

## Governance and Nominating Committee Meeting Agenda

Date: Wednesday, January 15, 2025

Time: 17H00 - 18H00

Location: Microsoft Teams

Time	Agenda Item	Attachment
<b>17:00</b>	<b>1. Call to Order</b>	
(1 min)	1.1 Confirmation of Quorum	
(1 min)	1.2 Adoption of the agenda	P. 1
(1 min)	1.3 Declaration of Conflict of Interest	
<b>17:03</b>	<b>2. Report from the Last Meeting</b>	
(1 min)	2.1 Approval of Previous Meeting Report - November 13, 2024	P. 2-4
(1 min)	2.2 Business Arising from Report	
(1 min)	2.3 Committee Workplan Review	P. 5
<b>17:06</b>	<b>3. Matters for Discussion/Decision</b>	
(5 min)	3.1 OHA Board Survey Results	P. 6-14
(5 min)	3.2 Rules of Order THAT the Governance and Nominating Committee recommend to the Board of Directors the replacement of <i>Nathan's Rules of Order</i> with <i>Robert's Rules of Order</i> as the official rules of order for Board meetings.	P. 15-16
(2 min)	3.3 Review Corporate and Professional Staff Bylaws	P. 17
(2 min)	3.4 Review Board Attendance	P. 18-21
(5 min)	3.5 Governance Accreditation Standard Review	P. 22-23
(5 min)	3.6 Equity, Diversity & Inclusion Update	P. 24-26
(5 min)	3.7 Review Performance Evaluation Questionnaire for CEO and COS THAT the Governance and Nominating Committee approve the Performance Evaluation Questionnaire for CEO and COS as presented.	P. 27-42
(5 min)	3.8 Review Committee Effectiveness Survey Questionnaire THAT the Governance and Nominating Committee approve the Committee Effectiveness Survey as presented.	P. 43-62
(5 min)	3.9 Review Peer-to-Peer Survey Questionnaire THAT the Governance and Nominating Committee approve the Peer-to-Peer Survey Questionnaire as presented	P. 63-74
(5 min)	3.10 Documents for Review: (R. Alldred-Hughes)	
	3.10.1 Code of Conduct Policy THAT the Governance and Nominating Committee recommend to the Board of Directors the approval of the Code of Conduct Policy as presented.	P. 75-80
	3.10.2 Board of Directors Nomination and Election THAT the Governance and Nominating Committee recommend to the Board of Directors the approval of the Board of Directors Nomination and Election Policy as presented.	P. 81-85
	3.10.3 Signing Authority and Approval THAT the Governance and Nominating Committee recommend to the Board of Directors the approval of the Signing Authority and Approval Policy as presented.	P. 86-88
<b>17:50</b>	<b>4. Date of Next Meeting</b>	
(1 min)	Wednesday, March 12, 2025	
<b>17:51</b>	<b>5. Adjournment</b>	

*\*Meeting moves to In Camera*

## **REPORT OF THE GOVERNANCE AND NOMINATING COMMITTEE**

November 13, 2024 at 5:00PM Boardroom / MS Teams

Present: L. Boyling, Chair  
G. McDonald  
G. Peters  
C. Larocque  
Dr. S. Robertson  
R. Alldred-Hughes, CEO

Regrets: None

### **Summary of Discussion**

#### **Approval of the Agenda**

The agenda was reviewed.

Moved By: C. Larocque

Seconded By: Dr. S. Robertson

THAT the agenda be approved as presented.

**CARRIED**

#### **Declaration of Conflict of Interest**

There were no conflicts declared.

#### **Approval of Previous Meeting Report**

The meeting report from September 11, 2024, was shared.

Moved By: Dr. S. Robertson

Seconded By: G. Peters

THAT the meeting report be approved as presented.

**CARRIED**

#### **Business Arising from Report**

There was no business arising from the report.

#### **Committee Workplan Review**

There were no changes to the committee workplan, and things are on track.

### **Matters for Discussion/Decision**

#### **Review Board Committee Terms of Reference**

The Committee Terms of Reference were reviewed.

Moved By: C. Larocque

Seconded By: G. McDonald

THAT the Governance and Nominating Committee recommend to the Board of Directors the Finance, HR, and Audit Committee Terms of Reference as amended.

Moved By: C. Larocque

Seconded By: G. McDonald

THAT the Governance and Nominating Committee recommend to the Board of Directors the Quality and Patient Safety Committee Terms of Reference as amended.

Moved By: C. Larocque

Seconded By: G. McDonald

THAT the Governance and Nominating Committee recommend to the Board of Directors the Executive Committee Terms of Reference as amended.

Amendments were made to the Terms of Reference by each respective committee. After discussion, it was agreed to standardize the language of the Executive Committee Terms of Reference under the second bullet so that all sub-bullets specify reporting to the Board. Language will also be changed under reports to in order to align with the other committee terms of reference.

Language will be standardized on all terms of reference around having bilingual director on each committee.

**CARRIED**

#### **Review Skills Matrix**

The skills matrix was reviewed and after discussion, no changes were made.

In order to remain current, Directors will be asked to complete the skills matrix yearly prior to recruiting new members to identify what skills we should be focused on when recruiting.

#### **Review Governance Accreditation Standard**

Accreditation standard 1.1.7 The governing body ensures that the organization has effective mechanisms to address ethics in organizational decision making was reviewed.

A visual of the A4R framework is being worked on and will be displayed in the Boardroom for the Board to reference when making decisions.

Discussion ensued around adding a crosswalk to Accreditation standards and policies. This could pose a challenge as the standards change on a yearly basis.

#### **Review Communications Plan**

The Communications Plan for 2022-2028 was reviewed.

Moved By: Dr. S. Robertson

Seconded By: C. Larocque

THAT the Governance and Nominating Committee review and receive the Communications Plan as amended.

The Communications Plan is reviewed annually to ensure compliance with legislative requirements and alignment with the hospital's strategic priorities and key initiatives which is why the expiry of the plan was extended to 2028 to align with the strategic plan.

The Political and Municipal Leaders Meeting will be added on the communication tactic table and wording in the background summary will be updated.

**CARRIED**

#### **Documents for review**

##### **Exemption from some Active Privilege Requirements (CO.01.043):**

The policy was reviewed.

Moved By: G. McDonald

Seconded By: G. Peters

THAT the Governance and Nominating Committee approve the archiving of the Exemption from Some Active Privilege Requirements policy.

It is unorthodox to have a policy of such nature, and this could pose a challenge down the road if all of the credentialed physicians meet this criterion whereas no physicians would be required to provide service. This policy currently only applies to one physician who will be grandfathered.

**CARRIED**

**Confidentiality for Board and Committee Members (GO.01.009)**

The policy was reviewed.

Moved By: C. Larocque

Seconded By: G. Peters

THAT the Governance and Nominating Committee recommend to the Board of Directors the amended Confidentiality for Board and Committee Members policy.

There is no mention in the policy around sanctions if someone breaches confidentiality. Language will be added to this effect.

It was agreed that if a crosswalk could not be done because of Accreditation standards changing yearly, that perhaps a standalone table could be created referencing policies to each standard.

**CARRIED**

**Education Conferences/Conventions (GO.02.001)**

The policy was reviewed.

Moved By: C. Larocque

Seconded By: G. McDonald

THAT the Governance and Nominating Committee recommend to the Board of Directors the amended Education Conferences/Conventions policy.

It was questioned whether a dollar amount needed to be added. It was agreed that this amount is allocated through budget planning which is done yearly.

**CARRIED**

**Handout - Board of Directors**

The handout was reviewed.

Moved By: C. Larocque

Seconded By: G. McDonald

THAT the Governance and Nominating Committee recommend to the Board of Directors the Handout for Board of Directors.

Discussion had taken place in the past around having standardized messaging when recruiting new Directors for the Board. A brochure was put together with generic information on what it means to be a Director. Further discussion on specific topics will be done through conversation and at the Board Open House, this is just meant to start the conversation.

**CARRIED**

**Next meeting:** Wednesday, January 15, 2025

K-L. Massia, Recorder

# Governance and Nominating Committee Annual Work Plan 2024-2025



Deliverable	MRP	Occurrence	SEP	NOV	JAN	MAR	APR	MAY
<b>STRUCTURE/PROCESSES</b>								
Review Committee Effectiveness Survey Results	Chair	Annually	✓					
Review/Recommend Governance Annual Committee Work Plan to BoD	Chair	Annually	✓					
Review/Recommend Committee Terms of Reference to BoD	Chair	Annually	✓	✓				
Review Board Education Plan	Chair	Annually	✓					
Revise Skills Matrix	Chair	Annually		✓				
Review/Revise Corporate and Professional Staff Bylaws (as needed)	Chair	Annually			X			
Review Board Member Attendance	Chair	Twice yearly			X			X
Plan AGM	Chair	Annually					X	
Recommend Directors and Assign Committee Membership	Chair	Annually						X
Review Board Orientation	Chair	Annually						X
Review CEO and COS Succession Plan	Chair	Annually			X			
<b>DIRECTOR RECRUITMENT AND SELECTION</b>								
Administer Board Personal Assessment Survey (results due in March)	Admin	Annually			X			
Identification of number of new members required	Chair	Annually				X		
Identification of selection criteria based on skills matrix	Chair	Annually				X		
Start recruitment process	Admin	Annually				X		
Interviews		Annually					X	
Recommendation to the Board		Annually						X
<b>ACCREDITATION</b>								
Governance Standards Review	Chair	Every meeting	✓	✓	X	X	X	X
Equity, Diversity & Inclusion Update	Chair	Bi-Monthly	✓		X		X	
Review Communication Plan	Chair	Annually		✓				
<b>PERFORMANCE</b>								
Review Performance Evaluation Questionnaire for CEO and COS	Chair	Annually			X			
Review Committee Effectiveness Survey Questions	Chair	Annually			X	X	X	
Administer Committee Effectiveness Survey	EA	Annually						X
Review Peer to Peer Survey Questions	Chair	Annually			X	X	X	
Administer Peer to Peer Surveys	EA	Annually						X
<b>POLICY REVIEW</b>								
Disclosure Protection (Whistleblower) (CO.01.018)	CEO		✓					
Board Attendance (GO.01.002)	CEO		✓					
Confidentiality for Board and Committee Members (GO.01.009)	CEO			✓				
Education Conferences/Conventions (GO.02.001)	CEO			✓				
Code of Conduct (GO.01.010)	CEO				X			
Board of Director Nomination and Election (GO.01.016)	CEO				X			
Signing Authority and Approval (GO.02.007)	CEO				X			
Board Mentorship Program (GO.01.020)	CEO					X		
Framework for Ethical Decision Making Process (GO.01.021)	CEO					X		
Donor Recognition (GO.01.003)	CEO					X		
Board Application for Membership Process (GO.01.022)	CEO						X	
Appointment of Auditor (GO.02.006)	CEO						X	
Fraud Prevention (CO.01.049)	CEO						X	
Active Service Offer – Personnel and Bilingual Services (CO.01.030)	CEO							X

Revisions since prior report:

-

DECISION SUPPORT DOCUMENT FOR

- Board of Directors                       Board Committee - Governance                       Senior Leadership Team  
 Other (please specify):

Date Prepared: December 16, 2024                      Meeting Date Prepared for: January 15, 2025

Subject: OHA Board Self-Assessment Tool Results

Prepared by: Robert Alldred-Hughes, President & CEO

- DECISION SOUGHT\*                       FOR DISCUSSION/INPUT                       FOR INFORMATION ONLY

**PURPOSE**

- The purpose of this note is to provide an overview of the results of the OHA Board-Self Assessment that was completed in the Fall of 2024 by Directors who have been on the Board for more than one year.

**IMPLICATIONS TO OTHER STANDING COMMITTEES**

Are there any material or significant implications for other Standing Committees?  No  Yes, please specify:

- All Board Standing Committees

**SITUATION & BACKGROUND**

*A brief description of the background to the issue.*

- In the Fall of 2024, the Ontario Hospital Association (OHA) provided an opportunity for Hospital Boards to participate in a self-assessment.
- The assessment tool focuses on the following areas:
  - Performing Board Roles
  - Board Role and Management Relationship
  - Board Quality
  - Board Structure
  - Meeting Processes
  - Overall Board Functioning
  - Individual Director’s Functioning

- There were 751 individual responses from Board members across the province from 66 organizations.
- To support the interpretation of results, below is the legend:

“Org. Avg”: This is HGMH average of the responses provided by our hospital Board Directors.

“Total Avg”: This is the average of all 751 responses received by all participants

*The average is taken from the responses to the sliding scale questions of strongly disagree (1) and strongly agree (5).*

 This symbol represents the average of each specific individual hospital responses.

 This symbol represents the average of all responses received by the HGMH Board of Directors.

 This symbol represents where the average of all participant responses.

