

## QUINTE HEALTH CARE

### PRINCIPLES OF GOVERNANCE AND BOARD ACCOUNTABILITY

1. Quinte Health Care (QHC) is one hospital corporation with four interdependent sites.
2. The Board of Directors (Board) governs Quinte Health Care (QHC) through the direction and supervision of the business and affairs of the corporation in accordance with its by-laws, vision, mission and values, governance policies, applicable laws and regulations and articles of incorporation.
3. The Board adheres to a model of good governance through which it provides strategic leadership and direction to QHC by establishing policies, making governance decisions and monitoring performance related to the key dimensions of the QHC's mission and mandate, as well as its own effectiveness.
4. The Board acts at all times in the best interests of QHC, having regard for its accountabilities to its patients and the community served, the Ministry of Health and Long-Term Care (Ministry) and the Southeast Local Health Integration Network (LHIN). The Board understands the best interests of QHC to include the organization's place within the health system and the benefit to patients and the community of an improved continuum of care arising from collaboration and integration with other health service providers.
5. The Board maintains a culture based on the values as approved by the Board and strives for a consensual approach to decision-making, based on evidence and best practice, while respecting and valuing dissenting views
6. The Board maintains at all times a clear distinction between the governance and operation of QHC, while recognizing the interdependencies between them.
7. The Board is accountable to:
  - its patients and community for:
    - the quality of the care and safety of patients;
    - engaging the community when developing plans and setting priorities for the delivery of hospital-based health care;
    - operating in a fiscally sustainable manner within its resource envelope and utilizing its resources efficiently and effectively across the spectrum of care to fulfill the QHC's mission and mandate;
    - the appropriate use of community and donor contributions and resources.
  - the South East LHIN (SE LHIN) for:
    - building relationships and collaborating with the SE 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, co-ordinated, effective and efficient services;

- ensuring that QHC operates in a manner that is consistent with provincial policies, the SE LHIN's Integrated Health Services Plan and its Hospital Services Accountability Agreement with the SE LHIN;
  - achieving the goals, objectives and performance targets as negotiated in the Hospital Services Accountability Agreement and measuring QHC's performance against accepted standards and best practices in comparable organizations;
  - providing an evidence-based business plan in support of requests for resources which are required to fulfill the QHC's mission and mandate; and
  - apprising the SE LHIN and the community of Board policies and decisions which are required to operate within its Hospital Services Accountability Agreement and to
    - the Ministry of Health and Long Term Care (MOHLTC) for:
      - compliance with government regulations, policies and directions and implementation of MOHLTC approved capital projects.
8. Consistent with the Board's commitment to good governance practices the Board will make available to the public:
- the statement of Board and Director roles, responsibilities and accountabilities
  - a list of the members of the Board of Directors and Board committees and their attendance records;
  - policies governing the Board of Directors and Board Standing Committees;
  - a report on QHC performance as part of the QHC annual report.

## QUINTE HEALTH CARE

### ROLES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

*The Board governs by fulfilling the following roles:*

#### **Policy Formulation**

Establish policies to provide guidance to those empowered with the responsibility to lead and manage QHC operations.

#### **Decision-Making**

On matters that specifically require Board approval, choose from alternatives that are consistent with Board policies and that advance the goals of QHC.

#### **Monitoring**

Monitor and assess organizational performance and outcomes.

*The Board is responsible to:*

#### **Establish Strategic Direction**

- Consider key stakeholders and health care needs and engage with the community served, the LHIN and other health service providers when developing plans and setting priorities for the delivery of hospital-based health care as required under *the Local Health System Integration Act*;
- Establish and periodically review and update QHC's mission, vision and values;
- Contribute to the development of and approve the strategic plan of QHC, ensuring that it is aligned with community need, MOHLTC policy, , the LHIN integrated health services plan and promotes where appropriate interdependencies with other health service providers;
- Conduct a review of the strategic plan as part of a regular annual planning cycle;
- Monitor and measure corporate performance regularly against the approved strategic and operating plans and Board-approved performance metrics.

