

Governance Committee Terms of Reference

Preamble

The Governance Committee (GC) has been established by the Board of Directors to develop and maintain good governance practices, policies and processes, and that these are in compliance with legislation.

Reporting Relationship

The Committee reports to Board of Directors.

Chair

Appointed by the Board of Directors from among the voting Directors

Voting Membership

- A minimum of three voting directors including the Committee Chair
- A maximum of two Non-Director Community Members, each of whom will be appointed annually on a one-year term to a maximum of four years
- Board Chair or one of the Vice Chairs as delegated by the Board Chair

Ex-Officio Non-Voting Membership

- President and CEO

Resource (non-members)

- Annually appointed as required

Responsibilities and Accountabilities

The responsibilities of the GC pertain to the governance oversight of the following areas:

1. Key Legislation

Legislation that may pertain to the area(s) of this committee's responsibilities includes, but is not limited to, the following:

- 1.1. Ontario Not-for-Profit Corporations Act, 2010
- 1.2. R.R.O. 1990, Reg. 965: Hospital Management
- 1.3. Public Hospitals Act, R.S.O. 1990, c. P.40
- 1.4. Local Health System Integration Act, 2006 S.O. 2006, c. 4
- 1.5. The People's Health Care Act, 2019, S.O. 2019, c. 5

2. Governance

- 2.1. Apply sound governance practices and tools to achieve effective governance
- 2.2. Monitor the Committee's own effectiveness through a regular evaluation process
- 2.3. Ensure that the strategic planning process facilitates effective board participation
- 2.4. Ensure that a current Board Manual including all hospital by-laws, policies, procedures and any other resources that inform governance at the hospital is maintained
- 2.5. Coordinate the effective and efficient operations of the Board and board committees through terms of reference, annual work plans and performance evaluation
- 2.6. Oversee the performance management process for directors, committees and the board as a whole. Ensure appropriate development opportunities are provided to the Board, board committees, officers, committee chairs, and individual board and committee members
- 2.7. Monitor compliance by the hospital with all applicable regulations, legislation, and By-laws
- 2.8. Make recommendations to the Board concerning board composition, board size, board structures, board policies and procedures, by-law amendments, and board attendance

3. Board Recruitment

- 3.1. Provide oversight for the board recruitment, retention and appointment processes including board and committee member selection, appointment, removal, and succession planning
- 3.2. Propose to the Board of Directors:
 - Appointment, renewal and removal of Directors
 - Members and Chairs of all board committees from the list of current and nominated directors;
 - Board committee community members; and
 - Officers of the Board.
- 3.3. Conduct the annual election of officers and appointment of Committee Chairs and members at a special meeting of the Board of Directors

4. Relationship Management / Community Engagement

- 4.1. Ensure that board policies and directions related to governance relationships, partnerships and community engagement align with hospital's mission, vision, values and strategic directions, the current external environment, and support the Board on associated activities

5. Risk Management

5.1. Oversee the management of this Committee's assigned risk group in accordance to the risk management framework in the Integrated Risk Management Policy

Quorum

A majority of the voting members will constitute quorum.

Voting

Each voting member including the Chair and Board Chair shall have one vote.

Meeting Frequency

The GC will meet at least 6 times per year. Additional meetings may be arranged at the call of the Chair as necessary.

Meeting Procedures

Refer to Sub-section 4.2 – 4.9 of Corporate By-law, 2024