

QUINTE HEALTH

PRINCIPLES OF GOVERNANCE AND BOARD ACCOUNTABILITY

- 1) Quinte Health is one hospital corporation with four interdependent sites.
- 2) The Board of Directors governs Quinte Health through the direction and supervision of the business and affairs of the corporation in accordance with its By-laws, Purpose, Aspirations 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 Quinte Health by establishing policies, making governance decisions, and monitoring performance related to the key dimensions of the Quinte Health's Purpose, Aspirations and Values, as well as its own effectiveness.
- 4) The Board acts at all times in the best interests of Quinte Health, having regard for its accountabilities to its patients and the community served, the Ministry of Health (Ministry) and Ontario Health (OH). The Board understands the best interests of Quinte Health 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 Quinte Health, 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 Quinte Health's Purpose, Aspirations and Values;
 - the appropriate use of community and donor contributions and resources.
 - Ontario Health (OH) for:
 - building relationships and collaborating with Ontario Health, 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 Quinte Health operates in a manner that is consistent with provincial policies, the Ontario Health's Integrated Health Services Plan and its Hospital Services Accountability Agreement with Ontario Health;
 - achieving the goals, objectives and performance targets as negotiated in the Hospital Services Accountability Agreement and measuring Quinte Health'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 Quinte Health's Purpose, Aspirations and mandate; and
 - apprising Ontario Health 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 (Ministry) for:
 - compliance with government regulations, policies and directions, and implementation of Ministry 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 their attendance records; and
 - policies governing the Board of Directors and Board Standing Committees;

QUINTE HEALTH

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 Quinte Health 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 Quinte Health.

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, Ontario Health and other health service providers when developing plans and setting priorities for the delivery of hospital-based health care;
- Establish and periodically review and update Quinte Health's Purpose, Aspirations and Values;
- Contribute to the development of and approve the strategic plan of Quinte Health, ensuring that it is aligned with community need, MOH policy, Ontario Health's 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 Quinte Health 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 Quinte Health'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 Quinte Health including a safe and healthy workplace for employees in compliance with applicable laws and regulations.

Ensure Program Quality and Effectiveness

- Review and approve departmental medical staffing plans as recommended by the Medical Advisory Committee;

- Review the credentialing process for the Credentialed 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 Credentialed Staff based on the medical staffing plan and review of recommendations by the Medical Advisory Committee;
- Provide oversight of Credentialed 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 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 Quinte Health; 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 Quinte Health 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; and
- 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 and Partnerships

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

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RESPONSIBILITIES AS AN ELECTED AND EX-OFFICIO DIRECTOR

Fiduciary Duty and Duty of Care

As a “fiduciary” of Quinte Health, a director must honour the trust to act ethically, honestly and in good faith and make decisions that are in the best interests of the organization, 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 stakeholder’s conflict with each other or with those of Quinte Health, a director must act in the best interests of Quinte Health, 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 skills 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 *Ontario Not-for-Profit 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 avoiding interference with management duties while ensuring there are mechanisms for the Board to assess organizational performance.

A director supports the Purpose, Aspirations and Values of Quinte Health and adheres to the organizational values. Directors also adhere to applicable law, the by-laws and Board policies.

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 Quinte Health.

Conflict of Interest

Every director must comply with the conflict of interest provision in the *Not-for Profit Corporations Act, 2010* (the “Act”), the By-Laws, and Board-approved policies.

Board Solidarity and Director Dissent

A director supports the decisions of the Board in discussions with people beyond the Board, even if the director holds another view or voiced another view during the Board discussion or was absent from the Board or Board committee meeting. In accordance with the Act, a director who is present at a Board or Board committee meeting is deemed to have consented to any resolution passed or action taken at the meeting, unless:

- (a) The director’s dissent is entered in the meeting minutes;
- (b) The director requests that their dissent be entered in the meeting minutes;
- (c) The director gives their dissent to the secretary of the meeting before the meeting is terminated;
- or
- (d) The director submits their written dissent to the secretary immediately after the meeting is terminated.

A director who votes for or consents to a resolution is not entitled to dissent.

A director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven days after becoming aware of the resolution, the director:

- (a) Causes their written dissent to be placed with the meeting minutes; or
- (b) Submits their written dissent to the secretary.

Board Spokesperson

The Board chair shall be the spokesperson for the Board. The CEO or the chief of staff, or their designate, may speak on behalf of the Quinte Health. Media responses and public discussions of the organization's activities and affairs should only be made through the Board's authorized spokespersons. Any director who is questioned by news reporters or other media representatives, should refer such individuals to the appropriate representatives of the Quinte Health. Directors must adhere to the Quinte Health Social Media policy.

