



TERMS OF REFERENCE – GOVERNANCE COMMITTEE

Effective Date: September 2013

Last Revised: August 2024

To be reviewed: May 2025

Committee Oversight: *Governance*

Authorized by: Board of Directors

PREAMBLE

All standing and adhoc committees of the Hôtel-Dieu Grace Healthcare Board (the “Board”) are established to assist the Board with workload, and are created as an advisory body to the Board, with no inherent right or role. All committee powers are derived from the Board (with the exception of those that are legislated; Medical Advisory Committee, Quality Committee and Fiscal Advisory Committee) and all regular work of all committees must be clearly identified by the Board in the annual approved work plans

PURPOSE

To coordinate the work of the Board of Directors, and act as an advisory to the Board for governance quality, leadership for governance, monitor legal and legislative requirements and implement best practices for governance priorities and responsibilities.

RESPONSIBILITIES

General:

- Review the corporate governance framework and where appropriate, recommend to the Board for approval.
- Monitor any actual or potential conflicts of interest brought to the Committee’s attention
- Ensure board oversight of the mission, vision and values
- Ensure board utilization of an ethical decision making framework incorporating the Catholic Health Ethics Guide (eg. YODA)
- Review, evaluate and respond whenever considered appropriate to reports or position papers on the subject of corporate governance
- Advise the Board on the latest regulatory requirements, trends and guidance in corporate governance and update the Board on corporate governance issues as applicable
- Oversee the appropriate recognition for those Directors completing their tenure with the Board
- Such other matters as may be referred by the Board, from time to time

Governance:

- Recommend for approval by the Board the standing committee(s) (Finance & Audit Committee, Quality Committee, Mission & People Committee) terms of reference, ensuring all legislative requirements are met
 - Establish, for board approval, the annual board work plan and ensure standing committees develop a work plan(s) that reflect their terms of reference and the Board’s work plan
 - Maintain and establish regular review of the by-law, policies and key
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governance documents

- Review and recommend best practice in terms of operation structure of the Board, and its committees, including size, skills matrix, structure, mandates and procedures for effective governance
- Establish and facilitate the process for ongoing evaluation of the Board, its committees, individual board members, the Chair and Vice Chair(s), and ensure recommendations for improvement are addressed and considered where appropriate in board and committee appointment process
- Identify Director vacancies based on retirement schedule/terms of service to ensure cohesive transfer of responsibilities
- Establish and review an orientation process for new board and committee members as well as ongoing board education and annual retreat
- Establish mentors for all newly elected Directors and oversee the process for one year
- Conduct exit surveys/interviews with all outgoing elected Directors

Performance:

- Ensure completion and submission of the Governance Self-Assessment and Governance Functioning Tool related to the Governance Standards of Accreditation Canada as required, and implement action plans for areas of improvement identified
- Measure and monitor the implementation and progress of the Corporation's strategic plans and targets
- Establish a process for annual Peer to Peer Evaluation for the Board

Recruitment and Nominations:

- Establish the Nominations Sub-Committee for the recruitment and nominations process for all new Directors and Non-Directors and work in partnership with the committee for recommendations to the Board
- Ensure the allocation of board members to each of the Board committees annually or where a vacancy occurs at any time in the membership of any committee, recommend to the Board a member to fill such vacancy
- Recommend to the Board the appointment of committee Chairs, Vice Chair(s) and Board Chair to the Board having regard to such attributes including independence, competence, dedication and leadership skills essential to effective Chairship
- Recommend to the Board any director resignations, considering whether to accept such resignations, and subsequently notify the Members of any Board resignation
- Recommend to the Board the removal of a Director following the procedure outlined in the by-laws

Strategy:

- Ensure processes are in place to build relationships with the Foundation
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and its Board of Directors, the MOHLTC, Ontario Health (ESCLHIN), health system partners and local community

- Ensure that a strategic planning process is undertaken with Board, employees and Professional Staff involvement, with eventual approval by the Board and update to the Members

Chief Executive Officer & Chief of Staff:

- Ensure a process for annual review of performance and compensation (as allowed by law) for the CEO and COS
- Ensure a process of succession planning for the CEO and COS
- Ensure a process for the approval of annual goals and objectives for the CEO and COS

Risk Management:

- Monitor and report on the integrated risk domains assigned to the committee which include;
 - Governance & Leadership
 - Stakeholder Relations
 - Compliance
 - Mission

Committee Performance:

- Assess and evaluate the performance and effectiveness of the Committee and Chairperson annually
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**MEMBERSHIP/
TERM/VOTING**

Membership:

- Vice Chair of the Board, who shall act as committee chair (non-voting)
- Chair of the Board (voting)
- Immediate Past Chair of the Board (voting)
- CHI Director (voting)
- At minimum two (2) elected members of the Board (max 3) (voting)
- Chief Executive Officer (ex-officio non-voting)

Term:

- July 1 – June 30

Voting:

- All elected board members or ex-officio voting board members appointed to the committee shall be entitled to vote
 - There shall be no proxy voting
 - As per the by-law (Article 4.2) Telephonic or Electronic participation/attendance is acceptable, however email voting is not permitted
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MEETINGS

Shall meet four (4) times per year from Sept - June, or more frequently as circumstances dictate.

All meetings will be held in camera.

QUORUM	Shall be fixed at not less than a majority of its Directors only.
REPORTING	The Governance Committee is established under the authority of the Board of Directors and is required to report at the next regularly scheduled meeting of the Board. Minutes are recorded and available to the Board.
RESOURCES	Chief Executive Officer, Executive Assistant to the CEO
