

**Quinte Health
Board of Directors Policies**

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¹ Formerly Board Policy: I1 Mission, Vision and Core Values

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Purpose, Vision and Values

Title: Purpose, Vision and Values		Policy No:	I-1
		Original Issue Date:	2010
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Section: Part I	Establish Strategic Direction	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

The Board of Directors provides strategic leadership to Quinte Health in the establishment of and commitment to the Quinte Health Purpose, Vision, Values and Aspirations.

PURPOSE

Creating Healthier Communities. Together.

VISION

Quinte Health fosters healthier, more connected people and communities.

VALUES

Imagine it's you

Value everyone

Stronger together

We all make a difference

ASPIRATIONS

Care – The best care possible, created with patients and their caregivers, our teams, and communities.

Compassion – Humanity and kindness guide the way we lead, care, partner and support one another.

Connection – Community hospitals building health and wellness together through partnerships and connections.

Our People – A relentless commitment to our people and teams to support them to grow, thrive and lead.



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Strategic Planning

Title: Strategic Planning		Policy No:	I-2
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	November 2022
		Revision Date(s):	September 2010 February 2013 November 2020 November 2022
Section: Part I	Establish Strategic Direction	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

As per Policy V-A-2, the Board of Directors, in collaboration with the CEO and senior leadership team, is responsible to establish the Quinte Health Purpose, Vision, Values, Aspirations and Strategic Priorities. The Purpose and Vision provide the foundation upon which the Aspirations and Strategic Priorities are developed.

The Board will work with the CEO to:

- Consider regional health care needs and engage with patients, their families, the communities served, Quinte Health team members and partners when setting priorities for Quinte Health and the delivery of hospital-based care;
- Based on the input from the broad range of stakeholders, establish and periodically review and update the Quinte Health Purpose, Vision, Values, Aspirations and Strategic Priorities (“the strategy”);
- Conduct a review of the strategy as part of a regular annual planning cycle;
- Ensure the strategy is aligned with regional health care needs, MOH policy, Ontario Health strategy, and promotes where appropriate interdependencies with other health service providers; and
- Monitor organizational performance regularly against the strategy and operating plan using Board-approved metrics and other monitoring approaches established by the Board.

Responsibilities of the Board and CEO in Strategy Development

1. The Board approves the strategy, including the Purpose, Vision, Values, Aspirations and Strategic Priorities.
2. The Chief Executive Officer (CEO) is responsible for establishing the strategic planning process, including the engagement strategy, for approval by the Board.
3. The whole Board is engaged by the CEO and leadership team in establishing the strategy based on broad stakeholder input.

Responsibilities of the Board and CEO in Strategy Implementation and Monitoring

1. Once the strategy has been developed, the CEO is responsible for ensuring everything the organization currently does, undertakes as new, or stops doing, will be measured against whether or not it advances the strategy. This includes the organization's annual operating plan, which will ensure the advancement of the strategy through alignment with the annual organizational goals.
2. The Board is responsible to monitor the implementation of the strategy on an on-going basis. At least annually, The CEO will prepare organizational goals, metrics and other monitoring approaches for Board approval.
3. The CEO will provide regular strategy monitoring and progress reports directly to the Board.
4. On an annual basis, the Board of Directors will establish Board goals that are consistent with the strategy, and key issues which are a priority for the Board in the coming year.
5. At its annual retreat, the Board will review the strategy and the progress being made toward its achievement. As necessary, the Board will work with the CEO and senior leadership to revise the plan to ensure it continues to support the achievement of the Quinte Health purpose.



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Chief Executive Officer Selection and Succession Planning

Title: Chief Executive Officer Selection and Succession Planning		Policy No:	II-1
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	September 2010 March 2012 June 2014 April 2019
Section: Part II	Provide for Excellent Leadership and Management	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

The Board will ensure that provision is made for continuity of leadership for the organization and will have in place a documented process for succession should the President & Chief Executive Officer (CEO) position become vacant due to sudden loss, resignation, retirement, or termination. The CEO is expected to develop potential internal successors through good succession planning processes. The CEO will report on the succession plan to the Board at least annually.

The succession plan will also specify the process for appointing an interim CEO, should the CEO require an extended leave of absence due to personal, health or other reasons.

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

The CEO will identify to the Chair of the Board in writing at the beginning of each Board year which member of senior management is 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.

2. Short Term Vacancy (e.g. out-of-county vacation)

The CEO will identify which member of senior leadership will act in the capacity of Acting CEO during this short-term absence. This selection shall be at the discretion of the CEO at the time of the absence. The CEO shall advise the Chair of the Board of the selection prior to departure.

3. Planned Vacancy (e.g. retirement)

The process to fill a planned vacancy will include:

- i) The Board will establish a CEO Search Committee, consisting of four elected Directors, the Chief of Staff and any other members the Board deems appropriate. Support for the Committee will be provided by the Vice President responsible for Human Resources. If this Vice President is a candidate, then the chair of the committee will select another individual from management.
- ii) The CEO Search Committee will be chaired by the Chair of the Board, or a delegate appointed by the Chair.
- iii) 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.
- iv) 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 a sudden vacancy process above. An offer will be subject to submission of a declaration that the candidate has no conflict of interest consistent with organizational policy and in a form as required by the Board, and satisfactory results of a criminal reference check as determined at the sole discretion of the Board.
- v) An agreement to support the terms and conditions of employment will be in a form determined by the Board and will be executed by the Board Chair and the candidate accepting the position.



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Chief Executive Officer Direction Summary

Title: Chief Executive Officer Direction Summary		Policy No:	II-2
		Original Issue Date:	2010
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		Revision Date(s):	September 2010 March 2012 June 2014
Section: Part II	Provide for Excellent Leadership and Management	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

The Board's sole official connection to the operational organization, its achievements, and conduct will be through the President & 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 management and operation of Quinte Health and requires accountability to the Board.

The CEO reports and is accountable to the entire Board of Directors. Direction from the Board to the CEO is relayed and monitored by the Board Chair or in their absence, the Vice-chair.

The CEO will report to and be responsible to the Quinte Health Board for implementing the organization's Strategic Plan, operating and capital plan, and for the day-to-day operation of the facilities of the organization 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.



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Chief Executive Officer Job Description

Title: Chief Executive Officer Job Description		Policy No:	II-3
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	September 2010 March 2012 June 2014 April 2019
Section: Part II	Provide for Excellent Leadership and Management	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

POSITION: President and Chief Executive Officer

REPORTS TO: Quinte Health Board of Directors

Summary of the Role

Reporting to the Board of Directors, the President & Chief Executive Officer (CEO) is responsible for the overall operations and administration of Quinte Health, including delivery of high-quality patient care in alignment with the organization's purpose, values and aspirations and ensuring organizational financial health. The CEO provides strategic leadership and guidance in the development and implementation of hospital-wide activities and programs that support a patient and family-centered environment and that contribute to measurable quality improvement and risk management results.

Key Accountabilities

- Provide leadership that is visionary, inspiring and engaging; that attracts, develops and retains top talent; that promotes integrated service delivery, inter-professional practice, patient and staff safety; that fosters a culture of compassion, respect, team work, accountability and continuous improvement, aligned with the Quinte Health values; and that positions Quinte Health to leverage emerging technology and innovation in the health care system.
- Set the strategic plan of Quinte Health, in consultation with the Board, and guide the implementation of strategic priorities that are designed to deliver on the purpose, values, aspirations and priorities.

- Develop and manage effective, collaborative relationships with Quinte Health's stakeholders, both internal and external, to meet clinical and operational objectives, influence system change and share knowledge and technology in order to enhance patient care and service delivery.
- Champion systems integration and partnerships with community agencies and other health care partners in order to improve the effectiveness of the overall health system and health status of the people served by Quinte Health, through innovative new services and enhanced clinical standardization.
- Lead and develop the leadership team in organizational oversight, growth, continuous improvement, measured risk taking and financial stability.
- Establish an accountable and collegial working relationship with the Board of Directors, characterized by open communication, to develop and monitor short and long-term strategies that fulfill Quinte Health's vision and mandate.
- Develop, monitor and measure programs to ensure the highest standard of patient care within available resources and consistent with applicable regulations and legislation.
- Ensure structures and systems are in place for the development, review and recommendation of new programs, program expansion, program changes or divestment.
- Develop and promote Quinte Health as an employer of choice.
- Facilitate communication and collaboration across departments and between disciplines, ensuring teams work together cohesively and effectively to deliver high quality care and implement the strategic plan.
- Champion, in a fiscally responsible manner, the ongoing renewal of facilities and technology, conducive to the provision of high-quality, patient and family-centred care.
- Collaborate with major funding agencies, including the Ministry of Health, Ontario Health and the Quinte Health Foundations, to maintain the financial support required to meet the needs of the community.
- Maintain positive community relations and communications with the local communities, government officials, and media.



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Chief Executive Officer and Chief of Staff Performance Evaluation and Development

Title: Chief Executive Officer and Chief of Staff Performance Evaluation and Development		Policy No:	II-4
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	January 2010 March 2012 June 2014 March 2015
Section: Part II	Provide for Excellent Leadership and Management	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

The Board of Directors will establish measurable performance expectations, in cooperation with the President & Chief Executive Officer (CEO) and Chief of Staff (COS), to assess their performance and provide feedback on an ongoing basis.

The performance review process provides an opportunity to: recognize the CEO and COS levels of performance; collaboratively develop CEO and COS multi-year goals; and support their ongoing learning and leadership development.

Guiding Principles:

- i) The CEO and COS role profiles are approved by the Board and outline the set of key accountabilities (*what* should be accomplished) and leadership capabilities (*how* these should be accomplished). These are set at a level which reflects the high level of performance expected.
- ii) Ongoing performance evaluations support, reinforce and integrate the achievement of strategy and other key organizational results with individual performance goals.
- iii) Performance evaluations focus on improving organizational processes, structures and outcomes, on enhancing the CEO and COS's leadership capabilities, and providing recognition for performance against established targets and commitments.
- iv) Executive compensation is directly linked to performance and achievement of key results in specified performance areas.

- v) Goals should include reference to the CEO's development of senior leaders within the organization, thereby promoting a consistent and continuous approach to performance evaluation and development across the leadership group.
- vi) The performance reviews involve three key elements:
 - a. Multi-year goals that are adjusted annually, with progress reviewed on a mid-year and annual basis;
 - b. Annual assessment and feedback on identified core competencies; and
 - c. A learning and development plan that is reviewed and updated annually.

Process:

1. The Senior Leadership Evaluation and Compensation Committee (SLEC) annually reviews the CEO and COS performance evaluation process.
2. The CEO and the COS develop goals against which their performance can be measured by the Board. The goals will reflect key strategic and organizational priorities, and therefore will often be multi-year goals. The goals are annually adjusted by the CEO and the COS, discussed with SLEC, and approved by the Board.
3. SLEC reviews CEO and COS progress against their goals on a mid-year and annual basis and reports this progress to the Board.
4. All Board members will be requested to provide performance and competency feedback through an annual evaluation survey. Senior Leadership Team members and a sample of partners and other Quinte Health leaders can also be invited to provide feedback by the Board Chair. The CEO and COS also complete a self-assessment of their performance.
5. The Vice-chair compiles the feedback and documents the performance review.
6. The Board Chair and Board Vice-chair communicate the results of the evaluation to the CEO and COS.
7. The CEO and COS each develop a Learning and Development plan, taking into account: the feedback received; individual learning goals; and organizational needs. Learning plans are finalized in discussion with the Vice Chair and Chair and annually brought to the SLEC committee for review.
8. The Vice Chair annually provides a report to the Board on the performance of the CEO and COS, relative to the achievement of the goals, the assessment of core competencies and progress against the Learning and Development Plan.



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Executive Compensation

Title: Executive Compensation		Policy No:	II-5
		Original Issue Date:	2010
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		Revision Date(s):	September 2010 March 2012 November 2016 March 2019 April 2020
Section: Part II	Provide for Excellent Leadership and Management	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

The Board is responsible for establishing the compensation packages for the President & Chief Executive Officer (CEO) and Chief of Staff (COS), taking into account the following executive compensation philosophy and guidelines. The CEO is likewise responsible for applying the philosophy and guidelines to establish a fair compensation package for the Quinte Health Vice Presidents (VPs).

Executive Compensation Philosophy

The Quinte Health Care Board believes it is important for the benefit of patients that Quinte Health is able to attract and retain executives who are competent, possess the requisite skills to support the achievement of the strategic plan and operating goals, and share the values of Quinte Health. Accordingly, the Quinte Health Board is committed to ensuring executive compensation is competitive within the marketplace and balanced with the need to be responsible as a publicly funded institution, operating within an environment of fiscal restraint.

Quinte Health executive compensation is designed to reward by:

- Offering comprehensive compensation packages including salary, performance-related pay and vacation for all executive positions, and pension and benefit packages for staff executives.
- Supporting succession planning through talent management, career development and education opportunities.
- Reinforcing a results-based culture by recognizing the achievement of annual quality improvement plan objectives.

- Administering a compensation program that is consistent, fair and free from discrimination.
- Continuing to ensure consistency in the compensation of executives at the Vice President level.
- Reflecting the provincial market for hospital executives by ensuring Quinte Health compensation is aligned with that of its comparators.

Total Executive Compensation

Total compensation for executives at Quinte Health will have the following components:

1. Total cash compensation
 - a) Base salary
 - b) Pay-at-risk entitlement, as established annually by the Board of Directors.
2. Benefits

The total compensation packages will be set following a rigorous review of total compensation levels of similar sized hospitals in Ontario, including comparator hospitals at which Quinte Health would typically compete for executive leadership. Adjustments to the compensation packages will be considered on an annual basis, giving consideration to cost of living changes, market rates, and changes in duties or requirements, and in keeping with all applicable legislation.

Pay-at-Risk Compensation

Quinte Health will maintain its commitment to continuous quality improvement and the *Excellent Care for All Act*. As such, a portion of executive compensation will be linked to the achievement of annual Quality Improvement Plan objectives that are determined annually by the Board of Directors. Executives are eligible for pay-at-risk compensation at the following amounts:

- CEO and Chief of Staff up to 5% of base salary
- Vice Presidents up to 3% of base salary

The above percentages can be changed by the Board of Directors.

The process for the annual pay-at-risk plan will include:

- i) Annual Quality Improvement Plan priority indicators are identified by the Quality of Patient Care Committee. The Senior Leadership Team reviews the priority indicators, strategic and system initiatives and makes recommendations regarding the performance goals linked to compensation to the Board, through the Senior Leadership Evaluation and Compensation (SLEC) Committee.
- ii) Once the actual performance against goals has been compiled after the end of the fiscal year, the SLEC Committee recommends actual payout amounts to the Board. In the event that there has been significant achievement of the objective specified but the identified targets have not been achieved, the Board has the discretion to modify the amount of the performance-based compensation.
- iii) An executive who leaves the organization before the end of the fiscal year is not eligible for pay-at-risk compensation for that year, except in exceptional circumstances with Board approval. An executive who remains in the position for the entire fiscal year but leaves the organization before the Board has approved the pay-at-risk payout, is eligible to receive the compensation. Executives who leave the organization *for cause* are not eligible for pay-at-risk compensation.

