

Governance and Nominating Committee Meeting Agenda

Date: Wednesday, March 12, 2025
 Time: 17H00 - 18H00
 Location: Boardroom / Microsoft Teams

Time	Agenda Item	Attachment
17:00	1. Call to Order	
(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	
17:03	2. Report from the Last Meeting	
(1 min)	2.1 Approval of Previous Meeting Report - January 15, 2025	P. 2-4
(1 min)	2.2 Business Arising from Report	
(1 min)	2.3 Committee Workplan Review	P. 5
17:06	3. Matters for Discussion/Decision	
(15 min)	3.1 Board Recruitment (R. Alldred-Hughes)	P. 6-9
(15 min)	3.2 Board and Committee Meeting Schedule (R. Alldred-Hughes)	P. 10-15
(5 min)	3.3 Governance Accreditation Standard Review (R. Alldred-Hughes) THAT the Governance and Nominating Committee recommend to the Board of Directors the approval of the Roles and Responsibilities of the Board Policy, Nomination and Election Policy, Code of Conduct Policy, and Roles and Responsibilities of the Board Chair, Vice Chair and Treasurer Policy as presented.	P. 16-37
(10 min)	3.4 Review Peer-to-Peer Survey Questionnaire (R. Alldred-Hughes) THAT the Governance and Nominating Committee approve the Peer-to-Peer Survey Questionnaire as presented	P. 38-48
(5 min)	3.5 Documents for Review: (R. Alldred-Hughes)	
	3.5.1 Framework for Ethical Decision-Making Policy THAT the Governance and Nominating Committee recommend to the Board of Directors to formally adopt the Accountability for Reasonableness Ethical Decision-Making Framework for organizational ethical decision making. THAT the Governance and Nominating Committee recommend to the Board of Directors the approval of the Framework for Ethical Decision-Making Policy as presented.	P. 49-55
	3.5.2 Board Mentorship Program THAT the Governance and Nominating Committee recommend to the Board of Directors the approval of the Board Mentorship Program Policy as presented.	P. 56-57
	3.5.3 Donor Recognition Policy THAT the Governance and Nominating Committee recommend to the Board of Directors the approval of the Donor Recognition Policy as presented.	P. 58
17:56	4. Date of Next Meeting	
(1 min)	Wednesday, April 9, 2025	
17:57	5. Adjournment	

REPORT OF THE GOVERNANCE AND NOMINATING COMMITTEE

January 15, 2025 at 5:00PM 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 November 13, 2024, was shared.

Moved By: G. Peters

Seconded By: G. McDonald

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

OHA Board Survey Results

The results from the OHA Board Survey were shared. It was noted that the HGMH Board is scoring well against peer Boards.

Rules of Order

With the revisions made to the Corporate Bylaws last Board Cycle, Nathan's Rules of Order were adopted for Board meetings, however, electronic copies are not available, and it is costly to purchase copies for all Directors.

Moved By: Dr. S. Robertson

Seconded By: C. Larocque

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.

If approved by the Board, an electronic copy will be purchased and made available on the Board portal.

CARRIED

Review Corporate and Professional Staff Bylaws

Since the Corporate Bylaws underwent full revision during the last Board cycle in order to be AODA compliant, no revisions were noted this year. There were no revisions brought forward for the Professional Staff Bylaws.

Moved By: C. Larocque

Seconded By: G. Peters

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.

CARRIED

Review Board Attendance

The Board attendance was reviewed with no concerns at this time. Correction will be made to G. McDonald's name on the first table.

Governance Accreditation Standard Review

Accreditation standard 3.1.9 was discussed. A document is being developed for the Board with all of the Governance standards and the supporting evidence to better prepare Directors for Accreditation.

Equity, Diversity & Inclusion Update

It was noted that rather than EDI, the acronym should read IDEA to reflect the IDEA framework. An update on work being done was shared including the artwork that was commissioned by an indigenous artist from Akwesasne which will be installed within the hospital.

Review Performance Evaluation Questionnaire for CEO and COS

The questionnaires were shared and reviewed.

Moved By: C. Larocque

Seconded By: Dr. S. Robertson

THAT the Governance and Nominating Committee approve the Performance Evaluation Questionnaire for CEO and COS as presented.

The format of the evaluations was discussed whereas the results from the Board Evaluation and the 360 evaluations are compiled, and then the Chair and Vice Chair meet with the CEO and COS individually to go over the results. There were no suggested changes to the evaluations. It was discussed adding a second layer to the evaluation where the Board Chair and Vice Chair would meet with the Senior Team to allow them to provide any feedback they didn't wish to include in writing. This will be further discussed with the Executive team.

CARRIED

Review Committee Effectiveness Survey Questionnaires

The committee effectiveness surveys were reviewed with a suggested change.

Moved By: G. McDonald

Seconded By: C. Larocque

THAT the Governance and Nominating Committee approve the Committee Effectiveness Surveys as amended.

Discussion ensued around some of the wording in the Finance and HR committee survey whereas its currently stated that *The committee is working effectively by reviewing and recommending to the Board long-term financial goals, and revenue and expense projections.*

This will be reworded to state that *The committee is working effectively by reviewing and recommending to the Board long-term program and service goals.*

It was noted that the date of the survey for the French Language Services committee could change depending on when the committee meets as per deadlines to the Ministry for reporting.

CARRIED

Review Peer-to-Peer Survey Questionnaire

The Peer-to-Peer survey was reviewed.

Moved By: G. McDonald

Seconded By: C. Larocque

THAT the Governance and Nominating Committee approve the Peer-to-Peer survey questionnaire as amended.

It was agreed that N/A be changed to Unknown and the free text section will be reworded to say Please Explain Using Examples. Questions 6, 8, 10, and 12 will be removed. This will be revised and brought back to the next committee meeting for approval.

TABLED

Documents for Review

Code of Conduct Policy

The Code of Conduct Policy was revised and shared for review.

Moved By: Dr. S. Robertson

Seconded By: G. Peters

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

CARRIED

Board of Directors Nomination and Election Policy

The Board of Directors Nomination and Election Policy was revised and shared for review.

Moved By: C. Larocque

Seconded By: G. McDonald

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.

CARRIED

Signing Authority and Approval

The Signing Authority and Approval Policy was revised and shared for review.

Moved By: Dr. S. Robertson

Seconded By: G. McDonald

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

CARRIED

Next meeting: Wednesday, March 12, 2025

K-L. Massia, Recorder

Governance and Nominating Committee Annual Work Plan 2024-2025



Deliverable	MRP	Occurrence	SEP	NOV	JAN	MAR	APR	MAY
STRUCTURE/PROCESSES								
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			✓			
Review Board Member Attendance	Chair	Twice yearly			✓			X
Plan AGM	Chair	Annually					X	
Review Board Orientation	Chair	Annually						X
Review CEO and COS Succession Plan	Chair	Annually			✓			
DIRECTOR RECRUITMENT AND SELECTION								
Administer Board Personal Assessment Survey (results due in March)	Admin	Annually			✓			
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
Review Following Years Committee Schedule and Membership		Annually						X
ACCREDITATION								
Governance Standards Review	Chair	Every meeting	✓	✓	✓	X	X	X
Equity, Diversity & Inclusion Update	Chair	Bi-Monthly	✓		✓		X	
Review Communication Plan	Chair	Annually		✓				
PERFORMANCE								
Review Performance Evaluation Questionnaire for CEO and COS	Chair	Annually			✓			
Review Committee Effectiveness Survey Questions	Chair	Annually			✓	X	X	
Administer Committee Effectiveness Survey	EA	Annually						X
Review Peer to Peer Survey Questions	Chair	Annually			✓	X	X	
Administer Peer to Peer Surveys	EA	Annually						X
POLICY REVIEW								
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				✓			
Board of Director Nomination and Election (GO.01.016)	CEO				✓			
Signing Authority and Approval (GO.02.007)	CEO				✓			
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:

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DECISION SUPPORT DOCUMENT FOR

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

Date Prepared: February 28, 2025 Meeting Date Prepared for: March 12, 2025

Subject: Board of Directors Recruitment 2025-2026

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 overview of the Board of Directors recruitment needs for the upcoming board cycle, considering the current composition of the Board and the Corporate Bylaw requirements.

RECOMMENDATION

IMPLICATIONS TO OTHER STANDING COMMITTEES

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

- Finance, HR and Audit Committee
- Quality & Patient Safety Committee

SITUATION & BACKGROUND

A brief description of the background to the issue.

- The Corporate Bylaws of the hospital stipulate that the Board of Directors must consist of a minimum of 10 and a maximum of 12 directors. As we prepare for the next board cycle, we currently have 11 directors confirmed to return. This provides stability in governance but also presents an opportunity to assess whether additional recruitment is required to enhance the board’s expertise and diversity.
- With future board turnover, proactive recruitment efforts now can help maintain strong governance and facilitate knowledge transfer.
- Adding a 12th director would reduce the need for existing directors to sit on multiple committees, improving workload distribution. This would also help with quorum at committee meetings as committees meet on the same evening. A director who sits on two committees and is away must miss both committee meetings if they end up taking place in the same month.

