



## Policies and Procedures

May 2012  
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Revised: February 13, 2015

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## Hôtel-Dieu Grace Healthcare Board of Directors Policies

### Preamble

#### Purpose:

The Board of Directors Policy Manual for Hôtel-Dieu Grace Healthcare provides the foundation for implementing effective governance of the Healthcare.

#### Organization of Policies:

The policies are organized according to the roles responsibilities of the Board of Directors as detailed in the by-law (Article 4.07) and the Board Charter (Section 4.):

- Tone at the Top
- Strategic Planning
- Risk Management
- Corporate Performance
- Evaluation, Compensation and Succession Planning
- Oversight of Professional Staff
- Build Relationships
- Financial Viability
- Board Effectiveness
- Effective Communication and Community Relationships
- Fundraising
- Programs under the Public Hospitals Act
- Internal Controls and Management Information
- Communication Policy

#### Review of Policies:

It is anticipated that over time Hôtel-Dieu Grace Healthcare will either amend or develop other Board of Director policies that respond directly to changing circumstances of the Hospital.

#### Definitions:

**The Hospital:** Hôtel-Dieu Grace Healthcare

**The Board:** Unless otherwise stated means the Board of Hôtel-Dieu Grace Healthcare

**Member:** A Member of the Corporation of Catholic Health International. (as defined in Article 2.01 of the by-law.

**Director:** those persons elected or appointed to the Board in accordance with the by-law.

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# Hôtel-Dieu Grace Healthcare

## Administrative Policy Manual – Board Section

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## VISION, MISSION AND VALUES

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### OUR VISION

A trusted leader transforming healthcare and cultivating a healthier community

### OUR MISSION

*The Mission of Hotel-Dieu Grace Healthcare is to serve the healthcare needs of our community including those who are vulnerable and/or marginalized in any way be it physically, socially or mentally.*

*As a Catholic sponsored healthcare organization we provide patient-centred care treating the body, mind and spirit.*

*We do this by providing holistic, compassionate and innovative care to those we serve.*

### OUR VALUES

- Respect
- Compassion
- Teamwork
- Social Responsibility



## ETHICS

<b>Issued by:</b>	HDGH Board of Directors	NUMBER: 1 - 2
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Article 4.07 (b) (i)(ii) of the by-law provides that the Board's responsibilities to Catholic Health International (CHI), through the members of the Corporation will include governing the affairs of the Corporation in support of and in accordance with the Mission, Philosophy and Values as well as the Health Ethics Guide<sup>1</sup>; and ensuring the Mission Philosophy and Values and Health Ethics Guide are integrated into the strategic plan and the operations of the Hospital.

Consistent with the duties of the Chief Executive Officer (CEO), Article 6.02 of the by-law, the CEO is responsible to the Members, through the Board, for ensuring that the Health Ethics Guide is integrated into the operations of the hospital; and that for taking such action as the CEO considers necessary to ensure compliance.

The CEO is also responsible for working with the Board of Directors to ensure the ethical framework is applied in Board decision making processes.

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<sup>1</sup> The Health Ethics Guide is published by the Catholic Healthcare Alliance of Canada approved by the Permanent Council of the Canada Conference of Catholic Bishops in March, 2000, as may be amended from time to time.



## RESPECT FOR DIVERSITY

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Hôtel-Dieu Grace Healthcare is committed to creating a just and satisfying working environment for staff that is free from abuse and where the dignity and self-esteem of every individual is respected.

Hôtel-Dieu Grace Healthcare recognizes the dignity and worth of every person and will provide for equal rights and opportunities without discrimination. The hospital will be sensitive to potential barriers to accessibility.

- The hospital, as represented by the Board of Directors, staff, physicians, volunteers, and students value and respect the diversity of its patients and their families, the community, and each other.



## GOVERNANCE POLICY FRAMEWORK

<b>Issued by:</b>	HDGH Board of Directors	NUMBER: I-4
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### Preamble

The Board of Directors approved a new hospital by-law in 2013.

The by-law specifies the following elements of the governance framework which are guiding the work of the Board.

Policy formulation is defined in Section 3 of the Board Charter establishing the Board's responsibility for establishing appropriate policies and procedures to enable the Board, its committees and individual directors to function independently of management to the extent considered necessary or desirable by directors.

*"Board policies perform two absolutely essential functions. First, they express Board expectations – of the organization as a whole, of itself, of management and the medical staff. Policies are the means by which Boards specify and convey what they want done (and what they want the organization to refrain from doing) in addition to the range of acceptable (and unacceptable) means for accomplishing specified goals. To lead rather than follow, policies must clarify and articulate Board expectations. Second, policy is the mechanism by which Boards direct and constrain as they delegate authority and tasks to management and the medical staff."<sup>2</sup>*

Scope and Organization of Board Policies: Many boards establish policies related only to their own structures and processes (i.e. those matters which were established during the governance renewal process). However, a critical element of this governance model is for the board to establish

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<sup>2</sup> Pointer and Orlikoff. Board Work: Governing health Care Organizations, Jossey

policies related to each of its defined areas on responsibility. Consequently, the HDGH Board policies are organized according to the responsibilities of the Board of Directors as detailed in the Board Charter: Section 4:

- Tone at the Top
- Strategic Planning
- Risk Management
- Corporate Performance
- Evaluation, Compensation and Succession Planning
- Oversight of Professional Staff
- Build Relationships
- Financial Viability
- Board Effectiveness
- Communication and Community Relationships
- Fundraising
- Programs under the Public Hospital's Act
- Internal Controls and Management Information Systems

## DIRECTOR AND NON-DIRECTOR DECLARATION

<b>Issued by:</b>	HDGH Board of Directors	NUMBER: I-5
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As a director/non-director of Hôtel-Dieu Grace Healthcare, I acknowledge and accept that the Board of Directors is accountable to:

### **The Government of Ontario, government agencies and institutional partners for:**

- compliance with government regulations, policies and directions;
- implementation of directly mandated programs;
- implementation of approved capital projects; and
- fulfillment of obligations under formal agreements and grants.

### **Catholic Health International and the Salvation Army for:**

- governing the affairs of the corporation in accordance with the mission, philosophy and values as well as the Health Ethics Guide;
- ensuring the mission, philosophy and values, and the Health Ethics Guide are integrated into the strategic plan and operations of the hospital; and
- respecting the powers reserved to the Members as set out in the by-law of the Corporation (Section 2.03).

### **Its patients, their family members and communities served for:**

- the quality of the care and safety of patients;
- operating in a fiscally sustainable manner within its resource envelope and utilizing its resources efficiently and effectively to fulfill the hospital's mission in patient care, education and research;
- engaging the communities served when developing plans and setting priorities for the delivery of health care; and
- the appropriate use of community/donor contributions to the hospital.

**The Erie St. Clair LHIN for:**

- building relationships and collaborating with the Local Health Integration Network (LHIN), other health service providers, and the community to identify opportunities improving services within the local health system for the purpose of providing appropriate, coordinated, effective and efficient services;
- ensuring that HDGH operates in a manner that is consistent with provincial plans, the LHIN's integrated health service plan and its Hospital Service Accountability Agreement with the LHIN in order to achieve performance standards;
- providing an evidence-based business plan in support of requests for resources to meet the HDGH mission;
- informing the LHIN, of any gaps between needs of the communities served and scope of services provided;
- apprising the LHIN and the communities served of board policies and decisions which are required to operate within its Hospital Services Accountability Agreement;

**University and College for:**

- providing an appropriate environment and resources to facilitate education and training of undergraduate and post-graduate health.

**POLICY – Director and Non-Director Declaration**

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As a director, I agree to comply with the performance expectations as stated in the by-law and Board Charter. In addition, I confirm that I have read and understand and/or will comply with the specific provisions as outlined in Article 4.05 “Conflict of Interest”, Article 4.06 “Confidentiality”, Article 4.07 Responsibilities of the Board, and the Board Charter.

As a non-director serving on a Board Committee, I have read and understand the performance expectations as stated in Board Committee Charter. I understand that I am also expected to comply with certain provisions as it pertains to my role as a non-Director.

As a director/non-director, I confirm that I do not have a conflict of interest which would prevent me from serving as a Director of the Board pursuant to Conflict of Interest Guidelines developed by the Board as appended.

As a director/non-director, I recognize that interaction with the public, press or other entities must recognize the limitation and inability of any member to speak for the Board other than as provided for in the by-laws or any policy.

I hereby consent to act as a director/non-director of Hôtel-Dieu Grace Healthcare. I also hereby consent pursuant to the provisions of the by-law of Hôtel-Dieu Grace Healthcare to the holding of meetings of the Board of Directors or of any committee of the Board of Directors by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. These consents will continue in effect from year to year so long as I am a director/non-director of the Board.

I agree to abide by the confidentiality provisions in the hospital by-law and hospital privacy policies.

I undertake to advise the hospital in writing of any change of address as soon as possible after such change.

Dated: \_\_\_\_\_

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_



## STRATEGIC PLANNING

<b>Issued by:</b>	HDGH Board of Directors	NUMBER: II - 1
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Article 8.06(i) of the By-law and Section 4 (b) as set out in the Board Charter provides that the Board of Directors is responsible to establish the strategic directions for the hospital.

### Policy

The vision and mission of the hospital provide the foundation upon which the strategic directions are developed.

### The Board will:

1. Establish and annually review the hospital's mission, vision and values;
2. Establish a process for engagement with the Erie St. Clair (ESC) LHIN, other health service providers, the Foundation, the Auxiliary and the communities served when developing plans and setting priorities;
3. Establish the Hospital's strategic directions which are aligned with Ministry of Health and Long-Term Care and the ESC LHIN integrated health services plan;
4. Review the strategic directions as part of a regular annual planning cycle;
5. Establish key corporate priorities which reflect the Board's primary accountability to the MOHLTC and ESC LHIN through the Hospital Services Accountability Agreement entered into with the ESC LHIN;
6. Monitor and measure corporate performance regularly against the approved strategic directions, operating plan, and Board-approved Performance Metrics.

7. The Chief Executive Officer (CEO) is responsible to the Board for the process to develop the strategic directions to be approved by the Board. The Board as a whole will engage with the CEO and senior leadership team in developing the strategic plan and monitoring it on an on-going basis.
8. Once the strategic directions have been developed, everything the organization currently does, undertakes as new, or stops doing, will be measured against whether or not it advances the accomplishment of the strategic plan.
9. The organization's annual operating plan will ensure the advancement of the strategic directions by addressing annual corporate goals and objectives. The annual corporate goals and objectives will be set by the CEO with Board approval.
10. Annually, the Board will consider a review of the corporate goals and objectives prepared by the CEO.
11. On an annual basis, the Board of Directors will establish goals for the Board consistent with the mission and vision, the strategic directions of the Hospital, and key issues which are a priority for the Board in the coming year.
12. At its annual retreat, the Board will review the strategic directions and the progress being made toward its achievement. As necessary, the Board will direct management to augment/revise/update the directions to ensure they continues to support the achievement of the vision of the hospital.
13. Regular monitoring and progress reports will be provided for the Board according to the Board's work plan.

## RISK MANAGEMENT

<b>Issued by:</b>	HDGH Board of Directors	NUMBER: III - 1
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Section 4 (c) of the Board Charter states that the Board is responsible for ensuring processes are in place for identifying and monitoring the principal risks of all aspects of the Corporation's operation and satisfying itself that the appropriate policies, procedures and practices are in place for the effective management of these risks under the Corporation's risk framework.

The Board of Directors must be knowledgeable about risks inherent in hospital operations and ensure that appropriate risk analyses are performed as part of its decision-making. The Board of Directors is responsible for ensuring that appropriate enterprise risk management practices are in place in the organization, and reviewing and approving the Hospital's variance and risk tolerance levels.

In particular, the Board:

- i) Ensures that appropriate programs and processes are in place to protect against risk including risks related to finances and assets, quality care and patient safety oversight, and stakeholder relations;
- ii) Expects management to identify and assess the associated risks to the organization when reviewing and approving resource allocation decisions;
- iii) Expects management to identify unusual risks to the organization and ensure that there are plans in place to prevent and manage such risks;
- iv) Works with the Chief Executive Officer (CEO) to reduce risks to the organization and promote ongoing quality improvement.

Each Board Standing Committee will review the risks related to its mandate at least annually.

The CEO is accountable for: identifying the principal risks of the Hospital's business; determining the organization's exposure to risk; and developing and implementing a risk management framework.