Compensation for Employees of the Board (CEO and COS)

Compensation paid to the CEO and COS will be set out in an Employment Contract or Service Agreement between Quinte Health and the CEO and COS, which are developed with input from the SLEC Committee.

To ensure appropriate input from Board members regarding the negotiation of the employment contracts for the CEO and COS, a process will be utilized for contract negotiations between the Quinte Health Board Chair, SLEC Committee and the incumbent (either new or existing incumbents). The process will include:

- i) The Vice President responsible for Human Resources will provide the Board Chair and/or Vice Chair with an overview of the OHA executive salary surveys and/or obtain other relevant and current comparative compensation information. The provincial industry standards for terms within executive contracts and current legislation will also be reviewed.
- ii) The compensation (salary and benefit) information and other contract parameters shall be discussed by the SLEC Committee. This information includes but is not limited to: term of contract; vacation; renewal and termination clauses; mileage or other expense reimbursements. Also, to be considered are any known requests or contract parameters identified by the incumbent and results of performance reviews, if any.
- iii) The SLEC Committee will then make a recommendation concerning the maximum compensation amount and length of the term of the contract to the Board of Directors for approval.
- iv) The Board Chair, together with legal counsel, and the Vice President responsible for Human Resources will negotiate with the incumbent and their legal counsel.
- v) In order to ensure that independent legal advisement has been received, Quinte Health shall pay the cost of legal fees for the incumbent.

Adjustments to the compensation packages will be considered on an annual basis or as per the contract, giving consideration to cost of living changes, market rates, and changes in duties or requirements, and in keeping with all applicable legislation. Changes to the compensation will only be made upon Board approval and will generally be made at the time of the annual performance reviews. Changes may occur more frequently, for example to ensure comparability of benefits with other employee groups.



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Expense Reimbursement and Travel Policy for Employees of the Board

Title: Expense Reimbursement and Travel Policy for Employees of the Board		Policy No:	II-6
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	April 2011 March 2012 April 2019
Section: Part II	Provide for Excellent Leadership and Management	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

The President & Chief Executive Officer (CEO) and Chief of Staff (COS) will be reimbursed and or compensated for reasonable expenses while carrying out duties for, and while traveling on, Quinte Health related business.

Such reimbursement and/or compensation will be consistent with the expense and travel policies and practices for other employee groups within Quinte Health. The Board Chair may authorize alternative practices should the need arise, provided they are not in contravention of legislation. In the event that the terms and conditions within the contract of the CEO and COS and the policies for Quinte Health conflict, the terms and conditions of employment will prevail.

The Board Chair, on the recommendations of the Chief Financial Officer (CFO), will approve allowable expenses and travel claims.

The CFO will ensure the expense claims meet the Quinte Health policy and are permissible as per directives from the Ministry of Health, with respect to the *Broader Public Sector Accountability Act*. The CFO will also ensure CEO and COS expense reports are appropriately posted or disclosed as per Ministry requirements.



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Occupational Health and Safety - Accountability Framework

Title: Occupational Health and Safety - Accountability Framework		Policy No:	II-7
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	September 2010 March 2012 November 2016 March 2023
Section: Part II	Provide for Excellent Leadership and Management	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

All members of the organization are expected to demonstrate the commitment towards a safe and healthy work environment by acting in compliance with this policy and with the *Occupational Health and Safety Act*.

As per By-Law No. 1 (Article 11.7), the President & Chief Executive Officer (CEO) will report to the Board as necessary on matters in respect of the Occupational Health and Safety Program. The Board will receive bi-annual reports from the CEO on the organization's health and safety program through the Quinte Health Board Quality of Patient Care Committee. The reports shall include information about the ability of the organization to meet health and safety requirements, about occupational risk issues, statistical data on staff incidents, and program outcomes.

As specified in the By-Law (Article 11.7), the organization's Occupational Health and Safety Program shall include procedures with respect to:

- i) a safe and healthy work environment in the Corporation;
- 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.



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Chief of Staff Job Description Summary

Title: Chief of Staff Job Description Summary		Policy No:	II-8
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	September 2010 March 2012 June 2014 September 2020
Section: Part II	Provide for Excellent Leadership and Management	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

POSITION: Chief of Staff

REPORTS TO: Quinte Health Board of Directors

Summary of the Role

Reporting to the Board of Directors, the Chief of Staff (COS) is responsible for the oversight of the professional staff at Quinte Health, including the supervision of the practice of medicine, dentistry, midwifery and extended class nursing. The COS provides leadership and direction in order to support teamwork and professional growth as a means to provide quality medical care, while promoting a healthy work-life environment for the credentialed staff. As a member of the Senior Leadership Team (SLT), the COS provides medical and professional leadership in the planning and implementation of Quinte Health's strategic plan.

Key Accountabilities

The COS is accountable to the Board of Directors to:

- Advise the Board with respect to the quality of medical, dental, midwifery and extended class nursing care provided to Quinte Health patients
- Organize the credentialed staff to ensure that the quality of the medical, dental, midwifery, and extended class nursing care given to all patients of Quinte Health, is in accordance with policies established by the Board
- Ensure that medical workforce planning is assessed on an on-going basis, in alignment with the Credentialed Staff Human Resources Plan. Provides leadership and support for

physician recruitment and retention initiatives, and liaises with community partners for recruitment purposes

- Ensure the establishment and monitoring of the credentialing and disciplining processes for professional staff
- Ensure that the process regarding credentialing of professional staff is fair and executed in a timely manner
- Work in partnership with physicians and management to assure continuous quality and process improvement
- Ensure compliance with the *Public Hospitals Act* (Ontario), Regulations, By-laws and policies of Quinte Health, and other relevant legislation with respect to professional staff
- Oversee the mediation or disciplinary action of the professional staff in collaboration with the Department Chiefs



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Chief of Staff Selection and Succession Planning

Title: Chief of Staff Selection and Succession Planning		Policy No:	II-9
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	September 2010 March 2012 June 2014
Section: Part II	Provide for Excellent Leadership and Management	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

The Board must ensure that provision is made for continuity of leadership for the organization. The Board will have in place a documented process for succession should the Chief of Staff (COS) position become vacant due to sudden loss, resignation, retirement or termination. The succession plan should also specify the process for appointing an interim Chief of Staff, should the COS require an extended leave of absence due to personal, health or other reasons.

The Board will select and appoint the COS as outlined in the Quinte Health Professional Staff By-Laws. Based on best practice, the COS is expected to cultivate their successor through internal succession planning. The COS is expected to report on this issue annually during the evaluation process.

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

- i) The Chief of Staff will identify to the Chair of the Board in writing at the beginning of each fiscal year which member(s) of the Medical Staff is recommended to fill the role of interim COS, if a sudden loss of the COS occurs. The appointment of an interim COS will be done in conjunction with the CEO and is subject to approval by the Board.

2. Planned Vacancy (e.g. retirement)

- i) The Board will establish a COS Search Committee. As per the Professional Staff By-Law (Article 5.01), the membership of a Search Committee shall include: a Board Director, who shall be Chair or designate; two (2) members of the Medical Advisory

- Committee, one of whom is an officer of the Professional Staff Association; the CEO, or delegate; and such other members as the Board deems advisable.
- ii) The Search Committee may, at its discretion, select a search firm to assist with the process.
 - iii) The Search Committee will interview a short list of candidates and recommend to the Board their candidate of choice.
 - iv) In the event a new COS has not been appointed prior to the departure of the current COS, the COS may be requested to hold office until a successor is appointed.

3. Short Term Vacancy (e.g. out of country vacation)

The COS will identify which member of MAC will act in the capacity of Acting COS during the short-term absence. This selection shall be at the discretion of the COS at the time of the absence and may be the same individual as per the 1.0 above, or based on availability, another member of the MAC. The COS will advise the CEO and Chair of the Board of the selection prior to departure.



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Reporting on Compliance

Title: Reporting on Compliance		Policy No:	II-10
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	September 2010 November 2016 March 2023
Section: Part II	Provide for Excellent Leadership and Management	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

The Board of Directors understands that, in addition to the standard of care and fiduciary obligations, Directors are subject to duties and liabilities imposed by statute.

The President & Chief Executive Officer (CEO) will report to the Board on an annual basis regarding Quinte Health's compliance with the following items:

- All required payroll remittances, wages and vacation pay owing to employees of Quinte Health;
- Remittances for employee income tax deductions, Canada Pension Plan and Employment Insurance premiums and contributions, as required by law;
- Remittances for required deductions for payments to non-residents, as required by law;
- Workplace Safety and Insurance Board premiums as required by law;
- Employer Health Tax as required by law;
- Harmonized Sales Tax as required by law;
- All material respects of Ontario's *Occupational Health and Safety Act*. Relevant regulations of the *Environmental Protection Act*.
- Liability insurance for Quinte Health Directors and Officers, with suitable coverage in accordance with risk.



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Quality Improvement and Safety

Title: Quality Improvement and Safety		Policy No:	III-1
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	September 2010 November 2014 November 2015 November 2016 January 2018
Section: Part 3	Ensure Program Quality & Effectiveness	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

The Board of Directors of Quinte Health defines quality as the degree of excellence achieved by the organization. The organization will meet or exceed established and evolving standards of quality and patient safety. Quinte Health is committed to addressing quality issues and identifying and acting upon opportunities to continuously improve patient care and service delivery. The Board recognizes the importance of monitoring, evaluating and continuously improving the quality of patient care and services.

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 and their family members, visitors, staff, physicians and volunteers, and damage to or loss of the organization assets.

Quinte Health is committed to improving the quality and safety of programs and services on a continuous basis. A culture of patient safety is one of the underlying principles in the success of quality improvement. Patient safety has been defined as a patient's "freedom from accidental injury" when interacting in a healthcare system. Other key principles include timeliness and access, effectiveness, and patient-centeredness. Care and management standards are integral to the achievement of this goal. Standards and quality planning shall align with the organization's Purpose, Values and Aspirations.

The Quality of Patient Care Committee carries the delegated responsibility from the Board which is ultimately responsible for oversight and decision making related to quality and safety.

The Committee will focus its oversight on the elements described in the Ontario Hospital Association *Guide to Good Governance*:

1. Address legislative requirements such as the ECFAA as well as mandatory reporting and accountability (Ontario Health) requirements.
2. Define Quality of Care with elements that include:
 - a. Patient outcomes and safety
 - b. Patient flow and access to services
 - c. Patient Experience
 - d. Staff Experience
3. Approving the Hospital's annual Quality Improvement Plan
4. Establishing and Monitoring Quality Performance Reporting
5. Monitoring Quality Risk Management
6. Understanding and Supporting Quality Improvement Efforts
 - a. Education on clinical services
 - b. Patient stories
 - c. Staff experiences
7. Reviewing Programs (description of services, performance measures, successes, challenges, opportunities)

The Board, with the assistance of the Quality of Patient Care Committee, will annually establish performance targets and performance metrics related to quality, and patient and staff experience for monitoring by the Quality of Patient Care Committee. At least quarterly, the Committee will monitor the organization's quality of patient care, and patient and staff safety against the defined performance targets and performance metrics, and report to the Board.

The Committee will ensure that the quality review and improvement processes, including disclosure, are conducted in accordance with applicable legislation such as the *Quality of Care Information Protection Act* (2016) and *Personal Health Information Protection Act* (2004) as amended by the *Health Information Protection Act* (2016).



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Performance Monitoring

Title: Performance Monitoring		Policy No:	III-2
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	September 2010 November 2014
Section: Part 3	Ensure Program Quality & Effectiveness	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

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

- i) Ensuring that management has identified appropriate performance metrics (measures of performance);
- ii) Monitoring organizational and Board performance against Board approved performance targets and performance metrics; and
- iii) Ensuring that management has plans in place to address variances from performance targets and overseeing implementation of remediation plans.

The Board will ensure that the President & Chief Executive Officer (CEO) of Quinte Health implements an effective performance management system, based on performance metrics for measuring success towards strategic priorities and continuously improving the organization's performance. The Board will approve the targets and performance metrics for monitoring organizational performance in achieving financial, and quality and safety targets using best practices and benchmarks.

The CEO will establish an annual schedule of specific performance reports to the Board 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.



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Risk Management

Title: Risk Management		Policy No:	III-3
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	September 2010 March 2023
Section: Part 3	Ensure Program Quality & Effectiveness	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

The Board must be knowledgeable about risks¹ inherent in hospital operations and ensure that appropriate risk analysis is performed as part of its decision-making.

In particular, the Board:

- i) Oversees management's risk management program;
- ii) Ensures that appropriate programs and processes are in place to appropriately mitigate risk;
- iii) Expects management to identify unusual risks to the organization, and ensure that there are plans in place to manage such risks;
- iv) Expects management to identify and assess the associated risks to the organization when reviewing and approving resource allocation decisions;
- v) Anticipates financial needs and potential risks, and develops contingency plans; and
- vi) Works with the President & CEO (CEO) to reduce risks to the organization and promote ongoing quality improvement.

¹ A *risk* is the "chance or possibility of danger, loss, or injury. For health services organizations, this can relate to the health and well-being of clients, staff, and the public; property; reputation; environment; organizational functioning, financial stability, market share; and other things of value."

Risk management is a systematic process of planning, organizing, leading, and controlling the activities of an organization in order to minimize the effects of risk on that organization, including financial, strategic, operational, and other risks.

*Canadian Council on Health Services Accreditation. CCHSA's
Accreditation Program, 5th Edition. 2006*

The Board is responsible for ensuring that appropriate risk management practices are in place in the organization, and for reviewing and approving Quinte Health's variance and risk tolerance levels. Each Board Standing Committee will regularly review the risks related to its mandate that are identified by management as being high or extreme, including appropriate mitigation efforts.

The CEO is accountable for: identifying the principal risks of the organization's business; determining the organization's exposure to risk; developing and implementing a risk management framework; and ensuring the Board is aware of significant changes to organizational risks.



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Ethics

Title: Ethics		Policy No:	III-4
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	September 2010 November 2016
Section: Part 3	Ensure Program Quality & Effectiveness	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

The Board of Directors will establish the values that serve as the ethical foundation for the organization and the CEO will ensure that the values are imbedded into the orientation and ongoing work of the organization.

The Board of Directors will review and approve policies to provide a framework for addressing ethical issues arising from care, education, and research at Quinte Health.

Directors will respect requirements for confidentiality, privacy, and discretion concerning information that is received and issues that are discussed, particularly when of a sensitive nature.

Quinte Health will operate in compliance with its Articles of Incorporation, By-Laws, governance policies, and relevant legislation.



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Respect for Diversity

Title: Respect for Diversity		Policy No:	III-5
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	September 2010 November 2015 November 2016
Section: Part 3	Ensure Program Quality & Effectiveness	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

Quinte Health is committed to creating a just and satisfying working environment that is free from abuse and where the dignity and self-esteem of every person is respected.

Quinte Health recognizes the dignity and worth of every person and will provide for equal rights and opportunities without discrimination and. The organization will be sensitive to potential barriers to accessibility.