IMPLEMENTATION & COMMUNICATION PLAN

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

- Communication plan attached in the event it is decided to move forward with recruitment.
- Board Succession Plan

COMMUNICATION STRATEGY

- Advertise recruitment for Board of Directors

KEY AUDIENCES

- Community
-
-
-

COMMUNICATIONS OBJECTIVES

- Communicate open positions on Board of Directors
- Communicate open house to invite potential interested candidates for information about the Board

Timeline/Date	Audience	Tactic/Tool	Deliverable/Key Message	Responsibility	Status
WHEN TELL	WHO TELL	HOW TELL	WHAT TELL	WHO DOES IT	
March 13, 2025	Community	Newspaper and Social Media	• Recruitment ads to be placed in newspapers and on social media including mention of open house	K-L. Massia	
March 27, 2025	Community	Newspaper and Social Media	• Reminder - Recruitment ads to be placed in newspapers and on social media including mention of open house	K-L. Massia	
April 1, 2025	Community	Open House	• Open House for Board of Directors	Board of Directors and Executive Team	
April 9, 2025			• Application deadline - K-L. Massia to collate applications and share with the Nominations Committee	K-L. Massia	
April 11, 2025			• Meeting of Nominations committee to review and select applicants for interview (tentative if needed)		
April 14, 2025	Selected candidates	Contact by phone or email	• Interviews to be scheduled with selected applicants	K-L. Massia	
Week of April 21, 2025			• Interviews to be conducted with selected applicants	Governance Sub-Committee	
May 14, 2025			• Candidate recommendation made at Governance	Governance	
May 22, 2025			• Board of Directors review recommendation from Governance	Board of Directors	
May 23, 2025			• Notify candidates about Board decision and inform selected candidates about AGM	L. Boyling	

Timeline/Date	Audience	Tactic/Tool	Deliverable/Key Message	Responsibility	Status
WHEN TELL	WHO TELL	HOW TELL	WHAT TELL	WHO DOES IT	
June 26, 2025			<ul style="list-style-type: none"> Election of Directors 2024-2025 at AGM 	Board of Directors	

Tools to develop:

- Recruitment ad:

The Governance Committee of Hôpital Glengarry Memorial Hospital (HGMH) is presently seeking candidates for a vacant position on the hospital's volunteer Board of Directors

The Glengarry Memorial Hospital is recruiting new members for its volunteer Board of Directors. We welcome applicants that represent the diversity of our broad community. We strongly encourage applications from all genders, Indigenous peoples, persons with disabilities, members of visible minorities, and the 2SLGBTQ+ community. Different viewpoints, perspectives and life experiences are critical to helping give the best care to our patients. The Board is looking for a qualified individuals with expertise in one or more the following areas: Human Resources & Labour Relations, Legal & Public Policy, Public Affairs & Communications, Patient and Healthcare Advocacy, Diversity, Equity & Inclusion. Previous board experience is also an asset.

Thinking of joining the hospital Board? Come and meet current hospital members of the hospital Board in the hospital Boardroom on April 1, 2025, between 5pm-7pm for an open house. This is your chance to learn more about the hospital and its governing body and ask any questions you may have about what being Board Director looks like.

Be a part of the healthcare future and make a difference by joining the HGMH Board of Directors.

Individuals who wish to be considered as a candidate may obtain an application form by any of the following methods:

- Online: www.hgmh.on.ca/Board
- Email: info@hgmh.on.ca

Complete applications will include an application form with the candidate's resume and be received no later than Wednesday, April 9, 2025.

Applications can be sent electronically at the email address above or by mail at:

HGMH Administration
 20260 County Road 43,
 Alexandria On, K0C 1A0

HGMH Board Succession Plan

Up for re-election in June 2025:

- Dr. Genevieve Raby
- Dr. Raynald Cardinal
- Francois Desjardins

Not returning

- Frank Wetering
- *This allows the recruitment of one Director should the Board choose to recruit, however, there are still 11 Directors on the Board which meets the requirements stated in the Bylaws – minimum 10 and maximum 12 Directors.*

Term ending June 2026

- Dr. Stuart Robertson (will become Past Chair)
- *Minimum one Director will need to be recruited next year*

Up for re-election in June 2026:

- Louise Boyling
- Gordon Peters
- Wendy Rozon

DECISION SUPPORT DOCUMENT FOR

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

Date Prepared: March 3, 2025 Meeting Date Prepared for: March 12, 2025

Subject: Board and Committee Meeting Schedule

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

- DECISION SOUGHT*
 FOR DISCUSSION/INPUT
 FOR INFORMATION ONLY

PURPOSE

- The purpose of this briefing note is to review the meeting schedule for the next Board cycle and discuss adjustment to meetings to ensure a more balanced workload and efficient use of time. This is being brought forward now in preparation for the possible recruitment that will be taking place next month.

RECOMMENDATION

THAT the Governance & Nominating Committee recommend to the Board of Directors the proposed adjustment to the committee meeting schedule as presented.

IMPLICATIONS TO OTHER STANDING COMMITTEES

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

- Finance, HR and Audit Committee
- Quality & Patient Safety Committee

SITUATION & BACKGROUND

A brief description of the background to the issue.

- Currently, the standing committees of the Board meet as follows:
 - Finance, HR and Audit Committee: 8 times per year
 - Governance & Nominating Committee: 6 times per year
 - Quality & Patient Safety: 4 times per year
- This uneven distribution of meetings has led to challenges in balancing workload and time commitment for board directors. The current setup results in some meetings being packed with extensive information, limiting the time available for in-depth discussion, while others are relatively brief due to the frequent meeting schedule.

OPTIONS CONSIDERED & ANALYSIS

Outline alternatives that were contemplated in coming to a recommendation. If no viable alternatives exist, include that information as well.

- It is proposed that all committees meet six (6) times per year, aligning the meeting frequency across committees. This adjustment aims to:
 - Distribute the time commitment more evenly among board members;
 - Allow for more balanced and effective meetings;
 - Improve the efficiency of committee discussions by ensuring that each meeting has a substantive agenda without being overloaded with content or, conversely, too light on discussion items;
 - Ensure equal focus and attention for all meetings, allowing for thorough discussion and decision-making across all committees.
 - Ensure that all directors sit on one committee rather than multiple, reducing the strain on individual members and allowing them to dedicate their full attention to their assigned committee. The

exception to this will be the director who sits on the Foundation Committee, as that committee meets ten (10) times per year. The Board Chair will continue to sit on multiple committees as per the bylaws.

- The Finance Committee will see a reduction in meetings from eight to six, necessitating a slight restructuring of agenda items to ensure key financial reporting and decision-making remain timely.
- The Quality Committee will increase its meetings from four to six, allowing for more frequent engagement on critical quality and safety matters.
- The Governance Committee remains unchanged in frequency but will benefit from improved alignment with other committees.

IMPLEMENTATION & COMMUNICATION PLAN

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

- Review at Governance March 12, 2025
- Should this be approved, recommend to Board of Directors March 27, 2025
- Committee meeting schedule would be shared at Board Orientation should recruitment be done
- Updated on the Board Portal In August for the new Board cycle

SUPPORTING DOCUMENTS/ATTACHMENTS

List any supporting documents or attachments

- **Draft Board and Committee Meeting Schedule**
- **Draft Committee Meeting Workplans**

Aug 2025						
S	M	T	W	T	F	S
					1	2
3	4	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28	29	30
31						

Sept 2025						
S	M	T	W	T	F	S
	1	2	3	4	5	6
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14	15	16	17	18	19	20
21	22	23	24	25	26	27
28	29	30				

Oct 2025						
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12	13	14	15	16	17	18
19	20	21	22	23	24	25
26	27	28	29	30	31	

Nov 2025						
S	M	T	W	T	F	S
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9	10	11	12	13	14	15
16	17	18	19	20	21	22
23	24	25	26	27	28	29
30						

Dec 2025						
S	M	T	W	T	F	S
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14	15	16	17	18	19	20
21	22	23	24	25	26	27
28	29	30	31			

Jan 2026						
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18	19	20	21	22	23	24
25	26	27	28	29	30	31

Feb 2026						
S	M	T	W	T	F	S
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15	16	17	18	19	20	21
22	23	24	25	26	27	28

Mar 2026						
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15	16	17	18	19	20	21
22	23	24	25	26	27	28
29	30	31				

Apr 2026						
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12	13	14	15	16	17	18
19	20	21	22	23	24	25
26	27	28	29	30		

May 2026						
S	M	T	W	T	F	S
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10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28	29	30
31						

Jun 2026						
S	M	T	W	T	F	S
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14	15	16	17	18	19	20
21	22	23	24	25	26	27
28	29	30				

Jul 2026						
S	M	T	W	T	F	S
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5	6	7	8	9	10	11
12	13	14	15	16	17	18
19	20	21	22	23	24	25
26	27	28	29	30	31	