The Board of Directors of the Hospital will annually monitor and assess the Hospital's quantification of risks and how those risks are addressed.



## QUALITY IMPROVEMENT AND SAFETY

<b>Issued by:</b>	HDGH Board of Directors	<b>NUMBER:</b> IV - 1
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Section 4 (b) (iii) of the Board Charter requires the Board to be responsible for strategic planning and to contribute to the development, and approve the Performance Metrics and Quality Improvement Plan. Section 4 (f) (i) (B) of the Board Charter requires the Board to ensure oversight of Professional Staff and to 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 the Patient Safety Indicators.

The Board of Directors of Hôtel-Dieu Grace Healthcare defines quality as the degree of excellence achieved by the organization. The hospital will meet or exceed established and evolving standards of quality and patient safety. The hospital is committed to addressing quality issues, and identifying and acting upon opportunities to continuously improve safety, patient care and service delivery.

The Board recognizes the importance of the safe delivery of its services, as well as the importance of reducing or preventing the potential for injury or loss to its patients, visitors, staff, physicians, volunteers and learners, and damage to or loss of the hospital's assets.

The Board will:

- i) implement effective processes for reviewing and recommending policies and standards;
- ii) comply with quality and safety related issues, including accreditation; and
- iii) ensure the hospital has an effective process for reviewing and responding following adverse events.

The Board, with the assistance of the Quality Committee, will annually establish performance targets and performance metrics related to clinical quality, and patient safety for monitoring by the Quality of Patient Care Committee. Quarterly, the Quality Committee will monitor the hospital's quality of patient care and safety against the defined performance targets and performance metrics and report to the Board.

The Board will discuss issues related to quality of patient care and safety and the overall meeting time is dedicated to this focus.



## PERFORMANCE MONITORING

<b>Issued by:</b>	HDGH Board of Directors	NUMBER: IV - 2
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Section 4 (d) of the Board Charter includes several provisions for performance monitoring by the Board of Directors related to corporate performance. The Board will oversee the implementation of internal control and management information systems which will allow the Board and management to oversee the corporation's achievement of performance metrics.

There are five main roles for the Board with respect to performance monitoring and assessment:

- i) ensure processes are in place to evaluate the corporation's integration of the Mission, Philosophy and Values in the operations of the Hospital;
- ii) ensure processes are in place to monitor and continuously improve upon the performance metrics;
- iii) review regularly the functioning of the corporation in relation to the Objects of the Corporation as stated in the Letters Patent, the By-Law, Legislation, and the Hospital Services Accountability Agreement (HSAA);
- iv) establish procedures for monitoring compliance with, and take such measures as the Board considers necessary, to ensure that the provisions of the *Public Hospitals Act*, the regulations made under the *Public Hospitals Act*, and the By-Law of the Corporation and other applicable Legislation, are complied with; and
- v) establish specific policies which shall provide the general framework within which the Chair of Professional Advisory Committee, the Chief Executive Officer, the Medical Advisory Committee, the Medical/Professional Staff, and the hospital staff shall establish procedures for the management of the day-to-day processes within the Hospital.

The Board will ensure that the Chief Executive Officer (CEO) of Hôtel-Dieu Grace Healthcare implements an effective performance management system, based on performance metrics for measuring and continuously improving the Hospital's performance. The Board will approve the targets and performance metrics for monitoring the organization's performance in achieving financial, quality, safety and human resource targets using best practices and benchmarks.

The CEO will establish a regular schedule of specific performance reports to the Board of Directors and appropriate Board Standing Committees. These performance reports are intended to support the Board in its responsibility to monitor and assess the organization's performance related to the established targets and performance metrics.



## PUBLIC REPORTING OF QUALITY AND PATIENT SAFETY INDICATORS

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<b>Issued by:</b>	HDGH Board of Directors	NUMBER: IV - 3
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Section 4 (j) (i) (D) of the Board Charter provides that the Board will establish a web site that shall be used to post financial, quality and patient/workplace performance indicators, including without limitation, the Performance Indicators, wait times indicators, the patient safety indicators, and board minutes so as to promote board accountability and transparency. The information on the web site shall be regularly updated.

Public reporting on patient safety issues provides valuable data that can help reduce risk and improve outcomes. Clear and standardized reporting by all hospitals in the province will help create a patient safety culture in which present and future health professionals learn from things that go wrong and use and share the knowledge across the system to reduce or eliminate the risk.

Hôtel-Dieu Grace Healthcare will collect data to comply with Ministry directives on public reporting. The data will be posted on the hospital's public web site and be reported to the Ministry of Health and Long-Term Care (MOHLTC).

Management will ensure there are defined accountabilities and processes that support the collection, reporting and posting of indicator data in accordance with Ministry directives.

References: [http://www.health.gov.on.ca/patient\\_safety/index.html](http://www.health.gov.on.ca/patient_safety/index.html)



## PATIENT COMPLAINTS

<b>Issued by:</b>	HDGH Board of Directors	NUMBER: IV - 4
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Article 8.02 (f)(i) of the By-law indicates that the Board shall assign to the respective standing and special committees responsibility for the oversight and monitoring of specified Performance Metrics.

Section 4 of the Quality Committee Charter specifies that the Quality Committee shall: 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; and will review reports and consider recommendations from management and relevant hospital committees regarding the quality of patient care programs and services and the results of other quality evaluation activities carried out in the hospital, including changes that may be required as a result of government policy.

The identification, investigation and management of individual patient feedback or concerns which, in part, form the basis of this trend analysis, are addressed by hospital staff through a process for which the Chief Executive Officer bears responsibility.

The Board also encourages feedback from staff, patients, and families as a key instrument to continuous improvement to achieving the goal of outstanding care. To optimize the usefulness of feedback provided to Board members, members will refer such feedback to be addressed within the hospital staff, patient and community relations processes. The Board will not review individual concerns.

Should a concern relating to a patient's situation be addressed to a Director of the Board or Board committee member verbally, that member should accept such feedback with thanks and, to avert the potential for unintended errors in message transmission by the member, encourage the complainant to forward it directly to the CEO whose responsibility it is to ensure that it is addressed using the established resolution process. The Director who received the information will also inform the CEO of the conversation.

If the concern is addressed to either a Director of the Board or member of a Board committee in writing, he/she will forward a copy of the letter to the CEO and will provide notice of receiving the concern to the Board Chair. Thereafter, the concern will be addressed using the established resolution process.



## CODE OF CONDUCT

<b>Issued by:</b>	HDGH Board of Directors	NUMBER: IV - 5
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As a responsible public hospital 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. This Code of Conduct and Ethics applies to every employee, staff member and Director of the Corporation. Every employee and director is expected and required to assess every decision and every action on behalf of the organization in light of whether it is right, legal and fair. This applies at all levels of the organization, from major decisions made by the Board of Directors to day-to-day management decisions.

The independence and unity of the Board is essential to its effectiveness and respect in the hospital and the community. In fulfilling their responsibilities, Board members serve as moral agents. Every decision affects the health and well-being of individuals, organizations and communities. As oral agents, Board members strive for the most ethical course of action; both by themselves and by the organizations they lead.

1. The Board commits itself and its members to ethical, business-like and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.
2. Board members interaction with the Chief Executive Officer or with staff must recognize the lack of authority vested in the individuals except when explicitly Board authorized.
3. Board members interaction with the public, press or other entities must recognize the limitation and inability of any member to speak for the Board other than as provided for in the by-laws or any policy.
4. Board members will not express individual judgments of the CEO's or staff's performance, except as required to provide input into the evaluation process.

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5. Board members will respect the confidentiality of *in-camera* sessions and issues of a sensitive nature, which may include:
    - a. personnel or human resource or bargaining information;
    - b. information about patients or physicians;
    - c. job applicants;
    - d. real estate;
    - e. litigation issues, etc.; or
    - f. any other matter of a confidential nature.
  6. In the event of a breach of any of the above, the issue will be referred to the Corporate Governance Committee for review, to take appropriate action, including the removal from the Board of Directors or committees upon recommendation to the Board.

This policy shall also apply to non-director members of Board Committees.

## RESEARCH

<b>Issued by:</b>	HDGH Board of Directors	NUMBER: IV - 6
<b>Authorized by:</b>	HDGH Board of Directors	ISSUE DATE:
<b>Category:</b>	Corporate Performance	REVIEW DATE: Annually
<b>Committee:</b>	Governance	Page: 1 of 2

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Hôtel-Dieu Grace Healthcare is committed to research excellence in cooperation with research partners and supports that will directly contribute or assist in achieving improved care and well-being of individuals.

Hôtel-Dieu Grace Healthcare, within the limits of its available resources, and having due regard for the intended purpose of its patient care funding, will support research initiatives that meet the following criteria:

- The research initiative is consistent with the Hôtel-Dieu Grace Healthcare mission, vision, values and financial plan
- Research will conform to Hôtel-Dieu Grace Healthcare policies and guidelines covering research ethics and standards, professional conduct, and the protection of human research participants, including but not limited to the Tri-Council Policy Statement “*Ethical Conduct for Research Involving Humans*”, the International Conference on Harmonizing Good Clinical Practice (ICH-GCP) guidelines, the Declaration of Helsinki and privacy laws
- The outcome of the research and the ownership of any new apparatus or procedures, will be subject to the intellectual property statement of Hôtel-Dieu Grace Healthcare, as noted below, and/or the research affiliation agreements with the research partners.

### Intellectual Property

Unless there is a research agreement with a research sponsor or partner that specifically addresses intellectual property rights, Hôtel-Dieu Grace Healthcare will have the right of 100% ownership for all inventions and intellectual properties developed through the use of Hôtel-Dieu Grace Healthcare resources and may at its option share resulting net revenues with inventors.

### Definitions:

Hôtel-Dieu Grace Healthcare resources mean Hôtel-Dieu Grace Healthcare personnel, data, facilities, equipment, patients/clients, financial or other resources used directly in the discovery or development of the intellectual property.

Hôtel-Dieu Grace Healthcare personnel will include all administrative, scientific and medical staff, professional, technical and support staff, students and any other personnel engaged in the Hôtel-Dieu Grace Healthcare's clinical, teaching or research programs, and includes contract staff and professional corporations.

Intellectual property includes inventions, computer software, instructional materials, creative works, scholarly writings and textbooks.

Invention is a novel and useful idea relating to processes, machines, compositions of matter and articles of manufacture. It includes such things as new or improved devices, charts, chemical compounds, drugs or unique and innovative uses of existing inventions.

Inventor is a person or corporation who contributes toward the development of an invention or intellectual property and who could possibly be otherwise described as "investigator", "author" or "researcher".

Net revenues are revenues less out of pocket costs, by parties pursuing commercialization of invention or intellectual property.

## CEO SELECTION AND SUCCESSION PLANNING

<b>Issued by:</b>	HDGH Board of Directors	NUMBER: V - 1
<b>Authorized by:</b>	HDGH Board of Directors	ISSUE DATE:
<b>Category:</b>	Evaluation, Compensation and Succession Planning	REVIEW DATE: Annually

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Article 6.01 of the By-law and Section 4 (e) (ii) of the Board Charter provides for the Board to select and appoint a Chief Executive Officer (CEO), Section 4 (e) (iii) of the Board Charter provides for CEO succession plan and process.

The Board will ensure that provision is made for continuity of leadership for the Hospital. The Board will have in place a documented process for succession should the CEO position become vacant due to sudden loss, resignation, retirement or termination. The succession plan will also specify the process for appointing an interim CEO, should the CEO be absent from the hospital for an extended leave of absence due to personal, health or other reasons. For relatively short durations of absence (e.g. holidays, conferences) the CEO will appoint an Acting CEO and advise the Board Chair.

During the annual CEO evaluation period, the CEO will report to the Corporate Governance Committee on the succession plan and related executive development. This report will include a review of internal candidates who have the potential to assume the position at the hospital. This review will include development plans to enhance the capabilities of the internal candidates.

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

1. Annually the CEO will identify to the Corporate Governance Committee, in writing, a successor recommended to fill the role of interim CEO if a sudden loss of the CEO occurs. The appointment of an interim CEO will be subject to approval by the Board.