The organization, as represented by the Board of Directors, staff, physicians, volunteers, and students, values and respects the diversity of its patients and their families, the community, and each other. In addition to abiding by all relevant legislation, the organization will:

- Establish the principles, processes and responsibilities essential for creating and maintaining a positive work environment consistent with federal and provincial legislation;
- Promote a climate of understanding and mutual respect for the dignity and worth of every person;
- Be courteous and tactful in all interactions;
- Respect the customs and beliefs of individuals, consistent with the aspirations and values of Quinte Health;
- Strive towards equity and fairness and work with honesty, integrity, respect and good faith;
- Promote harmonious relationships with health care partners and community stakeholders;
- Work with partners to increase health equity and advance equity, diversity inclusion and anti-racism strategies to improve health outcomes;
- Provide equal rights and opportunities without discrimination; and
- Be sensitive to potential barriers to accessibility.



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Privacy, Confidentiality and Security of Information

Title: Privacy, Confidentiality and Security of Information		Policy No:	III-6
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	September 2010 November 2016
Section: Part 3	Ensure Program Quality & Effectiveness	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

The Quinte Health Board of Directors are required to respect the confidentiality of Board discussions and information.

In compliance with the *Public Hospitals Act*, the Board of Directors of Quinte Health 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 organization 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 President & 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 organization to handle such information in a secure and confidential manner.



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Complaints (Patient Care or Other)

Title: Complaints (Patient Care and Other)		Policy No:	III-7
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	September 2010 November 2014 September 2015 January 2019
Section: Part 3	Ensure Program Quality & Effectiveness	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

The Board is accountable for ensuring that there is a patient relations process in place, that is reflective of the Quinte Health patient declaration of values and the requirements of the *Excellent Care for All Act*.

Patient/family feedback (complaints, compliments and suggestions) will be summarized, tracked and reported annually to the Quality of Patient Care Committee. The Board does not generally review individual complaint letters. The Quality of Patient Care Committee starts each committee meeting with a staff or patient story that can be an anonymized overview of a specific patient complaint or compliment and the organizational response.

PROCEDURE:

1. Complaint letters that are addressed to the Board

- a. The complaint will be sent to the Chair of the Board and the CEO.
- b. The original complaint letter will be sent immediately to the Patient Experience office.
- c. The Board Chair will write an acknowledgement letter to the patient/ family.
- d. The complaint will be managed by the Patient Experience Specialist in accordance with the Feedback Management Policy #2.22.
- e. The Patient Experience Specialist will notify the Board Chair once the complaint has been resolved.
- f. Receipt of a complaint letter addressed to the Board will be noted in the Board correspondence tracker in the next Board meeting package.

2. Verbal feedback received by Board members

- a. Board members will encourage the patient/family member to contact the Patient Experience office directly; or

- b. Will obtain the patient/family member's permission to share their name/contact information with the Patient Experience office.
- c. If feedback is obtained through method (b) the Patient Experience Specialist will confirm with the Board member once they have contacted the patient/family member.
- d. The complaint will be managed by the Patient Experience office in accordance with the Feedback Management Policy #2.22.
- e. The Patient Experience Specialist will notify the Board member and CEO once the complaint has been resolved.



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Physician Credentialing

Title: Physician Credentialing		Policy No:	III-8
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	September 2010 March 2012 November 2016
Section: Part 3	Ensure Program Quality & Effectiveness	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

As specified in the Professional Staff By-Law (Section 2.02), the Board of Directors has the responsibility to:

- Appoint annually a Credentialed Staff for the organization; and
- Establish from time to time criteria for appointment to the Credentialed Staff after considering the advice of the Medical Advisory Committee. Such advice includes but is not limited to the credentialed staff human resources plan.

As stated in the Professional Staff By-Law (Section 2.03), an application for appointment to the Credentialed Staff will be processed in accordance with the provisions of the *Public Hospitals Act* and the By-laws and Rules of Quinte Health. The Board has a role to monitor the credentialing process followed by the Medical Advisory Committee to ensure the fairness, thoroughness and effectiveness of the process.

As stated in the Professional Staff By-Law (Section 2.08), an enhanced performance review of Credentialed Staff Members of the Department will be undertaken by the Chief of Department or designate through a process determined by the Board on the recommendation of the Medical Advisory Committee. The Board has a role to ensure the fairness and effectiveness of the process.

The Chief of Staff will annually report to the Board on the credentialing and performance review processes. The Chief of Staff will ensure each credentialed staff department annually updates its human resources plan for review by the MAC and approval by the Board.



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Financial Objectives

Title: Financial Objectives		Policy No:	IV-1
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	September 2010 June 2022
Section: Part IV	Ensure Financial and Organizational Viability	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

The Board has a fiduciary duty to ensure the safeguarding of the organization's assets and the prudent use of its resources.

The Board will ensure that the organization is operated and managed in an efficient and effective manner according to accepted business and financial practices and approved policies, and that it operates within its approved funding and the Annual Plan and Hospital Services Accountability Agreement (H-SAA).

The CEO is accountable to the Board for ensuring that this objective is achieved, that the fiscal position of the organization is not placed at risk, and that adequate internal controls and reporting structures are in place and followed so that:

- Revenue is only expended for its intended purpose.
- More funds are not expended than have been budgeted or reasonably forecast to be received.
- Reserves are used only as approved by the Board.
- Debt, whether capital or operating, is only incurred in accordance with the Board's direction.
- The Hospital's cash balance is maintained at a sufficient level to meet the Hospital's obligations in a timely manner.
- Governmental, regulatory, and agency filings and payments thereon are made in a timely and accurate manner.
- Capital expenditures are based on the approved capital budget.

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



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Financial Planning and Performance

Title: Financial Planning and Performance		Policy No:	IV-2
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	September 2010 January 2017 January 2018 June 2022
Section: Part IV	Ensure Financial and Organizational Viability	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

As part of its responsibility for ensuring financial viability, the Quinte Health Board wishes to ensure that the organization undertakes appropriate financial planning, optimizes the use of and operates within its resources and adheres to its Hospital Service Accountability Agreement (H-SAA). The Hospital's funding and service obligations are set out in the H-SAA, which is based on the Hospital Accountability Planning Submission (HAPS). In particular, the Hospital is expected to achieve a balanced budget in each fiscal year.

The Board hereby delegates responsibility and authority to the President & Chief Executive Officer (CEO) to develop an annual operating plan and capital plan which:

1. is consistent with the Board's strategic priorities in the allocation of resources among competing program and service needs.
2. contains sufficient information to support projections of revenues, expenditures, cash flow, and service levels with clear distinction of capital and operational items, and disclosure of planning assumptions and restrictions related to program/service volumes, borrowing requirements, cash flow, significant changes in financial position and material changes to accounting procedures.
3. is consistent with the HAPS and is premised on achieving or surpassing the patient service targets established in the H-SAA.
4. incorporates the following at a minimum:
 - a. program and service plan
 - b. a financial plan, including operating and capital budget
 - c. human resource plans for hospital employees and Professional Staff

The Audit and Resources Committee, on behalf of the Board, will review and approve the annual Operating and Capital plans including, but not limited to, assessing the following:

- alignment with strategic planning and annual priorities
- overall financial health of the organization
- underlying revenue, expense, and capital assumptions
- review of operating and financial risks

The Board of Directors will approve the Annual Operating and Capital plans.

Monitoring of Financial Performance

On a periodic basis, but not less than quarterly, the Board of Directors with the assistance of the Audit and Resources Committee will conduct a thorough assessment of the organization's financial performance.

The CEO is responsible to ensure that the organization 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 and will be presented to the Board of Directors and the Audit and Resources Committee for review during regularly scheduled committee and board meetings. The statements will include performance indicators relevant to:

- i) financial position
- ii) operations
- iii) changes in fund balances
- iv) cash flows

Capital Projects and Capital Planning

The CEO will ensure that a process is in place to establish an annual capital project plan which will comprise part of the annual operating plan approved by the Board.

The CEO is responsible for overseeing the planning, development, construction, commissioning and decommissioning aspects of capital projects. The CEO is also responsible for developing appropriate policies, procedures, and controls to ensure that approved projects are completed within budgeted cost and time constraints.

The Audit and Resources Committee of the Board will review quarterly reports on the capital budget, plans for capital projects, and report significant variances to the Board from approved plans.



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Asset Protection

Title: Asset Protection		Policy No:	IV-3
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	September 2010 June 2022
Section: Part IV	Ensure Financial and Organizational Viability	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

The President & 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. The CEO will ensure that appropriate administrative policies and procedures are in place, monitored for compliance, and reviewed annually by the Audit and Resources Committee of the Board.

The CEO will ensure that:

- i) Reasonable insurance against fire, theft, and casualty losses, with an appropriate deductible, is maintained;
- ii) There is appropriate property, boiler and machinery insurance coverage for all assets owned by Quinte Health which may be subject to replacement or repair as a result of theft or casualty loss;
- iii) Adequate liability insurance coverage is maintained for the organization, its Board members, employees, volunteers, the auxiliary and its members and other appropriate parties while legally engaged in their activities on behalf of the organization;
- iv) reasonable insurance as considered advisable and necessary to ensure that directors, officers and members of committees of the Board will be indemnified and saved harmless (as per By-Law No. 1 (Article 6));
- v) reasonable insurance as considered appropriate against losses due to errors and omissions on the part of Directors, staff, or Professional Staff;
- vi) There is a program to ensure that plant, equipment and systems are well maintained, comply with legislative requirements and are not subjected to improper wear and tear, and that there is a proactive strategy in place to replace and renew equipment as it ages;

- vii) There are appropriate and adequate internal controls regarding the receipt, disbursement, and processing of funds, and that these controls are reviewed annually by the Audit and Resources Committee and the external auditors;
- viii) Financial reporting is consistent with Canadian Generally Accepted Accounting Principles (“GAAP”);
- ix) Unbonded / uninsured personnel do not have access to material amounts of funds; and
- x) Quinte Health is not endangered with regard to its public image or credibility.



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Approvals and Signing Authority

Title: Approvals and Signing Authority		Policy No:	IV-4
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	September 2010 October 2012 November 2014 January 2015
Section: Part IV	Ensure Financial and Organizational Viability	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

The President & Chief Executive Officer (CEO) is accountable to the Board of Directors of Quinte Health to ensure that the organization has in place policies and rules for the approvals, purchasing, contracting, leasing, acquisition, or disposal of goods and services, capital and real property. These policies will include identification of authorizations as required by legislation, accountability agreements, and or service agreements with the Ministry of Health and Ontario Health. These policies and procedures will be monitored for compliance and reviewed annually by the Audit and Resources Committee of the Board.

The Board authorizes the CEO to make 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 unbudgeted expenditures or commitments are necessary, they must be subsequently submitted for approval at the next appropriate meeting.

Prior approval by resolution of Quinte Health Board is required for any of the following:

- i) All contracts, agreements and costs not included in the approved Operating Plan, which are binding on Quinte Health and which are not terminable by the organization without liability upon giving no more than ninety (90) days notice, or, in any event, involving liability on the part of Quinte Health in excess of an unbudgeted amount of \$1 million dollars;
- ii) The sale or transfer of any assets of Quinte Health, which individually or cumulatively exceeds \$1 million dollars;
- iii) The taking or instituting the proceedings for the winding-up, reorganization or dissolution of Quinte Health;

- iv) The enactment, ratification or amendment of any by-laws of Quinte Health;
- v) The sale, lease, exchange or other disposition of all or substantially all of the assets or undertakings of Quinte Health;
- vi) The provision of financial assistance, whether by loan, guarantee or otherwise to any person whatsoever;
- vii) The mortgaging, pledging, charging or otherwise encumbering any of the assets of Quinte Health;
- viii) All real estate purchases and sales; and
- ix) All capital equipment, capital renovations, and capital projects (includes redevelopment, infrastructure and life safety).

Signing Authority:

Deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the signature of the corporation, shall be signed by any one of the Chair or Vice-chair or Treasurer together with any one of the Chief Executive Officer or Chief Financial Officer and all instruments or documents so signed shall be binding upon the corporation without any further authorization or formality. A Vice President combined with the CEO or Chief Financial Officer may bind the Corporation for an expenditure within the approved operating or capital plan within management's signing threshold.

In addition to the above, the Board may from time to time by resolution direct the manner in which and the person or persons by whom any particular instrument or class of instruments or document may or shall be signed. Any signing officer may affix the seal of the corporation to any instrument or document and may certify a copy of any instrument, resolution, by-law or other document of the corporation to be a true copy.

In conjunction with the CEO, the Board will identify the designated Signing Officers of Quinte Health and their authority and will review the designated Signing Officers at least annually and at the time of turnover of so designated Board members and staff.

The CEO is accountable to the Board of Directors for ensuring that adequate internal controls and processes are in place. Consistent with administrative policies and internal budgeting policies developed as part of Quinte Health's system of internal control and which provide direction to staff for developing and managing the organization's budgets, employees are not authorized to bind the organization to contracts or incur expenditures unless they have been delegated that authority.

Cheque Signing Authority is approved by the Board and generally consists of the holders of the following positions:

- Chair of the Board
- Vice-chair of the Board
- Treasurer of the Board
- Chief Executive Officer
- Chief Financial Officer

Two of the signatures are required on all cheques. This authority may not be delegated. No other staff or Board member may sign cheques on behalf of Quinte Health. An electronic signature may be used to automate the cheque signing process, subject to appropriate safeguards.

Purchases, Contracts and Leases

The CEO will ensure that the organization does not order, receive or process goods in a manner that does not meet generally accepted good business practices.

All purchases of supplies, services, or capital, or for a contract, lease or agreement, with an estimated value of \$100,000 or more shall be based on competitive tender or invitation for proposal. *Contract Management – Procurement of Goods and Services* Policy should be referenced.

The renewal or extension of an existing lease with an estimated annual value of \$500,000 or less for substantially the same space, for the same program, at market rates, shall be reported to the Board when the lease is finalized. A lease with a value over \$500,000 requires Board approval.

Quinte Health employees are not authorized to bind the organization to contracts unless they have been delegated that authority or have been sub-delegated authority under the organization's Administrative Delegation of Authority schedule.

Reporting Requirements

The Board will satisfy itself, through reporting from the CEO, or designate, that Quinte Health is acting in accordance with rules as established. The reporting will be at least annually.



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Borrowing

Title: Borrowing		Policy No:	IV-5
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	September 2010
Section: Part IV	Ensure Financial and Organizational Viability	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

Approval from the Board of Directors is required for Quinte Health to borrow money.

In accordance with By-Law No. 1 (Article 9.6), Quinte Health may without authorization of the Members:

- i) borrow money on the credit of the Corporation;
- ii) issue, reissue, sell, or pledge debt obligations (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation; or
- iii) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person;
- iv) mortgage, pledge, or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

Quinte Health will only borrow money for the following purposes:

- i) To secure bridge financing for working capital requirements;
- ii) To secure operating financing (line of credit) to fund normal operating requirements arising from timing differences between cash inflows and expenditures;
- iii) To secure capital project financing to support a capital project;
- iv) To lease or finance capital equipment that is part of the organization's Board-approved capital project plan;
- v) To lease or finance land or property consistent with Quinte Health's Master Plan; or
- vi) To support an expenditure justified by a business case with an acceptable financial return.

The Quinte Health Board of Directors will maintain an adequate line of credit to cover short-term funding requirements.