**SUPPORTING DOCUMENTS/ATTACHMENTS**

*List any supporting documents or attachments*

- East Region Board Self-Assessment Results Representing 15 Organizations

# Board Self-Assessment Tool



Instructions

Hopital Glengarry Memorial Hospital | Peer organizations | Total Avg

Select Year  
2024

Select Organization  
Hopital Glengarry  
Memorial Hospital

Organization Type  
All

OH Region  
East Region

No. of Organizations Represented: 15

No. of Respondents for Selected Organization: 14

		Org Avg	Trend	Total Avg	Peer Comparison	
1.1	The current Strategic Plan for your organization provides a clear set of relevant and realistic goals and strategic directions to the organization.	4.8		4.5		
1.2	The board is adequately involved in the process of developing the Strategic Plan.	4.7		4.5		
1.3	The board encourages the identification and assessment of initiatives to create a more integrated local health services system.	4.7		4.4		
1.4	The board regularly monitors and evaluates progress towards strategic goals and directions.	4.9		4.5		
1.5	The board provides meaningful direction to program/service quality in its Strategic Plan and annual goals and priorities	4.6		4.4		
1.6	The board effectively oversees the development of the annual budget and financial plans for the organization.	4.6		4.6		
1.7	The performance measurement system is helpful to board members and uses contemporary methods (e.g., dashboards and balanced scorecards).	4.7		4.4		
1.8	The performance measures and other information received by the board permit directors to monitor results and identify areas of concern.	4.6		4.4		
1.9	When there are significant financial and/or quality performance variances, management provides the board with acceptable explanations and plans for dealing with those variances.	4.7		4.6		
1.10	The board is informed about significant risk issues in a timely manner.	4.6		4.5		
1.11	There is an effective process for establishing the CEO's annual goals.	4.8		4.5		
1.12	There is an effective process for measuring the CEO's performance.	4.7		4.5		
1.13	The board has a sound plan for the CEO's development and succession.	4.6		4.1		
1.14	There is an effective process for establishing the Chief of Staff's annual goals.	4.8		4.3		
1.15	There is an effective process for measuring the Chief of Staff's performance.	4.6		4.3		
1.16	The board has a sound plan for the Chief of Staff's development and succession.	4.5		4.0		
1.17	The board ensures that the organization communicates its performance and plans to its key stakeholders in an effective and transparent fashion.	4.6		4.2		
1.18	The board speaks with 'one voice' in all communications with stakeholders.	4.6		4.6		
1.19	The board ensures that the organization engages relevant stakeholders when considering strategic planning and services integration opportunities.	4.8		4.4		

# Board Self-Assessment Tool

Select Year  
2024

Select Organization  
Hopital Glengarry Memorial  
Hospital

Organization Type  
All

OH Region  
East Region

Hopital Glengarry Memorial Hospital | Peers | Total Avg

## 2. Board Role and Management Relationship

	Org Avg	Trend	Total Avg	Peer Comparison									
2.1 The board understands and performs its governance role and does not become overly involved in operational issues.	4.9		4.5										
2.2 The board members are adequately informed about the programs, services, operations and administration of the organization in making governance decisions.	4.6		4.5										
2.3 The board's goals, expectations and concerns are openly communicated to the CEO and management.	4.6		4.5										
2.4 The CEO communicates with the board in an open, candid, respectful and timely manner. (*Select N/A for this question if you are the CEO)	4.9		4.7										

## 3. Board Quality

3.1 The board is the right size. It is small enough for effective board discussions, yet large enough to have an appropriate breadth of skills and experience and the ability to carry the committee workload.	4.6		4.4	
3.2 The membership of the board has sufficient diversity of skills, experience and backgrounds for good governance.	4.4		4.4	
3.3 The board membership is sufficiently independent to ensure good governance of the organization.	4.7		4.6	
3.4 New board members receive adequate orientation to prepare them to contribute effectively to the board.	4.6		4.3	
3.5 The board receives in-depth, ongoing continuing education.	4.4		4.3	

## 4. Board Structure

4.1 The board has the appropriate committees to support the work of the board.	4.6		4.6	
4.2 Committee meetings involving board members and staff are constructive and there is open communication, meaningful participation, critical questioning and timely resolution of issues.	4.6		4.6	
4.3 The board respects the work of its committees and does not redo committee work.	4.9		4.6	
4.4 Committee reports are effective in providing the necessary information to the board.	4.6		4.5	
4.5 The Finance Committee or equivalent (Resources, Stewardship) effectively performs its role and fulfills the responsibilities of its terms of reference.	4.6		4.7	
4.6 The Quality Committee effectively performs its role and fulfills the responsibilities of its terms of reference.	4.7		4.7	
4.7 The Governance Committee (or equivalent) effectively performs its role and fulfills the responsibilities of its terms of reference.	4.8		4.7	

# Board Self-Assessment Tool

Select Year  
2024

Select Organization  
Hopital Glengarry Memorial Hospital

Organization Type  
All

OH Region  
East Region

Hopital Glengarry Memorial Hospital | Peers | Total Avg

5. Meeting Processes		Org Avg	Trend	Total Avg	Peer Comparison
5.1	Meetings are structured to allow sufficient time for discussion of major issues.	4.8		4.3	
5.2	Board discussions enable appropriate participation by all Directors	4.8		4.4	
5.3	The board has a well-conceived and realistic annual work plan.	4.8		4.5	
5.4	Board materials are sufficiently informative so that board members can participate in discussions and make decisions.	4.9		4.6	
5.5	Board materials arrive sufficiently in advance to allow for board members to prepare properly for the meetings.	4.9		4.5	
5.6	The board uses in-camera sessions appropriately.	4.5		4.6	
5.7	The board uses a consent agenda practice that conserves board time without compromising board oversight.	4.8		4.7	
5.8	Minutes accurately reflect board discussions and decisions.	4.8		4.7	
5.9	The board's 'meetings without management' focus on the governance process and support from management.	4.7		4.4	
5.10	The board can perform its functions effectively using virtual meetings.	4.7		4.4	
5.11	Virtual meetings allow directors to contribute as effectively as in-person meetings to decision making.	4.5		4.0	
5.12	The board has adopted clear expectations for virtual and in-person attendance at meetings.	4.8		4.3	
5.13	I feel good about my level of contribution in virtual meetings.	4.6		4.4	
5.14	I have the technology I need to participate in virtual meetings.	4.7		4.6	
5.15	I would prefer the board expected all Directors to attend meetings in-person.	2.8		2.9	
5.16	I would be comfortable with a long-term hybrid approach to board meetings in which some people attend in-person and some people attend virtually.	4.6		4.1	

**Board Self-Assessment Tool**

Select Year  
2024

Select Organization  
Hopital Glengarry Memorial Hospital

Organization Type  
All

OH Region  
East Region

**Hopital Glengarry Memorial Hospital | Peers | Total Avg**

6. Overall Board Functioning		Org Avg	Trend	Total Avg	Peer Comparison
6.1	Directors work well together, seeking consensus, and treat each other with respect and courtesy.	4.9		4.6	
6.2	Directors ask constructive questions and express their views in a respectful manner.	4.7		4.6	
6.3	Once decisions are taken by the board, all members support the position.	4.9		4.7	
6.4	Directors respect the confidentiality of board in-camera discussions.	4.7		4.7	
6.5	Directors declare conflicts of interest, where appropriate.	4.6		4.7	
6.6	The board has sufficient opportunities to go into adequate depth on critical issues from time to time (retreats or 'deep dives' at regular meetings).	4.4		4.2	
6.7	The board has effective evaluation tools to help it make modifications in its governance processes.	4.7		4.3	
6.8	The board balances its time well between considering future issues and dealing with current governance matters.	4.6		4.2	
6.9	The board addresses important issues and decisions at a sufficiently early stage.	4.8		4.3	
6.10	On balance, the board allocates its time effectively between important issues and those of lesser importance.	4.7		4.4	

**7. Individual Director's Functioning**

7.1	I have a good understanding of the difference between the board's governance role and the role of the CEO and management.	4.8		4.7	
7.2	I have a good understanding of the organization's strategic plans, activities and operations.	4.7		4.6	
7.3	I have a good understanding of the challenges in the external environment affecting the organization.	4.7		4.6	
7.4	I feel good about my level of contribution to the board's deliberations.	4.6		4.5	
7.5	I received adequate orientation that prepared me to contribute effectively to the board.	4.5		4.4	
7.6	I receive ongoing continuing education as a member of the board.	4.6		4.3	
7.7	I respect confidentiality of board discussions.	4.9		4.9	
7.8	I declare a conflict of interest when necessary.	4.8		4.8	
7.9	I support decisions of the Board, even if I spoke against them at the meeting.	4.8		4.8	

# Board Self-Assessment Tool

Measure  
Average

Select Year  
2024

Select Organization  
Hopital Glengarry Memorial Hospital

Section  
Section 1

Organization Type  
Multiple values

OH Region  
East Region

\*Total Average includes East Region participating hospitals with CCC and Rehab, Community, Small org types

Assessment Criteria	Org Board Average	Total Average	5- Strongly Agree	4- Agree	3- Neutral	2- Disagree	1- Strongly Disagree	N/A- Not Applicable/ Don't know
1.1 The current Strategic Plan for your organization provides a clear set of relevant and realistic goals and strategic directions to the organization.	4.8	4.5	11	3	0	0	0	0
1.2 The board is adequately involved in the process of developing the Strategic Plan.	4.7	4.5	10	4	0	0	0	0
1.3 The board encourages the identification and assessment of initiatives to create a more integrated local health services system.	4.7	4.4	10	4	0	0	0	0
1.4 The board regularly monitors and evaluates progress towards strategic goals and directions.	4.9	4.5	12	2	0	0	0	0
1.5 The board provides meaningful direction to program/service quality in its Strategic Plan and annual goals and priorities	4.6	4.4	9	5	0	0	0	0
1.6 The board effectively oversees the development of the annual budget and financial plans for the organization.	4.6	4.5	9	5	0	0	0	0
1.7 The performance measurement system is helpful to board members and uses contemporary methods (e.g., dashboards and balanced scorecards).	4.7	4.5	10	4	0	0	0	0
1.8 The performance measures and other information received by the board permit directors to monitor results and identify areas of concern.	4.6	4.4	9	5	0	0	0	0
1.9 When there are significant financial and/or quality performance variances, management provides the board with acceptable explanations and plans for dealing with those variances.	4.7	4.6	10	4	0	0	0	0
1.10 The board is informed about significant risk issues in a timely manner.	4.6	4.5	9	5	0	0	0	0
1.11 There is an effective process for establishing the CEO's annual goals.	4.8	4.5	10	3	0	0	0	1
1.12 There is an effective process for measuring the CEO's performance.	4.7	4.5	9	4	0	0	0	1
1.13 The board has a sound plan for the CEO's development and succession.	4.6	4.1	8	5	0	0	0	1
1.14 There is an effective process for establishing the Chief of Staff's annual goals.	4.8	4.3	10	3	0	0	0	1
1.15 There is an effective process for measuring the Chief of Staff's performance.	4.6	4.3	8	5	0	0	0	1
1.16 The board has a sound plan for the Chief of Staff's development and succession.	4.5	3.9	6	7	0	0	0	1
1.17 The board ensures that the organization communicates its performance and plans to its key stakeholders in an effective and transparent fashion.	4.6	4.3	9	5	0	0	0	0
1.18 The board speaks with 'one voice' in all communications with stakeholders.	4.6	4.6	9	5	0	0	0	0
1.19 The board ensures that the organization engages relevant stakeholders when considering strategic planning and services integration opportunities.	4.8	4.4	11	3	0	0	0	0

# Board Self-Assessment Tool

Measure  
Average

Select Year  
2024

Select Organization  
Hospital Glengarry Memorial Hospital

Section  
Section 2, 3, & 4

Organization Type  
Multiple values

OH Region  
East Region

Assessment Criteria		Org Board Average	Total Average	5- Strongly Agree	4- Agree	3- Neutral	2- Disagree	1- Strongly Disagree	N/A- Not Applicable/ Don't know
*Total Average includes East Region participating hospitals with CCC and Rehab, Community, Small org types									
2.1	The board understands and performs its governance role and does not become overly involved in operational issues.	4.9	4.5	12	2	0	0	0	0
2.2	The board members are adequately informed about the programs, services, operations and administration of the organization in making governance decisions.	4.6	4.5	9	5	0	0	0	0
2.3	The board's goals, expectations and concerns are openly communicated to the CEO and management.	4.6	4.5	8	6	0	0	0	0
2.4	The CEO communicates with the board in an open, candid, respectful and timely manner. (*Select N/A for this question if you are the CEO)	4.9	4.7	12	2	0	0	0	0
3.1	The board is the right size. It is small enough for effective board discussions, yet large enough to have an appropriate breadth of skills and experience and the ability to carry the committee workload.	4.6	4.5	8	6	0	0	0	0
3.2	The membership of the board has sufficient diversity of skills, experience and backgrounds for good governance.	4.4	4.4	5	9	0	0	0	0
3.3	The board membership is sufficiently independent to ensure good governance of the organization.	4.7	4.6	10	4	0	0	0	0
3.4	New board members receive adequate orientation to prepare them to contribute effectively to the board.	4.6	4.3	8	6	0	0	0	0
3.5	The board receives in-depth, ongoing continuing education.	4.4	4.3	6	8	0	0	0	0
4.1	The board has the appropriate committees to support the work of the board.	4.6	4.6	9	5	0	0	0	0
4.2	Committee meetings involving board members and staff are constructive and there is open communication, meaningful participation, critical questioning and timely resolution of issues.	4.6	4.6	9	4	1	0	0	0
4.3	The board respects the work of its committees and does not redo committee work.	4.9	4.6	12	2	0	0	0	0
4.4	Committee reports are effective in providing the necessary information to the board.	4.6	4.5	9	5	0	0	0	0
4.5	The Finance Committee or equivalent (Resources, Stewardship) effectively performs its role and fulfills the responsibilities of its terms of reference.	4.6	4.7	8	6	0	0	0	0
4.6	The Quality Committee effectively performs its role and fulfills the responsibilities of its terms of reference.	4.7	4.7	10	4	0	0	0	0
4.7	The Governance Committee (or equivalent) effectively performs its role and fulfills the responsibilities of its terms of reference.	4.8	4.7	11	3	0	0	0	0

# Board Self-Assessment Tool

Measure  
Average

Select Year  
2024

Select Organization  
Hospital Glengarry Memorial Hospital

Section  
Section 5

Organization Type  
Multiple values

OH Region  
East Region

Assessment Criteria		Org Board Average	Total Average	5- Strongly Agree	4- Agree	3- Neutral	2- Disagree	1- Strongly Disagree	N/A- Not Applicable/ Don't know
5.1	Meetings are structured to allow sufficient time for discussion of major issues.	4.8	4.3	11	3	0	0	0	0
5.2	Board discussions enable appropriate participation by all Directors	4.8	4.4	11	3	0	0	0	0
5.3	The board has a well-conceived and realistic annual work plan.	4.8	4.5	11	3	0	0	0	0
5.4	Board materials are sufficiently informative so that board members can participate in discussions and make decisions.	4.9	4.6	12	2	0	0	0	0
5.5	Board materials arrive sufficiently in advance to allow for board members to prepare properly for the meetings.	4.9	4.6	12	2	0	0	0	0
5.6	The board uses in-camera sessions appropriately.	4.5	4.6	9	4	0	1	0	0
5.7	The board uses a consent agenda practice that conserves board time without compromising board oversight.	4.8	4.7	10	3	0	0	0	1
5.8	Minutes accurately reflect board discussions and decisions.	4.8	4.7	11	3	0	0	0	0
5.9	The board's 'meetings without management' focus on the governance process and support from management.	4.7	4.3	8	3	0	0	0	3
5.10	The board can perform its functions effectively using virtual meetings.	4.7	4.4	10	4	0	0	0	0
5.11	Virtual meetings allow directors to contribute as effectively as in-person meetings to decision making.	4.5	3.9	7	7	0	0	0	0
5.12	The board has adopted clear expectations for virtual and in-person attendance at meetings.	4.8	4.3	11	2	0	0	0	1
5.13	I feel good about my level of contribution in virtual meetings.	4.6	4.3	9	5	0	0	0	0
5.14	I have the technology I need to participate in virtual meetings.	4.7	4.6	10	4	0	0	0	0
5.15	I would prefer the board expected all Directors to attend meetings in-person.	2.8	2.9	2	4	1	3	4	0
5.16	I would be comfortable with a long-term hybrid approach to board meetings in which some people attend in-person and some people attend virtually.	4.6	4.1	8	6	0	0	0	0

