

FOR DISCUSSION PURPOSES ONLY

Chatham-Kent Health Alliance

GOVERNANCE MANUAL

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ARTICLE 1 BOARD CHARTER

1.1 BOARD CHARTER

1.1.1 Composition

- (a) The composition of the Board shall be set out in the Corporation's By-law from time to time. Each Director shall possess the qualities set out in the Corporate Governance Charter.
- (b) The terms of reference for Board Committees shall be set out in their respective Charters. The Committee Charters are reviewed on a regular basis and are updated and amended as often as needed to respond to the evolving environment in which the Corporation operates.

1.1.2 Independent Functioning of Board and Committees

The Board is responsible for establishing the appropriate policies and procedures to enable the Board, its Committees and individual Directors to function independently of the President and Chief Executive Officer ("Chief Executive Officer"), the Chief of Staff and the Senior Executive Management¹ to the extent considered necessary or desirable by Directors. The Board and each Committee can retain and terminate independent professionals and each has the sole authority to approve all fees payable to an independent professional. Any Director can retain and terminate an independent professional with the prior approval of the Governance & Nominating Committee.

1.1.3 Board Duties and Responsibilities

The Board shall govern the Corporation and supervise the Senior Executive Management of the activities and affairs of the Corporation. In doing so, the Board shall discharge the following responsibilities of the Board:

- (a) Tone at the Top

The Board is responsible for:

- (i) setting the tone for a culture of integrity and compliance throughout the Corporation and, in that regard, expects the highest level of personal and professional integrity from the Chief Executive Officer, the Vice-Presidents and Chief of Staff of the Corporation;

¹ The Senior Executive Management includes the Corporation's officers who report directly to the Chief Executive Officer and/or Chief of Staff.

- (ii) overseeing the establishment of such a culture through appropriate mechanisms, including assessing the Chief Executive Officer, and Chief of Staff of the Corporation against this expectation; and
- (iii) overseeing policies in respect of ethical, clinical, business and personal conduct.

(b) Strategic Planning

The Board is responsible for:

- (i) formulating the oversight of the strategy (including vision, values and goals) of the Corporation;
- (ii) oversight of the strategy and fundamental goals of the Corporation for all aspects of its undertaking. This responsibility includes the adoption of a strategic planning process; and considering and approving on a continuous basis strategic alternatives and plans presented by Senior Executive Management. This process includes assessment of the major opportunities and risk impact of any strategic decision being contemplated. It also includes oversight of the implementation of strategic plans; and monitoring performance against such plans;
- (iii) contributing to the development of and approving the:
 - (A) Corporate Performance Metrics; and
 - (B) Quality Improvement Plan;
- (iv) ensuring that key corporate priorities are formulated that help the Corporation accomplish its vision in accordance with the strategic plan. The corporate priorities shall be reflective of the Board's primary accountability to MOHLTC and the LHIN through the HSAA entered into with the LHIN; and
- (v) reviewing and approving all major strategy and policy recommendations including the annual financial plan and operating and capital budgets, as well as specific requests for major capital expenditures.

(c) Enterprise Risk Management

The Board is responsible for identifying and monitoring the principal risks of all aspects of the Corporation's operation and satisfying itself that appropriate policies, procedures and practices are in place for the effective management of these risks under the Corporation's risk framework.

(d) Corporate Performance and Financial Oversight

- (i) The Board is responsible for overseeing the implementation of internal control and management information systems which will allow the Board and Senior Executive Management to oversee the Corporation's achievement of the Performance Metrics:
- (A) ensure processes are in place to evaluate the Corporation's integration of the vision and strategic plan in the operations of the Corporation;
 - (B) ensure processes are in place to monitor and continuously improve upon the Performance Metrics;
 - (C) review regularly the functioning of the Corporation in relation to the objects of the Corporation as stated in the Articles, the By-law, Legislation, and the HSAA;
 - (D) establish procedures for monitoring compliance with, and take such measures as the Board considers necessary, to ensure that the provisions of the *Public Hospitals Act* (Ontario) ("*Public Hospitals Act*"), the regulations made under the *Public Hospitals Act*, and the By-law of the Corporation and other applicable Legislation, are complied with;
 - (E) establish specific policies which shall provide the general framework within which the Chief Executive Officer, the Chief of Staff, the Medical Advisory Committee, the Professional Staff, and the Corporation's staff shall establish procedures for the management of the day-to-day activities and affairs of the Corporation;
 - (F) establish key financial objectives that support the Corporation's financial needs (including capital allocations and expenditures);
 - (G) ensure that optimal utilization of resources is a key focus and that the Corporation operates within its resource envelope;
 - (H) ensure that the organization undertakes the necessary financial planning activities so that resources are allocated effectively and within the parameters of the financial Performance Metrics;
 - (I) responsible for overseeing and monitoring the integrity of the Corporation's internal controls, management information systems and audit procedures, and overseeing the