Board of Directors

5:00pm-7:30pm

Board Committees

5:00pm-8:30pm

AGM

Last Thursday of June

Committee Schedule

Governance and Nominating:	October, November, January, March (recruitment in April if needed), May, and June
Finance, HR and Audit:	September, November, February, March, May, and June
Quality & Patient Safety:	September, November, January, February, April, and May
Executive:	October and April
French Language Services:	June

Board Retreat
Board Open House (if recruitment is needed)

Board Orientation (if needed)

Governance and Nominating Committee Annual Work Plan 2025-2026



Deliverable	MRP	Occurrence	OCT	NOV	JAN	MAR	MAY	JUN
STRUCTURE/PROCESSES								
Review Committee Effectiveness Survey Results	Chair	Annually	X					
Review/Recommend Governance Annual Committee Work Plan to BoD	Chair	Annually						X
Review/Recommend Committee Terms of Reference to BoD	Chair	Annually	X					
Review Board Education Plan for following Board Cycle	Chair	Annually						X
Revise Skills Matrix	Chair	Annually			X			
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	
Review Board Orientation	Chair	Annually						X
Review CEO and COS Succession Plan	Chair	Annually			X			
DIRECTOR RECRUITMENT AND SELECTION								
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 (April)	Admin	Annually				X		
Recommendation of New Directors to the Board		Annually						X
Review Following Years Committee Schedule and Membership		Annually						X
ACCREDITATION								
Governance Standards Review	Chair	Every meeting	X	X	X	X	X	X
Equity, Diversity & Inclusion Update	Chair	Bi-Monthly	X		X		X	
Review Communication Plan	Chair	Annually		X				
PERFORMANCE								
Review Performance Evaluation Questionnaire for CEO and COS	Chair	Annually		X				
Review Committee Effectiveness Survey Questions	Chair	Annually			X			
Administer Committee Effectiveness Survey	EA	Annually					X	
Review Peer to Peer Survey Questions	Chair	Annually				X		
Administer Peer to Peer Surveys	EA	Annually						X
POLICY REVIEW								
Two policies reviewed per month	CEO		X					
	CEO		X					
	CEO			X				
	CEO			X				
	CEO				X			
	CEO				X			
	CEO					X		
	CEO					X		
	CEO						X	
	CEO						X	
	CEO							X
	CEO							X

Revisions since prior report:

Finance, HR & Audit Committee Work Plan 2025-2026



Deliverable	MRP	Occurrence	Sept	Nov	Feb	Mar	May	June
STRUCTURE/PROCESSES								
Review Committee Effectiveness Survey Results	Chair	Annually	X					
Review/Recommend Annual Committee Work Plan to Governance	Chair	Annually						X
Review/Recommend Committee TOR	Chair	Annually	X					
Declaration of Compliance	CEO	Monthly	X	X	X	X	X	X
FINANCIAL OVERSIGHT								
Review Financial Statements and Statistical Information	Chair	Monthly	X	X	X	X	X	X
Review/recommend Audit Plan	Chair	Annually				X		
Review/recommend Audited Financial Statements	Chair	Annually						X
Recommendation of Auditor	Chair	Annually						X
Review/Recommend Draft Budget 2025-26	Chair	Annually			X			
Review/recommend Capital Plan 2025-26	Chair	Annually				X		
Review Executive Expense Report	CFO	Quarterly		Q1/ Q2			Q3/ Q4	
PEOPLE/PARTNERSHIPS								
Review HR Metrics Report	CEO	Quarterly	X	X	X		X	
Strategic HR Plan	CEO	Annually			X			
Employee Engagement Survey Results	CEO	Annually		X				
Enterprise Risk Management Review	CEO	Annually		X				
Board Award of Excellence Call for Nominations	Chair	Annually				X		
Board Award of Excellence Selection	Chair	Annually					X	
BUILDING/PROPERTY/INFRASTRUCTURE								
Ongoing Projects	CFO	As Occurs						
Capital Redevelopment Planning	CEO	As Occurs						
Cyber Security Report	CFO	Annually			X			
REGULATORY COMPLIANCE								
Complete Related Parties' Transaction Email – due May 31	EA	Annually						X
HSAA Declaration of Compliance	CFO	Annually						X
BPSAA Attestation	CFO	Annually						X

Quality & Patient Safety Committee Work Plan 2025-2026



Deliverable	MRP	Occurrence	Sep	Nov	Jan	Feb	Apr	May
STRUCTURE/PROCESSES								
Review/Recommend Committee Terms of Reference	Chair	Annually	X					
Review Committee Effectiveness Survey Results	Chair	Annually	X					
Review/Recommend Annual Committee Work Plan to Governance	Chair	Annually						X
Professional Staff Appointment and Re-appointment Review	COS	Annually		X				
Review Professional Staff HR Plan	COS				X			X
EDUCATION								
Patient Story	CNE		X		X		X	
Quality Initiatives	CNE			X		X		X
QUALITY OVERSIGHT AND IMPROVEMENT								
Review QIP Dashboard	CNE	Quarterly	Q1	Q2		Q3		Q4
Recommend QIP Dashboard 2025-2026	CNE	Yearly				X		
Quality & Safety Scorecard	CNE	Quarterly	Q1	Q2		Q3		Q4
Review Patient Satisfaction Survey Results	CNE	Quarterly	Q1	Q2		Q3		Q4
Violent Incidents Report	CNE	Yearly/ As Occurs					X	
Review Life or Limb Results	CNE	When available						
Review Complaints & Compliments Report	CNE	Quarterly			X		X	
PFAC Update	CNE	Quarterly	X		X		X	
Review Critical Events and Never Events Report	CNE	Yearly			X			
BPSO Update	CNE	Quarterly	X	X		X		X
Review Patient Safety Plan	CNE	Yearly				X		
Review Status of Patient Safety Plan Actions	CNE	Quarterly	X	X		X		X
Review Provincial Stroke Report Card	CNE	When available						
Review Ethics Committee Updates	CNE	Yearly					X	
Review HIROC Report	CEO	Yearly						X
Review Emergency Preparedness	CNE	Yearly					X	
ACCREDITATION								
Accreditation Updates	CEO	Quarterly	X		X		X	
Accreditation Standard Review	CNE	Quarterly	X		X		X	

Revisions since prior report:

DECISION SUPPORT DOCUMENT FOR

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

Date Prepared: March 3, 2025 Meeting Date Prepared for: March 12, 2025
 Subject: Governance Accreditation Standard Feature
 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

2.1.1 The governing body achieves its defined objectives regarding its composition.

Priority: **Normal** | Quality Dimension: **Appropriateness**

Guidelines

To define its objectives regarding its composition, the governing body considers factors such as:

- its roles and responsibilities;
- its areas of decision making;
- the organization's strategic plan, goals, and objectives; and
- relevant laws, regulations, and contractual obligations.

To establish its composition, the governing body defines:

- Its membership size will depend on several factors, including the size of the organization;
- its risks and opportunities;
- the services offered;
- the size of the population served; and
- relevant laws, regulations, and contractual obligations.

The mix of competencies (which may be defined in a competency matrix) required to carry out its governance responsibilities and support the organization's vision, mission, and values. The competency matrix may evolve in response to changes in the organization's environment or its vision, mission, and values. Competencies can include:

- The attributes that members should possess, such as integrity, high ethical standards, sound judgment, empathy, effective interpersonal skills, cultural competency, and a strong commitment to the health of everyone in the community and to the success of the organization in serving the community's short- and long-term needs.

- Subject-specific skills, knowledge, and experience in areas related to governance activities (e.g., quality and safety, law, finance, risk, technology, human resources, sustainability, lived experience and more).

The diverse perspectives it wishes to reflect, including those of the organization's stakeholders (e.g., diverse populations and groups in the community, clients and families who regularly use the organization's services, clinical service providers, and other workforce or volunteer members).

The balance required between adding new members who bring fresh perspectives and retaining experienced members who have the past organizational knowledge to support continuity. Its governing structure, including its mechanism to create committees under its oversight to provide in-depth expertise and advice on specific complex or technical decisions that fall under its governance responsibilities.

The governing body identifies strategies to achieve its composition objectives, even in challenging circumstances. For example, if the governing body membership is full before it achieves the required competencies and diversity, it identifies alternate ways to bring the missing perspectives and expertise to the discussions. This may include recruiting additional members in advisory positions, consulting with stakeholder advisory councils (e.g., one or more advisory councils of members or leaders from different community groups), or diversifying committee memberships.

In some jurisdictions, the composition of the governing body may be determined by government. In this case, the governing body works with government to inform and contribute to the process (e.g., provides input into the required competencies, diversity, perspectives, and structure for governance) and participates to the fullest extent possible.