**Planned Vacancy** (e.g. retirement)

The process to fill a planned vacancy will include:

1. The Board will establish a CEO Search Committee consisting of the Chair of the Board, the Vice Chair, Chair of Professional Advisory Committee, Catholic Health International (CHI) Director, the Salvation Army Director, and other representatives as deemed appropriate by the Board.
2. The CEO Search Committee will be chaired by the Vice Chair of the Board or a delegate appointed by the Chair.
3. The Search Committee may, at its discretion, select a search firm to assist with the process. The Search Committee will interview a short list of candidates and recommend to the Board their candidate of choice.
4. The work of the Search Committee will include, but not be limited to, establishing and clarifying criteria to be used in the selection, overseeing the process to obtain candidates, interviewing candidates and agreeing on a process by which to make a final recommendation.
5. The Board process shall be required to provide the Corporate Members written notice of proposed candidate. The Members shall have ten (10) days to provide written confirmation of the Board's proposed candidate. In the event the Members do not respond within ten (10) days, the Members shall be deemed to have consented to the Board's proposed candidate. The process shall ensure that the CHI Director and Salvation Army Director are members of the search committee.
6. In the event that a new CEO has not been appointed prior to the departure of the current CEO, the Board will appoint an interim CEO in accordance with Article 1.
7. An offer will be subject to submission of a declaration that the candidate has no conflict of interest consistent with hospital policy and in a form as required by the Board, and satisfactory results of a criminal reference check, and a check on references and education level attained, as determined by the sole discretion of the Board.
8. An agreement to support the terms and conditions of employment will be consistent with the policy on CEO Compensation in a form determined by the Board and will be executed by the Board Chair and the candidate accepting the position.

## CHIEF EXECUTIVE OFFICER PERFORMANCE MANAGEMENT AND EVALUATION

<b>Issued by:</b>	HDGH Board of Directors	NUMBER: V - 2
<b>Authorized by:</b>	HDGH Board of Directors	ISSUE DATE:
<b>Category:</b>	Evaluation, Compensation and Succession Planning	REVIEW DATE: Annually

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Section 4 (e) (ii) (D) of the Board Charter specifies that the Board of Directors will establish a Board policy for the performance evaluation and compensation of the Chief Executive Officer (CEO). The policy shall ensure that the CEO's performance evaluation and compensation are aligned with the corporation meeting its performance targets and the integration of the mission, philosophy, values, and Health Ethics Guide into the operations of the corporation. The evaluation content will populate Catholic Health International's (CHI's) electronic form thereby enabling the Board access to Catholic CHI's on-line process.

The performance review process provides an opportunity to recognize the CEO's level of performance, to collaboratively develop the organization's priorities for the next fiscal year to present to the Board for approval, and to plan strategies to support the CEO and the organization's continuing growth.

### Guiding Principles:

- i) Performance management supports, reinforces and integrates the achievement of strategic and annual business plan results with individual performance goals. It will provide for a review of the position description of the CEO including his/her authorities and accountabilities. It provides recognition and input from key stakeholders of performance outcomes.
- ii) Performance standards, measures and indicators should be established in the Performance Management Plan to appropriately assess CEO performance. Performance commitments and measures should be set at a level which reflects the high level of performance expected.
- iii) Performance management focuses both on improving organizational processes and structure and on enhancing the CEO's performance. There will be a performance-based compensation plan with a percentage of pay at risk that will be measured against the achievement of key results in specified areas.

- iv) The Performance Management Plan should include reference to the CEO's expectations for senior leaders within the organization, thereby promoting a consistent and continuous approach to talent development succession planning, and performance measurement across the executive leadership group.
- v) The evaluation of the Chief Executive Officer shall include, to the extent feasible, an assessment on behalf of the Board of the integrity of the Chief Executive Officer and the culture of integrity and mission integration established by the Chief Executive Officer and other executive officers throughout the Corporation;
- vi) The Performance Management Plan will be aligned with the fiscal year end.

**Process:**

- i) The Board Chair and Chair of the Governance Committee (on behalf of the Corporate Governance Committee) will jointly develop an annual Performance Management Plan with the CEO. This includes goals, deliverables and metrics for the year, as well as the allocation parameters for calculation of CEO performance pay (see policy on CEO Compensation).
- ii) The Annual CEO Performance Management Plan will be presented to the Board by the Corporate Governance Committee for approval before the end of Q1 each year.
- iii) The CEO will provide the Corporate Governance Committee with progress reports 6 weeks after the end of each quarter so that results reporting is aligned with corporate planning and performance cycle. The Committee will review the CEO's performance against the plan and report to the Board on a *quarterly* basis.
- iv) At least once per year, the Governance Committee will conduct an annual review of CEO performance against the established Performance Management Plan and report to the Board within 8 weeks following the end of the Fiscal Year. This review, to be conducted by the Board Chair and the Chair of the Governance Committee will include input from members of the Board and major external stakeholders and will be structured around the agreed Performance Management Plan.
- v) At the end of the review period, the Board Chair/Chair of the Governance Committee will provide the CEO with a written performance evaluation and meets with the CEO to discuss the Board's evaluation and performance pay award.
- vi) The Committee will conduct a leadership competency assessment of CEO on behalf of the Board, every two years, separate from the annual performance review, using established tools and processes such as a 360 review and those from OHA Leadership Development Institute. Feedback from this provides foundation for the CEO individual development plan which is done collaboratively with the CEO and the Committee.

## CHIEF EXECUTIVE OFFICER COMPENSATION

<b>Issued by:</b>	HDGH Board of Directors	NUMBER: V - 3
<b>Authorized by:</b>	HDGH Board of Directors	ISSUE DATE:
<b>Category:</b>	Evaluation, Compensation and Succession Planning	REVIEW DATE: Annually

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Section 4 (e) (ii) of the Board Charter specifies that the Board of Directors shall establish a Board policy for the performance evaluation and compensation of the Chief Executive Officer (CEO) and shall ensure that the Chief Executive Officer's performance evaluation and compensation are aligned with the Corporation meeting its performance metrics targets, and the integration of the mission, philosophy and values, and the Health Ethics Guide into the operations of the corporation.

The Board is responsible for establishing a fair compensation package for the position of CEO in order to attract and retain a highly skilled CEO with the requisite competencies.

To assist in recruiting and retaining the best possible leadership for Hôtel-Dieu Grace Healthcare, the total compensation package will be set following a rigorous review of total compensation levels at similar hospitals in Ontario. In establishing the compensation package, consideration will be given to market rates paid for like positions within the local geographic area, particularly as applicable to public sector employment. The CEO compensation package should also be consistent with the Ontario Hospital Association's *"Proposed Hospital Executive Compensation Framework (March 2012)"*. The key elements of the CEO total compensation structure will include base salary, a performance-based compensation plan with a percentage of pay at risk that will be measured against the achievement of key results in specified area, benefits and a pension plan.

The Corporate Governance Committee (voting members) shall be responsible for determining the CEO base salary and parameters for performance payment and shall bring forward a recommendation to the Board of Directors. Upon mutual agreement between the Governance Committee and the CEO, or at least every three years, total compensation will be reviewed and a report and/or recommendation shall be brought forward to the Board of Directors.

**Annual Process**

- i) The Corporate Governance Committee shall review the base salary of the CEO in April of each year. Adjustments to the base salary of the CEO shall be subject to the employment contract and incumbent on meeting performance expectations as determined through the annual review process. The Governance Committee shall look to the criteria summarized above and CEO salaries of similar hospitals in Ontario as a guideline or reference point during its deliberations. Each April, the Committee will receive a summary of the external comparator market data provided by the Vice Operations and Chief Human Resources Executive. The Committee may choose to seek independent advice with respect to market competitiveness and contract language.
- ii) The Governance Committee will determine if a special periodic review is required that would entail a decision for any deviation from the CEO contract, on not only an annual salary increase, but also a special market adjustment.
- iii) The Committee will wait for the performance evaluation summary before making a final recommendation on the annual salary increase awarded to the CEO.
- iv) The Committee will present its recommendations to the Board for approval at the May Board meeting.

The CEO is considered a conflicted party in relation to his/her remuneration package and is required to absent him/herself from any Board meeting or committee meeting when such matters are discussed or any other matter addressed in their employment agreement.

NOTE: It is understood that any contractual agreements between the Chief Executive Officer and the Board of Directors shall super-cede this policy.

## **CHIEF EXECUTIVE OFFICER EXPENSE REIMBURSEMENT AND TRAVEL POLICY**

<b>Issued by:</b>	HDGH Board of Directors	NUMBER: V - 4
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The responsibilities of the Chief Executive Officer (CEO) include duties that require commitments for the hospital, including attendance at hospital related events. It is expected that the CEO will discuss with the Board Chair the requirements associated with carrying out external duties, both in the community and outside the Erie St. Clair area. The CEO will be compensated for reasonable expenses while carrying out such duties and while traveling on Hôtel-Dieu Grace Hospital related business. With respect to fundraising, the CEO and Board Chair will review on an ongoing basis the listing of events to determine the costs which will be covered by the Hospital.

Such reimbursement and/or compensation will be consistent with the expense and travel policies and practices for other employee groups within Hôtel-Dieu Grace Healthcare. In the event that the terms and conditions of employment for the CEO and the policies for other employee groups within Hôtel-Dieu Grace Healthcare conflict, the terms and conditions of employment will prevail.

The Board Chair, on the recommendations of the Vice President Operations and Chief Financial Officer, will approve allowable expenses and travel claims.



## CHAIR OF PROFESSIONAL ADVISORY COMMITTEE (CPAC) SELECTION AND SUCCESSION PLANNING

**Issued by:** HDGH Board of Directors

NUMBER: V - 5

**Authorized by:** HDGH Board of Directors

ISSUE DATE:

**Category:** Evaluation, Compensation and Succession Planning

REVIEW DATE: Annually

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Section 4 (e) (ii) (E) of the Board Charter provides for the Board to select and appoint a Chair of CPAC, and Section 4 (e) (iii) (B) of the Board Charter provides for CPAC succession plan and process.

The Board must ensure that provision is made for continuity of leadership of the professional staff (as defined in the By-Law) of the hospital. The Board will have in place a documented process for succession should the Chair of PAC (CPAC) position become vacant due to sudden loss, resignation, retirement or termination. The succession plan should also specify the process for appointing an interim CPAC, should the CPAC be absent from the hospital for an extended leave of absence due to personal, health or other reasons. For relatively short durations of absence (e.g. holidays, conferences) the CPAC will appoint an Acting CPAC and advise the Board Chair.

During the annual CPAC evaluation period, the CPAC will report to the Corporate Governance Committee on the succession plan and related physician development. This report will include a review of internal candidates who have the potential to assume the CPAC position at the hospital. This review will include development plans to enhance the capabilities of the internal candidates.

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

1. The CPAC will identify to the Professional Advisory Committee and to the Corporate Governance Committee in writing, at the beginning of each fiscal year, which member of the professional Staff is recommended to fill the role of interim CPAC, if a sudden loss of the CPAC occurs. The appointment of an interim CPAC will be subject to approval by the Board.

**Planned Vacancy** (e.g. retirement)

The process to fill a planned vacancy will include:

1. The Board will establish a Chair of PAC Search Committee consisting of the Chair of the Board, the Vice Chair, Chief Executive Officer, and other representatives as deemed appropriate by the Board.
2. The Chair of PAC Search Committee will be chaired by the Vice Chair of the Board or a delegate appointed by the Chair.
3. The work of the Selection Committee will include, but not be limited to, establishing and clarifying criteria to be used in the selection, overseeing the process to obtain candidates, interviewing candidates and agreeing on a process by which to make a final recommendation.
4. An offer will be subject to submission of a declaration that the candidate has no conflict of interest consistent with hospital policy and in a form as required by the Board, and satisfactory results of a criminal reference, and a check on references and education level obtained as determined by the sole discretion of the Board.
5. An agreement to support the terms and conditions of employment will be consistent with the policy on CPAC Compensation in a form determined by the Board and will be executed by the Board Chair and the candidate accepting the position.
6. In the event a new CPAC has not been appointed prior to the departure of the current COS, the Board will appoint an interim CPAC.

Refer to the Professional Staff section of the By-Law for the role of the Chair of Professional Advisory Committee and for the responsibilities and duties.

## CHAIR OF PROFESSIONAL ADVISORY COMMITTEE PERFORMANCE MANAGEMENT AND EVALUATION

<b>Issued by:</b>	HDGH Board of Directors	NUMBER: V – 6
<b>Authorized by:</b>	HDGH Board of Directors	ISSUE DATE:
<b>Category:</b>	Evaluation, Compensation and Succession Planning	REVIEW DATE: Annually

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Section 4 (e) (ii) (G) of the Board Charter specifies that the Board of Directors shall establish a Board Policy for the performance evaluation and compensation of the Chair of Professional Advisory Committee (CPAC). The policy shall ensure that the CPAC’s performance evaluation and compensation are aligned with the Corporation meeting its performance metrics targets, and the integration of the mission, philosophy and values, and Health Ethics Guide into the operations of the corporation.

