
	<h1>Policy</h1>	Section Board Governance	Number 02-004
Title Roles and Responsibilities of the Board	Original Effective Date September 2006	Review/Revised Date(s) Mar. 2010, Apr. 2010, Jun. 2010, Nov. 2011, Aug. 2013, Sept. 2014, Jan. 2016	
	Next Review Date: December 2018		
	Authorization: Board Chair	Signature: 	

Purpose

To ensure that the Board has a shared understanding of its governance role, the Board has adopted this Statement of the Roles and Responsibilities of the Board. This policy also aims to distinguish and draw a line between Board roles and responsibilities and Management roles and responsibilities.

Policy

Responsibility of the Board

The Board is responsible for the overall governance, ensuring the delivery of safe, quality patient care.

Directors are expected to understand the difference between governance and management and should not “cross the line” and interfere in matters that are solely within the purview of management.

Each director is responsible to act honestly, in good faith and in the best interests of the South Huron Hospital Association (SHHA; the hospital) and in so doing, to support the hospital in fulfilling its mission and discharging its accountabilities.

A director is expected to commit the time required to perform Board and committee duties. The Board meets approximately nine (9) times per year and a director is expected to adhere to the Board’s attendance policy that requires attending at least six (6) Board meetings.

Establish procedures for monitoring compliance with the requirements of the *Corporations Act*, the *Public Hospitals Act*, the Hospital Management Regulation made thereunder, the By-laws, rules and regulations of the Corporation and all legislation applicable to the operation of the Hospital.

Perform all such duties and functions as Directors, as set forth or required by the *Corporations Act*, the *Public Hospitals Act*, the Hospital Management Regulation made there under, the By-laws, rules and regulations of the Corporation and all legislation applicable to Directors.

Establish specific policies that will provide the general framework within which the President & CEO, the Medical Advisory Committee and the Professional Staff, and Hospital staff will establish procedures for the management of the day-to-day processes within the Hospital.

Ascertain that methods are established for the regular evaluation of the quality of care and that all Hospital services are regularly evaluated in relation to generally accepted standards, and require accountability on a regular basis.

Make, from time to time, rules and regulations which are consistent with the provisions of the *Corporations Act*, the By-laws, the *Public Hospitals Act*, or any other relevant legislation in respect of any matter considered necessary or advisable.

Appoint, from time to time, such Committees as it deems necessary or advisable and terminate any such Committee(s) so appointed when, in the opinion of the Board, such is considered advisable.

Strategic Planning and Mission, Vision and Values

The Board participates in the formulation and adoption of the SHHA's mission, vision and values.	The CEO researches mission, vision, and values and presents these to the Board.
The Board ensures that SHHA develops and adopts a strategic plan that is consistent with SHHA's mission and values, which will enable SHHA to realize its vision. The Board participates in the development of and ultimately approves the strategic plan.	The CEO conducts strategic planning, and prepares a strategic plan in draft for input and ultimate approval of the Board.
The Board oversees SHHA operations for consistency with the strategic plan and strategic directions.	The CEO provides regular briefings or progress reports on implementation of strategic directions and initiatives.
The Board ensures that its decisions are consistent with the strategic plan and SHHA's mission, vision and values.	
The Board annually conducts a review of the strategic plan as part of a regular annual planning cycle.	

Quality and Performance Measurement and Monitoring

The Board is responsible for establishing a process and a schedule for monitoring and assessing SHHA performance including: <ul style="list-style-type: none"> a) Fulfillment of the strategic directions in a manner consistent with the mission, vision and values b) Oversight of senior management performance c) Quality of patient care and 	The CEO assists the Board with identifying appropriate performance standards and indicators.
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<p>hospital services</p> <p>d) Financial conditions</p> <p>e) External relations</p> <p>f) Board's own effectiveness</p>	
The Board ensures that senior management has identified appropriate measures of performance.	The CEO reports to the Board regularly on hospital performance against standards and indicators.
The Board monitors hospital and Board performance against Board-approved performance standards and indicators.	The CEO recommends new indicators from time to time.
The Board ensures that senior management has plans in place to address variances from performance standards indicators, and the Board oversees implementation of remediation plans.	The CEO establishes a plan to address variances.

Financial Oversight

The Board is responsible for stewardship of financial resources including ensuring availability of, and overseeing allocation of, financial resources.	The CEO presents quarterly financial information to the Board.
The Board approves policies for financial planning and approves the annual operating and capital budget.	The CEO recommends financial policies to the Board with background information.
The Board monitors financial performance against budget.	The CEO works with the SHHA auditor to address internal controls.
The Board approves investment policies and monitors compliance.	The CEO presents variances to the Board with a plan for rectifying them.
The Board ensures the accuracy of financial information through oversight of senior management and approval of annual audited financial statements.	The CEO establishes annual capital and operating budgets consistent with financial policies approved by the Board.
The Board ensures senior management has put measures in place to ensure the integrity of internal controls.	The CEO presents the accountability agreement to the Board, upon completion.

Oversight of Senior Management including Selection, Supervision and Succession Planning for the President & CEO and Chief of Staff

<p>The Board recruits and supervises the CEO by:</p> <p>a) Developing and approving the CEO job description</p> <p>b) Undertaking a CEO recruitment process and selecting the CEO</p> <p>c) Reviewing and approving the CEO's annual performance goals</p> <p>d) Reviewing CEO performance and</p>	<p>The CEO must reach agreement on the performance evaluation process and criteria with the Board.</p> <p>The CEO must take steps to respond to recommendations of the Board regarding CEO development.</p>
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determining CEO compensation.	
The Board ensures succession planning is in place for the CEO and senior management.	The CEO must create succession plans for the CEO and the Chief of Staff positions.
The Board exercises oversight of the CEO's supervision of senior management as part of the CEO's annual review.	The CEO must recommend performance goals to the Board that are consistent with the strategic plan.
The Board develops a process for selection and review of the Chief of Staff and ensures the process is implemented and followed.	
The Board reviews Chief of Staff performance and sets Chief of Staff compensation.	
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 bylaws or the <i>Public Hospitals Act</i> .	