# Board Self-Assessment Tool

Measure  
Average

Select Year  
2024

Select Organization  
Hospital Glengarry Memorial Hospital

Section  
Section 6 & 7

Organization Type  
Multiple values

OH Region  
East Region

\*Total Average includes East Region participating hospitals with CCC and Rehab, Community, Small org types

Assessment Criteria	Org Board Average	Total Average	5- Strongly Agree	4- Agree	3- Neutral	2- Disagree	1- Strongly Disagree	N/A- Not Applicable/ Don't know
6.1 Directors work well together, seeking consensus, and treat each other with respect and courtesy.	4.9	4.6	12	2	0	0	0	0
6.2 Directors ask constructive questions and express their views in a respectful manner.	4.7	4.6	10	4	0	0	0	0
6.3 Once decisions are taken by the board, all members support the position.	4.9	4.6	12	2	0	0	0	0
6.4 Directors respect the confidentiality of board in-camera discussions.	4.7	4.7	9	4	0	0	0	1
6.5 Directors declare conflicts of interest, where appropriate.	4.6	4.7	8	5	0	0	0	1
6.6 The board has sufficient opportunities to go into adequate depth on critical issues from time to time (retreats or 'deep dives' at regular meetings).	4.4	4.2	7	6	1	0	0	0
6.7 The board has effective evaluation tools to help it make modifications in its governance processes.	4.7	4.3	10	4	0	0	0	0
6.8 The board balances its time well between considering future issues and dealing with current governance matters.	4.6	4.2	9	5	0	0	0	0
6.9 The board addresses important issues and decisions at a sufficiently early stage.	4.8	4.3	11	3	0	0	0	0
6.10 On balance, the board allocates its time effectively between important issues and those of lesser importance.	4.7	4.4	10	4	0	0	0	0
7.1 I have a good understanding of the difference between the board's governance role and the role of the CEO and management.	4.8	4.8	11	3	0	0	0	0
7.2 I have a good understanding of the organization's strategic plans, activities and operations.	4.7	4.6	10	4	0	0	0	0
7.3 I have a good understanding of the challenges in the external environment affecting the organization.	4.7	4.5	10	4	0	0	0	0
7.4 I feel good about my level of contribution to the board's deliberations.	4.6	4.4	9	4	1	0	0	0
7.5 I received adequate orientation that prepared me to contribute effectively to the board.	4.5	4.4	8	4	1	0	0	1
7.6 I receive ongoing continuing education as a member of the board.	4.6	4.4	9	5	0	0	0	0
7.7 I respect confidentiality of board discussions.	4.9	4.9	12	2	0	0	0	0
7.8 I declare a conflict of interest when necessary.	4.8	4.8	11	3	0	0	0	0
7.9 I support decisions of the Board, even if I spoke against them at the meeting.	4.8	4.8	11	3	0	0	0	0

DECISION SUPPORT DOCUMENT FOR

- Board of Directors                       Board Committee - Governance                       Senior Leadership Team  
 Other (please specify):

Date Prepared: December 16, 2024                      Meeting Date Prepared for: January 15, 2025

Subject: Rules of Order Review

Prepared by: R. Alldred-Hughes, President & CEO

- DECISION SOUGHT\*                       FOR DISCUSSION/INPUT                       FOR INFORMATION ONLY

**PURPOSE**

- The purpose of this briefing note is to outline considerations to changing the current rules of order adopted for Board meeting from Nathan’s Rules of Order to Robert’s Rules of Order for improved accessibility, affordability, and convenience.

**RECOMMENDATION**

THAT the Governance and Nominating Committee recommend to the Board of Directors the replacement of *Nathan's Rules of Order* with *Robert's Rules of Order* as the official rules of order for Board meetings.

**IMPLICATIONS TO OTHER STANDING COMMITTEES**

Are there any material or significant implications for other Standing Committees?  No     Yes, please specify:

**SITUATION & BACKGROUND**

*A brief description of the background to the issue.*

- As part of the work undertaken last year to update the Corporate Bylaws, in collaboration with Borden Ladner Gervais LLP (BLG), the Board adopted Nathan's Rules of Order as the official parliamentary authority for conducting meetings. While Nathan's Rules of Order are recognized as a credible resource for meeting procedures, they present the following challenges:
  - Lack of Accessibility: Nathan's Rules of Order are not available electronically, making it difficult for Board Directors to access the resource conveniently.
  - High Cost: The purchase of hard copies for all Board Directors is expensive, limiting its availability to individual members.
- It is proposed that the Board Governance Committee recommend changing the adopted rules of order to *Robert's Rules of Order* for the following reasons:
  - **Cost-Effective:** *Robert's Rules of Order* are available in electronic formats at a significantly lower cost compared to *Nathan's Rules of Order*.
  - **Accessibility:** Electronic versions can be easily shared with all Board Directors, ensuring everyone has equal access to the resource.
  - **Recognized Standard:** *Robert's Rules of Order* is widely accepted and used by organizations and boards across Canada and internationally, providing a consistent and familiar framework for meeting procedures.
  - **Ease of Use:** The resource is user-friendly, with supporting guides and tools readily available to assist with parliamentary procedures.

## IMPLEMENTATION & COMMUNICATION PLAN

*Consider how the recommendation will be rolled-out and communicated to all key stakeholders.*

- Governance Committee Discussion and Decision – January 15, 2025

If approved at Governance:

- Recommendation to Board of Directors – January 30, 2025
- Obtain electronic copy for all Board of Directors to review on Board Portal – February 3, 2025

---

DECISION SUPPORT DOCUMENT FOR

- Board of Directors                       Board Committee - Governance                       Senior Leadership Team  
 Other (please specify):
- 

Date Prepared: December 16, 2024                      Meeting Date Prepared for: January 15, 2025

Subject: Corporate Bylaws and Professional Staff Bylaw Review

Prepared by: R. Alldred-Hughes, President & CEO

- DECISION SOUGHT\*                       FOR DISCUSSION/INPUT                       FOR INFORMATION ONLY

### PURPOSE

- The purpose of this briefing note is to provide an update to the Governance and Nominating Committee on the annual review of the hospital's Corporate Bylaws and Professional Staff Bylaws.

### RECOMMENDATION

THAT the Governance and Nominating Committee review and receive this report and confirms that no revisions to the Corporate Bylaws and Professional Staff Bylaws are required at this time.

### IMPLICATIONS TO OTHER STANDING COMMITTEES

Are there any material or significant implications for other Standing Committees?  No     Yes, please specify:

### SITUATION & BACKGROUND

*A brief description of the background to the issue.*

- In alignment with good governance practices and the hospital's commitment to regular review of governance documents, the Corporate Bylaws are assessed annually to ensure compliance with current legislation, regulations, and best practices.
- Last year, an extensive and thorough review of the Corporate Bylaws was conducted in collaboration with Borden Ladner Gervais LLP (BLG). This process included significant revisions to ensure full compliance with the Ontario Not-for-Profit Corporations Act (ONCA). Following this review, the updated Bylaws were approved at the Annual General Meeting and implemented accordingly.
- Given the comprehensive nature of last year's review and the resulting updates to meet ONCA requirements, no changes are recommended to the Corporate Bylaws for this year. The document remains current and compliant with all relevant legislative and regulatory frameworks.
- Additionally, review was done last year to the Professional Staff Bylaws and no changes were flagged as being needed this year.

### SUPPORTING DOCUMENTATION

*Consider how the recommendation will be rolled-out and communicated to all key stakeholders.*

- [Corporate Bylaws](#)
- [Professional Staff Bylaws](#)

## 2024-2025 Board of Directors Attendance



Name	2024				2025						Total	%
	*Jun	Sept	Oct	Nov	Jan	Feb	Mar	Apr	May	Jun		
Dr. Stuart Robertson, Chair	P	P	P	P							4	100%
Louise Boyling, Vice Chair	P	P	P	P							4	100%
Charlotte Nagy, Treasurer	P	P	P	A							3	75%
Carole Larocque	P	P	P	A							3	75%
Francois Desjardins	A	P	P	P							3	75%
Dr. Genevieve Raby	P	P	P	A							3	75%
Gerald McDonald	P	P	P	P							4	100%
Gordon Peters	P	P	P	P							4	100%
Heidi Salib	P	P	P	P							4	100%
Dr. Raynald Cardinal	P	P	P	P							4	100%
Wendy Rozon	P	P	P	A							3	75%
<b>Total</b>	10	11	11	7	0	0	0	0	0	0	39	89%

\*Special Meeting

## 2024-2025 Governance Attendance



Name	2024		2025				Total	%
	Sep	Nov	Jan	Mar	Apr	May		
Louise Boyling	P	P					2	100%
Carole Larocque	A	P					1	50%
Gerard McDonald	P	P					2	100%
Gordon Peters	P	P					2	100%
Dr. Stuart Robertson	P	P					2	100%
<b>Total</b>	4	5	0	0	0	0	9	90%

## 2024-2025 Finance Attendance



Name	2024			2025					Total	%
	Sep	Oct	Nov	Jan	Feb	Mar	May	Jun		
Charlotte Nagy	P	P	P						3	100%
Francois Desjardins	P	A	P						2	67%
Dr. Genevieve Raby	P	P	P						3	100%
Louise Boyling	P	P	P						3	100%
Dr. Stuart Robertson	P	P	P						3	100%
<b>Total</b>	5	4	5	0	0	0	0	0	14	93%

## 2024-2025 Quality Attendance



Name	2024		2025		Total	%
	Sep	Nov	Feb	May		
Carole Larocque	P	P			2	100%
Gordon Peters	P	P			2	100%
Heidi Salib	P	P			2	100%
Dr. Raynald Cardinal	P	P			2	100%
Wendy Rozon	P	P			2	100%
<b>Total</b>	5	4	0	0	8	100%

\*Special Committee Meeting

DECISION SUPPORT DOCUMENT FOR

- Board of Directors                     
  Board Committee - Governance                     
  Senior Leadership Team  
 Other (please specify):

Date Prepared: December 23, 2024                      Meeting Date Prepared for: January 15, 2025  
 Subject: Accreditation Standard Feature – 3.1.9 Organizaional Risk  
 Prepared by: R. Alldred-Hughes, President & CEO

- DECISION SOUGHT\*                     
  FOR DISCUSSION/INPUT                     
  FOR INFORMATION ONLY

**PURPOSE**

- As part of the hospital’s efforts to embrace the new continuous model for Accreditation and embed it into our daily work, committees will feature 1-2 criteria from an Accreditation standard that applies to their committee’s work at each meeting
- These features will provide an opportunity for the committee to discuss the standard and how HGMH achieves compliance, identifies opportunities for improvement, while ensuring the committee is well-equipped to make informed decisions and recommendations related to quality

**STANDARD / CRITERIA FEATURED**

*Include the standard name, number(s), statement(s), guideline text, and other information if applicable*

3.1.9 The governing body ensures it is kept informed of organizational risks in a timely manner.

Priority: **High Priority** | Quality Dimension: **Efficiency**

**Guidelines**

The governing body may have specific requirements for the organization’s risk reporting, to ensure it is informed about risks in a timely manner, and about risk mitigation and response plans. For example, the governing body may have specific requirements for which risks should be escalated to them; as well as how and how quickly they should be escalated. The governing body may require the organization to promptly report on risks that have a high likelihood of occurrence and/or high severity of impact, to ensure the governing body has timely oversight over how those risks are managed.

The governing body reviews organizational reports about real and potential risks facing the organization and guides the organization to apply an integrated approach in its risk management planning. The governing body ensures that the organization identifies and manages its operational and clinical risks from an organization-wide perspective and in a continuous, proactive, and systematic manner to minimize their impacts.

Operational risks may be related to resources; finances; budget; capital planning; property and physical infrastructure; reputation; credentialling; competition; liability and insurance protection; corporate governance; organizational health and safety; human and other resource management; contracted services; research and innovation; compliance with standards, policies, or laws; the political environment; information systems and security; data privacy and access management; data retention and destruction; contract management; and emergency and disaster management including pandemics. Clinical risks may be related to the provision of safe and quality care (e.g., clinical safety, medication reconciliation, medical devices and equipment, infection prevention and control, laboratory services).

## DISCUSSION QUESTIONS

*Choose 1-2 questions from the list below to guide discussion at your meeting, or create your own question(s)*

- What does the hospital already do to meet this standard?
- What new things can the hospital implement to meet this standard?
- How would you respond to a surveyor asking you a question about this standard?
- What evidence (i.e.: documentation) can support the hospital's compliance with this standard?

DECISION SUPPORT DOCUMENT FOR

- Board of Directors
  Board Committee – Governance
  Senior Leadership Team  
 Other (please specify):

Date Prepared: December 23, 2024 Meeting Date Prepared for: January 15, 2024  
 Subject: Inclusion, Equity, Diveristy & Anti-Racism (IDEA) - Update  
 Prepared by: Robert Alldred-Hughes, President & CEO

- DECISION SOUGHT\*
  FOR DISCUSSION/INPUT
  FOR INFORMATION ONLY

**PURPOSE**

- The purpose of this briefing note is to remind the Governance Committee of the requirements of Accreditation Canada Standards that are being overseen by this committee, in addition to provide an update on actions taken to date which support our policy on Inclusion, Diversity, Equity and Anti-Racism at HGMH.