ACTIONS TAKEN TO MEET STANDARD

Minor amendments were made to the following policies to ensure compliance with the standard:

- **Roles and Responsibilities of the Board:** added cross-reference to related policies such as the Code of Conduct Policy, CEO and COS Succession Planning, and the Nomination and Election Policy.
- **Nomination and Election Policy:** wording added to reinforce the process for ensuring that candidates align with the board's competency and diversity requirements.
- **Code of Conduct Policy:** added cross-reference to related policies and forms and included a section on Exercise of Authority. This policy was revised to now include Responsibilities as a Director and Code of Conduct together.

STANDARD / CRITERIA FEATURED

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

2.2.1 The governing body defines its accountabilities in compliance with its jurisdictional obligations.

Priority: **High** | Quality Dimension: **Appropriateness**

Guidelines

The governing body ensures that its accountabilities, including its roles and responsibilities, are defined in compliance with its obligations under relevant laws, regulations, and contractual arrangements as per its jurisdiction. It ensures that its roles, responsibilities, and accountabilities are aligned with the organization's vision, mission, and values, and reflect the organization's role in society.

The governing body's role includes guiding the organization to achieve its vision, mission, and values. The governing body is responsible and accountable for steering and overseeing the functions of the organization, including the quality, safety, legal, financial, technological, marketing, fundraising, and sustainability functions. The governing body must stay informed about the organization and represent the organization's interests. The governing body acts in the

best interests of the organization and its stakeholders, including a commitment to financial and environmental stewardship, organizational health and safety, client outcomes, and the short- and long-term health of the community. The governing body is also responsible for ensuring that relevant information flows in a timely, transparent, and coordinated manner between the governing body, its committees, the organizational leaders, and other stakeholders. Additionally, the governing body is accountable to follow the organization's code of conduct; comply with the organization's confidentiality agreements; participate in orientation and ongoing education; participate in self-evaluation and evaluation of the governing body; and prepare for and attend meetings.

The governing body ensures that it clearly outlines the division of roles, responsibilities, and accountabilities between the governing body and the organizational leaders. It ensures that the information on its roles, responsibilities, and accountabilities is understood by its members, its committees, the organizational leaders, and other stakeholders.

In some jurisdictions, government may be accountable for defining and updating the roles, responsibilities, and accountabilities of the governing body. In this case, the governing body works with government to inform and contribute to the process and participates to the fullest extent possible.

ACTIONS TAKEN TO MEET STANDARD

Minor amendments were made to the following policies to ensure compliance with the standard:

- **Roles and Responsibilities of the Board:** added cross-reference to related policies such as the Code of Conduct Policy, CEO and COS Succession Planning, and the Nomination and Election Policy.
- **Code of Conduct Policy:** added cross-reference to related policies and forms and included a section on Exercise of Authority. This policy was revised to now include Responsibilities as a Director and Code of Conduct together.

STANDARD / CRITERIA FEATURED

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

2.2.2 The governing body defines the accountabilities of each of its members, including the chair.

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

Guidelines

The roles, responsibilities, and accountabilities of each member of the governing body include attendance requirements, term lengths, and limits. Term lengths may be determined by regulations; if they are not, they should be established and included in the bylaws.

Governing body members may or may not be financially compensated for their time. When compensation is provided, the governing body ensures it is done transparently and does not create real or perceived conflicts of interest or interfere with the independence of its members.

Each member may fill a different position on the governing body (e.g., chair, vice-chair, secretary, treasurer, committee chair). The governing body documents each position or member's roles, responsibilities, and accountabilities in its operational documents (e.g., in its terms of reference or individual position descriptions). It ensures that the position information is written using neutral language that is not biased in favour of or against a person, group, or attribute (e.g., age, gender identity, race, ethnicity).

In some jurisdictions, government may be accountable for defining, updating the roles, responsibilities, and accountabilities of governing body members, including the chair. In this case, the governing body works with government to inform and contribute to the process and participates to the fullest extent possible.

ACTIONS TAKEN TO MEET STANDARD

Amendments were made to the following policy to ensure compliance with the standard:

- **Roles and Responsibilities of the Board Executives:** included responsibilities of the Vice Chair and the Treasurer.

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?

SUPPORTING DOCUMENTS/ATTACHMENTS

- Roles and Responsibilities of the Board Policy
- Nomination and Election Policy
- Code of Conduct Policy
- Roles and Responsibilities of the Board Executives Policy

Document Name:	Roles and Responsibilities of the Board		
Document Number:	BOD.01.005.0.24		
Review Period:	<input checked="" type="checkbox"/> 3 years <input type="checkbox"/> 1 year	Manual: N/A	
Classification:	Board of Directors	Section: Governance	
Owner: President & CEO	Signing Authority: Board of Directors		

POLICY STATEMENT:

To ensure that the board has a shared understanding of its governance role, the board has adopted this Sample Statement of the Roles and Responsibilities of the Board.

The board is responsible for the overall governance of the affairs of the hospital.

Each director is responsible to act honestly, in good faith and in the best interests of the hospital and in so doing, to support the hospital in fulfilling its mission and discharging its accountabilities. (Code of Conduct [BOD.01.017.X.XX](#))

PROCEDURE

1. **Strategic Planning and Mission, Vision and Values**

- a) The board participates in the formulation and adoption of the hospital's mission, vision and values.
- b) The board ensures that the hospital develops and adopts a strategic plan that is consistent with the hospital's mission and values, which will enable the hospital to realize its vision. The board participates in the development of and ultimately approves the strategic plan.
- c) The board oversees hospital operations for consistency with the strategic plan and strategic directions.
- d) The board receives regular briefings or progress reports on implementation of strategic directions and initiatives.
- e) The board ensures that its decisions are consistent with the strategic plan and the hospital's mission, vision and values unless there is a sound rationale to do otherwise.
- f) The board annually conducts a review of the strategic plan as part of a regular annual planning cycle.

2. **Quality and Performance Measurement and Monitoring**

- a) The board is responsible for establishing a process and a schedule for monitoring and assessing performance in areas of board responsibility including:
 - Fulfillment of the strategic directions in a manner consistent with the mission, vision and values
 - Oversight of management performance

Effective: May 2017	Last review/revision: Jan 2024	Next review: Jan 2027
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- Quality of patient care and hospital services
 - Financial conditions and risks
 - Stakeholder relations
 - Board's own effectiveness
- b) The board ensures that management has identified appropriate measures of performance.
 - c) The board is responsible for establishing policies and plans related to the quality improvement plan.
 - d) The board ensures that policies and improvement plans are in place related to quality of care, patient safety, consumer experience, and access.
 - e) The board monitors quality performance against the board-approved quality improvement plan, performance standards, and indicators.
 - f) The board ensures that management has plans in place to address variances from performance standards indicators, and the board oversees implementation of remediation plans.

3. Financial and Resources Oversight

- a) The board acts in the best interest of the hospital and its stakeholders.
- b) The board is responsible for stewardship of financial resources including ensuring availability of, and overseeing allocation of, financial resources.
- c) The board approves policies for financial planning and approves the annual operating and capital budget.
- d) The board monitors financial performance against budget.
- e) The board approves investment policies and monitors compliance.
- f) The board ensures the accuracy of financial information through oversight of management and approval of annual audited financial statements.
- g) The board ensures management has put measures in place to ensure the integrity of internal controls.
- h) The board oversees asset management.

4. Oversight of Management Including Selection, Supervision and Succession Planning for the CEO and Chief of Staff

(CEO and COS Succession Planning [BOD.01.004.X.XX](#))

- a) The board recruits and supervises the CEO and COS by:
 - Developing and approving the CEO and COS job descriptions
 - Undertaking a recruitment and selection process for the CEO and COS
 - Reviewing and approving the CEO and COS annual performance goals
 - Reviewing the performance of the CEO and COS and determining compensation
- b) The board ensures succession planning is in place for the CEO and COS.
- c) The board exercises oversight of the CEO's supervision of senior management as part of the CEO's annual review.
- d) The board develops, implements and maintains a process for the selection of department chiefs and other medical leadership positions as required under the

hospital's by-laws or the *Public Hospitals Act*.

5. Enterprise Risk Management Oversight

- a) The board is responsible to be knowledgeable about risks inherent in hospital operations and ensure that appropriate risk analysis is performed as part of board decision-making.
- b) The board oversees management's risk management program including an assessment of risks relative to their probability and potential impact.
- c) The board ensures that appropriate programs and processes are in place to protect against risk.
- d) The board is responsible for identifying unusual risks to the organization for ensuring that there are plans in place to prevent and manage such risks.

6. Stakeholder Communication and Accountability

- a) The board identifies hospital stakeholders and understands stakeholder accountability.
- b) The board ensures the organization appropriately communicates with stakeholders in a manner consistent with accountability to stakeholders and to promote engagement.
- c) The board contributes to the maintenance of strong stakeholder relationships.
- d) The board performs advocacy on behalf of the hospital with stakeholders where required in support of the mission, vision and values and strategic directions of the hospital.