appropriate operation of the Corporation including compliance with all applicable regulatory requirements through financial and other management information systems, and appropriate inspection, compliance and control systems; and

- (J) must satisfy itself that the financial reporting and financial control systems are operating, and is responsible for approving the quality and sufficiency of information provided to the Directors.

(e) Evaluation, Compensation and Succession Planning

- (i) The Board is responsible for overseeing the effective operation of the Corporation by appointing, assessing performance of, compensating, terminating and succession planning for the Chief Executive Officer and Chief of Staff. The Board must satisfy itself that the Chief Executive Officer and Chief of Staff at the Corporation have the appropriate qualities and competencies to meet the expectations set by the Board and the MOHLTC/LHIN including, to the extent possible, satisfying itself as to the integrity of the Chief Executive Officer as to their effectiveness in fostering a culture of integrity and compliance throughout the Corporation.

(ii) The Board shall:

- (A) select the Chief Executive Officer. In doing so, the Board shall satisfy itself as to the integrity of the Chief Executive Officer;

- (B) be responsible for developing a position description for the Board and the Chief Executive Officer, which, together with other Board approved policies and practices, provide for a definition of the limits to management's responsibilities;

- (C) delegate responsibility for the management of the activities and affairs of the Corporation to the Chief Executive Officer and require accountability to the Board;

- (D) establish a Board policy for assessing the performance of and compensation of the Chief Executive Officer. The policy shall ensure that:

- (1) the Chief Executive Officer's performance assessment and compensation are aligned with the Corporation meeting its Performance Metrics targets and the integration of the vision into the operations of the Corporation;

- (2) all Board members are provided an opportunity to provide input into the process; and
 - (3) the Board shall be required to approve any changes to the Chief Executive Officer's employment agreement or compensation and the determination of the Chief Executive Officer's entitlement to a performance bonus;
- (E) select the Chief of Staff. In doing so, the Board shall satisfy itself as to the integrity of the Chief of Staff; establish a Board Policy for assessing the performance of and compensation of the Chief of Staff. The policy shall ensure that the Chief of Staff's performance assessment and compensation are aligned with the Corporation meeting its Performance Metrics targets:
- (1) the Chief of Staff's performance evaluation and compensation are aligned with the Corporation meeting its Performance Metrics targets;
 - (2) all Board members are provided an opportunity to provide input into the process; and
 - (3) the Board shall be required to approve any changes to the Chief of Staff's employment agreement or compensation and the determination of the Chief of Staff's entitlement to a performance bonus;
- (F) delegate responsibility and authority to the Chief of Staff to supervise the professional standards and conduct of the Professional Staff and the quality of clinical care, diagnosis and treatment provided to the Corporation's patients by the Professional Staff and require accountability to the Board;
- (G) provide for Chief Executive Officer succession plan and process;
- (H) provide for Chief of Staff succession plan and process; and
- (I) ensure that the Chief Executive Officer and Chief of Staff establish an appropriate succession plan for both Senior Executive Management and Professional Staff leadership.
- (J) Ensure the establishment of an executive compensation plan developed in accordance with the Broader Public Sector Executive Compensation Act.
- (f) Ensure Oversight of Professional Staff

The Board shall:

- (i) credential Professional Staff:
 - (A) make the final appointment, reappointment and Privilege decisions; and
 - (B) ensure the effectiveness and fairness of the credentialing process;
- (ii) ensure quality goals and performance indicators are developed for approval by the Board (using best practices and benchmarks) and monitor indicators of clinical outcomes, quality of service, patient safety and achievement of desired outcomes including without limitation the Patient Safety Indicators; and
- (iii) provide oversight of the Professional Staff through and with the Medical Advisory Committee and Chief of Staff.