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Investment Policy

Title: Investment Policy		Policy No:	IV-6
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	December 2010
Section: Part IV	Ensure Financial and Organizational Viability	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

In accordance with By-Law No. 1 (Article 9.7), the Quinte Health Board of Directors is authorized to make or receive any investments which the Board in its discretion considers advisable. The Board is permitted to invest pursuant to the *Trustee Act* of the Province of Ontario, as follows:

- i) all monies given in trust to Quinte Health for the use of the organization;
- ii) all monies not required for operating expenses; and
- iii) the Board may, in its discretion, retain investments not authorized by the *Trustee Act* which are given to Quinte Health.

Any excess funds will be invested in interest-bearing accounts and the actual interest earned will be declared as offset revenue.

Investment activities are to be undertaken in a manner designed primarily to preserve and safeguard capital, and secondarily to optimize investment yield having regard to permissible investments. In all respects, maturity dates of investments must recognize the forecasted cash flow requirements of the organization. Quinte Health will only invest in securities that are low risk so as to protect the principal amount being invested.

The Board will review the status of such investments on a quarterly basis consistent with the annual budget.

Permissible Investments

The portfolio will be primarily invested in fixed income instruments. Eligible instruments may consist of:

- i) Canada and Provincial Treasury Bills
- ii) Banker's Acceptances
- iii) Bank Bearer Deposit Notes

- iv) Promissory Notes from Canadian Crown Corporations
- v) Promissory Notes guaranteed by any Canadian province
- vi) Term deposits
- vii) Guaranteed investment certificates

For greater clarity, the following will not be invested in:

- i) Commercial Paper regardless of rating
- ii) Asset-backed Paper
- iii) Any foreign investment vehicle



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Principles of Governance and Board Accountability

Title: Principles of Governance and Board Accountability		Policy No:	V-A-1
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	November 2023
		Revision Date(s):	January 2012 November 2023
Section: Part V	Ensure Board Effectiveness V-A: Governance Policy Framework	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

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.

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.

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.

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.

The Board maintains at all times a clear distinction between the governance and operation of Quinte Health, while recognizing the interdependencies between them.

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.

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
- policies governing the Board of Directors and Board Standing Committees.



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Roles and Responsibilities of the Board of Directors

Title: Roles and Responsibilities of the Board of Directors		Policy No:	V-A-2
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	January 2023
		Revision Date(s):	September 2010 February 2013 January 2023
Section: Part V	Ensure Board Effectiveness V-A: Governance Policy Framework	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health 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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Roles and Responsibilities of Elected or Ex-Officio Directors

Title: Roles and Responsibilities of Elected or Ex-Officio Directors		Policy No:	V-A-3
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	September 2010 February 2013 March 2019 March 2023
Section: Part V	Ensure Board Effectiveness V-A: Governance Policy Framework	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

PURPOSE

Quinte Health is committed to ensuring that in all aspects of its affairs, it maintains the highest standards of public trust and integrity.

Application

This policy applies to all directors, including *ex-officio* directors, and non-director Board committee members. All directors and non-director Board committee members will complete a declaration of commitment to, and compliance with, this policy.

POLICY

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

Title: Director's Declaration		Policy No:	V-A-4
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	September 2010 February 2013 March 2014 January 2017 January 2019 March 2023
Section: Part V	Ensure Board Effectiveness V-A: Governance Policy Framework	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

As stated in By-Law No. 1 (Article 3.4), Directors shall sign a declaration confirming their commitment to adhere to their duties and responsibilities.

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)



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Guidelines for the Selection of Directors

Title: Guidelines for the Selection of Directors		Policy No:	V-A-5
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	January 2023
		Revision Date(s):	January 2012 February 2013 March 2014 April 2015 January 2023
Section: Part V	Ensure Board Effectiveness V-A: Governance Policy Framework	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

Overarching Principles

In addition to meeting the Director profile and skill-sets identified below, Directors are required to commit the following overarching Board principles:

- i) Quinte Health is an integrated system of four hospitals working with our partners to provide exceptional care to the people of our communities.
- ii) The Board adheres to a model of good governance through which it provides strategic leadership and oversight to Quinte Health and has members who can provide this leadership.
- iii) The Board acts in the best interest of Quinte Health as a whole and understands the role of the organization and its accountability to the broader health care system and has members who uphold this mandate.
- iv) The Board and its committees should have members who collectively possess a range of specific skills and expertise needed for the Board to fulfill its governance roles and responsibilities.

Profile of a Director

The generic qualities and personal attributes expected of all Directors include:

Commitment to Quinte Health

- commitment to the Purpose, Aspirations, Values, and strategic plan of Quinte Health, as an integrated system of four hospitals;

- an appreciation of the diverse needs of the communities served by Quinte Health;
- ability and willingness to represent Quinte Health as required within the region and be an ambassador for Quinte Health;
- desire to represent all Quinte Health hospitals, the needs of all patients and to work with Ontario Health and other providers to improve the health care system.

Understanding of Governance Role

- experience in, and understanding of, governance including the roles and responsibilities of the Board and individual Directors and the difference between governance and management;
- ability to provide wise counsel and ask relevant questions at a strategic level;
- ability and willingness to commit the necessary time to prepare for and participate in Board orientation and continuing education, Board meetings, committee meetings, retreats, and selected Quinte Health and regional health system events;
- commitment to comply with the Quinte Health's conflict of interest policies.

Personal Attributes

- enthusiasm for the role and its demands;
- personal and professional integrity, wisdom, and judgment;
- ability to work positively, cooperatively and respectfully and communicate effectively as a member of the team with other members of the Board, senior management and community members and to avoid conflicts and disputes;
- confidence to participate assertively in deliberation and group processes.

Director Skills and Experiences

Beyond the generic qualities and personal attributes expected of all Directors as outlined in the Profile of a Director, the members of the Board will collectively possess a range of specific skills, expertise, and experience from among the following:

1. Board Governance
2. Communications and or Community Leadership, Connection
3. Financial Literacy
4. Government Policy and Context
5. Human Resources Management (including labour relations and executive management recruitment, assessment and compensation)
6. Health Care (knowledge of hospital management, health care systems, health policy, or health quality improvement)
7. Digital Transformation
8. Legal / Regulatory
9. Patient / Caregiver Experience
10. Risk Management
11. Strategic Level Leadership, including strategic planning and organizational change leadership

To support a fair and transparent process for selection of directors, nominees shall be asked to rate themselves against these skills using a skills and experience matrix that will be annually reviewed by the Governance, Strategy and Communications Committee.



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Board Composition and Size

Title: Board Size and Composition		Policy No:	V-A-6
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	January 2023
		Revision Date(s):	September 2010
Section: Part V	Ensure Board Effectiveness V-A: Governance Policy Framework	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

Refer to By-law No. 1 (Article 3.1).



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Board Standing and Ad-hoc Committees

Title: Board Standing and Ad-hoc Committees		Policy No:	V-A-7
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	January 2023
		Revision Date(s):	January 2012 June 2012 February 2013 March 2014 April 2015 July 2015 January 2018 June 2018 October 2018 January 2019 January 2023
Section: Part V	Ensure Board Effectiveness V-A: Governance Policy Framework	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

Purpose

Board Committees 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 Committee/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.

The functions, duties, responsibilities and powers of committees shall be provided in the resolution of the Board by which such committee is established or in terms of reference adopted by the Board. For greater certainty, the Board may delegate any of its powers to a Committee comprised entirely of Directors.

The following Standing Committees have been constituted by a resolution of the Board:

- Quality of Patient Care Committee
- Audit and Resources Committee

- Governance, Communications and Strategy Committee
 - Nominations Sub-Committee
- Senior Leadership Evaluation and Compensation Committee

An Ad-hoc committee may be constituted by a resolution of the Board to serve any time limited and specific purpose that the Board deems necessary.

Board Standing Committee and Ad-hoc Committee Principles

1. The Board of Directors will determine the duties of each committee. The Board of Directors will approve Terms of Reference and membership of the Standing Committees annually on the recommendation of the Governance, Communications and Strategy Committee.
2. On the recommendation of each Standing Committee, and with the review of the Governance, Communications and Strategy Committee, the Board will approve the annual work plans of the Standing Committees.
3. The Board will monitor the performance of its Standing Committees at each regular meeting of the Board through a summary written report and, where warranted, a verbal report by the Committee Chair related to specific recommendations of the Standing Committee for approval by the Board of Directors.
4. Board Committees 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.
5. Board Committees, unless otherwise specified, may not commit or bind the organization to any course of action. No decision of a committee is binding on the Board until approved or ratified by the Board.
6. Unless otherwise authorized to do so, a Board Committee may not engage independent legal counsel or consulting advice without the prior approval of the Board.
7. Each Committee will be supported by an administrative professional resource, as appropriate.
8. Where necessary, Kerr and King "*Procedures for Meetings and Organizations*" will guide the Committee and Committee Chair in dealing with procedural matters.

Standing Committee and Ad-hoc Meeting Frequency and Format

The frequency of standing committee meetings will be as set out in Committee Terms of Reference. Ad-hoc committees shall meet as needed to meet their defined purpose.

Committee meetings may be held in person or virtually. Agendas and related documentation will be pre-circulated to Committee members. Guests may, from time to time, be invited to attend when a presentation of specific information is required, however advanced approval of the Committee Chair shall be required.

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 that are defined as for closed discussion in the Board policy on meetings.

Committees may wish to hold joint meetings to facilitate common discussion on key items. When this occurs, the chairs shall agree which committee will have the official meeting and members of the other committee shall be invited to participate in the meeting, however they cannot vote on motions.

Meeting Debrief of Elected Directors

At the conclusion of each committee meeting, an informal “meeting debrief” session of the Directors will be conducted.

The meeting debrief will be conducted in two parts: initially with the presence of Senior Leadership and committee members and subsequently with the presence of the elected Directors only.

The purpose of the meeting debrief is to assess the effectiveness of the meeting; the quality of information to support informed policy formulation, decision-making, and monitoring by the committee and the performance of the CEO and senior leadership team, in contributing to the effectiveness of the meeting.

As the meeting debrief is held following meeting adjournment, any matters pertaining to specific meeting agenda items or all other aspects of the Committee’s roles and responsibilities, must not be discussed during this session. No decisions will be made, and no minutes will be prepared. Following the meeting debrief, the Committee Chair will discuss matters arising, as appropriate, with the Senior Leadership Sponsor.

Rules of Order

Any questions of procedure at, or for any meetings of the organization, the Board, the Credentialed Staff, or any Committee, which have not been provided for in the Quinte Health By-laws, or by the Public Hospitals Act or Regulations, or the Medical Staff Rules, shall be determined by the Chair of the meeting, in accordance with the rules of procedure adopted by resolution of the Board.

Quorum

50% plus one of the voting members shall constitute a quorum for all committee meetings. Where there is a vacancy in one of the voting member positions, that position shall not count towards calculating quorum. For the Quality of Patient Care Committee, there must also be at least four Board Members for quorum.

Committee Roles and Membership

Quality of Patient Care Committee

Role

The Committee is responsible to the Board of Directors to ensure, on behalf of the Board, that effective processes are in place to monitor and review quality, safety and risk activities consistent with the mandate of Quinte Health to provide excellence in quality and safety of patient care at all four hospitals. The Committee will also provide oversight of human resource frameworks, plans and regulatory accountabilities.

Membership

As per the *Excellent Care for All Act* (ECFAA) 2010, at least one third of the Board Quality of Patient Care Committee membership shall be voting members of the hospital’s Board.

The voting members of the Committee shall be composed of:

- (a) at least three (3) elected Directors, one of whom will be appointed as Chair;
- (b) Board Chair;
- (c) President and Chief Executive Officer;
- (d) Chief of Staff;
- (e) Vice President & Chief Nursing Executive;
- (f) a Physician who is a member of the Quinte Health Credentialed Staff;

- (g) a hospital staff member who is not a member of the College of Physicians and Surgeons of Ontario or the College of Nurses of Ontario;
- (h) up to two (2) community members with specific skill sets that will support the work of the Committee.

Staff resource: Director, Quality & Interprofessional Practice (non-voting)

Audit and Resources Committee

Role

The Audit and Resources Committee is responsible to the Board of Directors for providing oversight and advising the Board on the financial performance of the hospital, financial risk, the hospital's capital and redevelopment planning and information management strategy.

Membership

The voting members of the Audit and Resources Committee shall be composed of:

- (a) Board Treasurer, who shall act as Chair;
- (b) at least two (2) other elected Directors, preferably at least one of whom has professional accounting designation or who is financially literate;
- (c) Board Chair;
- (d) President and Chief Executive Officer;
- (e) a Physician who is a member of the Quinte Health Credentialed Staff;
- (f) up to two (2) community members with specific skill sets that will support the work of the Committee.

Staff resources: Vice President & Chief Financial Officer, and the Director of Finance (non-voting)

Governance, Communications and Strategy Committee

Role

The Governance, Communications and Strategy Committee supports the Board of Directors in fulfilling its responsibilities to ensure Board effectiveness and ongoing employment of governance best practices. In addition, the Committee: ensures the board is fulfilling its responsibilities for effective communication, and community engagement with the community served by Quinte Health; ensures the Quinte Health strategy is regularly developed, reviewed and implemented; and provides board oversight to the enterprise risk management process.

Membership

The voting members of the Governance, Communications and Strategy Committee shall be composed of:

- (a) at least three (3) elected Directors, one of whom will be appointed as Chair;
- (b) Board Chair;

The CEO will be a non-voting member.

Staff resources: Vice President People & Strategy (non-voting)

Nominations Sub-committee

Role

The Nominations Sub-committee, under the oversight of the GCSC, supports the Board of Directors in fulfilling its responsibilities for recruitment and renewal of the Board of Directors, and community members on Board Committees.

Membership

The voting members of the Nominations Sub-Committee shall be composed of:

- (a) Three elected Directors, one of whom shall serve as Chair; and
- (b) One community member..

Staff Resources: Vice President People & Strategy (non-voting)

Senior Leadership Evaluation and Compensation Committee

Role

The Senior Leadership Evaluation and Compensation Committee supports the Board of Directors in fulfilling its responsibility to provide for excellent leadership and management. This includes oversight to senior leadership succession, completing the annual and mid-year performance reviews, recommending performance objectives for the Chief Executive Officer and Chief of Staff and recommending compensation for the Senior Leadership Team members.

Membership

The voting members of the Committee shall be composed of:

- (a) Board Chair;
- (b) Board Vice-chair;
- (c) two elected Directors.

The CEO, and the Chief of Staff will be non-voting members.

Staff Resources: Vice President, People & Strategy (non-voting)



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Position Description for the Board Chair

Title: Position Description for the Board Chair		Policy No:	V-A-8
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	September 2010 February 2012 February 2013 November 2020 March 2023
Section: Part IV	Ensure Board Effectiveness V-A: Governance Policy Framework	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

This Policy is intended to supplement the By-Law No. 1 (Article 8) related to the Board Chair. In the event of conflict between this Policy and the By-Law, the By-Law provision(s) will apply.

Role Statement

The Board Chair, working collaboratively with the President and Chief Executive Officer (CEO), provides leadership to the Board, ensures the integrity of the Board's process, and represents the Board to outside parties.

The Board Chair coordinates the activities of the Board in fulfilling its governance responsibilities and facilitates cooperative relationships among Board members and between the Board and CEO, and the Board and Chief of Medical Staff.