#### **Provide for Excellent Leadership and Management**

- Select and appoint the President and Chief Executive Officer (“CEO”);
- Establish measurable annual performance expectations in cooperation with the CEO, assess CEO performance annually and determine compensation;
- Delegate responsibility and authority to the CEO for the management and operation of QHC and require accountability to the Board;
- Select and appoint the Chief of Staff;

- Establish measurable annual performance expectations in cooperation with the Chief of Staff, assess Chief of Staff performance annually and determine compensation;
- Delegate responsibility and authority to the Chief of Staff for the supervision of the Professional Staff and require accountability to the Board;
- Provide for CEO and Chief of Staff succession;
- Review and approve the CEO's succession plan, including executive development for senior management;
- Appoint chiefs and other medical leadership positions, on the recommendation of the Chief of Staff, as required under QHC's professional staff by-laws and the *Public Hospitals Act*; and
- Establish and monitor implementation of policies to provide the framework for the management and operation of QHC including a safe and healthy workplace for employees in compliance with applicable laws and regulations.

### **Ensure Program Quality and Effectiveness**

- Review and approve the Chief of Staff's human resources plan for the Professional Staff annually;
- Review the credentialing process for the Professional Staff annually and be assured by the Chief of Staff as to the effectiveness and fairness of this process;
- Approve appointments, reappointment and privileges for Professional staff based on the human resources plan and review of recommendations by the Medical Advisory Committee;
- Provide oversight of the credentialed Professional Staff through the Chief of Staff, and the Medical Advisory Committee and if necessary or advisable, effect the restriction, suspension or revocation of privileges of any credentialed Professional Staff member as provided under the *Public Hospitals Act*, following consideration of the Medical Advisory Committee's recommendation;
- Review and approve a process and schedule for monitoring Board-approved performance metrics related to quality of care, patient safety and organizational risk;
- Ensure that policies are in place to provide a framework for addressing ethical issues arising from care, education and research in QHC; and
- Receive timely reports from the CEO and COS on plans to address variances from performance standards, and oversee implementation of the remediation plans.

### **Ensure Financial and Organizational Viability**

- Review and approve the Hospital Annual Planning Submission including the capital and operating budget; approve the Hospital Services Accountability Agreement and monitor financial performance against the budget and performance indicators;
- Hold the CEO accountable to develop multi-year financial plans, optimize the use of resources and operate within the Hospital Accountability Agreement;
- Review financial and organizational risks and risk mitigation plans regularly;
- Approve an investment policy and monitor compliance;
- Review the financial reporting process, internal controls and business continuity plans annually;
- Review quarterly financial reports and approve the annual audited financial statement .

**Ensure Board Effectiveness**

- Recruit Directors and where appropriate, Non-Director members of Board Committees who are, skilled, experienced and committed to QHC and plan for the succession of Directors and Officers;
- Establish a comprehensive Board orientation program and ongoing Board education;
- Establish Board goals and an annual work plan for the Board and its committees and ensure that the Board receives timely appropriate information to support informed policy formulation, decision-making and monitoring;
- Establish and periodically review policies concerning governance structures and processes to maximize the effective functioning of the Board;
- Establish a policy and process for evaluating the performance of the Board as a whole and of individual Directors that fosters continuous improvement;

**Build Relationships**

- Ensure that QHC builds and maintains good relationships with the MOHLTC and other government Ministries in fulfilling its obligations under provincial policies and with the SE LHIN in fulfilling QHC's Hospital Services Accountability Agreement;
- Ensure that QHC is filling its role within the LHIN region by fostering effective coordination of patient care and positive working relationships among its four sites and with other hospitals and community health care providers;
- Ensure that mechanisms are in place for effective communication within QHC with professional staff, employees, volunteers, Foundations and with its members, community stakeholders, including political leaders and donors, and the broader public.

## QUINTE HEALTH CARE

### RESPONSIBILITIES AS AN ELECTED AND EX-OFFICIO DIRECTOR

#### **Fiduciary Duty and Duty of Care**

As a “fiduciary” of the Corporation, A Director must honour the trust to act ethically, honestly and in good faith and make decisions that are in the best interests of QHC, having regard to all relevant considerations including, but not confined to considering the impact of the Board’s decisions on affected stakeholders. In instances where the interests of stakeholders conflict with each other or with those of QHC, a Director must act in the best interests of QHC, commensurate with its duties as a responsible and well intended public hospital.

A Director exercises the care, diligence and skill that a prudent person would exercise in comparable circumstances. Directors with special skill and knowledge are expected to apply that skill and knowledge to matters that come before the Board. A Director does not represent the specific interests of any constituency or group.

A Director complies with all applicable laws, including but not limited to the *Public Hospitals Act*, the *Corporations Act*, By-laws and Board policies.