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 their duties.

Attendance

Directors are expected to attend all their assigned committee meetings and regular Board meetings including, the annual Board retreat and education day. A director may, at the request of the Board or committee chair attend a regular Board or Board committee meeting via electronic means. Directors must unless otherwise decided by the Board meet an attendance record of 75%.

All directors are expected to serve on at least one Board standing committee and to represent the Board when requested.

If due to circumstances, such as work, sickness or vacation, a director misses or cannot attend meetings of the Board or their appointed committee, they may request an exemption through the Board chair for a period of time. The exemption may be granted at the discretion of the Board.

Time Commitment

A director is expected to commit the necessary time required to fulfill Board and committee responsibilities, including preparation for and attendance at Board meetings, assigned committee meetings, as well as attendance at Quinte Health public events, when possible.

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 Quinte Health 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.

Obtaining Advice of Counsel

Requests to obtain outside opinions or advice regarding matters before the Board must be made through the chair. In matters that directly impact the chair, the request will be made through the Governance, Communications & Strategy Committee chair.

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DIRECTOR'S DECLARATION

A Director will execute a Director's Declaration in the following form immediately upon becoming a Director and annually thereafter. Non-Directors serving on Board Committees will execute the Director's Declaration immediately on being first appointed to a committee and annually thereafter.

DECLARATION AND CONSENT

To: Quinte Health
And to: The Board of Directors of Quinte Health

Consent

- I am an individual elected or appointed to the Board and hereby acknowledge and declare that I:
- (a) Consent to act as a director of the Corporation;
 - (b) Am at least 18 years of age;
 - (c) Have not been found under the *Substitute Decisions Act, 1992*, or under the *Mental Health Act* to be incapable of managing property;
 - (d) Have not been found to be incapable by any court in Canada or elsewhere;
 - (e) Do not have the status of an undischarged bankrupt; and
 - (f) Am not an "ineligible individual" as defined in the *Income Tax Act* (Canada) or any regulations made under it.
- I am an individual appointed to a Board committee and consent to serve the Corporation as a non-director Board Committee member.

Meeting Participation

- I consent to the holding of Board and Board committee meetings by telephone or electronic means that permit all persons participating in the meeting to communicate adequately with each other during the meeting. I also consent to the participation by any director or Board committee member at a Board or Board committee meeting, by such telephonic or electronic means.

Compliance with Policies

- I confirm that I have read and understand all of the Board-approved policies, codes of conduct, and any other applicable policies of the Corporation, as amended or supplemented from time to time (the "**Policies**"), including but not limited to:
- 2.11.27 Expense Reimbursement
 - 2.11.13 Media Relations
 - 2.11.22 Solicitation on Hospital Property
 - 2.22 Patient Complaint Management
 - 2.23.6 Disclosure of Patient Health Information
 - 4.2 Confidentiality
 - 4.4.37 Use of Social Media
 - 4.4 Workplace Violence and Harassment Prevention
 - 4.4.39 Behaviour at Work
 - 7.9 Reduced Scent

I acknowledge that I have received copies of, or been shown how to access, board and applicable administrative policies. I understand that if I fail to comply with Board policies and applicable hospital administration policies, the Board can follow the fair processes for resolution as outlined in Policy V-B-15 Dispute Resolution and or Policy V-B-16 Removal of a Director.

I agree to comply with the *Not-for-Profit Corporations Act, 2010* (the “**Act**”) and the Corporation’s articles, by-laws, and Policies (“**Governance Documents**”).

Conflicts

As defined in By-Law 5.1, an interest is defined as being party to a material contract or transaction or proposed material contract or transaction with Quinte Health.

In accordance with the *Act* and the Corporation’s Governance Documents, I make the following disclosure:

I have an interest, directly or indirectly, in the following entities, persons, or matters, which includes entities in which I am a director or officer:

This disclosure is a general notice of interest pursuant to the *Act* and the Corporation’s Governance Documents, and accordingly, I should be regarded as interested in any of the above entities, persons, or matters.

I acknowledge that this disclosure is in addition to my obligations to comply with the *Act* and the Corporation’s Governance Documents in respect of any specific conflict that may arise.

I declare the above information to be true and accurate as of the date hereof.

Notice

Notice for Board and or Board committee meetings may be sent to me at the address set out below:

Address:

Email:

Telephone:

Attention:

Dated this _____ day of _____, 20__.

Name (Please print)