



BOARD OF DIRECTORS MANUAL

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ISSUED BY:	GOVERNANCE COMMITTEE	
APPROVED BY:	BOARD OF DIRECTORS	PAGE: 1 of 3
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RESPONSIBILITIES OF THE BOARD AND BOARD DIRECTORS

Purpose:

To ensure that the Board of Directors are aware, understand and accept their responsibilities to the organization.

Policy:

The Board of Directors shall be aware of, clearly understand and accept their responsibilities to the organization.

Procedure:

The Board of Directors' primary functions are:

- Strategic Planning: formulate the shared purpose and core values of the Corporation; contribute to the development of the strategic plan; approve the strategic plan and its performance metrics; ensure that Corporate priorities support the shared purpose of the organization and the Board's primary accountability to the Ministry of Health.
- Corporate Performance - ensure there are processes in place to identify principal risks to the Corporation including financial, quality, and technological, Patient/workplace physical and cultural safety, organizational reputation and public trust. Monitor principal risks and ensure that internal control and management information systems are in place to support the achievement of corporate performance metrics.
- Chief Executive Officer and Chief of Staff - provide for selection, leadership and management of the Chief Executive Officer and Chief of Staff positions. The Board shall delegate responsibility for the management of the Corporation to the Chief Executive

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Officer and require accountability to the Board. The Board will also monitor performance and compensation for these positions.

- Succession Planning for the Chief Executive Officer and Chief of Staff and define the process and composition of a selection committee. The Board will ensure that the Chief Executive Officer and Chief of Staff establish an appropriate succession plan for both executive management and Professional Staff leadership.
- Oversight of Professional Staff through credentialing processes, review of the Professional Human Resources Plan annually and to make the final appointment, reappointment and Privilege decisions. In addition, the Board will ensure the effectiveness and fairness of the credentialing process as well as ensure quality goals and performance metrics are developed for approval by the Board (using best practices and benchmarks) and monitor indicators of clinical outcomes, quality of service, Patient safety, workplace safety, utilization and achievement of desired outcomes. Timely reports will be received from the Chief Executive Officer and Chief of Staff on plans to address variances in performance standards and oversee implementation of the improvement plans. The Board provides oversight of the Professional Staff through and with the Medical Advisory Committee and Chief of Staff.
- Relationship management -build and maintain good relationships with the Corporation's key interest holders including, without limitation, Ministry of Health, Ontario Health, Ontario Health Team of Northumberland (OHT-N), political leaders, Patients, employees, families, other health service providers, Hospital Auxiliary, the Foundation, donors,
- Financial and Organizational viability through review of the hospital annual planning submission based on the business plan including the operating and capital budget; approve the Service Accountability Agreements (SAAs); and monitor financial performance against the budget and Performance Indicators. The Board will hold the Chief Executive Officer accountable to develop multi-year financial plans, optimize the use of resources and operate within the SAAs and will review the Corporation financial reporting process, internal controls and business continuity plans annually and the financial and organizational risks and risk mitigation plans quarterly. In addition, the Board reviews quarterly financial reports and approves the annual audited financial statements.
- Board Effectiveness ensure through the removal of barriers to recruitment of Directors and Non-Director members of Board committees who are skilled, experienced, committed to the Corporation and reflective of the community's diversity and plan for the succession of Directors and Officers. The Board will establish a comprehensive Board orientation program and ongoing Board education and an annual work plan for the Board and its committees and ensure that the Board receives timely appropriate information to support informed policy formulation, decision-making and oversight. In addition, the Board will establish and periodically review policies concerning governance structures and processes to maximize the effective functioning of the Board and establish a process for evaluating the performance of the Board as a whole and of individual Directors that fosters continuous improvement.
- Effective Communication and Community Relationships through review of processes for community engagement to receive public input on material issues, promotion of effective

collaboration and engagement between the Corporation and its community, particularly as it relates to organizational planning, shared purpose and vision.

- Fund Raising through support of the Corporation's Foundation in fund raising initiatives including donor cultivation activities.
- Establish Programs required under the *Public Hospitals Act* by ensuring that an occupational health and safety program, and a health surveillance program are established and require accountability on a regular basis and that policies are in place to encourage and facilitate organ procurement and donation.

Approved:

NEW – January 2020

March 2021 revised

May 2022 revised

March 2023 revised

March 2024 revised