Succession Planning

- Ensure a transparent and thorough recruitment process is undertaken annually by the Nominating committee to support the composition of a skill-based Board.
- Ensure that the Board skills matrix is completed annually to inform recruitment efforts.
- Ensure a process is in place for CEO and Chief of Staff succession planning and that the CEO has developed a plan for Senior Team succession planning.
- Ensure a process is in place for CEO / COS Evaluation.



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Membership (selected annually)

- A minimum of five (5) elected board members, one of whom shall be Board Chair or Board Vice Chair and one Vice-Chair of the Committee.
- A maximum of three Community Member(s)
- CEO, an ex-officio member (non-voting)

Reporting Relationships

The Governance Committee will report on a bi-monthly basis to the Board of Directors.

Frequency of Meetings and Quorum

The Committee shall meet five times during the period September to May or at the call of the Chair.

No business may be transacted by the Committee at a meeting unless a quorum of the Committee is present. 50% plus 1 of the voting members of the Committee shall constitute a quorum.

Approved - September 2007

(R) September 2009

(R) October 2010

(R) August 2011

(R) August 2012

(R) August 2013

(R) October 2014

(R) August 2015

(r) August 2016

(r) August 2017

(r) September 2018

(R) August 2019

(R) September 2021

(R) September 2022

(R) September 2023

(R) September 2024

(R) = revised

(r) = reviewed