The performance review process provides an opportunity to recognize the CPAC’s level of performance, to collaboratively develop the organization’s priorities for the next fiscal year to present to the Board for approval, and to plan strategies to support the CPAC and the organization’s continuing growth.

The review is based on the following two major responsibilities and role of the Chair of Professional Advisory Committee:

Responsibilities:

- Supervising and overseeing, through and with the Medical Advisory Committee, the quality of clinical care provided by the Professional Staff; and
- Chairing the Medical Advisory Committee

**Guiding Principles:**

- Performance management supports, reinforces and integrates the achievement of strategic and annual business plan results with individual performance goals. It provides recognition and input from key stakeholders of performance outcomes.
- Performance standards, measures and indicators should be established in the Performance Management Plan to appropriately assess CPAC performance. Performance commitments and measures should be set at a level which reflects the high level of performance expected.

**POLICY – Chair of Professional Advisory Committee Performance Management and Evaluation**

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- Performance management focuses both on improving organizational processes and structure and on enhancing the CPAC's performance. There will be a performance-based compensation plan with a percentage of pay at risk that will be measured against the achievement of key results in specified areas.
- The Performance Management Plan should include reference to the CPAC's expectations for senior physician leaders within the organization, thereby promoting a consistent and continuous approach to talent development succession planning, and performance measurement across the executive leadership group.
- The Performance Management Plan will be aligned with the fiscal year end.

**Process:**

- i. The Board Chair and Chair of the Governance Committee (on behalf of the Corporate Governance Committee) will jointly develop an annual the Performance Management Plan with the CPAC. This includes goals, deliverables and metrics for the year (see policy on CPAC Compensation).
- ii. The Annual CPAC Performance Management Plan will be presented to the Board by the Governance Committee for approval before the end of Q1 each year.
- iii. The CPAC will provide the Governance Committee with progress reports 6 weeks after the end of each quarter so that results reporting is aligned with corporate planning and performance cycle. The Committee will review the CPAC performance against the plan and report to the Board on a quarterly basis.
- iv. At least once per year, the Governance Committee will conduct an annual review of CPAC performance against the established Performance Management Plan and report to the Board within 8 weeks following the end of the Fiscal Year. This review, to be conducted by the Board Chair and the Chair of the Governance Committee will include input from members of the Board and major external stake holders and will be structured around the agreed Performance Management Plan.
- v. At the end of the review period, the Board Chair/Chair of the Governance Committee will provide the CPAC with a written performance evaluation and meets with the CPAC to discuss the Board's evaluation.
- vi. The Governance Committee will conduct a leadership competency assessment of CPAC on behalf of the Board, every two years, separate from the annual performance review, using established tools and processes such as a 360 review, as well as others as available through the OHA Leadership Development Institute. Feedback from this provides foundation for the CPAC individual development plan which is done collaboratively with the CPAC and Governance Committee.

## CHAIR OF PROFESSIONAL ADVISORY COMMITTEE COMPENSATION

<b>Issued by:</b>	HDGH Board of Directors	NUMBER: V - 7
<b>Authorized by:</b>	HDGH Board of Directors	ISSUE DATE:
<b>Category:</b>	Evaluation, Compensation and Succession	REVIEW DATE: Annually

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Section 4 (e) (ii) (G) of the Board Charter specifies that the Board of Directors shall establish a Board Policy for the performance evaluation and compensation of the Chair of Professional Advisory Committee (CPAC). The Policy will ensure that the Chair of Professional Advisory Committee's performance evaluation and compensation are aligned with the Corporation meetings its performance metrics targets, and the integration of the mission, philosophy, an values, and Health Ethics Guide into the operations of the corporation.

The Board is responsible for establishing a fair compensation package for the position of CPAC in order to attract and retain a highly skilled CPAC with the requisite competencies.

To assist in recruiting and retaining the best possible leadership for Hôtel-Dieu Grace Healthcare, the total compensation package will be set following a rigorous review of total compensation levels at similar hospitals in Ontario. In establishing the compensation package, consideration will be given to market rates paid for like positions within the local geographic area, particularly as applicable to public sector employment. The key elements of the CPAC total compensation structure will include base salary, benefits, and a performance-based compensation plan with a percentage of pay at risk that will be measured against the achievement of key results in specified areas.

The Corporate Governance Committee shall be responsible for determining the CPAC base salary and parameters for performance payment and shall bring forward a recommendation to the Board of Directors. Upon mutual agreement between the Governance Committee and the CPAC, or at least every three years, total compensation will be reviewed and a report and/or recommendation shall be brought forward to the Board of Directors.

### **Annual Process**

- i) The Corporate Governance Committee shall review the base salary of the CPAC in April of each year. Adjustments to the base salary of the CPAC shall be subject to the employment contract and incumbent meeting performance expectations as determined through the annual review process. The Governance Committee shall look to the criteria summarized above and CPAC salaries of hospitals in Ontario as a guideline or reference point during its deliberations.
- ii) The Corporate Governance Committee will determine if a special periodic review is required that would entail a decision for any deviation from the CPAC Contract, on not only an annual salary increase, but also a special market adjustment.
- iii) The Committee will wait for the performance evaluation summary before making a final recommendation on the annual salary increase awarded to the CPAC.
- iv) The Committee will present its recommendations to the Board for approval at the May Board meeting.

The CPAC is considered a conflicted party in relation to his/her remuneration package and is required to absent him/herself from any Board meeting or committee meeting when such matters are discussed or any other matter addressed in their employment agreement.

**NOTE:** It is understood that any contractual agreements between the Chair of Professional Advisory Committee and the Board of Directors shall supersede this policy.





## CHAIR OF PROFESSIONAL ADVISORY COMMITTEE DIRECTION

<b>Issued by:</b>	HDGH Board of Directors	NUMBER: VI – 1
<b>Authorized by:</b>	HDGH Board of Directors	ISSUE DATE:
<b>Category:</b>	Oversight of Professional Staff	REVIEW DATE: Annually
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Section 4 (e) (ii) (F) of the Board Charter provides for the Board to delegate responsibility and authority to the Chair of Professional Advisory Committee and require accountability to the Board.

Refer to the Professional Staff portion of the By-law for the role of the CPAC, and for the CPAC responsibilities and duties.



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## **RELATIONSHIPS WITH THE MINISTRY OF HEALTH AND LONG TERM-CARE, AND THE LOCAL HEALTH INTEGRATION NETWORK, and BOARD COMMITMENT TO HEALTH SERVICES INTEGRATION**

**Issued by:** HDGH Board of Directors

**NUMBER:** VII – 1

**Authorized by:** HDGH Board of Directors

**ISSUE DATE:**

**Category:** Build Relationships

**REVIEW DATE:** Annually

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Section 4(n) and Section 6(g) of the Board Charter provides for the Board of Directors to build and maintain positive relationships with the Ministry of Health and Long-Term Care and other government Ministries and the Erie St. Clair Local Health Integration Network (ESC LHIN). In addition the Board Charter provides for the Board of Directors to build and maintain positive relationships with partner hospitals, the Community Care Access Centre and other health service provider organizations within the ESC LHIN to integrate patient care and establish positive working relationships.

A strong and positive relationship between Hôtel-Dieu Grace Healthcare and the Ministry of Health and Long-Term Care, the Local Health Integration Network, and other government ministries (as required) is essential. The timely exchange of information and consultation is a critical element of these relationships. Reflecting on the Board's accountability for community engagement and needs assessment, the Hospital will communicate with the Local Health Integration Network and the Minister and/or Ministry of Health and Long-Term Care about the needs of the Hospital's communities and the resources required to meet those needs. As required, the Board will provide written reports or presentations to the Local Health Integration Network on the Hospital's Strategic Plan and the priorities and pressures facing the Hospital.

Recognizing the importance of developing partnerships and collaborating with: government; other provincial organizations and networks; the Local Health Integration Networks; local, regional, and provincial health service providers; and non-health service partners the Board will endeavor to:

- support the activities of the Local Health Integration Network in implementing the LHIN's Integrated Health Services Plan;
- further the hospital's strategic planning;
- promote accessibility to the health care service system;
- promote a smooth transition for patients and their families through the continuum of care; and
- identify, address and promote opportunities for integration and collaboration.

**POLICY** – Relationships with the Ministry of Health and Long Term Care, and the Local Health Integration Network, and Board Commitment to Health Services Integration

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Under Article 24 of the Local Health System Integration Act, the Board of Directors commits the hospital to build relationships and collaborate with the Erie St. Clair Local Health Integration Network (ESC LHIN), other health service providers and the community to identify opportunities to integrate the services of the local health system for the purpose of providing appropriate, coordinated, effective and efficient services.

The Board, with the support of the Chief Executive Officer (CEO), will:

- i) be fully informed of the principles of health system integration, the hospital's rights and obligations under the Act and the LHIN's integrated health service plan;
- ii) designate a Director(s) of the Board to collaborate with the ESC LHIN and participate on behalf of the Board in LHIN governance forums with health service providers and report back to the Board;
- iii) annually review the hospital's strategic plan and revise it as necessary to ensure it addresses the integration requirements of the Act and respects key service integration principles and objectives pursued by the ESC LHIN;
- iv) provide direction to the CEO on the Board's expectations concerning the integration planning process and reflect this understanding in the CEO's annual performance plan;
- v) provide direction to the CEO on the Board's expectations concerning the integration planning process and reflect this understanding in the CEO's annual performance plan;
- vi) annually consider and, if appropriate, approve specific voluntary integration initiatives, for consideration by the ESC LHIN, as recommended by the CEO to advance the implementation of the strategic plan;
- vii) establish a mechanism for dialogue with other health service provider Board(s) and other persons and entities as required related to specific types of integration initiatives; and
- viii) periodically monitor the performance of approved voluntary integration initiatives against defined indicators.

The Board delegates responsibility to the CEO to:

- i) provide for Board education concerning the Act and the ESC LHIN's integrated health service plan;
- ii) provide regular updates on ESC LHIN integration policy and activities;
- iii) prepare an annual review and update of the strategic plan in relation to the ESC LHIN integrated health service plan and other voluntary integration initiatives;
- iv) include specific performance objectives in his/her annual performance plan concerning collaborating with the ESC LHIN, other health service providers (or other persons and entities) and the community toward the integration of services;
- v) collaborate with staff of related health service providers and the ESC LHIN to identify opportunities to integrate the services of the local health system for the purpose of providing appropriate, coordinated, effective and efficient services, informing the Board of these activities;

**POLICY** – Relationships with the Ministry of Health and Long Term Care, and the Local Health Integration Network, and Board Commitment to Health Services Integration

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- vi) recommend specific voluntary integration initiatives for consideration and approval by the Board;
- vii) identify performance indicators to monitor specific voluntary integration initiatives; and
- viii) report to the Board periodically on the performance and outcomes of specific voluntary integration initiatives.



## FINANCIAL OBJECTIVES

<b>Issued by:</b>	HDGH Board of Directors	NUMBER: VIII - 1
<b>Authorized by:</b>	HDGH Board of Directors	ISSUE DATE:
<b>Category:</b>	Financial Viability	REVIEW DATE: Annually
<b>Committee:</b>	Finance and Audit Committee	Page: 1 of 1

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Section 4(h) of the Board Charter sets out the responsibilities of the Board of Directors to ensure financial viability of the organization.

The Board will ensure that the hospital is operated and managed in an efficient and effective manner according to accepted business and financial practices and approved policies, and that the hospital operates within its approved funding and in alignment with the Hospital Services Accountability Agreement (H-SAA) and the reserve powers as delineated in Article 2.03 of the By-law. The Chief Executive Officer (CEO) is accountable to the Board for ensuring that these objectives are achieved, that the fiscal position of the organization is not placed at risk, and that adequate internal controls and processes are in place with performance reviews occurring monthly and control processes reviewed at least annually by the Finance and Audit Committee of the Board.