The Board Chair ensures that all matters relating to the Board's mandate are brought to the attention of, and discussed by, the Board.

Responsibilities

The responsibilities of the Board Chair are:

Chair: Preside at meetings of the Board of Directors.

Agendas: Establish agendas, in collaboration with the CEO, that are aligned with the Board's roles and responsibilities and annual Board Goals, and preside over meetings of the Board. Ensure that meetings are effective and efficient for the performance of governance work. Utilize a practice of referencing Board policies in guiding discussions in

order to support the decision-making processes of the Board. Ensure that a schedule of Board meetings is prepared annually.

Direction: Serve as the Board's central point of official communication with the CEO and the Chief of Staff with respect to both Board policy direction and decisions and matters of interest/ concern to individual Directors; guide and counsel the CEO and the Chief of Staff regarding the Board's expectations and concerns. Available for ad-hoc meetings with the CEO and Chief of Staff, with the agenda set by the CEO, for the purpose of being informed of potential issues and providing direction on subsequent reporting to Board Committees. In collaboration with the CEO, develop the standards and format for reporting by Board committees and the management team which will ensure that the Board has appropriate information to make informed decisions.

Performance Appraisal: Lead the Board in monitoring and evaluating the performance of the Hospital's CEO and the Chief of Staff through an annual process as outlined in the Board policy II-4 "Chief Executive Officer and Chief of Staff Performance Management and Evaluation".

Work Plan: With the assistance of the CEO and the Governance, Communications and Strategy Committee, ensure that work plans are developed and implemented for the Board Committees and annual goals for the Board that embrace continuous improvement.

Committee Membership: Serve as an ex-officio member of all Board Standing Committees.

Communication: Responsible for Board communications, and may delegate authority to one or more Directors, Officers or employees of the Corporation to make statements to the news media or public about matters that the Chair determines appropriate for disclosure to the media; serve as the Board's exclusive contact with the media, unless otherwise delegated.

Reporting: Report regularly and promptly to the Board regarding issues that are relevant to its governance responsibilities.

Board Conduct: Set a high standard for Board conduct and enforce policies and by-laws regarding Board member conduct.

Mentorship: Serve as a mentor to other Board members. Ensure that all members of the Board contribute fully. Address issues associated with underperformance of individual Directors. Provide mentorship and guidance to the Vice-Chair in learning the Chair role as part of the succession planning process of the Board.

Succession Planning: Ensure succession planning occurs for the Chief Executive Officer, the Chief of Staff, and the Board of Directors.

Other Matters: Such other matters as the Board may from time to time determine.

Skills, Attributes and Experience

In addition to the personal attributes required of all Board directors, the Chair will demonstrate the following skills, attributes and experience:

- leadership skills;

- strategic and facilitation skills;
- ability to effectively influence and build consensus within the Board;
- ability to establish a trusted advisor relationship with the CEO and other Board members;
- ability to make the necessary time commitment and required flexibility in work schedule to meet the requirements of this leadership role;
- ability to communicate effectively with the Board, the management team, the Ministry of Health, Ontario Health and the community;
- record of achievement in one or several areas of skills and expertise required within the Board.

Term

See policy V-B-2 Process for Selection of Board Officers.



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Position Description for the Vice-Chair

Title: Position Description for the Vice-chair		Policy No:	V-A-9
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	January 2023
		Revision Date(s):	September 2010 June 2012 February 2013 April 2015 January 2017 January 2023
Section: Part V	Ensure Board Effectiveness V-A: Governance Policy Framework	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

This Policy is intended to supplement the By-Law No. 1 (Article 8) related to the Vice-chair. In the event of conflict between this Policy and the By-Law, the By-Law provision(s) will apply.

Role Statement

The Vice-chair will work collaboratively with the Board Chair and supports the Board Chair in fulfilling their responsibilities. The Vice-chair shall have all the powers and perform all the duties of the Chair in the absence or disability of the Chair and perform any other duties assigned by the Chair or the Board.

Responsibilities

The responsibilities of the Vice-chair are:

Board Chair Substitute: Assume the duties of the Board Chair in their absence or disability, including representing the Board and the organization at official functions and to the public at-large.

Board Conduct: Maintain a high standard for Board conduct and uphold policies and by-laws regarding Board member conduct.

Senior Leadership: Act as Board lead on matters related to senior leadership assessment or compensation.

Committee Membership: Serve on the Senior Leadership Evaluation and Compensation Committee as Chair and on other Board Standing Committees as determined annually.

Succession Planning: Participate in opportunities to learn the Board Chair role with the intent of the succession planning.

Skills, Attributes and Experience

In addition to the personal attributes required of all Board directors, the Vice-chair will demonstrate the following skills, attributes, and experience:

- leadership skills;
- strategic and facilitation skills;
- ability to effectively influence and build consensus within the Board;
- ability to establish trusted advisor relationship with the Chair, CEO and other Board members;
- ability to make the necessary time commitment and required flexibility in work schedule to meet the requirements of this leadership role;
- ability to communicate effectively with the Board, management team, the Ministry of Health, Ontario Health and the community;
- record of achievement in one or several areas of skills and expertise required within the Board.

Term

See policy V-B-2 Process for Selection of Board Officers.



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Position Description for the Treasurer

Title: Position Description for the Treasurer		Policy No:	V-A-10
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	September 2010 February 2013
Section: Part V	Ensure Board Effectiveness V-A: Governance Policy Framework	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

Role Statement

The Treasurer is a Director who works collaboratively with the Board Chair and President and Chief Executive Officer (CEO) to support the Board in fulfilling their fiduciary responsibilities.

Responsibilities

The responsibilities of the Treasurer are:

Reporting Requirements: Keep up to date on audit and financial reporting requirements.

Mentorship: Serve as a mentor to other Directors.

Committee Membership: Serve as chair of the Audit and Resources Committee.

Board Audit and Resources Committee: Establish agendas in collaboration with the staff support and preside over meetings of the Committee and fulfill the other responsibilities of a Committee Chair as per the Position Description of a Committee Chair.

Audited Financial Statements: Present to the Board of Directors and members of the Corporation at the annual general meeting, an audited financial statement of the financial position of the Hospital and the report thereon of the independent auditors.

Skills, Attributes and Experience

In addition to the personal attributes required of all Board directors, the Treasurer will demonstrate the following personal qualities, skills and experience:

- Experience in finance and or accountancy;
- Ability to chair a meeting, such that decisions are made in a manner that is respectful and efficient;
- Willingness and ability to commit time to the Board and committee responsibilities of Treasurer.

Term

See policy V-B-2 Process for Selection of Board Officers.



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Position Description for the Board Secretary

Title: Position Description for the Board Secretary		Policy No:	V-A-11
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	February 2023
		Revision Date(s):	September 2010 February 2023
Section: Part V	Ensure Board Effectiveness V-A: Governance Policy Framework	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

This Policy is intended to supplement Corporate By-Law No. 1 (Article 8 and Article 9) related to the Board Secretary. In the event of conflict between this Policy and the By-Law, the By-Law provision(s) will apply. The Board Secretary is the President and CEO (Policy II-3)

Role Statement

The Secretary works collaboratively with the Board Chair to support the Board in fulfilling its fiduciary responsibilities. The Secretary will be appointed by the Board of Directors and reports to the Board of Directors.

Responsibilities

In accordance with By-Law No. 1 (Article 10.5), the Secretary shall carry out the duties of the secretary of the corporation generally and shall attend or cause a recording secretary to attend all meetings of the members, Board, and committees to act as a clerk thereof and to record all votes and minutes of all proceedings in the books to be kept for that purpose.

The secretary shall give or cause to be given notice of all meetings of the members and of the Board of Directors and shall perform such other duties as may be prescribed by the by-laws or the Board.



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Position Description for a Standing Committee Chair

Title: Position Description for a Standing Committee Chair		Policy No:	V-A-12
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	January 2023
		Revision Date(s):	September 2010 February 2013
Section: Part V	Ensure Board Effectiveness V-A: Governance Policy Framework	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

Role Statement

A Committee Chair, working collaboratively with the Chair of the Board and with assigned staff support, provides leadership to the committee.

The Committee Chair ensures that the terms of reference of the committee are followed. The Committee Chair effectively manages issues to promote effective dialogue. The Committee Chair respects that the committee has no direct management role with Quinte Health staff.

Responsibilities

Agendas: Establish agendas in collaboration with staff support and preside over meetings of the committee.

Work Plan: With the assistance of staff support, develop a work plan for the committee.

Leadership: Effectively lead 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 terms of reference.

Advise Board Chair: Advise the Board Chair on the key issues addressed by the committee.

Report to the Board: After each committee meeting, with the assistance of staff support, prepare a report and where appropriate recommendations for consideration by the Board of Directors.

Mentorship. Serve as a mentor to committee members and develop a succession plan for the Chair.

Skills, Attributes, and Experience

A Committee Chair shall be a member of the Quinte Health Board of Directors and in addition to the personal attributes required of all Board directors, will demonstrate the following personal qualities, skills and experience:

- 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;
- Willingness and ability to commit time to the responsibilities of the Committee Chair.

Term

A Committee Chair will be appointed by the Board of Directors annually, on the recommendation of the Governance, Communications and Strategy Committee annually.



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Conflict of Interest

Title: Conflict of Interest		Policy No:	V-A-13
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	January 2012 March 2023
Section: Part V	Ensure Board Effectiveness V-A: Governance Policy Framework	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

Purpose

All Directors have a duty to ensure that the trust and confidence of the public in the integrity of the decision-making processes of the Board are maintained by ensuring that they and other members of the Board are free from conflict or potential conflict in their decision-making. It is inherent in a Director's fiduciary duty that conflicts of interest be avoided. It is important that all Directors understand their obligations when a conflict of interest or potential conflict of interest arises.

Application

All Directors including *ex-officio* Directors and all non-Board members of committees.

Policy

Directors and non-Board committee members shall avoid situations in which they may be in a position of conflict of interest. The by-laws contain provisions with respect to conflict of interest that must be strictly adhered to.

In addition to the conflict of interest provisions in the *Ontario Not-for-Profit Corporations Act* and the Corporate by-laws, which must be strictly adhered to, the process set out in this policy shall be followed when a conflict or potential conflict arises.

Description of Conflict of Interest

A conflict of interest arises in any situation where a Director's duty to act solely in the best interests of Quinte Health and to adhere to his or her fiduciary duties is compromised or impeded by any other interest, relationship or duty of the Director. A conflict of interest also

includes circumstances where the Director's duties to Quinte Health are in conflict with other duties owed by the Director such that the Director is not able to fully discharge the fiduciary duties owed to Quinte Health.

The situations in which potential conflict of interest may arise cannot be exhaustively set out. Conflicts generally arise in the following situations:

1. Transacting with Quinte Health

When a Director transacts with the organization directly or indirectly. When a Director has a material direct or indirect interest in a transaction or contract with Quinte Health.

2. Interest of a Relative

When the organization conducts business with suppliers of goods or services or any other party of which a relative or member of the household of a Director is a principal, officer or representative.

3. Gifts

When a Director or a member of the Director's household or any other person or entity designated by the Director, accepts gifts, payments, services or anything else of more than a token or nominal value from a party with whom the organization may transact business (including a supplier of goods or services) for the purposes of (or that may be perceived to be for the purposes of) influencing an act or decision of the Board.

4. Acting for an Improper Purpose

When Directors exercise their powers motivated by self-interest or other improper purposes. Directors must act solely in the best interest of Quinte Health. Directors who are nominees of a particular group must act in the best interest of the corporation even if this conflicts with the interests of the nominating party.

5. Appropriation of Corporate Opportunity

When a Director diverts to his or her own use an opportunity or advantage that belongs to Quinte Health.

6. Duty to Disclose Information of Value

When Directors fail to disclose information that is relevant to a vital aspect of the organization's affairs.

7. Serving on Other Corporations

A Director may be in a position where there is a conflict of "duty and duty". This may arise where the Director serves as a Director of two corporations that are competing or transacting with one another. It may also arise where a Director has an association or relationship with another entity. For example, if two corporations are both seeking to take advantage of the same opportunity. A Director may be in possession of confidential information received in one boardroom or related to the matter that is of importance to a decision being made in the other boardroom. The Director cannot discharge the duty to maintain such information in confidence while at the same time discharging the duty to make disclosure. The Director cannot act to advance any interests other than those of Quinte Health.

8. *Where a Physician – Patient Relationship Exists*

A Director may be in a conflict of interest position where they are a physician and the Board discussion involves their patient or directly relates to a group of patients which reasonably could include their patient(s) and where the discussion could place the Director in a compromising position related to their ongoing care of the patient or any legal or ethical issues related to the care of the patient.

Process for Resolution of Conflicts and Addressing Breaches of Duty

Disclosure of Conflicts

A Director who is in a position of conflict or potential conflict shall immediately disclose such conflict to the Board by notification to the Chair or any Vice-chair of the Board. Where the Chair has a conflict, notice shall be given to the Vice-chair. The disclosure shall be sufficient to disclose the nature and extent of the Director's interest. Disclosure shall be made at the earliest possible time and, where possible, prior to any discussion and vote on the matter.

Where (i) a Director is not present at a meeting where a matter in which the Director has a conflict is first discussed and/or voted upon, or (ii) a conflict arises for a Director after a matter has been discussed but not yet voted upon by the Board, or, (iii) a Director becomes conflicted after a matter has been approved, the Director shall make the declaration of the conflict to the Chair or Vice-chair as soon as possible and at the next meeting of the Board.

A Director may make a general declaration of the Director's relationships and interests in entities or persons that give rise to conflicts.

Abstain from Discussions

The Director shall not be present during the discussion or vote in respect of the matter in which they have a conflict and shall not attempt in any way to influence the voting.

Exceptions are made if the matter relates to a contract or transaction for indemnity or insurance under section 46 of the *Ontario Not-for-Profit Corporations Act*.

Process for Resolution of Conflicts and Addressing Breaches of Duty

All Directors shall comply with the requirements of the by-laws.

A Director may be referred to the process outlined below in any of the following circumstances:

1. Circumstances for Referral

Where any Director believes that that Director or another Director:

- a) has breached his or her duties to Quinte Health;
- b) is in a position where there is a potential breach of duty to Quinte Health;
- c) is in a situation of actual or potential conflict of interest; or,
- d) has behaved or is likely to behave in a manner that is not consistent with the highest standards of public trust and integrity and such behaviour may have an adverse impact on Quinte Health.

2. Process for Resolution

The matter shall be referred to the following process:

- a) Refer matter to Chair or where the issue may involve the Chair, to any Vice-chair, with notice to CEO.

- b) Chair (or Vice-chair as the case may be) may either (i) attempt to resolve the matter informally, or (ii) refer the matter to either the Executive Committee (if one has been established) or to an *ad-hoc* sub-committee of the Board established by the Chair (or Vice-chair, as the case may be) which sub-committee shall report to the Board.
- c) If the Chair or Vice-chair elects to attempt to resolve the matter informally and the matter cannot be informally resolved to the satisfaction of the Chair (or Vice-chair as the case may be), the Director referring the matter and the Director involved then the Chair or Vice-chair shall refer the matter to the process in (b) (ii) above.
- d) A decision of the Board by majority resolution shall be determinative of the matter.