(g) Build Relationships

The Board shall ensure that through the Chief Executive Officer, the Corporation builds and maintains good relationships with the Corporation's key stakeholders including, without limitation, the MOHLTC, LHIN, provincial and municipal political officials, patients, employees, families, other health service providers and other key stakeholders, donors and the foundations.

(h) Ensure Board Effectiveness

The Board shall:

- (i) monitor Board members adherence to corporate governance principles and guidelines;
- (ii) be responsible for ensuring there is an appropriate, objective and formal process for:
 - (A) the recruitment of Directors; and
 - (B) for assessing the contribution of the Board, the Chair, its Committees, Committee chairs and all Directors annually;
- (iii) ensure ethical behaviour and compliance with:
 - (A) the vision and values;
 - (B) Legislation, audit and accounting principles, accreditation requirements and the By-law; and

- (iv) periodically review and revise governance policies, processes and structures as appropriate.

- (i) Ensure Effective Communication and Community Relationships

The Board shall:

- (i) Ensure the establishment of processes for the organization to engage the communities in the Catchment Area in planning and setting priorities for the Corporation;
- (ii) promote effective collaboration and engagement between the Corporation and its communities, particularly as it relates to organizational planning, vision and strategic priorities;
- (iii) work collaboratively with other health service providers, community agencies and institutions in meeting the healthcare needs of the communities;
- (iv) ensure the establishment of a web site that shall be used to post financial, quality and patient/workplace performance indicators, including without limitation, the Performance Metrics, the Chief Executive Officer's quarterly Compliance Certificate, and Board minutes so as to promote Board accountability and transparency. The information on the web site shall be regularly updated; and
- (v) assume responsibility for the establishment of a communication policy for the Corporation.

- (j) Fund Raising

The Board supports fund raising initiatives including donor cultivation activities.

- (k) Establish Programs Required under the *Public Hospitals Act*

The Board shall:

- (i) ensure that an occupational health and safety program and a health surveillance program are established and require accountability on a regular basis;
- (ii) ensure that Policies are in place to encourage and facilitate organ procurement and donation; and
- (iii) ensure through the Chief Executive Officer, that the Corporation develops plans to deal with emergency situations and the failure to provide services in the Corporation.

1.1.4 Responsibilities of Individual Directors

- (a) In contributing to the achievement of the responsibilities of the Board as a whole, each Director shall:
- (i) adhere to the principles of governance set out in section 1.1.5 and the Corporation's vision and strategic plan;
 - (ii) act honestly and in good faith and make decisions that are in the best interests of the Corporation having regard to all relevant considerations, including but not confined to, considering the impact of the Board's decisions on affected stakeholders and the Board's identified accountabilities to its stakeholders. In instances where the interests of the stakeholders conflict with each other or with the Corporation, the Directors must act in the best interests of the Corporation. The Legislation, the HSAA, and the Corporation's vision and strategic plan shall be used to guide the Directors' decision as to whether a decision is in the best interests of the Corporation;
 - (iii) work positively, co-operatively and respectfully as a member of the team with other Directors and with the Corporation's Senior Executive Management and staff;
 - (iv) respect and abide by Board decisions;
 - (v) be expected to serve as an active member of at least one committee of the Board. Committee chairs are expected to mentor new Board members serving on their committee;
 - (vi) maintain good attendance for meetings of the Board and Committees to which they are assigned. A reasonable standard of attendance is eighty percent (80%) of all Board and Committee meetings per year. Consistent with the By-laws, if a Board Member is absent for three consecutive meetings of the Board, or if a Member is absent for one-third or more meetings of the Board in any twelve month period and it is not explained or corrected, the Board may declare the seat vacant;
 - (vii) be expected to provide a minimum of eight (8) to ten (10) hours of their time per month to prepare for Board and Committee meetings. In addition, each Board member will spend a minimum of two to three (2-3) days a year at special meetings and Board retreats;
 - (viii) complete the necessary background preparation in order to participate effectively in meetings of the Board and its committees, including being familiar with the Corporation's vision, strategic plan, By-law, Governance Manual, HSAA, Balanced Scorecard, and capital campaign plans;