**IMPLICATIONS TO OTHER STANDING COMMITTEES**

Are there any material or significant implications for other Standing Committees?  No  Yes, please specify:

- All Board Committees

**SITUATION & BACKGROUND**

*A brief description of the background to the issue.*

- In the Fall of 2023 the Board of Directors approved the recommendation that the Governance Committee take on a proactive role in leading, coordinating, and monitoring IDEA-related activities within HGMH. This includes ensuring compliance with Accreditation Canada Standards for IDEA and fostering a culture of inclusion, diversity, equity, and anti-racism throughout the organization.
- Since this recommendation was approved, there has been much work completed by the team at HGMH related to IDEA activities.
- HGMH, as a prominent organization and employer in our community, is committed to promoting an environment that is inclusive, diverse, and equitable, while actively combatting racism.
- In the winter/spring of 2024 an Inclusion, Diversity, Equity, and Anti-Racism Framework was developed by HGMH, which focuses our efforts on achieving meaningful actions to increase inclusion and celebrate diversity, while creating an overall sense of belonging.
- The advent of this framework helped kick off significant work that has been completed over the spring and summer, whereby:
  - an IDEA Committee has been formed consisting of leaders and staff with a passion for IDEA and lived experience.
  - A policy related to Land Acknowledgement has been created along with an official Land Acknowledgement statement for our hospital. The Land Acknowledgement has been endorsed by the senior leadership team, and reviewed by the Native North American Travelling College.
  - September 30<sup>th</sup> is National Truth and Reconciliation Day, and HGMH will be holding a series during the month of September to support Truth and Reconciliation, including a special on site ceremony and social on September 17<sup>th</sup> from 1-3. All Board Members are encouraged to attend, and invitations to MP's and MPP, including municipal officials have been issued.

- In October 2024 HGMH rolled out an education program for all leaders and Board Members at HGMH to complete through Culture Ally. To date the following education topics have been delivered:
  - *Foundations of Diversity, Equity, and Inclusion*
  - *Truth and Reconciliation*
  - *Anti-Sexual Harassment*
  - *LGBTQ+ Awareness*
  - *Unconscious Bias*
- The hospital has commissioned artwork by indigenous artist Dawn lehstoseranonha from Akwesasne to be installed at our hospital. The art is a symbol for indigenous patients and family who access our services that we care deeply about the whole person and providing care that is culturally safe and supportive.
- HGMH Update Job Description Template now includes and IDEA values statement: *“We recognize the intrinsic value of every individual and the diversity they bring to our community. We are committed to fostering a sense of belonging and an environment that upholds principles of equity, diversity, inclusion and anti-racism in every facet of our operations. Our commitment is unwavering, rooted in our belief that healthcare should be equitable, accessible and inclusive for all”*.
- The IDEA Committee has selected cultural celebration days to be recognized through communication and special events.
- Looking ahead, adding an IDEA corner to the bi-weekly blitz.
- There are 10 new Governance related standards for IDEA and HGMH will be assessed against these standards in our next accreditation survey cycle of 2026. (*Attached*)

**CONSULTED WITH:**

*Indicate those bodies and individuals who have been consulted with in the development of this decision support document*

- Kayla MacGillivray, Chief Human Resources Officer

**SUPPORTING DOCUMENTS/ATTACHMENTS**

*List any supporting documents or attachments*

- Listing of Accreditation Canada Standards related to Governance
- IDEA Framework

**Accreditation Canada Standards Related to Inclusion, Diversity, Equity, and Anti-Racism**

The governing body uses a recognized framework for acknowledging systemic racism.
The governing body implements an action plan, in partnership with community partners, to address systemic racism in the organization.
The governing body provides its members with education and continuous learning on cultural safety and humility and systemic racism.
The governing body ensures the organization’s policies reflect cultural safety and humility practices and encompass the culture and rights of the communities receiving services from the organization.
The governing body monitors its action plan for addressing systemic racism.
The governing body uses a recognized framework for acknowledging Indigenous-specific systemic racism.

The governing body implements an action plan, in partnership with Indigenous partners, to address Indigenous-specific systemic racism in the organization.

The governing body provides its members with education and continuous learning on cultural safety and humility and Indigenous-specific systemic racism.

The governing body ensures the organization's policies reflect cultural safety and humility practices and encompass the culture and rights of the Indigenous peoples and communities receiving services from the organization.

The governing body monitors its action plan for addressing Indigenous-specific systemic racism.

DECISION SUPPORT DOCUMENT FOR

- Board of Directors
  Board Committee - Governance
  Senior Leadership Team  
 Other (please specify):

Date Prepared: December 18, 2023 Meeting Date Prepared for: January 10, 2024

Subject: CEO and COS Evaluation Questionnaire Review

Prepared by: L. Boyling, Chair of Governance and Nominating Committee

- DECISION SOUGHT\*
  FOR DISCUSSION/INPUT
  FOR INFORMATION ONLY

**PURPOSE**

- The Governance Committee annually reviews the performance evaluation questions for the CEO and COS and recommend any changes to the Board of Directors.
- The purpose of this note is to provide the Committee with an overview of the process around the CEO and COS evaluations. The evaluation questionnaires are to be reviewed as part of the process and this note will allow you to ensure that as you review the questions the intended outcome will be supported.

**IMPLICATIONS TO OTHER STANDING COMMITTEES**

Are there any material or significant implications for other Standing Committees?  No  Yes, please specify:

**SITUATION & BACKGROUND**

*A brief description of the background to the issue.*

- As part of our commitment to robust corporate governance, it is imperative to evaluate the performance of key executives, namely the CEO and COS, on an annual basis. This evaluation process serves several critical purposes:
  - Performance evaluations hold executives accountable for their responsibilities and strategic goals outlined in their job descriptions. This ensures that leaders are delivering measurable results in alignment with their personal business commitments.
  - The evaluation process provides a structured mechanism for feedback on both strengths and areas requiring improvement. Constructive feedback fosters professional development and enhances leadership capabilities, contributing to the long-term success of the organization.
  - Assessing executive performance against strategic objectives ensures that the leadership team remains focused on driving the organization towards its long-term vision. This process helps identify any misalignments and allows for adjustments to be made in real-time.
- The evaluation questionnaires are to be carefully crafted to encompass key performance indicators, leadership competencies, and the specific responsibilities outlined in the job descriptions of the CEO and COS. The questions are designed to gather both quantitative and qualitative data, providing a comprehensive view of executive performance.
- It is important to highlight that the questionnaires are answered anonymously, and results are kept confidential between the Board Executive and the Executives individually.
- When answering the questions, it is important to take into consideration information being shared at the Board level as a means to evaluate work being done. Only if really unsure about a question should you answer no basis for judgment.
- It is important to note that while Governance reviews the questionnaires, the Executive Committee of the Board gather the results and will go over these with the CEO and COS individually.

## IMPLEMENTATION & COMMUNICATION PLAN

*Consider how the recommendation will be rolled-out and communicated to all key stakeholders.*

- Revise any questions if needed.
- Executive Assistant to send out the questionnaires as appropriate in March 2024 with results compiled by April 2024 for review at the Executive Committee meeting.

## SUPPORTING DOCUMENTS/ATTACHMENTS

*List any supporting documents or attachments*

- CEO Evaluation by Board
- CEO 360 Evaluation
- COS Evaluation by Board
- COS Evaluation by Medical Staff



2023-2024 CEO Evaluation by Board

Dimensions/Characteristics of Performance

Using the following definitions of levels of performance, please indicate below your perceptions and evaluations of your CEO's work performance. Mark only those categories in which you feel able to evaluate his/her performance. Additional written comments can be made.

Excellent

- Performance is clearly outstanding.
- Performance is superior - it far exceeds standards and expectations.
- Performance is exceptional on a continuous basis.

Very good

- Performance generally meets or exceeds standards or expectations.
- Attains all or nearly all of position objectives.

Good

- Performance is adequate - it meets standards or expectations, and is developing within the position.

Needs improvement

- Fails to meet one or a few job expectations.

No basis for judgment

- Have not observed this skill or activity.

For any item you mark as "Needs improvement", please provide more details in the comment box provided.



2023-2024 CEO Evaluation by Board

\* 1. The CEO:

	Excellent	Very good	Good	Needs improvement	No basis for judgment
1. Works closely with the Board in developing the mission, vision, strategic plan, long-term and short-term goals	<input type="radio"/>				
2. Provides effective leadership and direction by establishing a clear vision and direction for the organization which is in line with its strategic directions and goals	<input type="radio"/>				
3. Strategically plans for the hospital's growth and development	<input type="radio"/>				
4. Works with the Board to create an optimal governance environment - creating a sense of openness, honesty, transparency, and trustworthiness	<input type="radio"/>				
5. Provides regular education programs to the Board	<input type="radio"/>				
6. Ensures that quality and patient safety is a top priority at every level of the organization and regularly reports to the Board finding / outcomes / reports	<input type="radio"/>				

concerning services and programs

7. Demonstrates a thorough knowledge of hospital administration and the healthcare environment in general	<input type="radio"/>				
8. Ensures enactment of all policies and procedures, laws, bylaws, etc. of the Board, and other relevant legislation	<input type="radio"/>				
9. Has regular contact with the Ministry of Ontario Health, Ontario Health, and other appropriate regulatory bodies	<input type="radio"/>				
10. Reviews and recommends capital investment strategies to the Board	<input type="radio"/>				
11. Monitors and regularly reports on current and projected financial metrics, including any risks and opportunities	<input type="radio"/>				
12. Monitors and regularly reports on property and equipment that might hinder the effective operation of the hospital	<input type="radio"/>				
13. Ensures that the hospital's quality improvement plan is operationalized, reviewed, and revised on an annual basis at the least	<input type="radio"/>				
14. Communicates well with the Board providing appropriate information at and in between Board meetings	<input type="radio"/>				
15. Is readily available to	<input type="radio"/>				

individual Board members as appropriate

16. Uses creative, innovative, problem solving strategies when adapting to new challenges

17. Ensures that all hospital services / staff practices / equipment and facilities operate in accordance with applicable standards / codes / laws and regulations

18. Works with others to ensure the development / implementation / monitoring and revision of internal operational policies and procedures and that all other control systems are followed

19. In collaboration with the COS, establishes / implements / monitors and revises an effective recruitment and physician credentialing process

20. Communicates regularly with other hospitals and community partners with the goal of advocating for and promoting hospital activities, programs, services, and awards

21. Keeps abreast of new technologies and initiatives which will make the hospital's operations more effective and efficient

Comment box



2023-2024 CEO 360 Evaluation

The 360 review is an opportunity for a number of hospital employees to provide feedback about the CEO's performance.

This information will be reviewed by the Board of Directors of the hospital and the feedback will be provided anonymously to the CEO.

Thank you for taking the time to complete this questionnaire.

Dimensions/Characteristics of Performance

Using the following definitions of levels of performance, please indicate below your perceptions and evaluations of your CEO's work performance. Mark only those categories in which you feel able to evaluate his/her performance. Additional written comments can be made.

Strongly Agree

- Performance is clearly outstanding.
- Performance is superior - it far exceeds standards and expectations.
- Performance is exceptional on a continuous basis.

Agree

- Performance generally meets or exceeds standards or expectations.
- Attains all or nearly all of position objectives.

Neutral

- Performance is adequate - it meets standards or expectations, and is developing within the position.

Disagree

- Fails to meet one or a few job expectations.

No basis for judgment

- Have not observed this skill or activity.

For any item you mark as "Disagree", please provide more details in the comment box provided.



2023-2024 CEO 360 Evaluation

\* 1. The Chief Executive Officer:

	Strongly Agree	Agree	Neutral	Disagree	No basis for judgment
1. Nurtures a diverse and inclusive environment of trust, bringing out the best in me and others	<input type="radio"/>				
2. Leads by example, demonstrating the behaviour expected of all	<input type="radio"/>				
3. Treats me and others fairly and with respect	<input type="radio"/>				
4. Encourages me and others to take on new challenges, while supporting continuous learning, which allows me to succeed at these new challenges	<input type="radio"/>				
5. Takes initiative and makes appropriate, timely decisions when faced with challenges	<input type="radio"/>				
6. Is outcome driven and makes appropriate decisions based on these outcomes	<input type="radio"/>				
7. Applies policies and regulations fairly and as per legislation and regulations	<input type="radio"/>				
8. Builds loyalty to themselves and to	<input type="radio"/>				

the organization

9. Expects and demands superior job performance and provides me with regular performance feedback	<input type="radio"/>				
---------------------------------------------------------------------------------------------------	-----------------------	-----------------------	-----------------------	-----------------------	-----------------------

10. Explores new and exciting opportunities	<input type="radio"/>				
---------------------------------------------	-----------------------	-----------------------	-----------------------	-----------------------	-----------------------

11. Positively challenges the ability of other employees	<input type="radio"/>				
----------------------------------------------------------	-----------------------	-----------------------	-----------------------	-----------------------	-----------------------

12. Communicates clearly and concisely while encouraging open candid dialogue	<input type="radio"/>				
-------------------------------------------------------------------------------	-----------------------	-----------------------	-----------------------	-----------------------	-----------------------

13. Is open-minded and proactively stimulates ideas and discussion	<input type="radio"/>				
--------------------------------------------------------------------	-----------------------	-----------------------	-----------------------	-----------------------	-----------------------

14. Is skilled in resolving conflicts and works effectively with unions and challenging employees	<input type="radio"/>				
---------------------------------------------------------------------------------------------------	-----------------------	-----------------------	-----------------------	-----------------------	-----------------------

15. Is well-informed relating to MOH, OH, and other relevant legislative and healthcare bodies	<input type="radio"/>				
------------------------------------------------------------------------------------------------	-----------------------	-----------------------	-----------------------	-----------------------	-----------------------

16. Responds to my and others' questions and emails appropriately and in a timely manner	<input type="radio"/>				
------------------------------------------------------------------------------------------	-----------------------	-----------------------	-----------------------	-----------------------	-----------------------

17. Appropriately delegates tasks, authority, and responsibility	<input type="radio"/>				
------------------------------------------------------------------	-----------------------	-----------------------	-----------------------	-----------------------	-----------------------

Comment box:

\* 2. What, if anything, do you feel the CEO could do differently to further support you, your team, or the hospital in general?