A material deviation of actual expenditures from Board approved priorities will not properly occur without prior approval of the Board. Accordingly, the CEO will not:

1. Direct or approve the expenditure of designated revenue for other than its intended purpose;
2. Direct or approve the expenditure of more funds than have been budgeted, or expend more funds than have been received or reasonably forecast to be received;
3. Use any reserves except as provided in the approved budget;
4. Direct or approve the accumulation of debt for operational requirements in an amount greater than provided within the budget and indicated by the cash flow projections associated with the budget;
5. Direct or approve the cash position falling, at any time, below the amount needed to settle payroll and all other obligations in a timely manner, in accordance with generally accepted good business practices or the agreed terms inherent with the obligation; or
6. Knowingly allow any payments or filings to be overdue or inaccurately filed.

In the event of a breach of any of the above, the issue will be referred to the Corporate Governance Committee for review, to take appropriate action.



## FINANCIAL PLANNING AND PERFORMANCE

<b>Issued by:</b>	HDGH Board of Directors	NUMBER: VIII - 2
<b>Authorized by:</b>	HDGH Board of Directors	ISSUE DATE:
<b>Category:</b>	Financial Viability	REVIEW DATE: Annually
<b>Committee:</b>	Audit and Finance Committee	Page: 1 of 2

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Section 6 (g) (i) (b) (2) (3) of the Board Charter provides that the Board is accountable to the Ministry of Health and Long-Term Care (MOHLTC) through the Erie St. Clair Local Health Integration Network (ESC LHIN) for ensuring that the Corporation operates in a manner that is consistent with provincial plans, the LHIN's integrated health service plan and its Hospital Service Accountability Agreement (H-SAA) with the LHIN.

The Board of Directors is accountable to review the Hospital Accountability Planning Submission (HAPS), and approve the Hospital Services Accountability Agreement for submission to the ESC LHIN.

The Board will not approve an annual budget that projects a deficit position, unless explicitly directed or permitted to do so by the Ministry of Health and Long-Term Care or the ESC LHIN. The Hospital Accountability Planning Submission (HAPS) will be aligned with the Board's established priorities, and will not place the organization at financial risk. The Board will require that the operating plan address the working capital needs of the organization.

The CEO is responsible for preparing the HAPS for each fiscal year. Prior to the Board granting its approval, Finance and Audit Committee will review and recommend these documents for presentation to the Board.

The Chief Executive Officer (CEO) will ensure that appropriate and effective administrative policies and procedures exist to manage operating expenses within the annual budget plan, and that these policies and procedures are monitored for compliance and reviewed periodically.

The annual budget will contain sufficient information to provide:

- i) a reasonable projection of revenues and expenses;
- ii) a separation of capital and operational items;
- iii) a cash flow analysis, including borrowing requirements;
- iv) disclosure of significant changes in financial position;

- v) disclosure of all material planning assumptions; and
- vi) material changes to accounting treatment.

### **Monitoring of Financial Performance**

At each regular scheduled meeting and as determined by the By-law and terms of reference, the Board of Directors will conduct a thorough assessment of the organization's financial statement and performance of indicators.

The CEO is responsible to ensure that the hospital establishes and maintains financial reporting systems in accordance with generally accepted accounting principles and its accountability agreements.

Financial statements will be prepared in conformance with generally accepted accounting principles. The statements will include statements of:

- i) financial position;
- ii) revenues and expenditures, including approved fiscal budget, actual expenditures to date, and analysis of variances;
- iii) statement of cash flows; and
- iv) statement of changes in net assets.

If the Board monitoring and assessment of these indicators identifies problems, the CEO will be directed to devise and implement a plan to correct them.

### **Capital Plan**

On the advice of management, the Board will establish guidelines for the definition of capital equipment and will periodically review these guidelines.

Yearly capital equipment budgets will be recommended for approval to the Board of Directors based on prioritized submissions. The capital budgeting process will be aligned with the requirements of the HAPS. In addition, the Board may consider approval of capital equipment/projects, as may be required outside of these timelines, based on appropriate information.

Capital equipment is usually funded from the following sources:

- i) Amortization expense allocation;
- ii) Donor funds (direct to hospital);
- iii) Hôtel-Dieu Grace Hospital Foundation;
- iv) Hôtel-Dieu Grace Healthcare Auxiliary; or
- v) Government Grants

## ASSET PROTECTION

<b>Issued by:</b>	HDGH Board of Directors	NUMBER: VIII - 3
<b>Authorized by:</b>	HDGH Board of Directors	ISSUE DATE:
<b>Category:</b>	Financial Viability	REVIEW DATE: Annually
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The Chief Executive Officer (CEO) is accountable to the Board of Directors to ensure that assets are reasonably protected, adequately maintained and not placed at unnecessary risk. Accordingly, the CEO will ensure that appropriate administrative policies and procedures are in place and that these policies and procedures are monitored for compliance and reviewed periodically by the Finance and Audit Committee of the Board.

The CEO will ensure that Hôtel-Dieu Grace Healthcare

- i) maintains adequate liability and property insurance, including Directors liability and errors and omissions coverage with an appropriate deductible; and
- ii) maintains an asset registry.



## PURCHASING AND LEASING

<b>Issued by:</b>	HDGH Board of Directors	NUMBER: VIII - 4
<b>Authorized by:</b>	HDGH Board of Directors	ISSUE DATE:
<b>Category:</b>	Financial Viability	REVIEW DATE: Annually
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The Chief Executive Officer (CEO) is accountable to the Board of Directors of the Hôtel-Dieu Grace Healthcare to ensure that the hospital has in place administrative policies and procedures for the acquisition of goods and services and real property subject to the reserve powers as set out in Article 2.03 of the By-law. The practices established by the hospital for the leasing, acquisition or disposal of real property (in accordance with the reserve powers), will comply with the Board Policy VIII-5 and any Board resolution for Signing Officers, which is passed from time to time.

The Board authorizes the CEO to initiate any commitments contained within an approved Operating or Capital Plan or otherwise approved by motion of the Board or its delegated authorities, including any and all: contracts, requisitions, purchase orders, travel authorizations and any other agreement, financial or otherwise. If emergency expenditures or commitments are necessary, they must be subsequently submitted for approval at the next appropriate meeting.

The CEO is accountable to the Board of Directors for ensuring that appropriate administrative policies and procedures are in place regarding purchasing and leasing, and that these policies and procedures adhere to legislated or agreements with the Ministry of Health and Long-Term Care and the Erie St. Clair Local Health Integration network (ESC LHIN). Compliance with this policy will be monitored and reviewed annually by the Finance and Audit Committee of the Board.

For greater clarity, it is the CEO's responsibility to ensure appropriate practices are followed in competitive tendering or invitation for proposal in all purchases of supplies, services, capital, leases, or agreements, consistent with procurement policies.



## INVESTMENT POLICY

<b>Issued by:</b>	HDGH Board of Directors	NUMBER: VIII – 5
<b>Authorized by:</b>	HDGH Board of Directors	ISSUE DATE: 2012 Revised: Mar-2013
<b>Category:</b>	Financial Viability	REVIEW DATE: Annually
<b>Committee:</b>	Audit and Finance Committee	Page: 1 of 3

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Article 9.05 of the By-law provides that the Board may invest in any investments which are authorized by the Corporation's investment policy.

Hotel-Dieu Grace Healthcare will manage its cash flow requirements in a manner that will ensure cash is available to meet forecast disbursement requirements, minimize borrowing cost and achieve a reasonable rate of return with acceptable levels of risk on investments of surplus cash. Preservation of capital is the primary objective in the management of investments.

Short term investments apply to the management of investments with maturities ranging from 1 day to 1 year (365 days).

Long term investments apply to the management of investments with maturities greater than one (1) year.

### **A: PROCEDURES – short term investments**

#### **1. Identification of Surplus Funds**

Monthly, the Finance Department will prepare a cash flow forecast to determine the level of surplus not required for day-to-day hospital operations. The surplus funds will be categorized in the following manner:

- a. Surplus funds available for a period up to 90 days
- b. Surplus funds available for a period greater than 90 days (up to 365 days)

#### **2. Investment of Surplus Funds**

##### **a. Surplus funds available for a period up to 90 days**

The Chief Financial Officer or his/her delegate is authorized to manage the day-to-day operating float and to invest excess funds in interest bearing deposits with the appointed banking institution for Hôtel-Dieu Grace Healthcare.

**b. Surplus funds available for a period greater than 90 days (up to 365 days)**

The Chief Financial Officer will work with the hospital's appointed bank or other organizations as approved by the Finance Committee, to obtain the services of an Investment Advisor. With the advice of the Investment Advisor, the Chief Financial Officer or his/her delegate is authorized to invest surplus cash in investments with maturity periods coinciding with forecast cash flow requirements.

In the event that the cash flow forecast indicates surplus reserves that could be invested for a period in excess of 1 year, then, in accordance with the process for long term investment noted below, the hospital will develop investment objectives, and appropriate asset mix with the assistance or guidance of an Investment Advisor, as recommended by the Finance Committee and appointed by the Board of Directors,

**3. Investments**

- a.** Investments should be chosen based on the primary objective of providing reasonable rates of return consistent with a quality standard of investment and moderate levels of risk dictated by liquidity requirements. Liquidity must be sufficient to meet periodic draw down requirements from hospital operations.
- b.** It is expected that investments earn returns consistent with those of liquid investments where the probability of capital loss due to early liquidation is minimal.
- c.** Investments will be purchased based on the adherence to a minimum credit rating of A1/R1 Mid for commercial paper and other securities and AA for bonds. Ratings used will be from Dominion Bond Rating Service and/or Standard and Poor Credit Rating Service.
- d.** Permissible investments are as follows:
  - Canadian government obligations (i.e. Treasury Bills, Debentures and/or Bonds) issued directly by the federal government or any of the provinces, with credit rating of AA or better.
  - Canadian Chartered Bank Securities, being Bearer Discount Notes, Deposit Receipts, Term Notes, Certificates of Deposit, Bankers Acceptances, with credit rating of R-1 mid or better.
  - Commercial paper, bonds, debentures issued of Canadian companies with a credit rating of A1/R-1 Mid or better.
  - A maximum of 20% of the short term investment portfolio may be invested in any one institution at any given time with the exception of HDGH's appointed banking institution and Canadian government obligations

**B: PROCEDURES – long term investments****1. Identification of Surplus Funds.**

At least annually, the Finance Department will prepare a cash flow forecast to determine the level of surplus cash not required for capital or other one-time expenditures / financial settlements within the next year and as such available for investment under the long term Investment policy.

**2. Investment of Surplus Funds**

The Chief Financial Officer will work with the hospital's appointed bank or other organizations as approved by the Finance Committee, to obtain the services of an Investment Advisor. With the

advice of the Investment Advisor, the Chief Financial Officer or his/her delegate is authorized to invest surplus cash in investments with maturity periods coinciding with forecast cash flow requirements.

### **3. Investments**

- a. As a Catholic – sponsored organization, Hotel Dieu Grace Healthcare utilizes the values, direction and standards that guide investments from the Health Ethics Guide. HDGH requires a reasonable return on its investments and is required to operate in a fiscally sound, responsible and accountable manner
- b. Investments should be chosen based on the primary objective of providing reasonable rates of return consistent with a quality standard of investment and low levels of risk dictated by liquidity requirements. Liquidity must be sufficient to meet periodic draw down requirements of the hospital for capital expenditures or other one-time expenditures / financial settlements.
- c. Investments will be purchased based on the adherence to a minimum credit rating of ratings as noted in section e. Ratings used will be from Dominion Bond Rating Service, Fitch Ratings, Moody's Investor Services and/or Standard and Poor Credit Rating Service. Any investment that experiences a credit downgrade from this minimum credit rating will be sold from the portfolio.
- d. Permissible investments are as follows:
  - Canadian government obligations (i.e. Treasury Bills, Debentures and/or Bonds) issued directly by the federal government or any of the provinces, with credit rating of BBB or better, subject to conditions in item e
  - Canadian Chartered Bank Securities, being Bearer Discount Notes, Deposit Receipts, Term Notes, Certificates of Deposit, Bankers Acceptances, with credit rating of R-1 mid or better.
  - Commercial paper, bonds, debentures issued of Canadian companies with a credit rating of BBB or better, subject to conditions in item e
  - Pooled funds available through offering memorandum and/or mutual funds available through prospectus, managed by a recognized Canadian investment firm registered and subject to regular oversight by the Ontario Securities Commission. Both pooled funds and mutual funds shall be audited by a reputable "Big 4" firm on an annual basis.
  - A maximum of 30% of the long-term investment portfolio may be invested in any one institution at any given time with the exception of HDGH's appointed banking institution and Canadian government obligation.