Risk Identification and Oversight

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.	The CEO assists the Board in identifying risks.
The Board oversees senior management's risk management program.	The CEO responds to the Board's requests for additional information regarding risk identification and prepares a plan to mitigate or minimize those risks.
The Board ensures that appropriate programs and processes are in place to protect against risk.	The CEO takes direction from the Board to put processes in place to mitigate risk.
The Board is responsible for identifying usual risks to the hospitals, and for ensuring that there are plans in place to prevent and manage such risks.	The CEO advises the Board on insurance coverage.
	The CEO assures the Board of statutory compliance, and compliance with policies and processes.

Stakeholder Communications and Accountability

The Board identifies SHHA stakeholders and understands stakeholder accountability.	The CEO recommends a communications policy.
The Board ensures SHHA appropriately	The CEO creates communications for

communicates with stakeholders in a manner consistent with accountability to stakeholders.	approval by the Board.
The Board contributes to the maintenance of strong stakeholder relationships.	The CEO advises the Board on the need for community engagement.
The Board performs advocacy on behalf of SHHA with stakeholders where required in support of the mission, vision and values and strategic directions of SHHA.	The CEO organizes community engagement.
	The CEO is responsible for managing media relations.
	The CEO must maintain SHHA's website up-to-date.

Governance

The Board is responsible for the quality of its own governance.	The CEO and Chair prepare a Statement of the Board's role for input and approval by the Board.
The Board establishes governance structures to facilitate the performance of the Board's role and enhance individual director performance.	The CEO and Chair facilitate the review of by-laws and committee terms of reference.
The Board is responsible for the recruitment of a skilled, experienced and qualified Board.	The CEO and Chair engage experts to provide advice.
The Board ensures ongoing Board training and education.	The CEO and Chair engage educators and encourages Board members to attend OHA governance courses.
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 and development of committee chairs and Board officers and other governance processes and structures.	

Physician Credentialing

Pursuant to the *Corporations Act* and the *Public Hospitals Act*, the Board of Directors of a public hospital is responsible for the governance of the hospital, including the management of risk and the quality of care. The implementation of a system to ensure and monitor the quality of care provided by the physicians, dentists, midwives and extended class nursing staff in the hospital is one of the primary responsibilities of the Board.

The Board must:

- (a) act honestly and in good faith with a view to the best interests of the hospital; and
 (b) exercise the care, diligence and skill that a reasonably prudent director would exercise in comparable circumstances.

<p>Appoint and re-appoint physicians, dentists, midwives and extended class nurses to the professional staff of the hospital.</p>	<p>Appointments and reappointments are based on a recommendation from the Medical Advisory Committee and Chief of Staff.</p>
<p>Ensure credentialing processes and criteria are in place for new applicants.</p>	<p>Chief of Staff and Credentials Committee ensure all applicants provide the following:</p> <ul style="list-style-type: none"> • An up to date curriculum vitae • A Certificate of Registration from the College of Physicians and Surgeons of Ontario license and a satisfactory Certificate of Professional Conduct • Ensure adequate training and experience for the privileges requested • A list of all procedures that the candidate will undertake in his or her hospital practice • Proof of malpractice insurance coverage • Letters of reference • A record of any medicolegal proceedings that have resulted in settlements or judgements against the applicant • A record of any actions taken by anybody with respect to the applicant's privileges or any disciplinary actions where a finding was made against the applicant • A record of any criminal convictions within the past 10 years that may have an objective impact on the applicants ability to practice • A record of any health concerns that might impact on the applicants ability to practice, and how this is being managed
<p>Annual Recredentialing Process</p>	<p>Declarations are provided on reapplication confirming:</p> <ul style="list-style-type: none"> • That there have been no change to the applicants Registration with the College of Physicians and Surgeons of Ontario • Proof of malpractice insurance coverage • A record of any medicolegal proceedings that have resulted in settlements or judgements against the applicant in the past 12 months • A record of any actions taken by anybody with respect to the applicants privileges or any disciplinary actions where a finding was made against the applicant in the past 12 months • A record of any criminal convictions that may have an objective impact on the applicants ability to

	<p>practice in the past 12 months</p> <ul style="list-style-type: none"> • A record of any health concern that have arisen in the past 12 months that might impact on the applicants ability to practice, and how this is being managed
<p>New applications for privileges are reviewed by the Chief of Staff and Credentialing Committee. Recommendations are then presented to the Medical Advisory Committee (MAC) for review and approval. MAC approval is then presented by the Chief of Staff to the Board of Directors for final approval.</p>	
<p>Recommendations for Annual Recredentialing are presented by the Chiefs of the Departments following review of the annual reapplications to the Chief of Staff and Credentialing Committee for approval. Recommendations are then presented to the MAC. The MAC approval is then presented by the Chief of Staff to the Board of Directors for final approval.</p>	
<p>Through the Chief of Staff, review the performance related issues of the professional staff, as required.</p>	<p>The Chief of Staff will make recommendations to the Board of Directors about suspension/revocation and termination of physician privileges.</p>

Legal Compliance

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

Local Health Integrated Network (“LHIN”)

- The Board will work collaboratively within the LHIN environment and the LHIN Board of Directors.

Amendment

- This policy may be amended by the Board.