2023-2024 COS Evaluation by Board

Dimensions/Characteristics of Performance

Using the following definitions of levels of performance, please indicate below your perceptions and evaluations of your COS's work performance. Mark only those categories in which you feel able to evaluate his/her performance. Additional written comments can be made.

Excellent

- Performance is clearly outstanding.
- Performance is superior - it far exceeds standards and expectations.
- Performance is exceptional on a continuous basis.

Very good

- Performance generally meets or exceeds standards or expectations.
- Attains all or nearly all of position objectives.

Good

- Performance is adequate - it meets standards or expectations, and is developing within the position.

Needs improvement

- Fails to meet one or a few job expectations.

No basis for judgement

- Have not observed this skill or activity.

For any item you mark as "Needs improvement", please provide more details in the comment box provided.



2023-2024 COS Evaluation by Board

\* 1. The Chief of Staff:

	Excellent	Very good	Good	Needs improvement	No basis for judgment
1. Regularly keeps the Board abreast of issues related to the quality of patient care	<input type="radio"/>				
2. Provides the Board with quality outcomes and data-driven actionable information and recommendations enabling the Board to make sound decisions	<input type="radio"/>				
3. Adequately carries out duties which have been assigned by the Board	<input type="radio"/>				
4. Utilizes a robust physician recruitment process, hiring appropriate medical staff to meet the changing needs of the organization	<input type="radio"/>				
5. Ensures that current and emerging clinical needs are considered in the development of the annual operating and capital plans	<input type="radio"/>				
6. Engages in and supports continuous learning for themselves and the medical team	<input type="radio"/>				

7. Demonstrates the ability to work effectively in a team

8. Builds positive working relationships with staff and other healthcare partners

9. Demonstrates a collaborative approach to achieving patient / physician / hospital / Ontario Health objectives

10. Supports, engages with, and helps guide other executive members, as well as the Board, in establishing hospital priorities in line with strategic objectives

11. Participates in local and regional outreach / representation when appropriate

12. Successfully represents the physicians and other team members to the Executive and the Board

Comment box:



2023-2024 COS Evaluation by Medical Staff

Dimensions/Characteristics of Performance

Using the following definitions of levels of performance, please indicate below your perceptions and evaluations of your COS's work performance. Mark only those categories in which you feel able to evaluate his/her performance. Additional written comments can be made.

Excellent

- Performance is clearly outstanding.
- Performance is superior - it far exceeds standards and expectations.
- Performance is exceptional on a continuous basis.

Very good

- Performance generally meets or exceeds standards or expectations.
- Attains all or nearly all of position objectives.

Good

- Performance is adequate - it meets standards or expectations, and is developing within the position.

Needs improvement

- Fails to meet one or a few job expectations.

No basis for judgement

- Have not observed this skill or activity.

For any item you mark as "Needs improvement", please provide more details in the comment box provided at the end of the evaluation.



2023-2024 COS Evaluation by Medical Staff

\* 1. The Chief of Staff :

	Excellent	Very good	Good	Needs improvement	No basis for judgment
1. Embodies continuous quality improvement	<input type="radio"/>				
2. Engenders continuing development / learning for themselves and other physicians	<input type="radio"/>				
3. Balances the hospital's priorities with concerns / issues of the physicians and other team members	<input type="radio"/>				
4. Provides appropriate coaching / feedback	<input type="radio"/>				
5. Ensures that physician needs are met enabling them to meet best practice clinical standards	<input type="radio"/>				
6. Is well respected by other physicians	<input type="radio"/>				
7. Creates an engaging work environment for the team members	<input type="radio"/>				
8. Demonstrates the ability to work well with others	<input type="radio"/>				
9. Demonstrates a collaborative approach to achieving patients / physician / hospital objectives	<input type="radio"/>				

10. Participates in local and regional outreach / representation when appropriate

11. Regularly reviews the succession planning agenda, updating the hospital physician staffing needs and recruiting accordingly

12. Establishes clear expectations and standards of performance with members of the medical staff

Comment box:

DECISION SUPPORT DOCUMENT FOR

- Board of Directors
  Board Committee – Governance
  Senior Leadership Team
- Other (please specify):

Date Prepared: December 16, 2024 Meeting Date Prepared for: January 15, 2025

Subject: Board Committee Effectiveness Surveys

Prepared by: Robert Alldred-Hughes, President & CEO

- DECISION SOUGHT\*
  FOR DISCUSSION/INPUT
  FOR INFORMATION ONLY

**PURPOSE**

The purpose of this briefing note is to provide an overview of the Board Committee Effectiveness Surveys which are completed annually. The Governance Committee annually reviews these questions and recommend any changes to the Board of Directors.

**IMPLICATIONS TO OTHER STANDING COMMITTEES**

Are there any material or significant implications for other Standing Committees?  No  Yes, please specify:

**SITUATION & BACKGROUND**

*A brief description of the background to the issue.*

The Board Committee Effectiveness Surveys are an integral component of the Boards governing work, aimed at ensuring that Board committees are operating at their optimal level to fulfill their respective mandates and support strategic objectives of the hospital. Conducted annually, these surveys serve as a valuable tool for evaluating the strengths, weaknesses, and areas for improvement within each committee. The surveys are anonymous and completed by each committee member for the committee they sit on.

Key components of the surveys include:

1. **Terms of Reference and composition of the committees:** the surveys evaluate the clarity and relevance of the terms of reference for each committee, as well as the composition of the committee members in terms of number of members as well as skills and expertise on the committee. This helps ensure that the committees are well-equipped to fulfill their respective mandates.
2. **Committee management:** the surveys assess the effectiveness of the committees’ managements practices, including meeting time and frequency, and dissemination of materials and information. Efficient management ensures that committees can make informed decisions.
3. **Committee effectiveness:** this component evaluates the overall performance of each committee in fulfilling its objectives.
4. **Chair effectiveness:** the survey measures the effectiveness of committee chairs in facilitating discussions and fostering collaboration among members. Strong chair leadership is essential for driving committee effectiveness and ensuring productive meetings.

5. **Overall committee performance:** the survey measures overall satisfaction with the committees' performance and the contributions made to the Board.
6. **Comments and suggestions for improvement to committee processes:** committee members are invited to provide feedback on their overall satisfaction with the committee's functioning, as well as specific feedback on areas where improvements could be made.

Following completion of the surveys, the data is compiled and reviewed at each respective committee where key findings around trends, areas of strength, and opportunities for enhancement are discussed.

The Governance Committee oversees the review of survey questions annually to ensure their relevance and alignment with best practices in governance.

Please consider any feedback or adjustments to the questions being asked in the survey questions. An opportunity to share your thoughts will be provided at this Governance committee meeting.

#### **IMPLEMENTATION & COMMUNICATION PLAN**

*Consider how the recommendation will be rolled-out and communicated to all key stakeholders.*

- Review Survey Questions at Governance – January 15, 2025
- Email to be sent out for survey completion – May 15, 2025
- Surveys due June 11, 2025
- Survey results reviewed at first meeting of next Board cycle

#### **SUPPORTING DOCUMENTS/ATTACHMENTS**

*List any supporting documents or attachments*

- Governance Committee Meeting Effectiveness Survey
- Finance & HR Committee Meeting Effectiveness Survey
- Quality & Risk Management Meeting Effectiveness Survey
- French Language Services Meeting Effectiveness Survey



2023-2024 Finance and Human Resources Committee Meeting Effectiveness Survey

\* 1. Terms of Reference and Composition

	Excellent (5)	Very Good (4)	Good (3)	Needs Improvement (2)	No Basis for Judgement (1)	Not Applicable (0)
The committee has clear and appropriate Terms of Reference.	<input type="radio"/>	<input type="radio"/>				
The committee has the right number of members.	<input type="radio"/>	<input type="radio"/>				
The committee has members with the skills and expertise that are needed by the committee.	<input type="radio"/>	<input type="radio"/>				

2. For any answer above you marked as "needs improvement", please provide details below.

\* 3. Committee Management

	Excellent (5)	Very Good (4)	Good (3)	Needs Improvement (2)	No Basis for Judgement (1)	Not Applicable (0)
The committee meets at the appropriate time of day.	<input type="radio"/>	<input type="radio"/>				
I received orientation to the committee that was helpful to me as a member of the committee.	<input type="radio"/>	<input type="radio"/>				
The committee is receiving the support from hospital management that it requires.	<input type="radio"/>	<input type="radio"/>				
Information is received sufficiently in advance of the meeting.	<input type="radio"/>	<input type="radio"/>				
The committee meets the right number of times over the year.	<input type="radio"/>	<input type="radio"/>				

4. For any answer above you marked as "needs improvement", please provide details below.

\* 5. Committee Effectiveness

	Excellent (5)	Very Good (4)	Good (3)	Needs Improvement (2)	No Basis for Judgement (1)	Not Applicable (0)
The committee is working effectively.	<input type="radio"/>	<input type="radio"/>				
The committee performed its annual workplan.	<input type="radio"/>	<input type="radio"/>				
The committee is effectively performing in the following areas:	<input type="radio"/>	<input type="radio"/>				
- by ensuring processes are in place to prepare an annual operating and capital budget, reviewing it, and recommending it to	<input type="radio"/>	<input type="radio"/>				

the Board.

- by reviewing and monitoring the hospital's monthly financial performance and reviewing and recommending to the Board any plans developed to address variances between budget and actual performance.

     

- by reviewing and recommending to the Board long-term financial goals, and revenue and expense projections.

     

- by reviewing with management health care developments and legislative changes that may have an impact on financial resources or performance and report to the Board.

     

- by ensuring there is a process in place to manage the hospital's assets.

     

- by reviewing and making recommendations concerning material asset acquisitions not contemplated in the annual operating plan.

     

- by reviewing and recommending to the Board banking arrangements, including lines of credit and long-term debt.

     

- by advising the Board with respect to donations and the terms of any donor recognition agreements.

     

- by recommending an incentive-based compensation system for the CEO and COS that is compliant with the

legislative environment.

- by reviewing with the CEO and COS existing staff and physician management resources and plans, including recruitment and learning programs.

- by reviewing on an annual basis the Human Resources Plan to ensure alignment with the strategic plan.

- by ensuring coordination and alignment with the Medical Advisory Committee for physician human resource planning.

- by receiving and reviewing on a period basis a report on human resources performance indicators.

6. For any answer above you marked as "needs improvement", please provide details below.

\* 7. Chair Effectiveness

	Excellent (5)	Very Good (4)	Good (3)	Needs Improvement (2)	No Basis for Judgement (1)	Not Applicable (0)
The Chair is prepared for committee meetings.	<input type="radio"/>	<input type="radio"/>				
The Chair keeps the meetings on track.	<input type="radio"/>	<input type="radio"/>				
The Chair fairly reports the committee's work to the Board.	<input type="radio"/>	<input type="radio"/>				
The Chair encourages participation and manages discussion.	<input type="radio"/>	<input type="radio"/>				

8. For any answer above you marked as "needs improvement", please provide details below.

\* 9. Overall Committee Performance

	Excellent (5)	Very Good (4)	Good (3)	Needs Improvement (2)	No Basis for Judgement (1)	Not Applicable (0)
Overall, I am satisfied with my contribution to the committee.	<input type="radio"/>	<input type="radio"/>				
Overall, I am satisfied with the committee's contribution to the Board.	<input type="radio"/>	<input type="radio"/>				

10. For any answer above you marked as "needs improvement", please provide details below.

11. Comments and suggestions for improvement to committee processes:



2023-2024 Governance Meeting Effectiveness Survey

\* 1. Terms of Reference and Composition

	Excellent (5)	Very Good (4)	Good (3)	Needs Improvement (2)	No Basis for Judgement (1)	Not Applicable (0)
The committee has clear and appropriate Terms of Reference.	<input type="radio"/>	<input type="radio"/>				
The committee has the right number of members.	<input type="radio"/>	<input type="radio"/>				
The committee has members with the skills and expertise that are needed by the committee.	<input type="radio"/>	<input type="radio"/>				

2. For any answer above you marked as "needs improvement", please provide details below.

\* 3. Committee Management

	Excellent (5)	Very Good (4)	Good (3)	Needs Improvement (2)	No Basis for Judgement (1)	Not Applicable (0)
The committee meets at the appropriate time of day.	<input type="radio"/>	<input type="radio"/>				
I received orientation to the committee that was helpful to me as a member of the committee.	<input type="radio"/>	<input type="radio"/>				
The committee is receiving the support from hospital management that it requires.	<input type="radio"/>	<input type="radio"/>				
Information is received sufficiently in advance of the meeting.	<input type="radio"/>	<input type="radio"/>				
The committee meets the right number of times over the year.	<input type="radio"/>	<input type="radio"/>				

4. For any answer above you marked as "needs improvement", please provide details below.

\* 5. Committee Effectiveness

	Excellent (5)	Very Good (4)	Good (3)	Needs Improvement (2)	No Basis for Judgement (1)	Not Applicable (0)
The committee is working effectively.	<input type="radio"/>	<input type="radio"/>				
The committee performed its annual workplan.	<input type="radio"/>	<input type="radio"/>				
The committee is effectively performing in the following areas:	<input type="radio"/>	<input type="radio"/>				
- by providing appropriate nominees for election to the Board of Directors.	<input type="radio"/>	<input type="radio"/>				
- by ensuring an appropriate	<input type="radio"/>	<input type="radio"/>				

orientation and education program for members.

- by organizing, with the input of the CEO and Board Chair, the Board retreats.

- by selecting and recommending nominees for Chair, Vice-Chair, and Treasurer of the Board.

- by ensuring succession planning for the office of the Board.

- by ensuring periodic review and evaluation of committee performance and Terms of Reference.

- by recommending to the Board with the input of the Chair, nominees for all Board committees and Committee Chairs.

- by establishing a program to evaluate the performance of the Board, Board Chair, Board members, and Board Committees.

- by considering the results of Board evaluations in connection with renewal of terms of existing directors.