- e. The portfolio will be structured within the following parameters:
- A minimum of 50% Government Bonds
  - Corporate Bonds with an AAA to A rating – up to 39%
  - Corporate Bonds with a BBB rating – up to 5%
  - Equity – up to 6%
  - The portfolio may invest up to 5% of the portfolio in Bonds and Securities with a credit rating of BBB at time of purchase. The portfolio may own securities of issues that decline below BBB provided the average credit quality of the portfolio remains A rated or better.

The Investment Advisor will provide a monthly certification that the portfolio meets the guidelines of this policy as at the end of the previous month.

The Vice President Operations and Chief Financial Officer will provide an investment report to the Finance Committee on a monthly basis. The report will specify the investments held at the month end indicating the cost, investment rate and market value of the investment(s).

## CHIEF EXECUTIVE OFFICER DIRECTION

<b>Issued by:</b>	HDGH Board of Directors	NUMBER: IX - 1
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Section 4 (e) (ii) (C) of the Board Charter provides for the Board to delegate responsibility for the management of the Corporation to the Chief Executive Officer and require accountability to the Board.

The Board's sole official connection to the operational organization, its achievements and conduct will be through the Chief Executive Officer (CEO). The Board provides direction to the CEO in accordance with policies established by the Board. The Board delegates responsibility and authority to the CEO for the overall operation of the hospital.

Only decisions of the Board acting as a body are binding on the CEO. When Directors or Committees make requests without Board authorization, such requests can be declined when in the CEO's opinion a material amount of staff time or funds are required. The matter, if appropriate, may be referred to the Board for discussion.

The CEO will report to and be responsible to the Hôtel-Dieu Grace Healthcare Board for implementing the hospital's strategic plan, operating and capital plan, and for the day to day operation of the facilities of the hospital in a manner consistent with policies established by the Board.

The CEO shall not cause or, with the CEO's knowledge, allow any practice, activity, decision or organizational circumstance that is either unlawful, imprudent, or in violation of commonly accepted business and professional ethics.

Refer to the By-Law Article 6.02, for the duties of the CEO.



## BOARD STANDING AND AD HOC COMMITTEES

<b>Issued by:</b>	HDGH Board of Directors	<b>NUMBER:</b> IX-2
<b>Authorized by:</b>	HDGH Board of Directors	<b>ISSUE DATE:</b>
<b>Category:</b>	Board Effectiveness	<b>REVIEW DATE:</b> Annually
<b>Committee:</b>	Governance Committee	<b>Page:</b> 1 of 3

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This policy is intended to supplement Article 8.0 of the By-law on Committees of the Board.

Standing and Ad Hoc Committees of the Board of Directors play an essential role in the Board's functioning. These bodies support the Board in fulfilling its defined roles and responsibilities by undertaking work and advising the Board within their Terms of Reference as defined by the Board. A Standing or Ad Hoc Committee will assist the Board by preparing policy alternatives, identifying implications for Board deliberation and monitoring performance within its defined areas of responsibility. Recommendations will be made to the Board of Directors for discussion and, if appropriate, for ratification.

1. The Board of Directors will establish:
  - i) standing Committees, being those committees whose duties are normally continuous, by by-law or Board resolution;
  - ii) such other Committees, as may be necessary to comply with the requirements of the Public Hospitals Act and the Hospital Management Regulation, as amended from time to time, or as the Board may from time to time deem necessary for the operation of the corporation.
2. The Board of Directors may establish Ad hoc Committees, being those Committees appointed for specific time-limited duties whose mandate shall expire with the completion of the tasks assigned. The terms of reference and membership of Ad Hoc Committees will be approved by the Board and they will report to the Board at regular intervals during their mandate.
3. The Board of Directors will establish the necessary Standing Committees that are clearly tied to the Board's core responsibilities.

**POLICY – Board Standing and Ad-hoc Committees**

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4. The Board of Directors will approve Terms of Reference and membership of the Standing Committees and Ad Hoc Committees established through Charters, on the recommendation of the Governance Committee at the first regular meeting following the Annual General Meeting of the Board.
5. All Directors will be expected to serve on at least one Standing Committee. Initially, a Board Director's preference with respect to membership on the Standing Committees will be accommodated where possible, based on their areas of interest and expertise. However, in order to develop Director competency in the range of Board responsibilities, elected Directors will be expected to serve on at least three Board Standing Committees over the course of their service as a Director.
6. The Board Chair shall be an Ex-officio member of each Standing Committee.
7. Each Standing Committee shall have a specified number of Directors as the Board deems appropriate.
8. With the exception of the Corporate Governance Committee, each Standing Committee may also include additional community representatives with appropriate skills and expertise to support the work of the Committee. The participation of community members as non-director members on Standing Committees is also intended to facilitate succession planning for the Board of Directors.
9. The Board, on the recommendation of the Governance Committee, will appoint the Chairs and members of the Board Standing Committees and Ad Hoc Committees.
10. The Board, on the recommendation of the Standing Committees, will approve the annual priorities and work plan of the Standing Committees.
11. The Board will monitor the performance of its Standing Committees at each regular meeting of the Board through a summary written report and a verbal report by the Committee Chair related to specific recommendations of the Standing Committee for approval by the Board of Directors.
12. Committee Charters for all Standing Committees shall be reviewed annually by the respective Committees which shall make recommendations to the Governance Committee for revisions as appropriate.
13. Board Committees/Task Forces may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Such delegation will be framed so as to not conflict with the authority delegated to the Chief Executive Officer. Board Committees/Task Forces, unless otherwise specified, may not commit or bind the organization to any course of action.
14. Unless otherwise authorized to do so, a Committee/Task Force may not engage independent legal counsel or consulting advice without the prior approval of the Board.
15. Meetings of committees are not open to the public.

This policy identifies the following established as Board Standing Committee and that other such ad-hoc committees or task forces may be established from time to time.

- Executive Committee
- Governance Committee
- Audit and Finance Committee
- Quality Committee
- Healthy Workplace Committee



## ATTENDANCE AT BOARD AND COMMITTEE MEETINGS

<b>Issued by:</b>	HDGH Board of Directors	NUMBER: IX-3
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Section 5 of the Board Charter indicates that Board members will regularly attend Board and Committee meetings. Consistent with best practices, the Board and Committee Chairs are accountable for ensuring there is a quorum at the initiation of the meeting and during the meeting if Directors/Committee members are to leave. As such, during such times when a Director/Committee member arrives late or leaves early, the Board/Committee Chair will acknowledge such occurrence and whether this has an impact on quorum.



**SKILLS, ATTRIBUTES and EXPERIENCE FOR THE BOARD CHAIR**

<b>Issued by:</b>	HDGH Board of Directors	NUMBER: IX-4
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Article 5.02 of the By-law and the Board Chair Charter defines the duties and responsibilities of the Board Chair. The skills, attributes and expertise of the Board Chair are defined below.

**Skills, Attributes, and Experience.**

The Board Chair should have the following personal qualities, skills, and experience:

- all of the personal attributes required of a Director;
- leadership and management skills;
- strategic and facilitation skills;
- ability to act impartially and without bias;
- tact and diplomacy;
- political acuity;
- ability to effectively influence and build consensus within the Board;
- ability to establish a trusted advisor relationship with the CEO, Chair of Professional Advisory Committee and other Board Directors;
- ability to make the necessary time commitment and required flexibility in schedule to meet the requirements of this leadership role, and to build strong relationships between the hospital and stakeholders;
- ability to communicate effectively with the Board, hospital executives, the Ministry of Health and Long-Term Care and other government agencies, the Local Health Integration Network, other health service providers and stakeholders;
- record of achievement in one or several areas of skills and expertise required for the Board;
- governance and Board level experience in health care;
- outstanding record of achievement in one or several skills and experience used to select Board members; and
- understanding and appreciation of quality improvement and patient safety.



## SKILLS, ATTRIBUTES and EXPERIENCE FOR THE VICE CHAIR

<b>Issued by:</b>	HDGH Board of Directors	NUMBER: IX-5
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Article 5.03 of the By-law defines the duties of the Board Vice Chair. The skills, attributes and expertise of the Vice Chair are defined below.

### Skills, Attributes and Experience.

The Board Chair should have the following personal qualities, skills, and experience:

- all of the personal attributes required of a Director;
- leadership and management skills;
- strategic and facilitation skills;
- ability to act impartially and without bias;
- tact and diplomacy;
- political acuity;
- ability to effectively influence and build consensus within the Board;
- ability to establish a trusted advisor relationship with the CEO, Chair of PAC and Directors;
- ability to make the necessary time commitment and required flexibility in schedule to meet the requirements of this leadership role, and to build strong relationships between the hospital and stakeholders;
- ability to communicate effectively with the Board, hospital executives, the Ministry of Health and Long-Term Care and other government agencies, the Local Health Integration Network, other health service providers and stakeholders;
- record of achievement in one or several areas of skills and expertise required within the Board;
- governance and Board level experience in health care;
- outstanding record of achievement in one or several skills and experience used to select Board members;
- understanding and appreciation of quality improvement and patient safety ; and
- willingness and ability to assume the role of Chair.



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## POSITION DESCRIPTION FOR BOARD STANDING AND AD HOC COMMITTEE CHAIR

<b>Issued by:</b>	HDGH Board of Directors	<b>NUMBER:</b> IX-6
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### Role Statement

A Committee Chair, working collaboratively with the Chair of the Board and with the assigned management support, provides leadership to the committee. He/she ensures that the terms for the Committee Charter are followed. He/she effectively manages issues to promote effective dialogue.

A Committee Chair shall be elected by the Board of Directors on the recommendation of the Governance Committee annually.

### Responsibilities

**Agendas** - Establish agendas in collaboration with senior management staff, usually in a pre-meeting, and preside over meetings of the committee.

**Work Plan** - With the assistance of senior management staff support, develop a work plan for the committee which is aligned with and responsive to the Board work plan.

**Leadership/Facilitation** - Effectively lead/facilitate each committee meeting in a manner that encourages thoughtful participation and promotes understanding of complex issues. Ensure a fair discussion, especially when differences and conflicting opinions arise.

**Expertise** - Serve as a leader within the Board on the matters addressed in the Committee's Charter.

**Experience** - Experience in and understanding of governance including the roles and responsibilities of the Board and individual Directors and the difference between governance and management.

**Effectiveness and Evaluation** - A Committee Chair participates in the evaluation of the performance of the Committee as a whole and of their performance as Chair.

**Advise Board Chair** - Liaise with the Board Chair on key issues and recommendations from the Committee to be included in the Board agenda.

**POLICY – Position Description for Board Standing and Ad Hoc Committee Chair**

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**Report to the Board** - After each committee meeting, with the assistance of senior management staff support, prepare a report and where appropriate recommendations for consideration by the Board of Directors. Review draft meeting minutes.

**Mentorship** - Serve as a mentor to committee members and develop a succession plan for the Chair. Evaluate Committee members as possible future Board members.

**Skills, Attributes and Experience**

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

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

## PROCESS FOR SELECTION OF BOARD OFFICERS

<b>Issued by:</b>	HDGH Board of Directors	NUMBER: IX-7
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This policy is intended to supplement By-Law Article 5.01 related to Board Officers. In the event of conflict between this Policy and the By-Law, the By-Law provision(s) will apply.

The selection process for Board Officers will be a systematic, transparent, accountable and fair process.

The Governance Committee is responsible for ongoing succession planning for leadership on the Board and the recommendation of a slate of Officers including Board Chair and Vice-Chair. Under normal circumstances, the by-law provides for succession from the position of Vice-Chair to Chair. Therefore, under normal circumstances, the Governance Committee process for selection of Board officers is focused on the position of Vice-Chair. Catholic Health International will be informed of the outcomes of the selection process and appointment of the Board officers.

### **Selection Process:**

The following process will be followed by the Governance Committee:

1. No later than four months prior to the completion of the second one-year term of the incumbent Vice-Chair, the Governance Committee will canvass the Directors of the Board of Directors for expressions of interest in being considered for the position of Vice-Chair or nomination of another Director, based on the position description and qualifications for Vice-Chair and Board Chair.
2. Based on the information received from Directors, the Governance Committee will develop an inventory of candidates for Vice-Chair.
3. The Governance Committee Chair will interview potential candidates, having regard for the position description and qualifications for Board Chair and Vice Chair and the results of their Director evaluations.