- (ix) be familiar with the LHIN's Integrated Health Service Plan and Clinical Service Plan and the OHA Guide to Good Governance;
 - (x) keep informed about:
 - (A) matters relating to the Corporation;
 - (B) the health needs of the communities served; and
 - (C) other health care services provided in the region;
 - (xi) participate in initial orientation as a new Director and in ongoing Board education;
 - (xii) participate in an annual self and peer evaluation of the Board and individual members;
 - (xiii) advise the Chair of any circumstances which result in the Director no longer meeting the qualifications set out in the By-law;
 - (xiv) comply with the Legislation, vision, strategic plan, By-law, Policies and Charters of the Corporation, including without limitation, the confidentiality, Conflict of Interest and Standards of Care provisions;
 - (xv) not speak on behalf of the Corporation without appropriate authority;
 - (xvi) represent the Board, when requested;
 - (xvii) comply with the requirements of the Corporation's criminal background check policy;
 - (xviii) provide an annual financial contribution to the Corporation's foundation and/or to support the Corporation and the foundations through attending a minimum of four (4) fundraising activities a year; and
 - (xix) on an annual basis sign the Directors Annual Declaration Form.
- (b) The Directors understand that they will be required to participate in ongoing Board orientation and education sessions.

1.1.5 Principles of Governance

- (a) The Board shall be responsible for the governance of the Corporation and supervision of the management of the activities and affairs of the Corporation.

- (b) The Board shall strive to ensure that the Corporation provides the best possible health care within the resources that are made available to it.
- (c) The Board shall work with the LHIN to seek resources to meet the needs of the communities served and shall ensure that the Corporation operates within its resources and monitors their efficient and effective use.
- (d) The Board and its individual members shall be sensitive to the needs of the communities served and will be sensitive to the diversity of the communities served in its decision making.
- (e)
 - (i) The Board maintains a culture of honesty and integrity, informed and knowledgeable directors, open informed dispassionate debate.
 - (ii) The Board understands that attaining diversity amongst its Board members will improve Board governance by creating a Board environment which fosters and values creative tension and critical thinking that can contribute to improved Board oversight of the activities and affairs of the Corporation.
- (f) The Board shall provide strategic leadership to the Corporation in realizing its vision, focusing its energy on matters of policy rather than day-to-day operations, and maintaining at all times a clear distinction between Board and staff roles.
- (g) The Board shall carry on its duties in accordance with the Corporation's Articles, By-law, Charters and Policies and all applicable Legislation.
- (h) The Board is accountable to:
 - (i) the Government of Ontario, government agencies and institutional partners for:
 - (A) compliance with government regulations, policies and directions;
 - (B) implementation of directly mandated programs;
 - (C) implementation of approved capital projects; and
 - (D) fulfilment of obligations under formal agreements and grants.
 - (ii) the MOHLTC through the LHIN for:
 - (A) building relationships and collaborating with the LHIN, other health service providers, and the communities to identify opportunities to integrate the services of the local health system for the purpose of providing appropriate, coordinated, effective and efficient services;

- (B) ensuring that the Corporation operates in a manner that is consistent with provincial plans, the LHIN's integrated health service plan and its HSAA with the LHIN;
 - (C) achieving the Performance Targets in the HSAA and measuring the Corporation's performance against accepted standards and best practices in comparable organizations;
 - (D) informing the LHIN, and where appropriate the communities served of any gaps between needs of the communities served and scope of services provided within the LHIN allocation; and
 - (E) apprising the LHIN and the communities served of Board policies and decisions which are required to operate within its HSAA.
- (iii) its patients and communities served for:
- (A) safe, quality family centred care;
 - (B) operating in a fiscally sustainable manner within its resource envelope and utilizing its resources efficiently and effectively to fulfil the Corporation's vision in patient care, education and research;
 - (C) engaging the communities served when developing plans and setting priorities for the delivery of health care; and
 - (D) the appropriate use of community/donor contributions to the Corporation.
- (iv) its employees and Professional Staff for a:
- (A) safe workplace environment;
 - (B) transparent processes; and
 - (C) ongoing objective performance evaluation of the Directors and officers of the Corporation.
- (v) to the Members of the Corporation for:
- acting consistently with the Legislation, Articles and By-law and the common law in governing the Corporation towards the achievement of its vision, strategic plan and HSAA obligations.

1.1.6 **Meetings**

The Board shall meet at least six (6) times per year scheduled by the Chair in conjunction with the Secretary. For regularly scheduled meetings, a draft agenda for each Board meeting and other documents for consideration are provided to all Directors at least one (1) week in advance of each meeting. For special meetings of the Board, best efforts are made to distribute materials to the Directors as far in advance as practicable.