- by reviewing and making recommendations on Board composition, size, structure, policies and procedures, by-law amendments, and attendance.

- by developing a program to recruit, select, and appraise the CEO and, through annual reviews, to

determine CEO compensation.

- by ensuring succession planning is in place for the CEO and senior management.

6. For any answer above you marked as "needs improvement", please provide details below.

**\* 7. Chair Effectiveness**

	Excellent (5)	Very Good (4)	Good (3)	Needs Improvement (2)	No Basis for Judgement (1)	Not Applicable (0)
The Chair is prepared for committee meetings.	<input type="radio"/>	<input type="radio"/>				
The Chair keeps the meetings on track.	<input type="radio"/>	<input type="radio"/>				
The Chair fairly reports the committee's work to the Board.	<input type="radio"/>	<input type="radio"/>				
The Chair encourages participation and manages discussion.	<input type="radio"/>	<input type="radio"/>				

**8. For any answer above you marked as "needs improvement", please provide details below.**

**\* 9. Overall Committee Performance**

	Excellent (5)	Very Good (4)	Good (3)	Needs Improvement (2)	No Basis for Judgement (1)	Not Applicable (0)
Overall, I am satisfied with my contribution to the committee.	<input type="radio"/>	<input type="radio"/>				
Overall, I am satisfied with the committee's contribution to the Board.	<input type="radio"/>	<input type="radio"/>				

10. For any answer above you marked as "needs improvement", please provide details below.

11. Comments and suggestions for improvement to committee processes:



2023-2024 Quality and Risk Management Committee Meeting Effectiveness Survey

\* 1. Terms of Reference and Composition

	Excellent (5)	Very Good (4)	Good (3)	Needs Improvement (2)	No Basis for Judgement (1)	Not Applicable (0)
The committee has clear and appropriate Terms of Reference.	<input type="radio"/>	<input type="radio"/>				
The committee has the right number of members.	<input type="radio"/>	<input type="radio"/>				
The committee has members with the skills and expertise that are needed by the committee.	<input type="radio"/>	<input type="radio"/>				

2. For any answer above you marked as "needs improvement", please provide details below.

\* 3. Committee Management

	Excellent (5)	Very Good (4)	Good (3)	Needs Improvement (2)	No Basis for Judgement (1)	Not Applicable (0)
The committee meets at the appropriate time of day.	<input type="radio"/>	<input type="radio"/>				
I received orientation to the committee that was helpful to me as a member of the committee.	<input type="radio"/>	<input type="radio"/>				
The committee is receiving the support from hospital management that it requires.	<input type="radio"/>	<input type="radio"/>				
Information is received sufficiently in advance of the meeting.	<input type="radio"/>	<input type="radio"/>				
The committee meets the right number of times over the year.	<input type="radio"/>	<input type="radio"/>				

4. For any answer above you marked as "needs improvement", please provide details below.

\* 5. Committee Effectiveness

	Excellent (5)	Very Good (4)	Good (3)	Needs Improvement (2)	No Basis for Judgement (1)	Not Applicable (0)
The committee is working effectively.	<input type="radio"/>	<input type="radio"/>				
The committee performed its annual workplan.	<input type="radio"/>	<input type="radio"/>				
The committee is effectively performing in the following areas:	<input type="radio"/>	<input type="radio"/>				
- by developing components and indicators for its quality, patient safety, and risk management programs and monitoring the outcomes.	<input type="radio"/>	<input type="radio"/>				
- by making recommendations to attempt to eliminate gaps identified for overall improvement.	<input type="radio"/>	<input type="radio"/>				

6. For any answer above you marked as "needs improvement", please provide details below.

\* 7. Chair Effectiveness

	Excellent (5)	Very Good (4)	Good (3)	Needs Improvement (2)	No Basis for Judgement (1)	Not Applicable (0)
The Chair is prepared for committee meetings.	<input type="radio"/>	<input type="radio"/>				
The Chair keeps the meetings on track.	<input type="radio"/>	<input type="radio"/>				
The Chair fairly reports the committee's work to the Board.	<input type="radio"/>	<input type="radio"/>				
The Chair encourages participation and manages discussion.	<input type="radio"/>	<input type="radio"/>				

8. For any answer above you marked as "needs improvement", please provide details below.

\* 9. Overall Committee Performance

	Excellent (5)	Very Good (4)	Good (3)	Needs Improvement (2)	No Basis for Judgement (1)	Not Applicable (0)
Overall, I am satisfied with my contribution to the committee.	<input type="radio"/>	<input type="radio"/>				
Overall, I am satisfied with the committee's contribution to the Board.	<input type="radio"/>	<input type="radio"/>				

10. For any answer above you marked as "needs improvement", please provide details below.

11. Comments and suggestions for improvement to committee processes:



2023-2024 French Language Services Committee Meeting Effectiveness Survey

\* 1. Terms of Reference and Composition

	Excellent (5)	Very Good (4)	Good (3)	Needs Improvement (2)	No Basis for Judgement (1)	Not Applicable (0)
The committee has clear and appropriate Terms of Reference.	<input type="radio"/>	<input type="radio"/>				
The committee has the right number of members.	<input type="radio"/>	<input type="radio"/>				
The committee has members with the skills and expertise that are needed by the committee.	<input type="radio"/>	<input type="radio"/>				

2. For any answer above you marked as "needs improvement", please provide details below.

\* 3. Committee Management

	Excellent (5)	Very Good (4)	Good (3)	Needs Improvement (2)	No Basis for Judgement (1)	Not Applicable (0)
The committee meets at the appropriate time of day.	<input type="radio"/>	<input type="radio"/>				
I received orientation to the committee that was helpful to me as a member of the committee.	<input type="radio"/>	<input type="radio"/>				
The committee is receiving the support from hospital management that it requires.	<input type="radio"/>	<input type="radio"/>				
Information is received sufficiently in advance of the meeting.	<input type="radio"/>	<input type="radio"/>				
The committee meets the right number of times over the year.	<input type="radio"/>	<input type="radio"/>				

4. For any answer above you marked as "needs improvement", please provide details below.

\* 5. Committee Effectiveness

	Excellent (5)	Very Good (4)	Good (3)	Needs Improvement (2)	No Basis for Judgement (1)	Not Applicable (0)
The committee is working effectively.	<input type="radio"/>	<input type="radio"/>				
The committee performed its annual workplan.	<input type="radio"/>	<input type="radio"/>				
The committee is effectively performing in the following areas:	<input type="radio"/>	<input type="radio"/>				
- by developing, implementing, and reviewing policies and procedures to facilitate the provision of French Language Services.	<input type="radio"/>	<input type="radio"/>				
- by ensuring French Language training is available.	<input type="radio"/>	<input type="radio"/>				
- by monitoring patient satisfaction for French Language Services received.	<input type="radio"/>	<input type="radio"/>				
- by informing the Board annually as to the status of the French Language Services.	<input type="radio"/>	<input type="radio"/>				

6. For any answer above you marked as "needs improvement", please provide details below.

\* 7. Chair Effectiveness

	Excellent (5)	Very Good (4)	Good (3)	Needs Improvement (2)	No Basis for Judgement (1)	Not Applicable (0)
The Chair is prepared for committee meetings.	<input type="radio"/>	<input type="radio"/>				
The Chair keeps the meetings on track.	<input type="radio"/>	<input type="radio"/>				
The Chair fairly reports the committee's work to the Board.	<input type="radio"/>	<input type="radio"/>				
The Chair encourages participation and manages discussion.	<input type="radio"/>	<input type="radio"/>				

8. For any answer above you marked as "needs improvement", please provide details below.

\* 9. Overall Committee Performance

	Excellent (5)	Very Good (4)	Good (3)	Needs Improvement (2)	No Basis for Judgement (1)	Not Applicable (0)
Overall, I am satisfied with my contribution to the committee.	<input type="radio"/>	<input type="radio"/>				
Overall, I am satisfied with the committee's contribution to the Board.	<input type="radio"/>	<input type="radio"/>				

10. For any answer above you marked as "needs improvement", please provide details below.

11. Comments and suggestions for improvement to committee processes:

DECISION SUPPORT DOCUMENT FOR

- Board of Directors
  Board Committee – Governance
  Senior Leadership Team  
 Other (please specify):

Date Prepared: December 16, 2024 Meeting Date Prepared for: January 15, 2025  
 Subject: Board Peer Assessment Survey  
 Prepared by: Robert Alldred-Hughes, President & CEO

- DECISION SOUGHT\*
  FOR DISCUSSION/INPUT
  FOR INFORMATION ONLY

**PURPOSE**

The purpose of this briefing note is to provide an overview of the Board Peer Assessment Survey which is completed annually. The Governance committee annually reviews the survey questions and recommend any changes to the Board of Directors. *(The year of the survey and the Director Names will be updated)*

**IMPLICATIONS TO OTHER STANDING COMMITTEES**

Are there any material or significant implications for other Standing Committees?  No  Yes, please specify:

**SITUATION & BACKGROUND**

*A brief description of the background to the issue.*

The Board Peer Assessment Survey is conducted annually to evaluate the effectiveness and performance of our board members. As part of our commitment to ensuring excellence in governance practices, it is imperative that we periodically review and refine the assessment questions to ensure they remain relevant and aligned with our organizational goals and values.

The Board Peer Assessment serves as a valuable tool for fostering accountability, transparency, and continuous improvement within our governance structure. It provides an opportunity for board members to reflect on their individual contributions, as well as their collective effectiveness in guiding the strategic direction of the hospital. These surveys are anonymous, and results are compiled and shared with the Board Chair who then meets with each Director individually and confidentially.

Please consider any feedback or adjustments to the questions being asked in the survey questions. An opportunity to share your thoughts will be provided at this Governance committee meeting.

**IMPLEMENTATION & COMMUNICATION PLAN**

*Consider how the recommendation will be rolled-out and communicated to all key stakeholders.*

- Review Survey Questions at Governance – January 15, 2025
- Email to be sent out for survey completion – April 25, 2025
- Surveys due May 16, 2025
- Results compiled and shared with Board Chair
- Board Chair to conduct individual meeting with each member to review assessment results

**SUPPORTING DOCUMENTS/ATTACHMENTS**

*List any supporting documents or attachments*

- Board Peer Assessment Survey

Score each Board member on the below evaluation criteria.

## ***SCORE YOURSELF, AS WELL AS YOUR COLLEAGUES***

***Scoring:***

***Outstanding*** - Consistently performs beyond expectations; does more than is expected of a director; frequently contributes more than average.

***Fully satisfactory*** - Consistently demonstrates the quality at a standard expected of a director; a solid performer.

***Adequate*** - Demonstrates the expected qualities but may be inconsistent in the demonstration or has minor weaknesses that could be improved with attention.

***Could Improve*** - Would benefit by modifying this aspect of their behaviour to conform to expectations.

***N/A*** - Cannot assess the individual on this question; lack of exposure to, or knowledge of, demonstrated behaviours or traits.

\* 1. What is your name? (Your responses will be kept strictly confidential.)

2. Reads materials and comes prepared for meetings.

	Outstanding	Fully Satisfactory	Adequate	Could Improve	N/A
Frank Wetering, Chair	<input type="radio"/>				
Dr. Stuart Robertson, Vice Chair	<input type="radio"/>				
Charlotte Nagy, Treasurer	<input type="radio"/>				
Carole Larocque	<input type="radio"/>				
Dr. Genevieve Raby	<input type="radio"/>				
Gordon Peters	<input type="radio"/>				
Jim Andrews	<input type="radio"/>				
Lise Cardinal	<input type="radio"/>				
Louise Boyling	<input type="radio"/>				
Dr. Raynald Cardinal	<input type="radio"/>				

3. Did you want to explain any of the above scores?

4. Participates - actively engaged at meetings.

	Outstanding	Fully Satisfactory	Adequate	Could Improve	N/A
Frank Wetering, Chair	<input type="radio"/>				
Dr Stuart Robertson, Vice Chair	<input type="radio"/>				
Charlotte Nagy, Treasurer	<input type="radio"/>				
Carole Larocque	<input type="radio"/>				
Dr Genevieve Raby	<input type="radio"/>				
Gordon Peters	<input type="radio"/>				
Jim Andrews	<input type="radio"/>				
Lise Cardinal	<input type="radio"/>				
Louise Boyling	<input type="radio"/>				
Dr. Raynald Cardinal	<input type="radio"/>				

5. Did you want to explain any of the above scores?

6. Supports and promotes the organization.

	Outstanding	Fully Satisfactory	Adequate	Could Improve	N/A
Frank Wetering, Chair	<input type="radio"/>				
Dr Stuart Robertson, Vice Chair	<input type="radio"/>				
Charlotte Nagy, Treasurer	<input type="radio"/>				
Carole Larocque	<input type="radio"/>				
Dr Genevieve Raby	<input type="radio"/>				
Gordon Peters	<input type="radio"/>				
Jim Andrews	<input type="radio"/>				
Lise Cardinal	<input type="radio"/>				
Louise Boyling	<input type="radio"/>				
Dr Raynald Cardinal	<input type="radio"/>				

7. Did you want to explain any of the above scores?

8. Consistently demonstrates integrity and high ethical standards.

	Outstanding	Fully Satisfactory	Adequate	Could Improve	N/A
Frank Wetering, Chair	<input type="radio"/>				
Dr Stuart Robertson, Vice Chair	<input type="radio"/>				
Charlotte Nagy, Treasurer	<input type="radio"/>				
Carole Larocque	<input type="radio"/>				
Dr Genevieve Raby	<input type="radio"/>				
Gordon Peters	<input type="radio"/>				
Jim Andrews	<input type="radio"/>				
Lise Cardinal	<input type="radio"/>				
Louise Boyling	<input type="radio"/>				
Dr Raynald Cardinal	<input type="radio"/>				

9. Did you want to explain any of the above scores?

10. Complies with the conflicts of interest policy.

	Outstanding	Fully Satisfactory	Adequate	Could Improve	N/A
Frank Wetering, Chair	<input type="radio"/>				
Dr Stuart Robertson, Vice Chair	<input type="radio"/>				
Charlotte Nagy, Treasurer	<input type="radio"/>				
Carole Larocque	<input type="radio"/>				
Dr Genevieve Raby	<input type="radio"/>				
Gordon Peters	<input type="radio"/>				
Jim Andrews	<input type="radio"/>				
Lise Cardinal	<input type="radio"/>				
Louise Boyling	<input type="radio"/>				
Dr Raynald Cardinal	<input type="radio"/>				