4. In the event that members of the Governance Committee are also seeking election as Vice-Chair, the Committee will pursue one of the following processes:
  - i. request the Nominations Sub-Committee to conduct the selection process and make recommendations to the Board of Directors; OR
  - i. exclude potential candidates from Committee deliberations in relation to this position.
  
5. Where there are multiple candidates for the position of Vice-Chair, the Governance Committee will:
  - i. provide a list of the candidates to the Board of Directors for a vote by secret ballot at the first meeting of the Board following each Annual General Meeting; OR
  - ii. canvass the Board of Directors on the perceived strengths and weaknesses of the potential candidates and agree on a nominee to recommend for election by the Board of Directors at the first meeting of the Board following the Annual General Meeting.
  
6. No later than four months prior to the completion of the initial one year term of the Vice-Chair, the Governance Committee will confirm with the Vice-Chair that he/she wishes to be elected for a second one year term and canvass the Board of Directors to confirm their support for the Vice-Chair to be elected for a second one-year term on the understanding that he/she would subsequently be elected by the Board of Directors to the position of Chair.
  
7. In the event that the Vice-Chair does not wish to/have the support of the Board of Directors to be elected for a second one year term, the Governance Committee will initiate the process for selection of a Vice-Chair outlined above. In this event, the new Vice-Chair would serve a one year term, prior to standing for election as Chair.

## PROCESS FOR NOMINATION OF CHAIR, DIRECTORS AND NON-DIRECTOR MEMBERS OF BOARD STANDING COMMITTEES

<b>Issued by:</b>	HDGH Board of Directors	NUMBER: IX-8
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The nominations process for the Director and Non-Director Members of Board Standing Committees will be a systematic, transparent, accountable and fair process.

All Directors of the Board will be expected to serve on at least one Board Committee. The Board Chair will be an ex-officio member of every Board Committee. Each Standing Committee (with the exception of the Governance Committee) will include at least three elected Directors.

### **Guidelines for the Assignment of Directors to Standing and Ad Hoc Committees**

Annually, as part of the nominations process for Directors, the Governance Committee will canvass each Director to obtain expressions of interest in specific Standing and Ad Hoc Committee assignments for the coming year including interest in assuming responsibilities as Committee Chairs.

In nominating specific Directors for assignment to Standing Committees, the Governance Committee will have regard for:

- i. preferences of Directors;
- ii. balance of skills and expertise;
- iii. prior experience in relation to matters before the Committee;
- iv. the expectation that each Director serve on at least three Board Standing Committees over the course of their service as a Director; and
- v. other criteria as determined by the Board.

### **Guidelines for the Assignment of Non-Directors to Standing and Ad Hoc Committees**

As part of the annual application for membership, applicants will be asked to express interest in serving as non-Director members of specific Board Standing and Ad Hoc Committees.

Catholic Health International will be informed of the outcomes of the selection process and appointment of the Chair, Directors and Non-Director Members of Board Standing Committees.



## BOARD ORIENTATION

<b>Issued by:</b>	HDGH Board of Directors	NUMBER: IX-9
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Section 5 (9) of the Board Charter provides that each Director is expected to participate in an initial orientation process.

New Directors are legally responsible to carry out their duties from the day they are elected or appointed to the Board of Directors. New Directors must be oriented to Hôtel-Dieu Grace Healthcare, current health care issues and their role as a Director.

The Board of Directors delegates responsibility to the Governance Committee for orientation of new Directors. The Chair of each Board Committee is expected to take an active role in the orientation process, specifically with respect to the mandate and Charter of the Committee for which he/she chairs.

Orientation will take place in a timely manner as soon as possible after the appointment of a Director and will include:

- i) **Orientation** to Hôtel-Dieu Grace Healthcare within the context of the Erie St. Clair LHIN and regional health system and overview of Board and individual Director governance roles and responsibilities.
- ii) **Reference Manual:** Content will include: the HDGH By-law; the Board of Directors policies; key information on Hôtel-Dieu Grace Healthcare, the Erie St. Clair LHIN, health service provider partners and the Ministry of Health and Long-Term Care. The manual will be reviewed annually.
- iii) **Mentoring:** Each new Director may be paired with a mentor on the Board. The mentor will attend orientation sessions with the new Director, sit with them at Board meetings, ask if the information presented was clear, and answer any questions they may have about the meeting.
- iv) **Internal and External Resources:** Additional resources and expertise may be made available to support the orientation program e.g. Hôtel-Dieu Grace Healthcare staff to present and provide an introduction to issues in their area; external speakers; attendance at Hospital sponsored events etc.

Participants will evaluate the orientation program on completion.



## BOARD GOALS AND WORK PLAN

<b>Issued by:</b>	HDGH Board of Directors	NUMBER: IX-10
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On an annual basis, the Board of Directors will establish goals for the Board consistent with the HDGH mission, vision, the strategic plan, and key issues which are a priority for the Board in the coming year. The Board goals will be reflected in the direction for the Board Standing and Ad Hoc committees and the Board work plan. The Board will review its progress toward the achievement of the annual Board Goals on a quarterly basis.

The Board will also establish an annual work plan for the Board which addresses the key areas of the Board duties and responsibilities as delineated in the Board Charter

The Board will evaluate its success in the achievement of its work plan as part of the annual board evaluation process and at the meeting of the Board of Directors prior to the annual meeting.



## BOARD MEETINGS

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This policy supplements Article 7 of the By-law on meetings of the Board of Directors.

### Open Board Meetings

The public, hospital staff and media are welcome to observe the open portion of the Board's meeting to:

- facilitate the conduct of the Board's business in an open and transparent manner;
- ensure the Hospital maintains a close relationships with: the public, media, and stakeholder groups; and
- generate trust, openness and accountability.

The open part of Board meetings will be held at times generally recognized as convenient for the public to attend. Notice of the times and dates of such meetings will be provided annually to the public on the hospital website.

Recording devices, videotaping and photography are prohibited except for discretionary use by the Recording Secretary for the purposes of taking minutes of the meeting.

### In-Camera Board Meetings

The Board of Directors has the right to close to the public, hospital staff and media, any meeting or part of a meeting if the Board deems an in-camera session to be necessary to protect the interests of the public or a person. Matters that may generally be dealt with in an in-camera session include, but are not limited to:

- matters involving property;
- matters involving litigation;
- material contracts;
- human resources issues;
- professional staff appointments, re-appointments and credentialing issues;
- patient issues; or
- any matter that the Board determines should be subject of a closed session.

A Board motion is required to move into, and to rise from, an in-camera session.

During an in-camera session, all persons who are not Board Members with the exception of the Chief Executive Officer will be excluded from the meeting; provided, however, hospital personnel and others may be permitted to attend all or a portion of the in-camera session upon the invitation of the Board as advised by the Chief Executive Officer.

All hospital personnel including the Chief Executive Officer and the Chair of Professional Advisory Committee will be excluded during discussion regarding the performance evaluation of the Chief Executive Officer and the Chair of Professional Advisory Committee; however, the results of such discussion will be communicated to the Chief Executive Officer and the Chair of Professional Advisory Committee immediately thereafter.

All matters brought before an in-camera session remain confidential until they are moved by the Board to an open session; the Board will pass a motion with respect to those items that are to be moved to an open session.

A separate agenda will be prepared for in-camera sessions indicating the items to be considered during the session. The agenda and any supporting materials will be clearly marked **confidential** and will be handled and secured in a manner that respects the nature of the material.

#### **Informal Sessions of Elected Directors**

At the conclusion of each Board meeting or at the call of the Chair, an informal session of the elected Directors may be conducted without the presence of the ex-officio Directors.

The informal session will be conducted in two parts: initially with the presence of the CEO and subsequently with the presence of the elected Directors only.

The purpose of the informal session is 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 CEO and senior leadership team in contributing to the effectiveness of the meeting.

Any matters pertaining to specific meeting agenda items or all other aspects of the Board's roles and responsibilities must not be discussed in such a meeting. No decisions will be made and no minutes will be prepared. Following the informal session, the Board Chair will discuss matters arising, as appropriate, with the Chief Executive Officer.

#### **Delegations and Presentations**

Members of the public may not address the Board or ask questions of the Board without the permission of the Chair. Individuals who wish to address or raise questions with the Board must contact the Board Secretary, in writing, at least 24 hours in advance of the meeting and indicate the topic to be addressed.

The Board Chair and the Chief Executive Officer will assess and prioritize the requests. Written confirmation of attendance, if approved, will be provided to the individual or group making the request. The Board Chair has the sole authority to confirm or deny the request.

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Any one delegation or presentation will be limited to a maximum of ten minutes unless otherwise agreed by the Board Chair and Chief Executive Officer.

**Board Standing and Ad Hoc Committee Meetings**

Board committee meetings shall be closed unless a motion is made to open the meeting to the public. However, Board Committee reports and recommendations to the Board of Directors will be made in the open Board meeting with the exception of those matters which are defined as “in camera” in the board policy on in-camera Board meetings.



## BOARD DIRECTOR AND BOARD COMMITTEE MEMBER EVALUATION

<b>Issued by:</b>	HDGH Board of Directors	NUMBER: IX-12
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Section 4(o) of the Board Charter requires there be an objective and formal process for the evaluation of the Board as a whole and of their own performance as a Director, and for the Board Committees and Committee Chairs. The scope of the evaluation will include an assessment of the effectiveness of the Board as a whole in fulfilling its roles and responsibilities, and of the processes and structure of the Board and its committees. It will also include an assessment of the performance of individual Directors in fulfilling their responsibilities.

The purpose of evaluation is to:

- i) ensure continuous improvement of the Board, Committees and individual Directors and non-Directors;
- ii) obtain input for succession planning for the Board and Board Officers and re-appointments of Directors and non-Directors;
- iii) obtain input to guide the nomination of Directors and non-Directors to serve an additional term;
- iv) identify Directors' and non-Directors' education and development needs; and
- v) provide an opportunity to provide feedback on effectiveness of Board and Committee meetings.

The Governance Committee will establish the annual process for evaluation of the Board and individual Directors based on the "Roles and Responsibilities of the Board of Directors" and the "Roles and Responsibilities of Individual Elected and Ex-Officio Directors". The Governance Committee in coordination with Committee Chairs will establish a similar process for evaluation of committees and committee members. Respondent anonymity will be respected; survey respondents will not be required to identify themselves.

External resources may be used as appropriate to ensure an effective process.

The Governance Committee will provide a summary report of the evaluation of the Board as a whole to the Board of Directors including key issues to be addressed to ensure continuous improvement of the Board, as a whole.

The Governance Committee will develop a process to engage the Board Chair, Governance Committee Chair and Committee Chairs in providing feedback to individual Directors and committee members on their performance.

## REIMBURSEMENT OF DIRECTOR EXPENSES

<b>Issued by:</b>	HDGH Board of Directors	NUMBER: IX-13
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Members of the Board of Directors will be fairly and reasonably compensated for out-of-pocket expenses incurred while traveling on approved Hôtel-Dieu Grace Healthcare Board-related business in accordance with the Travel and Business Expense Policy. The CEO and/or Board Chair are required to pre-approve all travel requests.

1. Directors are encouraged to attend meetings, conferences, and educational events as reasonably required to properly discharge their duties. Directors/non-Directors will be authorized to attend meetings, conferences and educational events based on the annual Board work plan for ongoing education and will be reimbursed for expenses associated with these events according to this policy.
2. A Director will be paid the same mileage rate as paid to those employees of Hôtel-Dieu Grace Healthcare and will be paid for all distances necessarily traveled to discharge his/her duties calculated from the Director's home location (in excess of 100 kms). If the individual travels by rental car, train or plane, a receipt is required and the actual rental fee, train fare or plane fare will be reimbursed. An attempt should be made to use the most economical means of travel with due regard for convenience which includes car-pooling.
3. A Director will be reimbursed for his/her registration costs unless the registration fee has been paid in advance by Hôtel-Dieu Grace Healthcare or another entity. In order to obtain reimbursement for registration fees, a receipt is required.
4. A Director attending a meeting, convention or seminar will be reimbursed for all reasonable expenses while traveling to and from the event and during the event. In order to obtain reimbursement for registration fees, receipts are required.