1.1.7 **General**

The Governance & Nominating Committee shall review and assess the adequacy of this Charter at least annually and submit this Charter to the Governance & Nominating Committee and the Board for approval of any amendments.

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1.2 STRATEGIC PLANNING

- 1.2.1 Strategic planning is a systematic process for assessing a changing environment and creating a plan of action that will position the Corporation to be successful in the environment consistent with its vision and values. The Board, in collaboration with the Chief Executive Officer, Chief of Staff, Chief Nursing Executive and the Senior Executive Management, is responsible to establish the Corporation's strategic directions consistent with the Corporation's vision and strategic plan. The vision and values of the Corporation provide the foundation upon which the strategic directions are developed.
- 1.2.2 The strategic plan will incorporate specific, focused and measurable strategic directions to be pursued over the course of the plan, as well as longer term directional priorities.
- 1.2.3 The Board will:
- (a) consider key stakeholders and health care needs and ensure appropriate engagement with the communities, the LHIN and other health service providers when developing plans and setting priorities for the delivery of hospital-based health care as required under the *Local Health System Integration Act, 2006*;
 - (b) establish and periodically review and update the Corporation's vision;
 - (c) contribute to the development of and approve the Corporation's strategic plan, ensuring that it is aligned with the community's needs, MOHLTC policy and the LHIN integrated health services plan;
 - (d) conduct a review of the strategic plan, as part of a regular annual planning cycle, and assess the need to refine the strategic directions as the environment dictates;
 - (e) approve the measures and targets related to each strategic direction and direct Senior Executive Management to report on a regular basis the progress that is being made consistent with the strategic directions and the overall plan;
 - (f) in approving the Corporation's annual operating plan, ensure that the operating plan enables the attainment of the strategic plan and directions over time; and
 - (g) monitor and measure corporate performance regularly consistent with the Board-approved strategic and operating plans and Performance Targets and Performance Metrics.

1.2.4 Strategic Planning Process

- (a) The Chief Executive Officer is responsible to the Board for establishing the strategic planning process, for Board approval. The Board will engage with the Chief Executive Officer and Senior Executive Management in developing the strategic plan and monitoring it on an on-going basis. The Governance & Nominating Committee will provide guidance to Senior Executive Management and support the Board in preparation for the initial development and periodic monitoring of the corporate strategic plan.
- (b) Once the strategic plan has been developed, everything the Corporation currently does, undertakes as new, or stops doing, will be measured to assess whether or not it advances the achievement of the strategic plan.
- (c) The Corporation's annual operating plan will ensure the advancement of the strategic plan by addressing annual corporate goals and objectives. The annual corporate goals and objectives will be set by the Chief Executive Officer with Board approval.
- (d) Annually, the Board will review the corporate goals and objectives prepared by the Chief Executive Officer.

1.2.5 Annually, the Board will establish Board goals consistent with the vision and the strategic plan, and key issues that are a priority for the Board in the coming year.

- (a) At its annual retreat, the Board will review the strategic plan and the progress being made to advance its achievement. As necessary, the Board will direct the Chief Executive Officer and Senior Executive Management to augment/revise/update the strategic plan to ensure it continues to support the achievement of the Corporation's vision.
- (b) The Chief Executive Officer and Senior Executive Management will provide regular monitoring and progress reports to the Board according to the Board's work plan.

1.3 EX-OFFICIO NON-VOTING DIRECTORS CHARTER

1.3.1 Application

This Charter will apply to the ex-officio Directors of the Board:

- (a) Chief Executive Officer;
- (b) Chief of Staff;
- (c) President of the Medical Staff;
- (d) Chief Nursing Executive; and
- (e) Chair of the Foundation of Chatham-Kent Health Alliance (the "Foundation").

(hereinafter collectively referred to in this charter as the "Ex-Officio" Directors").

1.3.2 Voting Rights

- (a) The Ex-Officio Directors are non-voting members of the Board.
- (b) The Ex-Officio Directors shall be entitled to cast a vote at the respective board committee meetings unless otherwise specifically provided in the By-law or respective committee Charters.

1.3.3 Other Rights and Responsibilities

Subject to section 1.3.2 above, the Ex-Officio Directors shall have the same rights and obligations as the voting Directors unless otherwise specifically provided in the legislation, By-law or Charters.