It is recognized that if a conflict, or other matter referred cannot be resolved to the satisfaction of the Board (by simple majority resolution) or if a breach of duty has occurred, a Director may be asked to resign or may be subject to removal pursuant to the by-laws and the *Corporations Act*.

Perceived Conflicts

It is acknowledged that not all conflicts or potential conflicts may be satisfactorily resolved by strict compliance with the by-laws. There may be cases where the perception of a conflict of interest or breach of duty (even where no conflict exists or breach has occurred) may be harmful to Quinte Health notwithstanding that there has been compliance with the by-laws. In such circumstances, the process set out in this policy for addressing conflicts and breaches of duty shall be followed.

It is recognized that the perception of conflict or breach of duty may be harmful to Quinte Health even where no conflict exists or breach has occurred and it may be in the best interests of the corporation that the Director be asked to resign.



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Process for Nomination of Directors

Title: Process for Nomination of Directors		Policy No:	V-B-1
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	May 2011 March 2014 June 2016 January 2018 March 2019
Section: Part V	Ensure Board Effectiveness V-B: Governance Process	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

The Nominations Process sets out a systematic, transparent, accountable, and fair process by which the Board of Directors, with the advice and assistance of the Governance, Communications and Strategy Committee (GCSC) and the Nominations Sub-committee, will recommend a slate of candidates for approval by the voting members of the Corporation at the Annual Meeting.

Directors that are eligible for election for an additional term are not automatically reappointed, but shall be entitled to a performance-based re-election process as outlined below.

- 1. Each year, at least seven (7) months before the Annual Meeting, the Board Chair shall:**
 - (a) Meet with each Director eligible for re-election to: i) confirm their interest in serving another term; ii) review the results of their previous self-evaluation, peer-to-peer evaluation, attendance record and any other pertinent information; discuss their individual development plan.
 - (b) Report the results of these meetings to the GCSC.
- 2. Each year, at least six (6) months before the Annual Meeting, the GCSC shall:**
 - (a) Receive the report of the Chair on Directors eligible for re-appointment and confirm the current Directors who shall be added to the slate for recommendation to the Board of Directors, and subsequently to the Members of the Corporation.
 - (b) Determine the number of remaining vacancies on the Board of Directors for the

upcoming year. The GCSC shall then, using the Guidelines for the Selection of Directors, review the Board profile of skills and expertise of incumbent Directors and identify the specific skills and expertise, which are required to fill vacancies.

- (c) Request the Nominations Sub-committee to undertake a systematic and transparent process of recruitment for the nomination of potential candidates for Director, based on the Guidelines for Selection of Directors and the current Board profile, as compiled by the GCSC.

3. The Nominations Sub-committee shall:

- (a) Review the vacancies and specific skills and expertise which are required on the Board of Directors as identified by the GCSC;
- (b) Advertise vacancies on the Board of Directors, including a summary of the responsibilities as a Director and the Guidelines for Selection of Directors.
- (c) Invite formal applications by interested individuals in a manner to be provided by Quinte Health, which shall be submitted to the Administration Office of Quinte Health, prior to the identified date and time. Applications will be forwarded to the Chair of the Nominations Sub-committee for review. Applicants who do not meet the basic qualifications (By-Law No. 1 Article 3.3) shall be advised of their ineligibility to serve as Directors;
- (d) Identify a short-list of candidates for interview by the Nominations Sub-committee and interview and evaluate the short-listed candidates against the criteria set out in the Guidelines for the Selection of Directors;
- (e) Obtain personal references for the candidates selected for nomination as Directors and for candidates who are not current Board Directors, a criminal reference check. Where a candidate has not lived within Ontario for the past 3 years, request the candidate to validate that they have no criminal convictions in any jurisdiction within this time.
- (f) At their discretion, and with counsel from Senior Leadership, the Nominations Sub-committee may support further interviews of candidates with the Board Chair, Vice-Chair and or President & Chief Executive Officer (“CEO”) to explore fit to the Board and to Senior Leadership. Where this is done, the Board Chair, Vice-Chair and or CEO shall provide report back to the Nominations Sub-committee so that the results can be included in their deliberations.
- (g) Recommend to the Board of Directors a slate of qualified candidates for Directors to a maximum of the number of vacancies for approval by the Board of Directors and for subsequent ratification by the voting members of the Corporation at the Annual Meeting. Recommended candidates will be asked to verify that they meet the Canada Revenue Agency (CRA) requirements (see items 5 below).

4. Filling Vacancies

As per By-law No. 1, Article 3.10 so long as there is a quorum of Directors in office, any vacancy occurring in the Board of Directors may be filled by a qualified person appointed for the remainder of the term by the Director’s in office. In the absence of a Quorum, or if the vacancy has arisen from a failure of the Voting Members to elect the number of Directors required to be elected at any meeting of the Members, the Board shall forthwith call a general meeting of Members to determine a process to fill the vacancy prior to the next meeting.

In the event of a Vacancy, the Chair of GCSC, Board Chair and Vice-Chair shall discuss the need to fill the vacancy and report to the GCSC at their next meeting. The recommendation shall be based on the time of the Board year that the vacancy occurs the availability of qualified candidates and the number of vacancies on the Board. Based on this report, GCSC shall determine the approach forward and provide a recommendation to the Board to either fill the vacancy immediately or to recruit through the normal process. If a vacancy is to be filled, GCSC shall be responsible for filling the vacancy and will recommend an approach to the Board for approval.

5. Canada Revenue Agency Requirements –

CRA recommends the following exemptions for Board members of charitable organizations:

- i. have been found guilty of a “relevant criminal offence” for which a pardon has not been granted—such offences include both offences under Canadian criminal law and similar offences outside Canada relating to financial dishonesty, including tax evasion, theft, fraud or any other criminal offence that is relevant to the operation of the charity;
- ii. have been found guilty of a non-criminal “relevant offence” in Canada or outside Canada within the past five years—such offences relate to financial dishonesty, such as offences under fundraising legislation, consumer protection legislation or securities legislation, as well as any other offence that is relevant to the operation of the charity;
- iii. have been a Member of the Board of Directors, a trustee, officer, or an individual who otherwise controlled or managed the operation of a charity during a period in which the organization engaged in conduct that constituted a serious breach of the requirements for registration for which the charity had its registration revoked within the past five years—such conduct includes improper receipting arrangements, abusive tax shelters, or providing undue private benefit to Directors; or
- iv. have been at any time a promoter of a gifting arrangement or other tax shelter in which a charity participated and the registration of the charity has been revoked within the past five years for reasons that were related to participation in the tax shelter.

Recommended Board members who are not currently Directors will be asked to vouch that they meet these requirements.



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Process for Selection of Board Officers

Title: Process for Selection of Board Officers		Policy No:	V-B-2
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	June 2011 February 2013 March 2014 April 2015 January 2017 March 2018
Section: Part V	Ensure Board Effectiveness V-B: Governance Process	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

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

The Governance, Communications and Strategy Committee (GCSC) is responsible for ongoing succession planning for leadership on the Board and the recommendation of a slate of Officers including Board Chair, Vice-chair, and Treasurer. In preparing the recommendation, GCSC will compare the skills, attributes, and experience of the potential candidates against those identified in the position descriptions contained in policies V-A-8, V-A-9 and V-A-10.

Terms

- Officers of the board are appointed for one-year terms.
- It is expected that officers will normally serve a minimum of two sequential terms.
- It is expected that the Vice-chair shall progress to the position of Chair.
- Officers can serve a maximum of three sequential terms in their office.

Selection Process:

1. No later than four (4) months prior to the completion of the term, the GCSC shall canvas all elected Directors to determine their willingness to serve as Chair, Vice-chair or Treasurer.
 - a. This canvass will include asking the current officers if they will serve another term. Where officers have only served one term and are willing to serve a second term, the GCSC will canvas the Board of Directors for support of the

appointment. Where the Board of Directors supports re-appointment by majority, GCSC will recommend reappointment to the Board of Directors.

- b. Where the Chair will not be returning, it is the expectation that the Vice-chair shall progress to Chair. In these cases, GCSC will canvass the Board of Directors for support of the appointment. Where the Board of Directors supports re-appointment by majority, GCSC will recommend reappointment to the Board of Directors.
 - c. Where officers have served more than one term, but less than the maximum number of terms, or where there is not support from the Board for officers remaining in their position, GCSC shall survey the Board to compile a list of candidates.
 - i. Where there is only one candidate for an officer's position, GCSC will; identify the skills, attributes and experience of the candidate canvass the Board of Directors for support of the candidate and provide a recommendation to the Board of Directors.
 - ii. Where there is more than one candidate, an election shall be held at the next Board meeting during the closed portion of the meeting. During the election, candidates will be asked and respond to a set of predetermined questions by the meeting Chair. There shall not be questions from the floor. Voting shall be done by secret ballot with the Chair acting as scrutineer. The Chair shall only vote to break a tie.
2. Where an Office becomes vacant during a term, the GCSC shall identify a replacement officer and make recommendations to the Board of Directors at the earliest possible Board meeting:
- a. If the Chair takes a leave of absence from their position, the Vice-Chair shall be Acting Chair with all the rights and responsibilities of the Chair, including voting at Committee meetings that they attend as Acting Chair.
 - b. If the Chair position becomes vacant, the Vice-chair shall be Acting Chair and the Board shall, at the next regularly scheduled Board meeting, approve the Vice-Chair's appointment as Chair. Where approval cannot wait until the next regular scheduled Board meeting, the appointment may be approved through a special Board meeting or e-mail vote.
 - c. Replacement of officers in other circumstances shall follow the guidelines outlined in item 1 above. GCSC shall identify replacement officers with the Board approving the recommendation at the next regularly scheduled Board meeting. Where approval cannot wait until the next regular scheduled Board meeting, the appointment may be approved through a special Board meeting or e-mail vote.

Confirmation by the Board

In accordance with By Law No.1 Article 8.1, the officers of the Board shall be elected or appointed by resolution at the first Board Meeting following the annual meeting. At this meeting, the GCSC shall table the recommendations for Chair, Vice-chair, and Treasurer and the Board shall elect or appoint these officers by resolution.



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Process for Nomination of Chair, Directors and Non-Director Members of Standing Board Committees

Title: Process for Nomination of Chair, Directors and Non-Director Members of Board Standing Committees		Policy No:	V-B-3
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	May 2011 February 2013 January 2018 March 2019 March 2023
Section: Part V	Ensure Board Effectiveness V-B: Governance Process	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

The nominations process for the Director and Non-Director Members of Board Standing Committees will be a systematic, transparent, accountable, and fair process.

The Board, on the recommendation of the Governance, Communications and Strategy Committee (GCSC), will appoint the Director and non-Director members of the Standing Committees.

Guidelines for the Assignment of Directors to Standing and Ad-hoc Committees:

1. All members of the Board of Directors will be expected to serve on at least one Standing Committee. A Board member's preference with respect to membership on the Standing Committees will be accommodated where possible, based on their areas of interest and expertise.
2. Unless otherwise provided, the Board Chair and the President & Chief Executive Officer ("CEO") will be ex-officio members of all committees.
3. Each Standing Committee shall include at least three (3) elected Directors.
4. The Board, on the recommendation of the GCSC, will appoint the Chairs of the Standing Committees. Each Chair of a Standing Committee will be a member of the Board.
5. The Board, on the recommendation of the GCSC, will appoint the Vice-chairs of the Standing Committees. Each Vice-chair of a Standing Committee will be a member of the Board. The Vice-chair will normally Chair the Standing Committee of the Board in the

absence of the Chair. The Vice-chair would assume the Chair for the balance of the Board year in the event that the Chair is vacated.

6. Annually, as part of the nominations process for Directors, a survey will be sent to Directors to canvass interest in specific Standing and Ad-hoc Committee assignments for the coming year including interest in assuming responsibilities as Committee Chairs.
7. In nominating specific Directors for assignment to Standing Committees, the GCSC 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 two different Board Standing Committees over the course of their service as a Director;
 - v) other criteria as determined by the Board.

Guidelines for the Assignment of Non-Directors to Standing and Ad-hoc Committees:

Community Members or Members of the Advisory Council may only serve on one Standing Committee per Board year, unless the committee is considered ad hoc and will expire with the completion of the tasks assigned. The assignment of Advisory Council members on committees will be done in a manner to ensure the broadest engagement of the Advisory Council.

The Nominations Process for Advisory Council or Community Representatives on designated Board Standing and Ad-hoc Committees:

Each year, GCSC shall:

- i) determine vacancies in the non-Director positions on Board Standing Committees.
- ii) direct the Nominations Sub-Committee (NSC) to invite expressions of interest from the community for members to serve on committees. NSC will undertake a systematic and transparent process to identify community members with the appropriate skills to fill non-Director vacancies on designated Board Standing and Ad-hoc Committees.
- iii) committee appointments are for a one-year term and renewed annually. Normally the maximum limit would be appointment for up to two one-year terms; however, GCSC may choose to appoint for up to two additional terms if qualified candidates are not forthcoming. Where a non-Director is seeking to return to a committee, the Chair of GCSC shall ask the Chair of the committee for comment on the performance of the non-Director in supporting the work of the committee.
- iv) recommend to the Board candidates to fill non-Director vacancies on Board Standing and Ad-hoc Committees.

The Nominations Process for Physician Representatives on designated Board Standing and Ad-hoc Committees:

Each year, GCSC shall:

- i) determine vacancies in the Physician Representative positions on Board Standing Committees;
- ii) through the GCSC chair, invite expressions of interest from physicians to serve on committees and undertake a systematic and transparent process to identify members of the Credentialed Staff with the interest, time, and skills to fill Physician

- vacancies on designated Board Standing and Ad-hoc Committees.
- iii) committee appointments are for a one-year term and renewed annually. Normally the maximum limit would be appointment for up to three one-year terms; however, GCSC may choose to appoint for up to two additional terms if qualified candidates are not forthcoming. Where a Credentialed Staff member is seeking to return to a committee, the Chair of GCSC shall ask the chair of the committee for comment on the performance of the Physician in supporting the work of the committee.
 - iv) recommend to the Board nominees to fill physician vacancies on Board Standing and Ad-hoc Committees.

Filling Vacancies on Committees

Where committee vacancies arise during the board year, the following process shall be followed to address the vacancy:

- i) chair of GCSC shall review Board policy and committee terms of reference to determine the impact the vacancy has on committee mandatory membership and quorum.
- ii) in consultation with the Board and committee chair, the chair of GCSC shall determine if there is a need and desire to fill the vacancy in the board year.
- iii) if the vacancy is to be filled, the chair of GCSC shall identify an appropriate candidate through:
 - a. if the vacancy is for a Director, identify with the Board Chair and Vice-Chair a suitable candidate and confirm with the candidate their support to fill the vacancy;
 - b. if the vacancy is for a non-Director committee member, identify a suitable candidate through a review of members who expressed interest in committees but were not chosen for a committee; or
 - c. if the vacancy is for a Physician representative, identify a suitable candidate through a review of Physicians who expressed interest in committees but were not chosen for a committee; through a review of Physicians who have previously served on a committee and are interested in filling the vacancy; or through canvassing Credentialed Staff members to identify an appropriate candidate.
- iv) submit the recommended candidate to GCSC for approval. To ensure a timely process, this can be done through e-mail, or other appropriate method. Membership shall become official after GCSC approval and the Chair of GCSC shall ensure the new member receives appropriate orientation to their new committee.
- v) At the next scheduled Board meeting, GCSC shall inform the Board of the committee membership change.