#### **Exercise of Authority**

A Director carries out the powers of office only when acting as a voting member during a duly constituted meeting of the Board or one of its appointed bodies. A Director respects the responsibilities delegated by the Board to the President & CEO and Chief of Staff.

#### **Confidentiality**

Every Director shall respect the confidentiality of matters brought before the Board and all committees, keeping in mind that unauthorized statements could adversely affect the interests of the Corporation.

#### **Conflict of Interest**

A Director complies with QHC Board of Directors Conflict of Interest policy as prescribed in the Section 4.06 of the Administrative By-Laws.

#### **Team Work**

A Director works positively, cooperatively and respectfully with all members of the Board of Directors and the management team in the performance of his/her duties.

#### **Policy Solidarity**

The official spokesperson for the Board is the Chair or Chief Executive Officer. A Director supports the decisions and policies of the Board in discussions with outsiders, even if the Director holds another view or voiced another view during a Board discussion or was absent from the Board meeting. A Director refers requests for statements on behalf of the Board to the Board Chair or Chief Executive Officer.

**Formal Dissent**

A Director is deemed to have supported the decisions and policies of the Board, whether they are present at or absent from a Board meeting, unless he/she formally records a dissenting view with the Board secretary. While an absent Director may formally record a dissenting view prior to the approval of the minutes at the next meeting, this does not change the decision reached by the Board.

**Attendance**

A Director is generally expected to attend all Board meetings including Board retreats and assigned Standing or Ad Hoc committee meetings in person or by electronic means. All Directors are expected to serve on at least one Board Standing Committee and to represent the Board when requested. Unless otherwise decided by the Board, a Director is required to attend a minimum of 75% of Board and assigned Committee meetings on an annual basis.

**Time Commitment**

A Director is generally expected to commit an average of 10-15 hours per month in preparation for and attendance at Board meetings, assigned Committee meetings and events.

**Participation**

A Director comes prepared to meetings (of both Board and its Committees) and events, asks informed questions, and makes a constructive contribution to discussions.

**Competencies**

A Director actively contributes specific expertise and skills which will inform Board discussion and decisions. However, the Elected Directors do not provide professional advice to the Board.

**Education**

A Director takes advantage of opportunities to be educated and informed about the Board and the key issues related to QHC and the broader health system through participation in initial orientation and ongoing Board education.

**Evaluation**

A Director participates in the evaluation of the performance of the Board as a whole and of their performance as a Director.

## QUINTE HEALTH CARE

### DIRECTOR'S DECLARATION

A Director will execute a Director's Declaration in the following form immediately upon becoming a Director:

As a Director of Quinte Health Care, I acknowledge and accept that the Board of Directors is accountable to:

- its patients and community for:
  - the quality of the care and safety of patients;
  - engaging the community when developing plans and setting priorities for the delivery of hospital-based health care;
  - operating in a fiscally sustainable manner within its resource envelope and utilizing its resources efficiently and effectively across the spectrum of care to fulfill the QHC's mission and mandate;
  - the appropriate use of community and donor contributions and resources;

the South East LHIN (SE LHIN) for:

- building relationships and collaborating with the SE 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, co-ordinated, effective and efficient services;
- ensuring that QHC operates in a manner that is consistent with provincial policies, the SE LHIN's Integrated Health Services Plan and its Hospital Services Accountability Agreement with the SE LHIN;
- achieving the goals, objectives and performance targets as negotiated in the Hospital Services Accountability Agreement and measuring QHC's performance against accepted standards and best practices in comparable organizations;
- providing an evidence-based business plan in support of requests for resources which are required to fulfill the QHC's mission and mandate; and
- apprising the SE LHIN and the community of Board policies and decisions which are required to operate within its Hospital Services Accountability Agreement and to

The Ministry of Health and Long Term Care (MOHLTC) for:

- compliance with government regulations, policies and directions and implementation of MOHLTC-approved capital projects.

I agree to comply with the performance expectations as stated in the appended documents "*Responsibilities as an Elected and Ex-Officio Director*" and *Guidelines for the Selection of Directors – Profile of a Director*.



As a Director, I confirm that I do not have a conflict of interest which would prevent me from serving as a Member of the Board pursuant to Conflict of Interest provisions in Section 4.06 of the QHC By-law.

I hereby consent to act as a Director of Quinte Health Care. I also hereby consent pursuant to the provisions of the By-Law (to be included in revised by-law) of Quinte Health Care 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 member 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: \_\_\_\_\_  
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