7. Governance

- a) The board is responsible for the quality of its own governance.
- b) The board establishes governance structures to facilitate the performance of the board's role and enhance individual director performance.
- c) The board is responsible for the recruitment of a skilled, experienced and qualified board.
- d) The board ensures ongoing board training and education.
- e) The board assesses and reviews its governance by periodically evaluating board structures including board recruitment processes and board composition and size, number of committees and their Terms of Reference, processes for appointment of committee chairs, processes for appointment of board officers and other governance processes and structures. (Nomination and Election Policy [BOD.01.016.X.XX](#))

8. Legal Compliance

- a) The board ensures that appropriate processes are in place to ensure compliance with legal requirements.

9. Amendment

- a) This statement may be amended by the board.

DEFINITIONS:

Hospital stakeholder: individuals or groups who are greatly influenced by the hospital and have a vested interest in its success. Examples of hospital stakeholders are patients, physicians, employees, the broader community, and legislative and regulatory bodies.

CROSS-REFERENCED POLICIES:

Policy Number	Policy Name
BOD.01.017.X.XX	Code of Conduct
BOD.01.004.X.XX	CEO and COS Succession Planning
BOD.01.016.X.XX	Nomination and Election

ASSOCIATED FORMS:

Form Number	Form Name
51-A-215-XX	Annual Declaration and Consent Form

Document Name:	Nomination and Election		
Document Number:	BOD.01.016.0.25		
Review Period:	<input checked="" type="checkbox"/> 3 years <input type="checkbox"/> 1 year	Manual: Board Orientation	
Classification:	Board of Directors	Section: Governance	
Owner: President & CEO	Signing Authority: Board of Directors		

POLICY STATEMENT:

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.

The purpose of this policy is 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.

PROCEDURE:

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, and the President of the Medical Staff (if one exists).

In alignment with the hospital's commitment to equity, diversity, and inclusion, the Board shall strive to reflect the diverse perspectives, backgrounds, and experiences of the community it serves. This includes, but is not limited to, consideration of gender, race, ethnicity, age, professional expertise, and lived experience. A broad range of viewpoints enhances decision-making, fosters innovation, and strengthens governance effectiveness.

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.

Effective: Nov 2011	Last review/revision: Jan 2025	Next review: Jan 2028
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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.

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.

ASSOCIATED FORMS:

Form Number	Form Name
51-A-175-XX	Board Skills Matrix

REFERENCES:

1. Public Hospitals Act
2. Guide to Good Governance

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

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.

Document Name:	<u>Responsibilities as a Director and</u> Code of Conduct		
Document Number:	BOD.01.017.0.25		
Review Period:	<input checked="" type="checkbox"/> 3 years <input type="checkbox"/> 1 year	Manual: Board Orientation	
Classification:	Board of Directors	Section: Governance	
Owner: President & CEO	Signing Authority: Board of Directors		

POLICY STATEMENT:

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~~they will abide by this policy by signing the Annual Declaration and Consent Form (51-A-215-XX) and must accept to have a criminal reference check.

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:

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

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.

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.

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 as per the Conflict of Interest Policy (BOD.01.013.X.XX).

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

Effective: May 2010	Last review/revision: Jan 2025	Next review: Jan 2028
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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.

Exercise of Authority

A Director carries out the powers of office only when acting as a member during a duty constituted meeting of the Board or one of its committees. A director respects the responsibilities delegated by the Board to the Chief Executive Officer (CEO) and Chief of Staff (COS), avoiding interference with their duties but insisting upon accountability to the Board and reporting mechanisms for assessing organizational performance.

Time and Commitment

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.

The board meets approximately nine times a year and a director is expected to adhere to the ~~b~~Board's ~~a~~Attendance policy (BOD.01.014.X.XX) that requires attending at least 75 percent of board meetings.

A director is expected to serve on at least one standing committee.

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

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 as per the Confidentiality for Board and Committee Members Policy (BOD.01.015.X.XX). 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.

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.

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

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 as per the Communications and Hospital Spokesperson Policy (BOD.01.001.X.XX).

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

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.

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 the evaluation of the Board, and elected Directors participate in individual Director peer assessment and act upon results in a positive and constructive manner.

CROSS-REFERENCED POLICIES:

<u>Policy Number</u>	<u>Policy Name</u>
<u>BOD.01.013.X.XX</u>	<u>Conflict of Interest</u>
<u>BOD.01.014.X.XX</u>	<u>Board Attendance</u>
<u>BOD.01.015.X.XX</u>	<u>Confidentiality for Board and Committee Members</u>
<u>BOD.01.001.X.XX</u>	<u>Communications & Hospital Spokesperson</u>

ASSOCIATED FORMS:

Form Number	Form Name
51-A-172-24	Board Member Pledge of Confidentiality
51-A-215-XX	Annual Declaration and Consent Form

REFERENCES:

1. Guide to Good Governance
- 4.2. Trillium Health Partners – Board Effectiveness Governance Policy Framework, Responsibilities as an Elected and Ex-Officio Director Policy.

Document Name:	Roles and Responsibilities of the Board Chair, <u>Vice Chair and Treasurer</u>	
Document Number:	BOD.01.XXX.X.XX	
Review Period:	<input checked="" type="checkbox"/> 3 years <input type="checkbox"/> 1 year	Manual: Board Orientation
Classification:	Board of Directors	Section: Governance
Owner: Chief Executive Officer	Signing Authority: Board of Directors	

POLICY STATEMENT:

This policy defines the roles and responsibilities of the Board Chair, Vice Chair, and Treasurer to ensure effective governance and leadership of the hospital's Board of Directors.

The Board of Directors is responsible for the strategic oversight and governance of the hospital. The Board Chair, Vice Chair, and Treasurer play key leadership roles in fulfilling the Board's mandate.

PROCEDURE:

1. Role of the Chair

The Board Chair is the leader of the board and is responsible for:

- Ensuring the integrity and effectiveness of the board's governance role and processes;
- Presiding at meetings of the board and members;
- Representing the board within the organization and the organization to its stakeholders; and
- Maintaining effective relationships with board members, management and stakeholders.

2. Responsibilities of the Chair

Board Governance

The Board Chair ensures the Board meets its obligations and fulfills its governance responsibilities. The Board Chair oversees the quality of the Board's governance processes including:

- Ensuring that the board performs a governance role that respects and understands the role of management;
- Ensuring that the board adopts an annual work plan that is consistent with the organization's strategic directions, mission and vision;
- Ensuring that the work of the board committees is aligned with the board's role and annual work plan and that the board respects and understands the role of board committees and does not redo committee work at the board level;

Effective:	Last review/revision:	Next review:
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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.

- Ensuring board succession by ensuring that there are processes in place to recruit, select and train directors with the skills, experience, background and personal qualities required for effective board governance;
- Ensuring that the board and individual directors have access to appropriate education;
- Overseeing the board's evaluation processes and providing constructive feedback to individual committee chairs and board members as required; and
- Ensuring that the board's governance structures and processes are reviewed, evaluated, and revised from time to time.

Presiding Officer

The chair is the presiding officer at board and members' meetings. As the presiding officer at board and members' meetings, the chair is responsible for:

- Setting agendas for board meetings and ensuring matters dealt with at board meetings appropriately reflect the board's role and annual work plan;
- Ensuring that meetings are conducted according to applicable legislation, by-laws and the board's governance policies and rules of order;
- Facilitating and forwarding the business of the board, including preserving order at board meetings;
- Encouraging input and ensuring that the board hears all sides of a debate or discussion;
- Encouraging all directors to participate and controlling dominant members;
- Facilitating the board in reaching consensus;
- Ensuring relevant information is made available to the board in a timely manner and that external advisors are available to assist the board as required; and
- Ruling on procedural matters during meetings.

Representation

- The chair is the official spokesperson for the board;
- The chair represents the organization in the community and to its various stakeholders;
- The chair reports on behalf of the board to members at each annual meeting of members;
- The chair represents the board within the organization, attending and participating in events as required; and
- The chair represents the board in dealings with key stakeholders, as required.

Relationships

- The board chair facilitates relationships with, and communication among board members and between board members and senior management;
- The chair establishes a relationship with individual directors, meeting with each director at least once a year to ensure that each director contributes his/her special skills and expertise effectively;

ROLES AND RESPONSIBILITIES OF THE BOARD CHAIR, VICE CHAIR AND TREASURER

- The chair provides assistance and advice to committee chairs to ensure that they understand board expectations and have the resources that are required for performance of their terms of reference; and
- The chair maintains a constructive working relationship with the chief executive officer and chief of staff providing advice and counsel as required. In particular:
 - The chair works with the chief executive officer and chief of staff to ensure he or she understands board expectations; and
 - The chair ensures that chief executive officer and chief of staff annual performance objectives are established, and that an annual evaluation of the chief executive officer and chief of staff is performed.

Other Duties

The chair performs such other duties as the board determines from time to time.