5. A Director may be asked by Hôtel-Dieu Grace Healthcare to be a Board member of another provincial organization. That Director may, upon Board approval, be reimbursed for expenses incurred in attending meetings of that Board in accordance with this Article providing the expenses are not covered by the provincial association.
6. From time to time, the Board Chair or his/her designate may be required to meet with representatives of provincial ministries or other organizations to discuss matters relating to Hôtel-Dieu Grace Healthcare. When this occasion arises, the Board Chair, or his/her designate is entitled to reimbursement of reasonable costs associated with travel, accommodation and meals.
7. In no case will reimbursement of expenses pursuant to this policy include reimbursement for entertainment services, or personal services.
8. Directors are insured under the Hospital's Travel Accident Policy for accidental death and dismemberment while travelling on Hospital business. The cost of any additional trip insurance is not reimbursable.

## REVIEW OF BOARD POLICIES

<b>Issued by:</b>	HDGH Board of Directors	NUMBER: IX-14
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In keeping with best practices in governance, the Governance Committee will annually review Hôtel-Dieu Grace Healthcare's Board Policies for relevance, and to ensure compliance with By-laws and applicable legislation, and will make recommendations to the Board for revisions as required.

The Board Secretary will be responsible for ensuring that all Board policies are reviewed annually and revised consistent with Board approval.



## COMMUNITY ENGAGEMENT

<b>Issued by:</b>	HDGH Board of Directors	NUMBER: X - 1
<b>Authorized by:</b>	HDGH Board of Directors	ISSUE DATE:
<b>Category:</b>	Effective Communication and Community Relationships	REVIEW DATE: Annually
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Article 16(6) of the Local Health System Integration Act, 2006 requires all health service providers to engage the communities served in planning and setting priorities.

Item 4 (j) (i) (A) of the Board Charter requires the Board of Directors to establish processes for community engagement to receive public input on material issues. It is essential that Hôtel-Dieu Grace Healthcare communicate regularly to the broader public about the operations of the hospital and future directions. The process and scope for community engagement will vary depending on the issue and will be recommended to the Board by the Chief Executive Officer (CEO) as required.

Board mechanisms for community engagement may include but are not limited to:

- annual meeting with the Board Chair and CEO and representatives of the municipal office to present the hospital's strategic plan, priorities, and opportunities;
- annual meeting with the Board Chair, the CEO, and the President of the University of Windsor to present the hospital's strategic plan, priorities and opportunities;
- the Terms of Reference for Board Standing Committees which include identification and consideration of the key stakeholders in relation to their mandates;
- program or issue specific community engagement as may be recommended to the Board by the CEO from time to time; and
- periodic town hall meetings or open forums to provide an opportunity for broader community engagement.



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## SUPPORT RELATIONSHIP WITH HOSPITAL FOUNDATION

<b>Issued by:</b>	HDGH Board of Directors	NUMBER: X - 2
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A strong and positive relationship between the Hôtel-Dieu Grace Healthcare and the Hôtel-Dieu Grace Healthcare Foundation is essential at several levels:

1. The Board of Directors will support the Foundation in their endeavours. The Board will be represented at the Foundation events when requested by the Foundation.
2. Individual Directors are expected to support the Foundation, and are encouraged to contribute financially to the Foundation in their fundraising efforts.
3. Regular communications will be essential and achieved through a number of mechanisms:
  - (i) the HDGH Foundation President will be invited to make a presentation to the HDGH Board of Directors semi-annually on their activities on behalf of the hospital;
  - (ii) the HDGH Board Chair and CEO will meet and consult at least semi-annually with their counterparts in the HDGH Foundation on strategic directions and priorities to ensure alignment of interests. The HDGH Board Chair will report to the HDGH Board on the conclusions and recommendations of these meetings.



## NAMING OF HÔTEL-DIEU GRACE HEALTHCARE ASSETS

<b>Issued by:</b>	HDGH Board of Directors	NUMBER: XI – 1
<b>Authorized by:</b>	HDGH Board of Directors	ISSUE DATE:
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### Preamble

The mission of Hôtel-Dieu Grace Healthcare is fulfilled, in part, by the support it receives from society, volunteers and financial donors. The hospital welcomes the opportunity to recognize such support through the naming of buildings, facilities, programs and other components of its operation.

The philanthropic services and programs provided to the hospital are the responsibility of the Hôtel-Dieu Grace Healthcare Foundation.

This policy sets out guidelines for the granting of the honour of naming hospital assets for both philanthropic and other distinguished support. It sets out a consistent approach to the naming of facilities, major equipment, programs and research/academic positions entrusted to and operated by Hotel-Dieu Grace Hospital and referred to herein as “assets”.

### Definitions

**Assets:** The term “Assets” includes and is limited to, Facilities, Programs, Major Equipment and Research/Academic Positions, each of which is defined as follows:

**Facilities:** The term “Facilities” includes, but is not limited to all buildings, internal building spaces, exterior grounds, landscaping materials and finishes.

**Major Equipment:** The term “Major Equipment” includes, but is not limited to single items with a unit value of \$50,000 or more.

**Programs:** The term “Programs” includes, but is not limited to, all programs, services and areas of care to patients.

**Research/Academic Positions:** The term “Research/Academic Positions” include, but is not limited to, lead research positions, chairs, department heads, etc.

## Authority

The Board of Directors of Hôtel-Dieu Grace Healthcare exercises the sole approval authority for naming – in honour of philanthropic gifts or distinguished service - any assets entrusted to the hospital subject to applicable federal and/or provincial laws. The Board may delegate to the CEO authority to approve naming of assets carrying a naming value of under \$100,000. In such cases the CEO shall report these to the Board at the next regular meeting. The CEO shall use his/her discretion in placing before the Board any namings in this category that may be considered sensitive or controversial.

## Policy Statement

1. Hôtel-Dieu Grace Healthcare retains the sole right to name its assets and will name assets only as it deems appropriate.
2. In the process of naming assets, Hôtel-Dieu Grace Healthcare shall consider factors which may affect the hospital's reputation and reserves the right to withdraw naming rights at its sole discretion.
3. Naming shall not be bestowed in honour of any individual, group or organization linked to causes that could compromise health, the mission, vision or values of Hôtel-Dieu Grace Healthcare or the well-being of its staff, physicians, volunteers or patients it serves.
4. Prior to naming an asset, consideration shall be given to its full potential to generate revenue as donor naming opportunity while balancing other benefits and the current philanthropic environment.
5. Permanent named recognition will be provided only in circumstances where gift size and/or contribution to the organization are exceptional. When permanent named recognition has been extended for a gift received, it will be honoured in perpetuity. (This does not negate the hospital's authority as noted under item 2.) In the event of changed circumstances, e.g. a facility no longer exists or has been radically renovated, the hospital reserves the right to determine the form which the permanence will take.
6. Hôtel-Dieu Grace Healthcare will not name minor items that are replaced on a regular or scheduled basis such as minor equipment, furnishings or individual trees/shrubs.
7. Only in exceptional circumstances will assets be named to honour outstanding service of members of staff, the Board of Directors of the hospital, the foundations, any elected or appointed official concerned with the functions or control of the corporation so long as their official relationship continues. However, such individuals making philanthropic donations remain eligible for naming recognition.
8. For safety reasons, such as denoting the location of emergency codes, where naming rights bestowed to donors are not permanent, the hospital will continue to use an appropriate permanent wayfinding system to reference the specific geographic area.
9. The hospital reserves the right to decide on the nature of physical displays which may accompany named recognition while recognizing the value of donor or honouree input.

10. No name will be approved that will imply the hospital's endorsement of a partisan political or ideological position or of a commercial product. This does not preclude naming with the name of an individual or company that manufactures or distributes commercial products.
11. Provisions in this policy that refer to naming for a benefactor also in general apply to naming for a third party at the wish of a benefactor.
12. The proposed name of an asset shall comply with the Corporate Policies and Procedures of Hôtel-Dieu Grace Healthcare and with all applicable federal and provincial laws.

## Procedure

1. Hôtel-Dieu Grace Healthcare, shall, as appropriate, entertain proposals from and in consultation with the Hôtel-Dieu Grace Healthcare, medical staff, management and staff, major corporate partners and other interest groups.
2. Recommendations are to be directed to the Chair of the Board of the hospital and should be addressed in the care of the President and Chief Executive Officer.
3. At the discretion of the Board Chair and President and Chief Executive Officer a group will be selected or delegated to review naming proposals according to this policy.
4. The Office of the Chair of the Board of Directors shall keep a permanent record of all approved naming of hospital assets.



## OCCUPATIONAL HEALTH AND SAFETY – ACCOUNTABILITY FRAMEWORK

<b>Issued by:</b>	HDGH Board of Directors	NUMBER: XII - 1
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Section 4 (i) (i) (D) of the Board Charter specifies that the Board is to periodically review and revise governance policies and structures as appropriate

As specified in the By-Law (Article 10.01), there shall be an occupational health and safety program for the Corporation, which shall be reviewed at least once a year. The program shall include practices/procedures with respect to:

- i. a safe and healthy work environment in the corporation, including without limitation, the prevention of disruptive behaviour;
- ii. the safe use of substances, equipment and medical devices in the corporation;
- iii. safe and healthy work practices in the corporation
- iv. the prevention of accidents to persons on the premises of the corporation; and
- v. the elimination of undue risks and the minimizing of hazards inherent in the corporation environment including the risks to staff relating to the patient safety indicators.

As specified in the By-Law (Article 10.02), there shall be a health surveillance program for the Corporation. The program shall:

- i. be in respect of all persons carrying on activities in the corporation and
- ii. include an infectious disease surveillance program which shall monitor and respond to the patient safety indicators.

The Board will receive annual reports from the Chief Executive Officer on the hospital's health and safety program to include information about the ability of the organization to meet health and safety requirements, risk issues, statistical data on incidents, and program outcomes.



## PRIVACY AND SECURITY OF INFORMATION

<b>Issued by:</b>	HDGH Board of Directors	NUMBER: XIII-1
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Article 4.06 of the By-law indicates that every director, officer, employee and professional staff member of the corporation shall respect the confidentiality of matters brought before the Board, keeping in mind that unauthorized statements could adversely affect the interests of the corporation.

In compliance with the *Public Hospitals Act*, the Board of Directors of Hôtel-Dieu Grace Healthcare recognizes the importance of respecting and ensuring the confidentiality of all patient and employee-related information.

Every director, officer, employee, physician, volunteer and student of the Hospital will respect the confidentiality of matters brought before the Board, or before any Board Committee.

All directors must adhere to the by-laws, policies and procedures regarding confidentiality of information. These policies, without limitation, include confidential information, release of patient information, facsimile of patient information, release of information to the media and personnel records.

The Chief Executive Officer (CEO) is responsible for ensuring the protection of the personal information of patients and their families, staff, physicians, volunteers, and students, and all corporate and business information.

The CEO will take all reasonable steps to ensure that such organizational policies are implemented consistent with legislative requirements and enable the hospital to handle such information in a secure and confidential manner.



## COMMUNICATIONS

<b>Issued by:</b>	HDGH Board of Directors	NUMBER: XIV – 1
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Section 4(j) and (n) of the Board Charter provides for the Board of Directors to build and maintain positive relationships with the Corporation's stakeholders and establish an effective Communications Policy.

The Board will ensure that the CEO puts an effective communications and stakeholders relations plan in place and will review this with the Board on an annual basis.

The Board Chair is the spokesperson on behalf of the Hospital for matters related to Board governance. The Chief Executive Officer (CEO) or delegate is the spokesperson on behalf of the Hospital for all hospital matters. The CEO and Board Chair will mutually determine their respective roles as may be required from time to time. No Board Director will be a spokesperson for the Board unless specifically delegated by the Board Chair.

The Board will ensure information on the hospital website is posted including:

- i) The membership of the Board of Directors
- ii) The nominations process for Board Directors and non-Director members of Board Standing and Ad Hoc Committees;
- iii) The hospital By-law;
- iv) Board Standing and Ad Hoc committees, including terms of reference and membership;

Mechanisms for regular communication to the public on the activities of the Board may include but are not limited to:

- posting on the hospital website *Board Highlights* of the open meetings of the Board of Directors;
- periodic articles in the local media on matters of interest to the communities served by the hospital.



## CONTRIBUTIONS

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**Category:** Communications

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Hôtel-Dieu Grace Healthcare will not make direct contributions to political campaigns or to any elected official.

With the approval of the Board Chair, the Hospital may purchase tickets to events for a provincial political party, where the presence of the hospital management or the Board is deemed to be appropriate (e.g. an address to the public or to the health service sector by the government or by a political party).