11. Did you want to explain any of the above scores?

12. Respects confidentiality, as required.

	Outstanding	Fully Satisfactory	Adequate	Could Improve	N/A
Frank Wetering, Chair	<input type="radio"/>				
Dr Stuart Robertson, Vice Chair	<input type="radio"/>				
Charlotte Nagy, Treasurer	<input type="radio"/>				
Carole Larocque	<input type="radio"/>				
Dr Genevieve Raby	<input type="radio"/>				
Gordon Peters	<input type="radio"/>				
Jim Andrews	<input type="radio"/>				
Lise Cardinal	<input type="radio"/>				
Louise Boyling	<input type="radio"/>				
Dr Raynald Cardinal	<input type="radio"/>				

13. Did you want to explain any of the above scores?

14. Communicates ideas and concepts effectively.

	Outstanding	Fully Satisfactory	Adequate	Could Improve	N/A
Frank Wetering, Chair	<input type="radio"/>				
Dr Stuart Robertson, Vice Chair	<input type="radio"/>				
Charlotte Nagy, Treasurer	<input type="radio"/>				
Carole Larocque	<input type="radio"/>				
Dr Genevieve Raby	<input type="radio"/>				
Gordon Peters	<input type="radio"/>				
Jim Andrews	<input type="radio"/>				
Lise Cardinal	<input type="radio"/>				
Louise Boyling	<input type="radio"/>				
Dr Raynald Cardinal	<input type="radio"/>				

15. Did you want to explain any of the above scores?

16. Listens well and respects those with differing opinions.

	Outstanding	Fully Satisfactory	Adequate	Could Improve	N/A
Frank Wetering, Chair	<input type="radio"/>				
Dr Stuart Robertson, Vice Chair	<input type="radio"/>				
Charlotte Nagy, Treasurer	<input type="radio"/>				
Carole Larocque	<input type="radio"/>				
Dr Genevieve Raby	<input type="radio"/>				
Gordon Peters	<input type="radio"/>				
Jim Andrews	<input type="radio"/>				
Lise Cardinal	<input type="radio"/>				
Louise Boyling	<input type="radio"/>				
Dr Raynald Cardinal	<input type="radio"/>				

17. Did you want to explain any of the above scores?

18. Thinks independently - will express view contrary to the group.

	Outstanding	Fully Satisfactory	Adequate	Could Improve	N/A
Frank Wetering, Chair	<input type="radio"/>				
Dr Stuart Robertson, Vice Chair	<input type="radio"/>				
Charlotte Nagy, Treasurer	<input type="radio"/>				
Carole Larocque	<input type="radio"/>				
Dr Genevieve Raby	<input type="radio"/>				
Gordon Peters	<input type="radio"/>				
Jim Andrews	<input type="radio"/>				
Lise Cardinal	<input type="radio"/>				
Louise Boyling	<input type="radio"/>				
Dr Raynald Cardinal	<input type="radio"/>				

19. Did you want to explain any of the above scores?

20. Inquisitive - asks appropriate and incisive questions.

	Outstanding	Fully Satisfactory	Adequate	Could Improve	N/A
Frank Wetering, Chair	<input type="radio"/>				
Dr Stuart Robertson, Vice Chair	<input type="radio"/>				
Charlotte Nagy, Treasurer	<input type="radio"/>				
Carole Larocque	<input type="radio"/>				
Dr Genevieve Raby	<input type="radio"/>				
Gordon Peters	<input type="radio"/>				
Jim Andrews	<input type="radio"/>				
Lise Cardinal	<input type="radio"/>				
Louise Boyling	<input type="radio"/>				
Dr Raynald Cardinal	<input type="radio"/>				

21. Did you want to explain any of the above scores?

22. Thinks strategically in assessing the situation and offering alternatives.

	Outstanding	Fully Satisfactory	Adequate	Could Improve	N/A
Frank Wetering, Chair	<input type="radio"/>				
Dr Stuart Robertson, Vice Chair	<input type="radio"/>				
Charlotte Nagy, Treasurer	<input type="radio"/>				
Carole Larocque	<input type="radio"/>				
Dr Genevieve Raby	<input type="radio"/>				
Gordon Peters	<input type="radio"/>				
Jim Andrews	<input type="radio"/>				
Lise Cardinal	<input type="radio"/>				
Louise Boyling	<input type="radio"/>				
Dr Raynald Cardinal	<input type="radio"/>				

23. Did you want to explain any of the above scores?

24. Exhibits sound, balanced judgement for the benefit of all stakeholders.

	Outstanding	Fully Satisfactory	Adequate	Could Improve	N/A
Frank Wetering, Chair	<input type="radio"/>				
Dr Stuart Robertson, Vice Chair	<input type="radio"/>				
Charlotte Nagy, Treasurer	<input type="radio"/>				
Carole Larocque	<input type="radio"/>				
Dr Genevieve Raby	<input type="radio"/>				
Gordon Peters	<input type="radio"/>				
Jim Andrews	<input type="radio"/>				
Lise Cardinal	<input type="radio"/>				
Louise Boyling	<input type="radio"/>				
Dr Raynald Cardinal	<input type="radio"/>				

25. Did you want to explain any of the above scores?

26. Develops and maintains sound relationships - a team player.

	Outstanding	Fully Satisfactory	Adequate	Could Improve	N/A
Frank Wetering, Chair	<input type="radio"/>				
Dr Stuart Robertson, Vice Chair	<input type="radio"/>				
Charlotte Nagy, Treasurer	<input type="radio"/>				
Carole Larocque	<input type="radio"/>				
Dr Genevieve Raby	<input type="radio"/>				
Gordon Peters	<input type="radio"/>				
Jim Andrews	<input type="radio"/>				
Lise Cardinal	<input type="radio"/>				
Louise Boyling	<input type="radio"/>				
Dr Raynald Cardinal	<input type="radio"/>				

27. Did you want to explain any of the above scores?

28. Understands the role of board committees.

	Outstanding	Fully Satisfactory	Adequate	Could Improve	N/A
Frank Wetering, Chair	<input type="radio"/>				
Dr Stuart Robertson, Vice Chair	<input type="radio"/>				
Charlotte Nagy, Treasurer	<input type="radio"/>				
Carole Larocque	<input type="radio"/>				
Dr Genevieve Raby	<input type="radio"/>				
Gordon Peters	<input type="radio"/>				
Jim Andrews	<input type="radio"/>				
Lise Cardinal	<input type="radio"/>				
Louise Boyling	<input type="radio"/>				
Dr Raynald Cardinal	<input type="radio"/>				

29. Did you want to explain any of the above scores?

30. Understands and respects the role of the chair.

	Outstanding	Fully Satisfactory	Adequate	Could Improve	N/A
Frank Wetering, Chair	<input type="radio"/>				
Dr Stuart Robertson, Vice Chair	<input type="radio"/>				
Charlotte Nagy, Treasurer	<input type="radio"/>				
Carole Larocque	<input type="radio"/>				
Dr Genevieve Raby	<input type="radio"/>				
Gordon Peters	<input type="radio"/>				
Jim Andrews	<input type="radio"/>				
Lise Cardinal	<input type="radio"/>				
Louise Boyling	<input type="radio"/>				
Dr Raynald Cardinal	<input type="radio"/>				

31. Did you want to explain any of the above scores?

32. Demonstrates financial literacy, though not necessarily an expert in the field.

	Outstanding	Fully Satisfactory	Adequate	Could Improve	N/A
Frank Wetering, Chair	<input type="radio"/>				
Dr Stuart Robertson, Vice Chair	<input type="radio"/>				
Charlotte Nagy, Treasurer	<input type="radio"/>				
Carole Larocque	<input type="radio"/>				
Dr Genevieve Raby	<input type="radio"/>				
Gordon Peters	<input type="radio"/>				
Jim Andrews	<input type="radio"/>				
Lise Cardinal	<input type="radio"/>				
Louise Boyling	<input type="radio"/>				
Dr Raynald Cardinal	<input type="radio"/>				

33. Did you want to explain any of the above scores?

34. Effectively applies and contributes their special skills, knowledge, or talent to the issues.

	Outstanding	Fully Satisfactory	Adequate	Could Improve	N/A
Frank Wetering, Chair	<input type="radio"/>				
Dr Stuart Robertson, Vice Chair	<input type="radio"/>				
Charlotte Nagy, Treasurer	<input type="radio"/>				
Carole Larocque	<input type="radio"/>				
Dr Genevieve Raby	<input type="radio"/>				
Gordon Peters	<input type="radio"/>				
Jim Andrews	<input type="radio"/>				
Lise Cardinal	<input type="radio"/>				
Louise Boyling	<input type="radio"/>				
Dr Raynald Cardinal	<input type="radio"/>				

35. Did you want to explain any of the above scores?

36. Supports board decisions - acts as one on all board actions once the decision has been made.

	Outstanding	Fully Satisfactory	Adequate	Could Improve	N/A
Frank Wetering, Chair	<input type="radio"/>				
Dr Stuart Robertson, Vice Chair	<input type="radio"/>				
Charlotte Nagy, Treasurer	<input type="radio"/>				
Carole Larocque	<input type="radio"/>				
Dr Genevieve Raby	<input type="radio"/>				
Gordon Peters	<input type="radio"/>				
Jim Andrews	<input type="radio"/>				
Lise Cardinal	<input type="radio"/>				
Louise Boyling	<input type="radio"/>				
Dr Raynald Cardinal	<input type="radio"/>				

37. Did you want to explain any of the above scores?

38. Contributes effectively to board performance.

	Outstanding	Fully Satisfactory	Adequate	Could Improve	N/A
Frank Wetering, Chair	<input type="radio"/>				
Dr Stuart Robertson, Vice Chair	<input type="radio"/>				
Charlotte Nagy, Treasurer	<input type="radio"/>				
Carole Larocque	<input type="radio"/>				
Dr Genevieve Raby	<input type="radio"/>				
Gordon Peters	<input type="radio"/>				
Jim Andrews	<input type="radio"/>				
Lise Cardinal	<input type="radio"/>				
Louise Boyling	<input type="radio"/>				
Dr Raynald Cardinal	<input type="radio"/>				

39. Did you want to explain any of the above scores?

DECISION SUPPORT DOCUMENT FOR

- Board of Directors
  Board Committee – Governance
  Senior Leadership Team  
 Other (please specify):

Date Prepared: December 23, 2024 Meeting Date Prepared for: January 15, 2025  
 Subject: Policy Reviews  
 Prepared by: Robert Alldred-Hughes, President & CEO

- DECISION SOUGHT\*
  FOR DISCUSSION/INPUT
  FOR INFORMATION ONLY

**PURPOSE**

The purpose of this briefing note is to provide an overview of the three policies up for review and highlight any material changes to each policy.

**RECOMMENDATION / MOTION**

**THAT the Governance and Nominating Committee recommend to the Board of Directors the approval of the Code of Conduct Policy as presented.**

**THAT the Governance and Nominating Committee recommend to the Board of Directors the approval of the Board of Directors Nomination and Election Policy as presented.**

**THAT the Governance and Nominating Committee recommend to the Board of Directors the approval of the Signing Authority and Approval Policy as presented.**

**IMPLICATIONS TO OTHER STANDING COMMITTEES**

Are there any material or significant implications for other Standing Committees?  No  Yes, please specify:

**SITUATION & BACKGROUND**

*A brief description of the background to the issue.*

Summary of amendments:

**Code of Conduct**

- The review of the code of conduct brought forward four main amendments for consideration, which includes language amending the time commitment to be the required time to attend and prepare for meetings and events. And standardizes the attendance language with the Board policy.
- Language around a Directors role in preparing for meetings and events has been added as it was not addressed in any other section.
- A new section for ‘teamwork’ was added to speak to the importance of establishing and maintaining effective relationships among Directors.
- An important aspect of a Directors code of conduct is related to the element of continuous self-improvement as a Board Director, therefore new language was established to reflect the current process of evaluation and improvement.
- Some general re-formatting completed as not all paragraphs in the code of conduct were numbered, therefore, removed number from multiple sections.

### **Nomination and Election Policy**

- Alignment of the ex-officio members of the Board with the By-laws.

### **Signing Authority and Approval**

- No suggested amendments made to this policy.

### **IMPLEMENTATION & COMMUNICATION PLAN**

*Consider how the recommendation will be rolled-out and communicated to all key stakeholders.*

- Obtain Board Approval – January 30, 2025
- Update Board Policy Online
- Include updates in Board Orientation Material

### **SUPPORTING DOCUMENTS/ATTACHMENTS**

*List any supporting documents or attachments*

- Code of Conduct
- Board of Directors' Nomination and Election Policy
- Signing Authority and Approval Policy

---

**POLICY NUMBER: GO.01.010.1.22**

**POLICY TYPE: GOVERNANCE (Administrative)**

**SUBJECT: CODE OF CONDUCT**

**POLICY:** The hospital is committed to ensuring that it achieves standards of excellence in the quality of its governance and has adopted this policy describing the duties and expectations of directors.

A director who wishes to serve on the board must confirm in writing that he or she will abide by this policy and must accept to have a criminal reference check.

**SCOPE:** This Code of Conduct applies to all directors, including *ex-officio* directors and non board members of board committees. Directors are also required to comply with the hospital's policy on Ethics and Standards of Business Conduct, which applies to employees and professional staff.

**PROCEDURE:**

***Purpose***

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

***Directors' Duties***

1. All directors of the hospital stand in a fiduciary relationship to the hospital corporation. As fiduciaries, directors must act honestly, in good faith, and in the best interests of the hospital corporation.

2. Directors will be held to strict standards of honesty, integrity, and loyalty. A director shall not put personal interests ahead of the best interests of the corporation.

3. Directors must avoid situations where their personal interests will conflict with their duties to the corporation. Directors must also avoid situations where their duties to the corporation may conflict with duties owed elsewhere.