Skills and Qualifications

The board chair will possess the following qualities, skills, and experience:

- Proven leadership skills;
- Good strategic and facilitation skills, ability to influence and achieve consensus;
- Ability to act impartially and without bias and display tact and diplomacy;
- Effective communicator;
- Political acuity;
- Must have the time to continue the legacy of building strong relationships between the organization and stakeholders;
- Ability to establish trusted advisor relationships with chief executive officer and chief of staff and other board members;
- Governance and board-level experience in the health sector;
- Understanding and appreciation of quality improvement and patient safety; and
- Outstanding record of achievement in one or several areas of skills and experience used to select board members.

Term

The Board Chair will serve an initial term of two years, renewable for an additional term of one year at the discretion of the board.

3. Roles and Responsibilities of the Vice-Chair

The responsibilities of the Vice Chair include:

- **Assisting the Chair in executing their duties as required**
- **Assuming the role of Board Chair in their absence or incapacity**
- **Serving on the Executive Committee of the Board**
- **Supporting governance and strategic planning initiatives**
- **Participating in Board member development and succession planning**

4. Roles and Responsibilities of the Treasurer

The responsibilities of the Treasurer include:

- The Treasurer provides oversight of the hospital's financial matters and ensures financial accountability with Executive Support
- Chairing the Finance, HR and Audit Committee
- Providing summary reports on financial matters to the Board of Directors
- Overseeing the annual audit of the hospital ensuring compliance with accepted accounting principles
- Presenting annual budget to the Board for approval
- Serving on the Executive Committee of the Board
- Overseeing matters related to Human Resources and labour relations of the hospital

REFERENCES:

1. Guide to good Governance

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.

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.

*Suggested revisions made at the January 15, 2025 meeting:

- Change N/A to Unknown
- Reword free text to say *Please explain using examples*
- Remove questions 6, 8, 10, and 12

IMPLEMENTATION & COMMUNICATION PLAN

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

- Review Survey Questions at Governance – March 12, 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 2024-2025



Board Peer Assessment Survey 2024-2025

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.

Unknown - 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	Unknown
Dr. Stuart Robertson, Chair	<input type="radio"/>				
Louise Boyling, Vice Chair	<input type="radio"/>				
Charlotte Nagy, Treasurer	<input type="radio"/>				
Carole Larocque	<input type="radio"/>				
Francois Desjardins	<input type="radio"/>				
Dr. Genevieve Raby	<input type="radio"/>				
Gerard McDonald	<input type="radio"/>				
Gordon Peters	<input type="radio"/>				
Heidi Salib	<input type="radio"/>				
Dr. Raynald Cardinal	<input type="radio"/>				
Wendy Rozon	<input type="radio"/>				

Please explain using examples:

3. Participates and is actively engaged at meetings.

	Outstanding	Fully Satisfactory	Adequate	Could Improve	Unknown
Dr. Stuart Robertson, Chair	<input type="radio"/>				
Louise Boyling, Vice Chair	<input type="radio"/>				
Charlotte Nagy, Treasurer	<input type="radio"/>				
Carole Larocque	<input type="radio"/>				
Francois Desjardins	<input type="radio"/>				
Dr. Genevieve Raby	<input type="radio"/>				
Gerard McDonald	<input type="radio"/>				
Gordon Peters	<input type="radio"/>				
Heidi Salib	<input type="radio"/>				
Dr. Raynals Cardinal	<input type="radio"/>				
Wendy Rozon	<input type="radio"/>				

Please explain using examples:

4. Communicates ideas and concepts effectively.

	Outstanding	Fully Satisfactory	Adequate	Could Improve	Unknown
Dr. Stuart Robertson, Chair	<input type="radio"/>				
Louise Boyling, Vice Chair	<input type="radio"/>				
Charlotte Nagy, Treasurer	<input type="radio"/>				
Carole Larocque	<input type="radio"/>				
Francois Desjardins	<input type="radio"/>				
Dr. Genevieve Raby	<input type="radio"/>				
Gerard McDonald	<input type="radio"/>				
Gordon Peters	<input type="radio"/>				
Heidi Salib	<input type="radio"/>				
Dr. Raynald Cardinal	<input type="radio"/>				
Wendy Rozon	<input type="radio"/>				

Please explain using examples:

5. Listens well and respects those with differing opinions.

	Outstanding	Fully Satisfactory	Adequate	Could Improve	Unknown
Dr. Stuart Robertson, Chair	<input type="radio"/>				
Louise Boyling, Vice Chair	<input type="radio"/>				
Charlotte Nagy, Treasurer	<input type="radio"/>				
Carole Larocque	<input type="radio"/>				
Francois Desjardins	<input type="radio"/>				
Dr. Genevieve Raby	<input type="radio"/>				
Gerard McDonald	<input type="radio"/>				
Gordon Peters	<input type="radio"/>				
Heidi Salib	<input type="radio"/>				
Dr. Raynald Cardinal	<input type="radio"/>				
Wendy Rozon	<input type="radio"/>				

Please explain using examples:

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

	Outstanding	Fully Satisfactory	Adequate	Could Improve	Unknown
Dr. Stuart Robertson, Chair	<input type="radio"/>				
Louise Boyling, Vice Chair	<input type="radio"/>				
Charlotte Nagy, Treasurer	<input type="radio"/>				
Carole Larocque	<input type="radio"/>				
Francois Desjardins	<input type="radio"/>				
Dr. Genevieve Raby	<input type="radio"/>				
Gerard McDonald	<input type="radio"/>				
Gordon Peters	<input type="radio"/>				
Heidi Salib	<input type="radio"/>				
Dr. Raynald Cardinal	<input type="radio"/>				
Wendy Rozon	<input type="radio"/>				

Please explain using examples:

7. Inquisitive - asks appropriate and incisive questions.

	Outstanding	Fully Satisfactory	Adequate	Could Improve	Unknown
Dr. Stuart Robertson, Chair	<input type="radio"/>				
Louise Boyling, Vice Chair	<input type="radio"/>				
Charlotte Nagy, Treasurer	<input type="radio"/>				
Carole Larocque	<input type="radio"/>				
Francois Desjardins	<input type="radio"/>				
Dr. Genevieve Raby	<input type="radio"/>				
Gerard McDonald	<input type="radio"/>				
Gordon Peters	<input type="radio"/>				
Heidi Salib	<input type="radio"/>				
Dr. Raynald Cardinal	<input type="radio"/>				
Wendy Rozon	<input type="radio"/>				

Please explain using examples:

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

	Outstanding	Fully Satisfactory	Adequate	Could Improve	Unknown
Dr. Stuart Robertson, Chair	<input type="radio"/>				
Louise Boyling, Vice Chair	<input type="radio"/>				
Charlotte Nagy, Treasurer	<input type="radio"/>				
Carole Laroqcue	<input type="radio"/>				
Francois Desjardins	<input type="radio"/>				
Dr. Genevieve Raby	<input type="radio"/>				
Gerard McDonald	<input type="radio"/>				
Gordon Peters	<input type="radio"/>				
Heidi Salib	<input type="radio"/>				
Dr. Raynald Cardinal	<input type="radio"/>				
Wendy Rozon	<input type="radio"/>				

Please explain using examples:

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

	Outstanding	Fully Satisfactory	Adequate	Could Improve	Unknown
Dr. Stuart Robertson, Chair	<input type="radio"/>				
Louise Boyling, Vice Chair	<input type="radio"/>				
Charlotte Nagy, Treasurer	<input type="radio"/>				
Carole Laroqcue	<input type="radio"/>				
Francois Desjardins	<input type="radio"/>				
Dr. Genevieve Raby	<input type="radio"/>				
Gerard McDonald	<input type="radio"/>				
Gordon Peters	<input type="radio"/>				
Heidi Salib	<input type="radio"/>				
Dr. Raynald Cardinal	<input type="radio"/>				
Wendy Rozon	<input type="radio"/>				

Please explain using examples:

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

	Outstanding	Fully Satisfactory	Adequate	Could Improve	Unknown
Dr. Stuart Robertson, Chair	<input type="radio"/>				
Louise Boyling, Vice Chair	<input type="radio"/>				
Charlotte Nagy, Treasurer	<input type="radio"/>				
Carole Larocque	<input type="radio"/>				
Francois Desjardins	<input type="radio"/>				
Dr. Genevieve Raby	<input type="radio"/>				
Gerard McDonald	<input type="radio"/>				
Gordon Peters	<input type="radio"/>				
Heidi Salib	<input type="radio"/>				
Dr. Raynald Cardinal	<input type="radio"/>				
Wendy Rozon	<input type="radio"/>				

Please explain using examples:

11. Understands the role of board committees.

	Outstanding	Fully Satisfactory	Adequate	Could Improve	Unknown
Dr. Stuart Robertson, Chair	<input type="radio"/>				
Louise Boyling, Vice Chair	<input type="radio"/>				
Charlotte Nagy, Treasurer	<input type="radio"/>				
Carole Larocque	<input type="radio"/>				
Francois Desjardins	<input type="radio"/>				
Dr. Genevieve Raby	<input type="radio"/>				
Gerard McDonald	<input type="radio"/>				
Gordon Peters	<input type="radio"/>				
Heidi Salib	<input type="radio"/>				
Dr. Raynald Cardinal	<input type="radio"/>				
Wendy Rozon	<input type="radio"/>				