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Board Orientation

Title: Board Orientation		Policy No:	V-B-4
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	May 2011
Section: Part V	Ensure Board Effectiveness V-B: Governance Process	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

New Board Members are legally responsible to carry out their duties from the day they are elected or appointed to the Board of Directors. New Members must be oriented to Quinte Health, current health care issues and their role as a Board Director. Each new Board Member will participate in an initial orientation process.

The Board of Directors delegates responsibility to the Governance Communications and Strategy Committee (GCSC) for orientation of new Directors.

Orientation will take place in a timely manner as soon as possible after the appointment of a Member. An orientation session will be scheduled, and will include:

- i) An introduction to Quinte Health;
- ii) Tours of the four sites at a mutually agreed upon time by the President & CEO or designate;
- iii) Overview of Governance Roles and Responsibilities and Staff / Board Relationships;
- iv) Overview of occupational health and safety obligations;
- v) Performance status and future challenges with regards to funding, quality and utilization, benchmarking and performance indicators, accreditation; and
- vi) Quinte Health relationships with health system partners.

Other components of the orientation may include:

- i) **Reference Manual:** Content will include: legal documents; information on Quinte Health including its Board policies; and Ministry of Health information. The manual will be reviewed annually.

- ii) **Mentoring:** Each new Director shall be paired with a mentor on the Board. The mentor may attend orientation sessions with their initiates, sit with them at Board meetings, ask if the information presented was clear, and answer any questions they may have about the meeting.
- iii) **Internal and External Resources:** Additional resources and expertise may be made available to support the orientation program e.g. Quinte Health staff to present and provide an introduction to issues in their area; external speakers; attendance at Quinte Health sponsored events etc.

Senior Leadership will solicit feedback from participants on the orientation session.



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Ongoing Board of Director Education

Title: Ongoing Board of Director Education		Policy No:	V-B-5
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	May 2011 February 2013
Section: Part V	Ensure Board Effectiveness V-B: Governance Process	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

The Board of Directors recognizes that the continuing education of its Members is an important requirement of effective governance and that it is essential that Board members be fully informed with respect to the background and context of the issues they are called upon to address. A firm commitment to continuing education is the responsibility of each Director, and a factor to be considered in the election or re-election of a Member of the Board.

An ongoing Board education program will be established each year that is consistent with the goals and objectives of the Board for that year. It is expected that each Board member will participate in the ongoing education process.

Attendance at meetings and conferences will be discussed with the Governance, Communications and Strategy Committee (GCSC) based on the recommendation of the President & CEO (CEO), the Board Chair, or a requesting Director. The number of Directors attending will be based on the value of the conference or meeting, as assessed by the GCSC, and the estimated cost. The Board Chair may, from time to time, determine that a limit be placed on attendance at any one session.

The annual Quinte Health operating budget will include an estimate of Board expenses for conferences. Directors attending conferences and meetings shall be reimbursed for all permissible expenses. All members of the Board who attend these meetings are required to provide a report to the Board.

Components of the ongoing education process may include:

- i) **Assessment of Development Needs:** Board members will be asked annually to identify their development needs. Mechanisms to identify those needs may include:

survey of Board members; feedback on previous education sessions; diagnostic questionnaires; feedback from Board Members' self-evaluations.

- ii) **Presentations at Board Meeting:** The GCSC, in consultation with the CEO, will develop an annual program of information or education presentations which may be included as part of the Board's regular meetings or presented at scheduled times as the Board may direct.
- iii) **Ontario Hospital Association (OHA) sponsored Education Sessions and Programs:** Members of the Board of Directors are encouraged to participate in educational opportunities offered by the OHA. Reasonable expenses of attending and or participating in such events will be reimbursed according to established policy.
- iv) **Other Relevant Education Programs:** Directors may attend relevant educational programs sponsored by organizations other than Quinte Health with the prior written approval of the Board Chair. Reasonable expenses of attending and or participating in such approved programs will be reimbursed according to the established policy.
- v) **Annual Board Retreat:** An annual Board Retreat should be scheduled. At each retreat, the Strategic Plan will be reviewed to ensure that progress is being made toward its achievement. Additionally, the retreat should focus on other relevant areas within the Board Roles and Responsibilities. The retreat should be conducted at a reasonable cost, and with clear deliverables.



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Board Goals

Title: Board Goals		Policy No:	V-B-7
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	May 2011 February 2013
Section: Part V	Ensure Board Effectiveness V-B: Governance Process	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

On an annual basis, the Board of Directors will establish goals for the Board consistent with Quinte Health's Purpose, Aspirations and 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. The Board will review its progress toward the achievement of the annual Board goals on a quarterly basis.

The Board will ensure on an annual basis the following key areas of Board Roles and Responsibilities are addressed:

- Establish Strategic Direction
- Provide for Excellent Leadership and Management
- Monitor Quality and Effectiveness
- Ensure Financial and Organizational Viability
- Ensure Board Effectiveness
- Build and Maintain Positive Relationships

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



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Board Meetings

Title: Board Meetings		Policy No:	V-B-8
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	September 2010 February 2013 March 2014 July 2015 January 2017 March 2023
Section: Part V	Ensure Board Effectiveness V-B: Governance Process	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

The President & Chief Executive Officer (CEO), in consultation with the Board Chair, is responsible for developing an agenda for each Board meeting that is aligned with the Board's roles and responsibilities, and the annual goals and objectives. The Board Chair has discretion to table items to the next regularly scheduled meeting of the Board, if time considerations unduly limit any discussion.

The Board Chair, in collaboration with the CEO, will develop standards for Board meeting packages that include timelines for distribution, formats for reporting to the Board and the level of detail that is to be provided. Requests for additional information will be assessed by the CEO and reviewed regularly by the Chair to ensure the optimal functioning of the Board.

Where necessary, Kerr and King "Procedures for Meetings and Organizations" will guide the Board and Board Chair in dealing with procedural matters.

Regular Meetings of the Board (By-Law No. 1 (Article 4.1))

The Board shall meet at such times and in such places as may be determined by the Board, the Chair, the Vice-chair or the Chief Executive Officer.

The Board may appoint one or more days for regular meetings of the Board at a place and time named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be given to each Director forthwith after being passed and no other notice shall be required for any such regular meeting.

Special Meetings of the Board

Special meetings of the Board may be called by the Chair, the Vice-chair or by the Chief Executive Officer, and shall be called by the Secretary upon receipt of the written request of four (4) Directors.

Voting (By-Law No. 1 (Article 4.7))

Each Director present at a meeting of the Board shall be entitled to one (1) vote on each matter. A Director shall not be entitled to vote by proxy. Any question arising at any meeting of the Board or any committee of the Board, shall be decided by a majority of votes.

Agendas and Information Packages

The Board package will normally be made available to the Board through the Board portal one week in advance of the meeting. All reports to the Board shall be in writing. The Board Secretary, or their delegate, shall ensure that all board members have access to the Board portal and that portal access is secure. Passwords for all accounts should be reset at least annually.

Items circulated after the package has gone out or handed out at the Board meeting will only be discussed if, in the opinion of the Chair, the item is of an urgent nature that cannot be held over until the next Board meeting or may be discussed but will be deferred for decision at the next Board meeting.

Open Board Meetings

The public and staff 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 that Quinte Health maintains a close relationship with: the public, media, and stakeholder groups;
- 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 given annually to the public, in a manner determined by the CEO.

Information that may be publicly available includes:

- Agendas of open Board of Directors' meetings
- Documents which are deemed by the Board Chair and CEO to be matters of public interest

Opportunities for media interviews with the CEO, Chair or their designated spokesperson will be made following each meeting of the Board.

Closed Board Meetings

The Board of Directors has the right to close to the public, any meeting or part of a meeting if the Board deems a closed 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;

- Enterprise Risk Management; and
- Any matters 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 a closed session, all persons who are not Board members will be excluded from the meeting. However, Quinte Health personnel and others may be permitted to attend all or a portion of the closed session upon the invitation of the Board as advised by the CEO.

All organizational personnel including the CEO, Chief Nursing Officer and Chief of Staff will be excluded during discussion regarding the Performance Evaluation; however, the results of such discussion will be communicated to the individual immediately thereafter.

All matters brought before a closed session remain confidential until they are moved by the Board to an open session.

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

Meeting Debrief of Elected Directors

At the conclusion of each Board meeting or at the call of the Chair, a meeting debrief of the Directors shall be conducted.

The meeting debrief 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 debrief 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 debrief, the Board Chair will discuss matters arising, as appropriate, with the CEO.

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 make their request, in writing, through the office of the CEO at least **14 business days** in advance of the Board meeting. In making a request, the individuals or group should indicate the following:

- Topic to be addressed
- Name(s) of presenter(s)
- Audio-visual requirements
- Understanding that the presentation will not exceed 10 minutes in length

The Board Chair and the CEO will assess and prioritize the requests. Written confirmation of attendance, if approved, will be provided to the individual or group making the request. The Chair of the Board of Directors has the right to determine the appropriateness of any presentation. Any one delegation or presentation will be limited to a maximum of ten minutes unless otherwise agreed by the Board Chair and CEO.



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Board and Individual Director Evaluation

Title: Board and Individual Director Evaluation		Policy No:	V-B-
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	May 2011 February 2013 March 2019 March 2020
Section: Part V	Ensure Board Effectiveness V-B: Governance Process	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

A Director will participate in the evaluation of the performance of the Board and of their own performance as a Director. 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;
- ii) Obtain input for succession planning for the Board and Board Officers and re-appointments of Directors;
- iii) Identify Directors' education and development needs; and
- iv) Provide an opportunity for feedback on effectiveness of Board and Committee meetings.

The Governance, Communications and Strategy Committee (GCSC) 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 Elected or Ex-Officio Directors".

Respondent anonymity will be respected in the evaluation of the performance of the Board as a whole. Survey respondents will not be required to identify themselves. With regards to self-evaluation, Directors are required to identify themselves and the individual response will be kept strictly confidential and only reviewed by the Board Chair (or delegate). The Board Chair (or delegate) will provide feedback to individual Directors on their performance. Appropriate

delegates include the Board Vice-Chair or the Chair of the Governance, Communications and Strategy Committee.

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

The GCSC 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.



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Receipt of Gifts by Individual Directors

Title: Receipt of Gifts by Individual Directors		Policy No:	V-B-10
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	January 2023
		Revision Date(s):	May 2011
Section: Part V	Ensure Board Effectiveness V-B: Governance Process	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

The Quinte Health Board Directors will not use their authority or position for personal gain and will maintain integrity in all of their Quinte Health business.

Individual Directors of the organization, in the course of their duties as Directors, may not accept gifts of any kind from sponsors, agencies, consultants, professional advisors or contract providers if acceptance of a gift creates a perception of impropriety. In the event that an impropriety is believed to have occurred, the gift is to be returned or declined.

If a Director is in doubt about the propriety of any situation, the matter may be brought forward to the Board for discussion and decision.



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Board Member Recognition

Title: Board Member Recognition		Policy No:	V-B-11
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	May 2011
Section: Part V	Ensure Board Effectiveness V-B: Governance Process	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

End of Service

At the end of service, a Director will be recognized with an appropriate gift, upon which shall be affixed a plaque indicating Quinte Health's appreciation to the Director and their years of service provided to the Board. This token of appreciation shall be presented to the departing Director at the last regular meeting of the Board marking the end of their service.

Those Directors who have served as Chair, Vice-chair or Treasurer will be recognized with an appropriate gift upon which shall be affixed a plaque indicating Quinte Health's appreciation to the Director and their years of service in their capacity as a Board Officer. This token of appreciation shall be presented to the departing Director at the last regular meeting of the Board marking the end of their service as Officer. In cases where an Officer is stepping down as Director on the Board at the same time, only one gift shall be presented.

Quinte Health Administration reserves the right to determine the appropriate value of the tokens of appreciation, which are selected for presentation and to change the nature of the item from year to year.



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Reimbursement of Board of Director Expenses

Title: Reimbursement of Board of Director Expenses		Policy No:	V-B-12
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	April 2011 February 2013 January 2017
Section: Part V	Ensure Board Effectiveness V-B: Governance Process	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

Board members will be fairly and reasonably compensated for out-of-pocket expenses incurred while traveling on Quinte Health related business. Quinte Health Administrative Policy 2.11.27 *Expense Reimbursements* shall apply to expense claims for Board members with the following additions and or clarifications:

1. Board members will be reimbursed for expenses associated with attendance at Board meetings, Committee meetings, and Annual Meeting of members in accordance with this Policy.
2. Board members are encouraged to attend meetings, conferences, and educational events as reasonably required to properly discharge their duties. Board members will be authorized to attend meetings, conferences, and educational events as approved by the Board and amended from time to time by the Board and, accordingly, will be reimbursed for expenses associated therewith according to this policy.
3. A Board Director will be paid the same mileage rate as paid to employees of Quinte Health and will be paid for all distances traveled to discharge their duties calculated from the Director's home location. 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 in accordance with Policy 2.11.27. An attempt should be made to use the most economical means of travel with due regard for convenience, which includes car-pooling.
4. As Board members are volunteers, it is recognized a Director may choose to travel with a companion, in which case the cost of a standard room for two will be reimbursed, however, no costs associated with any upgrades or any other costs related to the companion's travel will be reimbursed.

5. Directors will be reimbursed for their registration costs unless the registration fee has been paid in advance by Quinte Health or another entity. In order to obtain reimbursement for registration fees, a receipt is required.
6. Directors 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.
7. A Director may be asked by Quinte Health 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 policy, provided the expenses are not covered by the provincial organization.
8. From time to time, the Board Chair or designate may be required to meet with representatives of Provincial ministries or other organizations to discuss matters relating to Quinte Health. When this occasion arises, the Board Chair, or designate is entitled to reimbursement of reasonable costs associated with the luncheon or dinner involved. Hospitality expenses must be claimed in accordance with Administrative Policy 2.11.27
9. In no case will reimbursement of expenses pursuant to this policy include reimbursement for entertainment services, or personal services such as massage or aesthetic services.
10. The Quinte Health Chief Financial Officer (CFO), or designate, may query expense submissions directly with the Board member. The CFO will ensure the expense claims meet the Quinte Health policy and are permissible as per directives from the Ministry of Health with respect to the *Broader Public Sector Accountability Act*. The CFO will also ensure CEO and Chief of Staff expense reports are appropriately posted or disclosed as per Ministry requirements; and
11. Board Directors are insured under the organization's Travel Accident Policy for accidental death and dismemberment in the principal sum of \$250,000.00 while travelling on Quinte Health business. The cost of any additional trip insurance is not reimbursable.