4. In addition, all directors must respect the confidentiality of information about the corporation.

***Time and Commitment***

---

Prepared by: Governance & Nominating Committee

Approved by: Board of Directors, 13 May 2010

Reviewed: Dec 2015 April 2019 Jan 2022

Revised:

A director is expected to commit the time required to perform board and committee duties including preparation for an attendance at Board meetings, assigned committee meetings and events. ~~It is expected that a director will devote a minimum of ten (10) hours per month.~~

The board meets approximately nine times a year and a director is expected to adhere to the board's attendance policy that requires attending at least ~~75 to 80~~ percent of board meetings.

A director is expected to serve on at least one standing committee. Committees generally meet monthly.

### Participation

A Director expects to receive relevant information in advance of the meetings and reviews pre-circulated material and comes prepared to Board and committee meetings and educational events, asks informed questions, and makes constructive contribution to discussions.

### **Education**

A director shall be knowledgeable about:

- The operations of the hospital;
- The health care needs of the community served;
- The health care environment generally;
- The duties and expectations of a director;
- The board's governance role;
- Board's governance structure and processes;
- Board adopted governance policies; and,
- Hospital policies applicable to board members.

A director will participate in a board orientation session, orientation to committees, board retreats and board education sessions. A director should attend additional appropriate educational conferences in accordance with board approved policies.

### **Best Interests of the Corporation**

Directors must act solely in the best interests of the corporation. All directors, including *ex-officio* directors, are held to the same duties and standard of care. Directors who are appointed by a particular group must act in the best interests of the corporation, even if this conflicts with the interests of the nominating party.

### Teamwork

[A Director maintains effective relationships with Directors, management and stakeholders by working positively, cooperatively and respectfully with others in the performance of their duties while exercising independence in decision making.](#)

### ***Confidentiality***

1. Directors and committee members owe a duty to the corporation to respect the confidentiality of information about the corporation whether that information is received in a meeting of the Board or of a committee or is otherwise provided to or obtained by the director or committee member. Directors and committee members shall not disclose or use for their own purpose confidential information concerning the business and affairs of the corporation unless otherwise authorized by the Board.

2. It is recognized that the role of director may include representing the hospital in the community. However, such representations must be respectful of and consistent with the director's duty of confidentiality. In addition, the chair is the only official spokesperson for the board. Every director, officer and employee of the corporation shall respect the confidentiality of information about the hospital whether that information is received in a meeting of the board or of a committee or is otherwise provided to or obtained by the director.

3. A director is in breach of his or her duties with respect to confidentiality when information is used or disclosed for other than the purposes of the hospital corporation.

### ***Board Spokesperson***

1. The board has adopted a policy with respect to designating a spokesperson on behalf of the board. Only the chair or designate may speak on behalf of the board. The CEO, or the Chief of Staff or their designates may speak on behalf of the organization.

2. No director shall speak or make representations on behalf of the board unless authorized by the chair or the board. When so authorized, the board member's representations must be consistent with accepted positions and policies of the board.

### ***Media Contact and Public Discussion***

News media contact and responses and public discussion of the hospital corporation's 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 corporation.

### ***Respectful Conduct***

1. It is recognized that directors bring to the board diverse background, skills and

experience. Directors will not always agree with one another on all issues. All debates shall take place in an atmosphere of mutual respect and courtesy.

2. The authority of the chair must be respected by all directors.

***Community Representation and Support***

A director shall represent the board and the hospital in the community when asked to do so by the board chair.

Board members shall support the hospital and the foundation through attendance at hospital and foundation sponsored events.

***Corporate Obedience – Board Solidarity***

Directors acknowledge that properly authorized board actions must be supported by all directors. The board speaks with one voice. Those directors who have abstained or voted against a motion must adhere to and support the decision of a majority of the directors.

***Obtaining Advice of Counsel***

Request to obtain outside opinions or advice regarding matters before the board may be made through the chair.

***Evaluation and Continuous Improvement***

A Director is committed to a process of continuous self-improvement as a Director. All Directors participate in evaluation of the Board and elected Directors participate in individual Director peer assessment and act upon results in a positive and constructive manner.

## POLICY & PROCEDURE

Board of Directors' Nomination and Election  
Policy



**POLICY NUMBER: GO.01.016.4.22**

**POLICY TYPE: GOVERNANCE (Administrative)**

**SUBJECT: BOARD OF DIRECTORS' NOMINATION AND ELECTION  
POLICY**

**POLICY:** Hôpital Glengarry Memorial Hospital is committed to a fair and equitable process for nominating and electing members to the Board of Directors such that the Board will continue to comprise members' representative of the diversity of the community we serve.

### **PURPOSE:**

To ensure that the Board is comprised of individuals who possess the skills, qualities, and experience to collectively contribute to effective Board governance and to assist the Board in identifying qualified individuals to become Board members.

### **COMPOSITION OF THE BOARD:**

The composition of the Board will consist of up to 15 directors, 11 elected, and have up to five *ex-officio* non-voting directors. The *ex-officio* directors shall be the President and CEO, Chief of Staff, VP of Clinical Services & CNE, ~~VP of Support Services & CFO~~, and the President of the Medical Staff (if one exists).

### **TERM OF OFFICE:**

An elected director is elected to the Board in accordance with the terms described in the HGMH Corporate By-Laws.

*Ex-officio* directors are members of the Board by virtue of their position within the organization and will serve on the Board according to the applicable terms of the particular office.

In order to adhere to the requirements of the *Public Hospitals Act*, in which four directors must retire (subject to re-election) each year, appointments to the Board will be staggered and any mid-term vacancy will be filled by the Board until the next annual general meeting.

---

Reference: Guide to Good Governance, Second Edition

Approved by: Board of Directors

Effective Date: November 2011

Reviewed: \_\_\_\_\_

Revised March 2015 March 2019 Feb 2022

**PROCESS FOR NOMINATIONS:**

**a) *Nominations Committee***

The Board shall establish a Nominations Committee which shall be charged with the responsibility of identifying and recommending individuals to become Board members.

The size and composition of the Nominations Committee shall be determined by the Board from time to time and may include non-board members. The Board shall appoint the Chair of the Nominations Committee, who shall be a member of the Board.

The Nominations Committee will follow the Guidelines for Director Selection (see Appendix A).

**b) *Nomination Process***

The *Public Hospitals Act* requires that four Board members retire each year. This means that four positions on the Board must be up for election or re-election each year. If a director has not yet completed his/her maximum number of terms, he or she may stand for re-election.

The Board shall identify qualified candidates through the following process:

- The number of vacancies will be determined each year and the necessary criteria to fill those vacancies will be identified by conducting a skill-set analysis. Directors will be evaluated based on their performance and renewal will not be automatic;
- A call for nominations will be made and interested parties will be encouraged to submit applications
- Vacancies will be advertised in the local newspapers, as well as on the hospital website;
- Applications will be submitted to the Chair of the Nominations Committee and reviewed by the Nominations Committee;
- A short-list of candidates will be developed by the Nominations Committee of those individuals who meet all of the criteria identified by the Board;
- Reference checks will be initiated before the annual general meeting at the call of the Chair of the Nominations Committee.

**c) *Election Process***

The voting members of the corporation have the ultimate responsibility of approving the recommendation of the Nominations Committee; however only nominees approved by the Nominations Committee through the nomination process set out in this policy shall be eligible for election.

Election of Board members is completed each year as part of the annual general meeting.

## **POLICY & PROCEDURE**

### Board of Directors' Nomination and Election Policy



The Nominations Committee shall identify candidates to be brought forward to the voting membership for consideration.

Candidates recommended by the Nominations Committee will be presented to the voting members for election and approval.

The Nominations Committee may recommend more candidates than vacancies.

In the event that the number of candidates equals the number of vacancies, the voting members may be asked to vote for or against the slate and, if such a vote does not carry, the vote shall take place for or against each nominee individually.

In the event that one or more recommended candidates are not elected, the Board shall determine an appropriate process to bring new candidates forward for election.

In the event of a tie, the deciding vote will be cast by the Chair of the Board.

## **Appendix A: Guidelines for Director Selection**

Through the nomination and election process, the board selects directors according to their skills, experience, and personal qualities.

The board should seek a balance within the board concerning the skills and experience of directors, while considering any unique or special requirements of the corporation at the current time.

The board should ensure all directors possess the personal qualities necessary to perform their role as board members. The board should have the capacity to understand the diversity of the community served, including demographic, linguistic, cultural, economic, geographic, gender, ethnic and social characteristics of the communities served by the organization.

The skills, experience, knowledge, and personal qualities that the board will use to select potential directors are set out below.

### ***Skills, Experience and Knowledge***

The board is to reflect a complementary mixture of skills, experience and knowledge. The skills, experience and knowledge the board will consider in selecting members include the following:

- Accounting designation/financial expertise;
- Board and governance expertise;
- Business management;
- Clinical experience;
- Construction and project management;
- Education;
- Ethics;
- Government and government relations;
- Health care administration and policy and health system needs, issues and trends;
- Human resources management and labour relations;
- Information technology;
- Knowledge and experience in research;
- Legal expertise;
- Patient and health care advocacy;
- Performance management;
- Political acumen;
- Public affairs and communications;
- Quality and patient safety;
- Risk management;
- [Diversity, Equity, & Inclusion](#)
- Strategic planning; and
- Understanding of community/catchment area.

### ***Personal Qualities***

## POLICY & PROCEDURE

### Board of Directors' Nomination and Election Policy

---



The board requires all of its board members to:

- Commit to adhere to the mission, vision and core values of the organization;
- Act with honesty and integrity;
- Understand a director's role and fiduciary duties, and the role of the board;
- Think strategically;
- Work as part of a team;
- Communicate effectively;
- Have, or commit to acquire, financial literacy appropriate for the organization's scope of activities;
- Be willing to devote the time and effort required to be an effective board member, including attendance at board orientation, board retreats, board meetings, committee meetings, and organization events;
- Be free of conflicts that would impede a director's ability to fulfill his or her fiduciary duties; and
- Demonstrate ability to recognize and manage specific conflicts of interest that arise from time to time.

<b>Document Name:</b>	Signing Authority and Approval		
<b>Document Number:</b>	BOD.02.008.0.25		
<b>Review Period:</b>	<input checked="" type="checkbox"/> 3 years <input type="checkbox"/> 1 year	<b>Manual:</b> N/A	
<b>Classification:</b>	Board of Directors	<b>Section:</b> Finance	
<b>Owner:</b> President & CEO	<b>Signing Authority:</b> Board of Directors		

## **POLICY STATEMENT:**

The President and Chief Executive Officer shall ensure that the Corporation has in place policies and rules for the approval, 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. Such authorizations will be monitored for compliance and reviewed as recommended by the Finance Committee.

## **PROCEDURE:**

### **APPROVAL**

The Board authorizes the President and Chief Executive Officer to make commitments contained within an approved operating plan or capital budget or as otherwise approved by the Board, including any and all: contracts, requisitions, purchase orders, travel authorizations, and any other agreement, financial or otherwise. If emergency expenditures or commitments are necessary, they must be subsequently submitted for approval at the next appropriate meeting.

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

- all contracts, agreements, and costs not included in the approved operating plan and capital budget involving liability on the part of the Corporation in excess of an unbudgeted amount of \$100,000;
- the sale or transfer of any assets of the Corporation not included in the approved operating plan or capital budget, which individually or cumulatively exceeds \$100,000;
- in the case of an acting President and Chief Executive Officer, any expense or cost not included in the approved operating plan or capital budget over \$50,000;
- the taking or instituting of proceedings for the winding-up, reorganization or dissolution of the Corporation;
- the enactment, ratification, or amendment of any by-laws of the Corporation;
- the sale, lease, exchange or other disposition of all or substantially all of the assets or undertakings of the Corporation;
- the provision of financial assistance, whether by loan, guarantee, or otherwise to any person whatsoever;

Effective: Sep 1996	Last review/revision: Jan 2025	Next review: Jan 2028
---------------------	--------------------------------	-----------------------

Note: This is a controlled document for internal use only. Any documents appearing in paper form are not controlled and should be checked against the Intranet prior to use.

- the mortgaging, pledging, charging or otherwise encumbering of any of the assets of the Corporation;
- all real estate purchases and sales; and
- all capital equipment, capital renovations, and capital projects not included in the approved operating plan and capital equipment budget.

### ***SIGNING AUTHORITY***

In accordance with the Corporate By-Law, any of the Chair, a Vice-Chair, or the Treasurer, together with either the President and Chief Executive Officer or their delegate may sign any deeds, transfers, assignments, contracts, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the signature of the Corporation, and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.

In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular document or class of documents 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 document, resolution, by-law or other document of the Corporation to be a true copy.

In conjunction with the President and Chief Executive Officer, the Board will identify the designated signing officers of the Corporation and their authority and will review the designated signing officers at least annually and at the time of turnover of such designated Directors and staff.

The President and Chief Executive Officer shall ensure that adequate internal controls and processes are in place. Consistent with administrative policies and internal budgeting policies developed as part of the Corporation's system of internal control and which provide direction to staff for developing and managing the Corporation's budgets. Employees are not authorized to bind the Corporation to contracts or incur expenditures unless they have been delegated that authority. Where the President and Chief Executive Officer is appointed on an acting basis, the President and Chief Executive Officer's signing authority related to unbudgeted expenses shall not be delegated.

### ***BANKING ARRANGEMENTS***

Cheque Signing Authority is approved by the Board and generally includes, without limitation, the holders of the following positions:

- President & Chief Executive Officer
- Chief Financial Officer
- Board Chair
- Vice-chair
- Treasurer

All expenditures must be approved by any two of the above positions.

***USE OF ELECTRONIC APPROVALS***

This authority may not be delegated. All contracts, agreements and pre-approved payments may be signed by electronic signature.

Each electronic signature must be traceable to allow for the individuals signature to be authenticated.

Written authorization must be obtained to use the e-signature by someone else or the inclusion of an e-signature by the individual themselves in order to have a date stamped document.

***REPORTING REQUIREMENTS***

The Board will satisfy itself, through reporting from the President and Chief Executive Officer or their designate, that the Corporation is acting in accordance with rules as established. The reporting will be at least annually.

**REFERENCES:**

1. HGMH Corporate By-Law