Please explain using examples:

12. Understands and respects the role of the chair.

	Outstanding	Fully Satisfactory	Adequate	Could Improve	Unknown
Dr. Stuart Robertson, Chair	<input type="radio"/>				
Louise Boyling, Vice Chair	<input type="radio"/>				
Charlotte Nagy, Treasurer	<input type="radio"/>				
Carole Larocque	<input type="radio"/>				
Francois Desjardins	<input type="radio"/>				
Dr. Genevieve Raby	<input type="radio"/>				
Gerard McDonald	<input type="radio"/>				
Gordon Peters	<input type="radio"/>				
Heidi Salib	<input type="radio"/>				
Dr. Raynald Cardinal	<input type="radio"/>				
Wendy Rozon	<input type="radio"/>				

Please explain using examples:

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

	Outstanding	Fully Satisfactory	Adequate	Could Improve	Unknown
Dr. Stuart Robertson, Chair	<input type="radio"/>				
Louise Boyling, Vice Chair	<input type="radio"/>				
Charlotte Nagy, Treasurer	<input type="radio"/>				
Carole Larocque	<input type="radio"/>				
Francois Desjardins	<input type="radio"/>				
Dr. Genevieve Raby	<input type="radio"/>				
Gerard McDonald	<input type="radio"/>				
Gordon Peters	<input type="radio"/>				
Heidi Salib	<input type="radio"/>				
Dr. Raynald Cardinal	<input type="radio"/>				
Wendy Rozon	<input type="radio"/>				

Please explain using examples:

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

	Outstanding	Fully Satisfactory	Adequate	Could Improve	Unknown
Dr. Stuart Robertson, Chair	<input type="radio"/>				
Louise Boyling, Vice Chair	<input type="radio"/>				
Charlotte Nagy, Treasurer	<input type="radio"/>				
Carole Larocque	<input type="radio"/>				
Francois Desjardins	<input type="radio"/>				
Dr. Genevieve Raby	<input type="radio"/>				
Gerard McDonald	<input type="radio"/>				
Gordon Peters	<input type="radio"/>				
Heidi Salib	<input type="radio"/>				
Dr. Raynald Cardinal	<input type="radio"/>				
Wendy Rozon	<input type="radio"/>				

Please explain using examples:

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

	Outstanding	Fully Satisfactory	Adequate	Could Improve	Unknown
Dr. Stuart Robertson, Chair	<input type="radio"/>				
Louise Boyling, Vice Chair	<input type="radio"/>				
Charlotte Nagy, Treasurer	<input type="radio"/>				
Carole Larcoque	<input type="radio"/>				
Francois Desjardins	<input type="radio"/>				
Dr. Genevieve Raby	<input type="radio"/>				
Gerard McDonald	<input type="radio"/>				
Gordon Peters	<input type="radio"/>				
Heidi Salib	<input type="radio"/>				
Dr. Raynald Cardinal	<input type="radio"/>				
Wendy Rozon	<input type="radio"/>				

Please explain using examples:

16. Contributes effectively to board performance.

	Outstanding	Fully Satisfactory	Adequate	Could Improve	Unknown
Dr. Stuart Robertson, Chair	<input type="radio"/>				
Louise Boyling, Vice Chair	<input type="radio"/>				
Charlotte Nagy, Treasurer	<input type="radio"/>				
Carole Larocque	<input type="radio"/>				
Francois Desjardins	<input type="radio"/>				
Dr. Genevieve Raby	<input type="radio"/>				
Gerard McDonald	<input type="radio"/>				
Gordon Peters	<input type="radio"/>				
Heidi Salib	<input type="radio"/>				
Dr. Raynald Cardinal	<input type="radio"/>				
Wendy Rozon	<input type="radio"/>				

Please explain using examples:

DECISION SUPPORT DOCUMENT FOR

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

Date Prepared: March 4, 2025 Meeting Date Prepared for: March 12, 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 to formally adopt the Accountability for Reasonableness Ethical Decision Making Framework for organizational ethical decision making.

That the Governance and Nominating Committee recommend to the Board of Directors the approval of the following policies as amended: Framework for Ethical Decision-Making, and Board Mentorship Program.

That the Governance and Nominating Committee recommend to the Board of Directors the retirement of the Donor Recognition policy.

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:

Framework for Ethical Decision Making

- A review of the Framework for Ethical Decision Making Policy was conducted, and it required a number of changes to reflect the requirements of Accreditation Canada and the Framework that is used by HGMH.
- The policy now outlines the ethical decision making frameworks steps, and graphic that the hospital uses to support the communication of our ethical decision making framework.
- This solidifies the hospitals commitment to ethical decision making, and codifies our specific ethical decision making framework used by HGMH.

Board Mentorship

- To ensure that both the mentor and the mentee understand what is required of them in Board of Director mentorship, each have been provided additional information with respect to their role in the time limited relationship.
- In addition, when selecting a mentor for new board members there has been criteria added to select appropriate mentors for new Board members.

Donor Recognition

- This policy should be retired as the HGMH foundation has developed a comprehensive donor recognition policy (to be finalized) and HGMH should be directing all donations toward the HGMH Foundation.

IMPLEMENTATION & COMMUNICATION PLAN

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

- Obtain Board Approval – March 27, 2025
- Update Board Policy Online
- Include updates in Board Orientation Material

SUPPORTING DOCUMENTS/ATTACHMENTS

List any supporting documents or attachments

- ***Framework for Ethical Decision Making***
- ***Board Mentorship Program***
- ***Donor Recognition***

POLICY NUMBER: GO.01.021.2.22

POLICY TYPE: GOVERNANCE

SUBJECT: FRAMEWORK FOR ETHICAL DECISION-MAKING

POLICY: Hôpital Glengarry Memorial hospital is committed to conducting all of the hospital's administrative and governance affairs, activities, patient care, and treatments with the highest level of ethical conduct, simultaneously supporting a culture of trust, integrity, and openness.

~~To further this commitment, the Board will use the "Ethical Lens Guidelines" (Appendix A) document when developing policies and procedures. The purpose of this policy is to outline the Accountability for Reasonableness (A4R) ethical decision making framework that is used to inform decision making within the Corporation to support organizational ethical decision making.~~

In addition to abiding by a number of other existing policies which pertain to the promotion of Board ethical conduct: Governance and Accountability, Code of Conduct, Confidentiality, Conflict of Interest, and others pertaining to compliance with Federal and Provincial Law, to name a few.

PREAMBLE:

The purpose of this policy is to promote a culture of trust, integrity, and openness. HGMH's reputation for integrity and honesty is important; hence, our commitment to the realization of our vision, mission, through honesty, fairness, and respect of the individual and the community we serve is paramount. To achieve this goal, at all times we must be asking ourselves "Am I doing the right thing, or making the decision for the right reason?"

The framework incorporates the organization's mission, vision, and values as well as additional values/principles that are agreed upon by relevant stakeholders.

Definition:

What is ethics?

Ethics is about making "right" or "good" choices and the reasons that we give for our choices and actions. Ethics promotes reflective practice in the delivery of health care. Ethics can be described as a way of critically looking at issues in health care that encompasses:

References: Definition of Ethics adapted from Dr. Barbara Secker, Joint Centre for Bioethics, University of Toronto; Winnipeg Regional Health Authority, "Ethical Decision-Making Framework", 2015; Hotel-Dieu Grace Healthcare, Centre for Clinical Ethics, "A Principle Based Framework for Ethical Decision Making", 2004.

Approved by: Board of Directors

Effective Date: Nov 2015

Revised: Oct 2019

Reviewed: April 2022

- Deciding what we should do - what decisions are morally right or acceptable based on the values and principles we agree are relevant.
- Explaining why we should do it; justify our decision using language of values and principles to explain why
- Describing how we should do it - outlining an appropriate process of enacting the decision.