1.3.4 Quorum

- (a) The Ex-Officio Directors shall not count towards quorum at Board meetings.
- (b) The Ex-Officio Directors shall count towards quorum at Board Committee meetings unless they are not entitled to cast a vote.

1.3.5 Communications

- (a) The Board members shall not request information in respect of the Corporation's operations from the Ex-Officio Directors unless such requests are:
 - (i) in the context of ordinary deliberations in the Board or Board Committee meetings; or

- (ii) directed through the Chair or, in respect of the business of a Board Committee, to the appropriate Committee chair.
- (b) The Ex-Officio Directors shall comply with the Corporation's confidentiality requirements set out in the By-law.

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1.4 BOARD COMMUNICATION POLICY

- 1.4.1 The Board will comply with its obligations on consultation and communications with its stakeholders.
- 1.4.2 The Corporation will respond in a timely manner to public inquiries, complaints and concerns on the activities and operations of the Corporation.
- 1.4.3 The Chair is responsible for Board communications and may delegate authority to one or more Directors, officers or employees of the Corporation to make statements to the news media or public about matters that the Chair determines appropriate for disclosure. The Chief Executive Officer is the spokesperson for the Corporation for all operational matters. The Chief Executive Officer and Chair will mutually determine their respective roles as may be required from time to time. No Director will be a spokesperson for the Board unless specifically delegated by the Chair. From time to time, the Chief of Staff may be expected to speak on clinical and patient care issues.
- 1.4.4 The Board will ensure that the Corporation develops policies and processes as required to ensure effective ongoing communication and positive relationships between the Corporation and the communities. Recognizing the breadth of the communities, the Board through the Chief Executive Officer will ensure that information respecting the Corporation's activities is widely communicated to the public through the media throughout the Catchment Area. Mechanisms for broader ongoing communication to the public may include:
- (a) establishment, maintenance and support of a Community Advisory Council and a Rural Health Advisory Committee to assist the Corporation in meeting its community engagement obligations in respect of planning and setting priorities;
 - (b) regular Board updates;
 - (c) an annual report to the communities on the activities of the Corporation;
 - (d) periodic media briefings on the activities of the Corporation;
 - (e) periodic articles in the local media on matters of interest to the communities served by the Corporation; and
 - (f) periodic open forums to provide an opportunity for broader community engagement.
- 1.4.5 Correspondence to the Board**
- (a) The Board will receive all correspondence that, in the opinion of either the Chair or Chief Executive Officer or Chief of Staff, is appropriate to the role of the Board.

- (b) The Chair or the Chief Executive Officer or Chief of Staff may direct a letter to one of the Board committees for action before receipt of correspondence by the Board.

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1.5 BOARD GOALS AND BOARD WORK PLAN

- 1.5.1 On an annual basis, the Board will establish Board goals consistent with the Corporation's vision, the strategic plan and key issues that are a priority for the Board in the coming year. The Board goals will be reflected in the direction for the Board Standing and Special Committees and the Board work plan. The Board will review its progress toward the achievement of the annual Board goals on a quarterly basis.
- 1.5.2 The Board will also establish an annual work plan for the Board that addresses the following key areas of Roles and Responsibilities of the Board:
- (a) Tone at the Top;
 - (b) Strategic Planning;
 - (c) Enterprise Risk Management;
 - (d) Corporate Performance and Financial Oversight
 - (e) Evaluation, Compensation and Succession Planning;
 - (f) Ensure Oversight of Professional Staff;
 - (g) Build Relationships;
 - (h) Ensure Board Effectiveness;
 - (i) Ensure Effective Communication and Community Relationship;
 - (j) Fund Raising; and
 - (k) Establish Programs Required under the *Public Hospitals Act*.
- 1.5.3 The Board will evaluate its success in the achievement of its work plan annually and report at the Board meeting before the annual meeting.