Specific Expense Coverage:

In accordance with Administrative Policy 2.11.27, allowable expenses include:

- i) Mileage expense claims are to be submitted using the travel expense report.
- ii) In the event of inclement weather or meetings occurring on subsequent days, Board members are eligible to stay overnight and submit reasonable accommodation costs.
- iii) Other travel expenses are to be submitted using the expense report and will be reimbursed based on the amounts included in Administrative Policy 2.11.27.
- iv) Receipts for all expenses, except mileage and tips, must be submitted (attached to expense report). Reasonable claims for other costs must be accompanied by receipts.
- v) A Board member travelling for corporate business or training, but not to one of the Quinte Health hospital locations, may expense reasonable meal expenses up to the maximum of \$55 per day. In Canada, this amount is in CAD while in the United States this amount is in USD, converted to CAD at the appropriate exchange rate for reimbursement. Included in this amount are reasonable gratuities. Original, itemized receipts must be provided with the claim for reimbursements. Credit card slips by themselves are not sufficient. Costs for alcoholic beverages will not be reimbursed.
- vi) Travel by public transportation will be reimbursed at the Coach or Economy rate. A copy of the boarding pass or ticket for all modes of transportation should be attached to the expense report.

- vii) The standard reimbursement for accommodation is the maximum daily room rate. Overnight accommodations, if required as part of the travel, may be submitted for reimbursement. However, they must be economical (standard room) and convenient to the event being attended. Long distance business and personal calls (within reasonable norms based on length of absence from the workplace) along with additional business expenses not otherwise covered can also be submitted for reimbursement. A detailed copy of the hotel bill must be attached to the expense report. Hotel expenses incurred because of a failure to cancel a reservation and/or credit card fees and late payment charges are not reimbursable.
- viii) Other costs include: car rentals; airport taxis; meals; gasoline relating to a rental automobile; insurance costs related to a rental automobile; parking; telephone costs occasioned by absence from home or business; and tips (receipts not required).
- ix) Claims for travel expenses should be submitted through the office of the President & CEO.
- x) Non-reimbursable expenses include: alcohol, entertainment costs (pay TV, movies); laundry and valet services; sports facilities and recreational expenses; parking or driving violations or other costs related to unlawful conduct; or other expenses deemed unreasonable or unnecessary in the course of Quinte Health business.



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Completion of Term or Resignation of a Director

Title: Completion of Term or Resignation of a Director		Policy No:	V-B-13
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	May 2011 March 2019 September 2020
Section: Part V	Ensure Board Effectiveness V-B: Governance Process	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

Completion of Term

A Director shall vacate their position when their term is complete and they are not reappointed for a new term.

Resignation of a Director

A Director may resign their office by communicating in writing to the Secretary of the Corporation, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later.

Removal of a Director

See Board Policy V-B-16

Post-Service

All confidential material previously made available to a Board member should be destroyed or returned upon completion of term, resignation, or removal from the Board of Directors. Any manuals or other material (e.g. letterhead, business cards, access cards etc.) that may be re-used for another Board member should be returned to Quinte Health. All equipment owned by Quinte Health in the possession of the Board member will be returned to Quinte Health. The Board Secretary will be responsible for ensuring that all such equipment and materials are returned.

All outstanding expense claims must be submitted in a timely manner.



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Review of Board Policies

Title: Review of Board Policies		Policy No:	V-B-14
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	May 2011
Section: Part V	Ensure Board Effectiveness V-B: Governance Process	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

In keeping with best practices in governance, the Governance, Communications and Strategy Committee (GCSC) will annually review Quinte Health'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.

Each Standing Committee will review their policies for appropriateness, detail and whether it should be a Board policy. Each Standing Committee will develop a review schedule and report to the Governance, Communications and Strategy Committee. All policies should be reviewed every three years or sooner, if necessary. All new policies will be reviewed by the GCSC.

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



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Dispute Resolution

Title: Dispute Resolution		Policy No:	V-B-15
		Original Issue Date:	2017
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	June 2022
Section: Part V	Ensure Board Effectiveness V-B: Governance Process	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

The Quinte Health Board is committed to reaching a prompt and fair resolution of inappropriate behaviour, disputes, conflicts, or disagreements that may arise from time to time, and that may impede the functioning of the Board or impact the reputation of Quinte Health.

This policy applies to disputes that arise from:

- i. Disputes between directors, or between Directors and senior leadership;
- ii. Inappropriate behaviour of a director; including a director not following policies; or
- iii. Procedural issues raised by a director regarding a board policy, process, or procedure.

As outlined in Board Policy V-A-4 – *Directors' Declaration*, Quinte Health Directors are required to abide by all Board Policies and applicable administrative policies, including the Quinte Health's *Behaviour at Work* policy. As leaders and ambassadors for Quinte Health, Directors are held to a high standard of appropriate behaviour, particularly where the behaviour or statements could reflect negatively, or impact the reputation of Quinte Health or trust in the Board of Directors.

Conduct outside of Board responsibilities that has the potential to negatively impact the functioning of the Board or the reputation of Quinte Health will be assessed on a case-by-case basis.

Process - Inappropriate Behaviour or Disputes

The process for dealing with a potential violation of the *Behaviour at Work* policy, another policy, or other dispute that involves a member of the Board of Directors is:

Stage 1 – Direct Communications

An individual who has concerns regarding the behaviour or action of a Board member that is felt to be contradictory to Board policy or the Behaviour at Work policy should attempt to resolve the issue by communicating directly with the Director in a confidential and professional manner. The ideal method is done face-to-face, but if this is not possible it could be by telephone. Email or other forms of electronic communication is not appropriate.

If the matter is potentially damaging to the reputation of Quinte Health, or if the individual chooses, they may discuss the concerns with the Board Chair¹ directly. In these circumstances, the Board Chair should attempt to resolve the issue by communicating with the Director in a confidential and professional manner.

The Board Chair will have responsibility for follow-up on the concern if the matter is potentially damaging to the reputation of Quinte Health, the individual is uncomfortable doing so, or it would be inappropriate in the circumstances (e.g., the complainant is a Quinte Health staff member). If the issue persists in the Board Chair's view following the direct communication, it should proceed to the next stage.

Stage 2 - Formal Complaint Submission

If, after Stage 1, the issue remains unresolved, or where the issue could be considered an egregious act, or potentially damaging to the reputation of Quinte Health, an individual submits their written complaint outlining the nature of the alleged *Behaviour at Work* violation to the Board Chair. A written complaint can come from another director, a member of Quinte Health staff or credentialed staff, a patient or other member of the community, or may be initiated by the Board Chair.

The Chair² will conduct an investigation that involves all appropriate parties. For confidentiality reasons, the person who submitted the complaint may not be able to receive a report about the specific outcome, but the Chair is responsible for informing the person that the issue has been resolved. The Chair can seek the guidance and support of the Vice-Chair and or Chair of the Governance, Communications and Strategy Committee (GCSC) at any point to ensure a fair and just process is followed for all involved in addressing the dispute or behaviour concerns. The Board Chair will also have access to Quinte Health's external legal counsel if they feel this level of expertise would be beneficial in the circumstances.

If the issue cannot be resolved by the Chair, or if the issue persists, the Chair should proceed to the next stage.

Where the issue involves a dispute between two parties, and the Chair feels they need outside support and expertise to deal with the issue, an external mediator may be sought to assist the Chair. The mediator shall be hired by Quinte Health and attempt to resolve the issue. The mediator shall report back to the Chair.

Where mediation is sought:

1. The mediator must be a neutral party identified by the Chair and acceptable to both parties, and shall conduct the mediation in a procedurally fair manner.
2. The parties in the dispute must, in good faith, attempt to settle the dispute by mediation; and
3. The mediation must be confidential and without prejudice.

¹ Where the Board Chair is involved in the dispute, the Board Vice-Chair shall be the one involved in the dispute resolution process. If both the Board Chair and Vice-Chair are involved, the Chair of the Governance, Communications and Strategy Committee shall be involved in the dispute resolution process.

Stage 3 – Board Involvement

If after Stage 2 the issue still remains unresolved, or if the Board Chair believes that further action could be warranted in the circumstances, the matter shall be referred to the GCSC. The GCSC discussion can result in:

1. Additional process steps that the GCSC determines are warranted in the circumstances; or
2. A recommendation to proceed with a process to remove the director from the Board, as outlined in By-Law 3.6 or Policy V-B-16 Removal of a Director; or
3. No further action taken.

Process – Procedural Issues

Where a dispute arises from the interpretation or use of a Board policy, process or procedure, the matter shall be identified to the Chair of the meeting, as soon as possible. If this is during the meeting, the Chair shall take appropriate steps to address the issue. Where this occurs after the meeting, the Chair shall consult with the Board Chair and seek other expertise as needed to determine if there was a breach of protocol².

² See Policy V-A-7 Board: Standing and Ad-Hoc Committees for meeting protocol or refer to *Procedures for Meetings and Organizations* by Kerr and King



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Removal of a Director

Title: Removal of a Director		Policy No:	V-B-16
		Original Issue Date:	2017
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	January 2017
Section: Part V	Ensure Board Effectiveness V-B: Governance Process	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

Under extreme circumstances and in highly unusual situations, it may become necessary to remove a Director from the Board of Directors. In addition to the provisions in the Article 3.6 of the By-law, the following will guide the process for removal of a Director.

Reasons for removing a Director may relate to any of the following:

- i. breach of confidentiality, for all matters dealt with in camera or issues not discussed at the public meeting;
- ii. failure to meet obligatory procedures in the disclosure of conflicts of interest;
- iii. failure to fulfill the fiduciary duties of a Director of the corporation;
- iv. failure to comply with the attendance policy for Directors' meetings (absence from more than 25% of regular meetings of the Board and assigned Committees in any 12-month period, without being granted a leave of absence from the Board);
- v. flagrant and or repeated disregard for the decisions or direction of the Board;
- vi. inappropriate or lack of participation and contribution to effective discussion and Board decision making; and
- vii. egregious conduct or multiple instances of conduct that breaches the Quinte Health Behaviour at Work Policy and could not be resolved through the process outlined Policy V-B-15: Dispute Resolution.

The Governance, Communications and Strategy Committee (GCSC) is responsible for recommending the removal of a Director, to the Board of Directors based on the foregoing reasons. Prior to making a recommendation to the Board, the GCSC will follow the following procedures:

- i. directors will be treated fairly and with respect;
- ii. where a behaviour issue or dispute is involved, the steps in policy V-B-15 Board Disputes are followed;
- iii. the Director in question will be given proper notification of the applicable reason for removal;
- iv. the Director will be given the opportunity to respond (for example, attendance can improve, conflict of interest can be examined and questions of conduct can be clarified);
- v. the principle of natural justice is accorded to the Director; and
- vi. the Director should be clearly notified of the final consideration and action of the Board.



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Relationships with Ministry of Health and Ontario Health

Title: Relationships with Ministry of Health and Ontario Health		Policy No:	VI-1
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	February 2023
		Revision Date(s):	September 2010 February 2023
Section: Part VI	Building Relationships	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

A strong and positive relationship between Quinte Health and the Ministry of Health, Ontario Health and other government ministries (as required) is essential. The timely exchange of information and consultation is a critical element of these relationships.

Reflecting the Board's accountability for community engagement and needs assessment (see Policy V-A-1), the Quinte Health President & CEO is responsible for maintaining strong relationships and communications with Ontario Health and the Ministry of Health about the needs of the community and the resources required to meet those needs.



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Build Relationships with Municipal/County Councils

Title: Build Relationships with Municipal/County Councils		Policy No:	VI-3
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	February 2023
		Revision Date(s):	September 2010
Section: Part VI	Building Relationships	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

The Quinte Health Board believes that it is essential to establish strong and positive relationships with the Municipal/County Councils within the catchment area served by Quinte Health.

The Board, in collaboration with the Municipal/County Councils, will establish a process for ongoing dialogue on the strategic directions, priorities and challenges of Quinte Health, and other matters of mutual interest.

Mechanisms for this on-going dialogue could include:

- Annually, the Board Chair and President & CEO will offer to make a presentation to the Council(s) on the Quinte Health Strategic Plan, including the organization's priorities and challenges.



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Support Relationships with the Foundations

Title: Support Relationships with the Foundations		Policy No:	VI-4
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	November 2023
		Revision Date(s):	September 2010 April 2011 February 2012 February 2013 January 2018 February 2023 November 2023
Section: Part VI	Building Relationships	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

Strong and positive relationships between Quinte Health and its Foundations (Belleville General Hospital Foundation, North Hastings Fund Development Committee, Prince Edward County Memorial Hospital Foundation, and Trenton Memorial Hospital Foundation) are essential at several levels:

1. The Board of Directors will support the Foundations in their endeavours.
2. Individual Directors are expected to support the Foundations and are expected to contribute financially to the Foundations in their fundraising efforts. The level of support is at the discretion of the Director.
3. Regular communication is essential and achieved through a number of mechanisms:
 - (i) The Quinte Health Board Chair or designate will meet with Board Chair or designate of each of the Foundations as needed to review strategic priorities, fundraising needs, and areas for collaboration and alignment of fundraising initiatives;
 - (ii) Each Foundation Chair will be asked to present a report at a Board Meeting at least annually; and
 - (iii) Regular discussions between the Quinte Health President & CEO and the Executive Directors of the Foundations will occur, related to capital equipment priorities and operational matters relevant to the Foundations.



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Communications and Engagement

Title: Communications and Engagement		Policy No:	VI-5
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	March 2023
		Revision Date(s):	September 2010 April 2011 February 2012 January 2017 June 2017 March 2023
Section: Part VI	Building Relationships	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

The Board of Directors of Quinte Health will comply with its obligations regarding consultation and communications with its stakeholders.

Quinte Health will respond in a timely manner to public inquiries, complaints, and concerns with respect to the activities and operations of Quinte Health.

The Board Chair is the spokesperson on behalf of Quinte Health for matters related to Board governance and accountability. The Chief Executive Officer (CEO) is the spokesperson on behalf of Quinte Health for all operational matters. The CEO and Board Chair will mutually determine their respective roles as may be required from time to time. No Board Member will be a spokesperson for the Board unless specifically delegated by the Board Chair. From time to time, the Chief of Staff or Chief Nursing Executive will be expected to speak on medical and patient care issues.

The Board will ensure that Quinte Health develops policies and processes as required to ensure effective ongoing communication and positive relationships between Quinte Health and the communities served by Quinte Health. Recognizing the breadth of the region served by Quinte Health, the CEO will ensure that information respecting the activities of Quinte Health is widely communicated to the public and other stakeholders through a variety of communications channels.

Correspondence to the Board

The Board Chair receives all correspondence addressed to the Chair or to the Board and determines if it should be directed to Management, a Board Committee, or the full Board. The Board will receive a list of all correspondence received by the Chair at the next Board Meeting.

Engagement

The CEO will ensure appropriate opportunities to include patient, family and community member involvement in organizational decision-making, strategic planning, and priority setting. The process and scope for community engagement will vary, depending on the issue.

Communications and community engagement strategies will be reported to the Board at least annually through the Governance, Communications and Strategy Committee.



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Contributions and Lobbying

Title: Contributions and Lobbying		Policy No:	VI-6
		Original Issue Date:	2010
Manual:	Board	Last Reviewed:	February 2023
		Revision Date(s):	April 2011
Section: Part VI	Building Relationships	Policy Lead:	Executive Assistant to the Board
Approved By:	Quinte Health Board of Directors		

Quinte Health will not make direct contributions to political campaigns or to any elected official. Quinte Health will not engage the services of lobbyists.