



## **TERMS OF REFERENCE GOVERNANCE COMMITTEE**

### **Purpose**

- To ensure the development and implementation of a Strategic Plan;
- To maintain a governance structure, consistent with best practices, that will ensure long-term viability of the organization; and,
- To develop succession plans for the Board which are consistent with the mission, vision and values and Strategic Plan.

### **Short-Term Responsibilities**

- Develop or update the Strategic Plan to reflect the current environment and strategic priorities.
- Ensure that the mission and vision statements and values are reviewed annually to reflect the Hospital's current circumstances and strategic priorities.
- Monitor the progress in achieving the strategic directions and annual objectives of the Strategic Plan.
- Review annually the Central East Local Health Integration (CE LHIN) Integrated Health Service Plan and assess the alignment with the Hospital's Strategic Plan.
- Initiate, review, evaluate and recommend to the Board a community engagement framework to ensure appropriate level of public input is received on key decisions affecting the Hospital and the community it serves.
- Liaise with the Northumberland Hills Hospital Foundation and Auxiliary to ensure alignment in the preparation of strategic plans and strategies.
- Review, develop and recommend to the Board amendments to Hospital By-Laws, in particular to address legislative and regulatory changes and to ensure best practices in corporate governance are maintained.
- Oversee the restructuring of the Medical Advisory Committee and physician leadership model, and monitor performance as outlined in the Hospital By-Laws.
- Review Board Policies and update accordingly to reflect Hospital By-Laws, legislation and best practices in governance.
- Organize and promote a continuing education program for Board development.
- Oversee the preparation and work in completing the accreditation standards related to Sustainable Governance.
- Monitor recruitment plans and activities relating to physician recruitment. Review, evaluate and recommend to the Board contracts relating to same.
- Review, monitor and recommend to the Board corporate-wide risk management strategies to minimize risks and potential loss to the Hospital and its stakeholders.
- Review and monitor Board and Committee evaluations and respond to results as required.



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**Long-Term Responsibilities**

- Ensure the development of annual Board and Hospital goals based on the Strategic Plan.
- Develop, review and recommend to the Board a policy relating to voluntary integration initiatives. Monitor initiatives as necessary.
- Develop, review and recommend to the Board written indemnity agreements for its Directors to ensure appropriate protection from potential liability.

**Membership**

- A minimum of five (5) elected board members one of whom shall be Chair and one Vice-Chair of the Committee
- Chair of the Board
- Chief of Staff or President Medical Staff or Vice President Medical Staff, as available
- Community Member(s)
- CEO, an ex-officio member

Members will be selected annually.

**Frequency of Meetings**

The Governance Committee will report following each meeting at the next meeting of the Board.

**Reporting Relationships**

The Governance Committee will report on a monthly basis to the Board of Directors.

(R) September 2007

(R) September 2009

(R) October 2010