PROCEDURE:

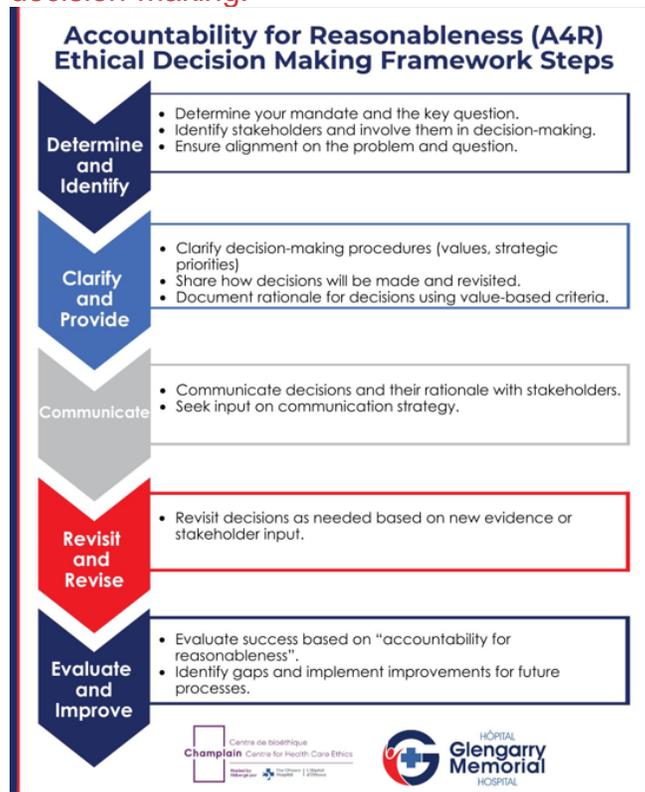
1. To follow a framework which is deemed appropriate by those involved for each situation. The A4R Framework provides a step-by-step, fair process to help guide healthcare providers and administrators in working through ethical issues encountered in the delivery of healthcare.

2. The chosen framework must minimally involve A4R Framework incorporates the following steps:

- ~~Identification of the problem;~~
- ~~A fact-finding component~~
- ~~Consideration of alternatives;~~
- ~~Examination of values;~~
- ~~Evaluation of alternatives / solutions;~~
- ~~Decision;~~
- ~~Implementation plan / evaluation.~~
- **Determine** your mandate and the question you are trying to answer as this will establish the type and scope of the answer you get. The goal is to ensure that the group is working on the same problem and asking the right question to solve it.
- **Identify** your stakeholders (those who will be impacted by the decision) and **include** them in decision-making. Stakeholders may be involved as decision-makers or as consultants in decision-making. The aim is to ensure that decision-making includes a broad range of ideas and stakeholder perspectives. Consider who else needs to be consulted for their perspective after a draft decision is reached.
- **Clarify** your decision-making procedure upfront (e.g., identify organizational values and strategic priorities, develop criteria from those values, prioritize the criteria, generate options, judge quality of your different options against those criteria, and select option). Decision-makers and stakeholders alike need to know and understand a) how decisions will be made and b) how and on what basis they can revisit decisions.
- **Provide** a statement of rationale for each decision. It is not enough that a decision is made. Ethical decision-making requires that reasons be given to justify each decision utilizing value-based criteria.
- **Communicate** the decision and its rationale to stakeholders. The key is access to information and this means *effective communication*. Knowing who your stakeholders are will help to identify who best to communicate with them and

- how (e.g., websites, email, forums, newsletters). Better yet, ask their input on how to develop an effective communication strategy.
- **Revisit and revise** decisions on the basis of new evidence or argument brought forward either through a formal appeals mechanism or through consultation with stakeholders.
 - **Evaluate** how successfully the decision-making process met the conditions of ‘accountability for reasonableness’. There may be gaps between *what you do* and *what you should be doing*. To close this gap, you need to be able to evaluate your success.
 - **Improve** the decision-making process to make it more ethical. The gaps you identify are areas of improvement for subsequent iterations of decision-making. Learning from experience demonstrates that you take seriously our corporate commitment to being publicly accountable and to seeking excellence in how we do business as a health care institution.
3. To further facilitate the process, the Regional Ethicist Program may be approached for input / leadership in the process.
4. In addition to Appendix A, HGMH uses the following graphic to depict the A4R ethical decision making framework process.

The frameworks mentioned in the references section of this policy may also be used to for support in ethical decision-making.



APPENDIX A

ETHICAL LENS GUIDELINES

What is a "Lens": It is a template or method to guide policy authors in ensuring that the HGMH ethical principles and values are reflected in the policy or procedure being developed.

Directions for Use:

1. During the process of policy development, or upon completion of the first draft of the policy, ask the 10 questions in the Lens.
2. Check "YES" or "NO" on the template and complete the COMMENTS section.
3. In the COMMENTS section:
 - a) If "YES", indicate "how" the values and principles are maintained.
 - b) If "NO", indicate "why" the values and principles are not maintained.
4. If the question doesn't apply, indicate N/A.

The completed "LENS" should accompany the policy during the approval process. The Governance Committee is available for consultation at the discretion of the policy author.



~~ETHICS LENS FOR POLICY DEVELOPMENT~~

Questions	Yes	No	N/A	Comments (if yes, how; if no, why not)
1. Does the policy reflect honesty, respect, and truthfulness in its content and intent?				
2. Does the policy promote free and informed choices on the part of our clients?				
3. Does the policy reflect unique or specific cultural considerations?				
4. Does the policy protect the right and need for confidentiality?				
5. Does the policy consider the unique needs of individuals, agencies, and communities in its content and/or intent?				
6. Does the policy reflect innovation, cost-effectiveness, and evidence-based best practices citing relevant references?				
7. Does the policy address the needs and contributions of all stakeholders?				
8. Does the policy address the legal requirements associated with the content and / or its intent?				
9. Does the policy clearly outline proper accountability and prudent expenditure of public funds?				
10. Is the policy consistent with, and supportive of, professional codes of ethics?				

POLICY NUMBER: GO.01.020.1.22

POLICY TYPE: GOVERNANCE (Administration)

SUBJECT: BOARD MENTORSHIP PROGRAM

POLICY: The Board will provide governance development services for newly elected Board members through mentorship by existing Board members.

PROCEDURE:

1. A mentor for each new Board member will be named by the Governance Committee to become a resource for these new Board members for their first year, through peer-to-peer learning and to encourage the sharing of knowledge, experience, and productive involvement in Board matters.

~~2. Duties of the Mentor are:~~

- ~~a) To be reasonably available to be consulted by the new member, as required;~~
- ~~b) To be available to discuss items on the agenda with the new member before the Board and Committee meetings;~~
- ~~c) To sit with the new member at Board and Committee meetings; and~~
- ~~d) To advise the new member regarding continuing education.~~

2. Mentor assignments will be communicated to the new member at the time of their Committee assignments.

Role of the Mentor

A mentor is a trusted and experienced advisor who has direct interest in the development and education of a mentee. The mentor is guided by the following:

- Meet face-to-face, or, virtually with your mentee within the first month of assignment
- Discuss your goals and objectives as a mentor with your mentee within the first month of the relationship
- Be accessible to your mentee (in person, phone and email)
- Support and encourage the mentee's development
- Acts as a role model, assisting in learning, accessing resources
- Provides opportunities for discussion
- Provides solid guidance and leadership to Director
- Shares learning from own experiences with Director
- Contact the Governance Committee Chair with any questions or concerns, or if you are unable to continue your commitment to your mentee for any reason

Reference:

Approved by: Board of Directors

Effective Date: Feb 12/15

Reviewed: April 2022

Revised: 2019



- Plans the mentoring experience in conjunction with the Director based on their needs and goals
- Maintains confidentiality
- Communicates regularly with the Director regarding specific needs
- Meets with the Director and the Board Chair when appropriate throughout the mentorship relationship

Role of the Mentee

A mentee is defined as someone who has a mentor, with the objective of developing their knowledge base to be an effective hospital board member. A mentee agrees to the following:

- Meet face-to-face, or, virtually with your mentor within the first month of assignment
- Define your mentorship goals. Share these with your mentor within the first month.
- Be accessible to your mentor (in person, phone and email)
- Be prepared for meetings with your mentor, to discuss questions that you may have
- Remain open to advice
- Owens the mentoring process and responsibility for its success
- Contact the Governance Committee Chair with any questions or concerns, or if you are unable to continue your commitment to your mentor for any reason
- Plans the mentoring experience in conjunction with the mentor based on their needs and goals
- Maintains confidentiality
- Communicates regularly with the mentor regarding specific needs
- Meets with the mentor and the Board Chair when appropriate throughout the mentorship relationship

Selection of a Mentor

The following skills and experiences will be considered when selecting experienced board members to become mentors:

- Minimum 1 year on the Board
- Good knowledge of the strategic priorities of HGMH
- Good knowledge and understanding of Governance
- Experience in leadership role on the board or board committees
- Ability to satisfy the necessary time commitment
- Understanding the challenges faced by new Directors
- Active participation in the Board activities
- Effective communication skills
- Critical thinking and problem solving skills
- Willingness and ability to share knowledge and skills
- Demonstrated commitment to the mission, vision and values of HGMH

GO.xx.xxx.x.xx

POLICY NUMBER: GO.01.003.4.22

POLICY TYPE: GOVERNANCE (Administrative)

SUBJECT: DONOR RECOGNITION

POLICY: The Board shall recognize donors who have made significant financial contributions or merchandise contributions to the Hôpital Glengarry Memorial Hospital.

PROCEDURE:

1. All donors shall receive a tax receipt for cash contributions or fair market value of merchandise contributions.
2. All donors shall receive a thank you letter from the CEO or the CFO for contributions \$250 and over.
3. All donations over \$500 will be recognized on the Donor Wall.