1.6 BOARD AGENDA & MEETINGS POLICY

1.6.1 Agendas and Information Packages

- (a) The Chair, in consultation with the Chief Executive Officer, is responsible for developing an agenda for each Board meeting that is aligned with the Board's roles and responsibilities, the Board work plan and the annual goals and objectives. The Chair has discretion to table items to the next regularly scheduled Board meeting, if time considerations unduly limit any discussion.
- (b) The Board package will normally be sent to Directors one week in advance of the meeting to allow for review and preparation. All reports to the Board will be in writing.
- (c) Corporate reports and recommendations to the Board from the Chief Executive Officer, Chief of Staff and Board Committees will use consistent templates as appropriate to support the respective Board roles concerning the agenda items.
- (d) Items will not be circulated after the package has gone out and will not be handed out at the Board meeting unless, in the opinion of the Chair, the item is of such an urgent nature that it cannot be held until the next Board meeting. It is expected that the Chair will only allow such items to be brought forward and considered under exceptional circumstances.

1.6.2 Communication to the Public arising from Board Meetings

- (a) Meetings of the Board and Board Standing and Special Committees are not open to the public or the media. However, the Board values the importance of ensuring that the communities are properly informed in a timely way of Board decisions and has access to information related to corporate planning and priority setting.
- (b) Consistent with the Board's commitment to good governance practices, timely access to information, appropriate protection of personal privacy, and appropriate protection of other information that is exempt or excluded from disclosure under the *Freedom of Information and Protection of Privacy Act*, the Board will make available to the public the following arising from Board meetings:
 - (i) Board minute highlights from the open session of the Board meeting.
 - (ii) a list of elected and ex-officio Directors' attendance records at Board and Committee meetings;
 - (iii) a report on the Corporation's performance as part of the Corporation's Annual Report;

- (iv) the Corporation's Quality Improvement Plan, in compliance with the *Excellent Care for All Act, 2010*; and
- (v) upon request, information that is subject to disclosure under the *Freedom of Information and Protection of Privacy Act*.

1.6.3 ***In Camera* Board Meetings**

- (a) A separate agenda shall be prepared for any meeting or portion of a meeting of the Board that is to be held *in camera* indicating the items to be considered. The *in camera* meetings may be held at the beginning and/or end of each open sessions of the Board. The agenda and any other supporting materials shall be marked confidential and handled in such a manner that respects the confidential nature of the material. The minutes of any *in camera* meeting shall be clearly marked confidential and handled securely. The minutes shall clearly record the decision. Approval of the minutes of any closed session shall be obtained at a subsequent closed meeting. The minutes and supporting materials should not be made available to the public. The Board shall determine what communication, if any, is appropriate in respect of the business conducted in the "*in camera* portion of the meeting".
- (b) A Board motion is required to move into, and to rise from, an *in camera* session.
- (c) Matters that may generally be dealt with in an *in camera* session include, but are not limited to:
 - (i) other matters that, in the opinion of the majority of directors, the disclosure of which might be prejudicial to an individual or to the best interests of the corporation;
 - (ii) consideration of whether an item is to be discussed *in camera*;
 - (iii) the security of property of the corporation;
 - (iv) professional staff appointments, re-appointments and changes in privileges;
 - (v) advice or information received or being provided to government or a government agency that could reasonably be expected to be prejudicial to the Corporation's relations with the Government of Ontario;
 - (vi) the preparation of the Corporation's Hospital Annual Planning Submissions to the LHIN and/or government of Ontario;
 - (vii) charitable fundraising activities of the Corporation including any information relating to its donors or the foundations;

- (viii) personal matters about an identifiable individual, including without limitation, personal health information or information about a patient, employee, Professional Staff member, Director or agent of the Corporation;
- (ix) information protected by the *Quality of Care Information Act*;
- (x) the economic interests or other interests of the Corporation;
- (xi) information relating to a third party that has been disclosed in confidence that could reasonably be expected to be prejudicial to the third party or to the Corporation;
- (xii) (A) information or advice that is subject to solicitor client privilege; or
(B) information prepared for legal counsel in giving legal advice or in contemplation of or for use in a civil, criminal, administrative, or other type of proceeding;
- (xiii) information relating to an investigation by a law enforcement agency or by an agency or person who has the authority to investigate or enforce a legislative or regulatory requirement;
- (xiv) the history, supervision or release of a person held under the Corporation's forensic program;
- (xv) information that could reasonably threaten the safety or health of a person;
- (xvi) labour relation or employment related matters; or
- (xvii) any matter that is subject to an exemption or exclusion under the Freedom of Information and Protection of Privacy Act ("FIPPA").

For greater certainty, the Board may enter into an *in camera* meeting to discuss matters that must be disclosed under the FIPPA. Such disclosures may be made in due course in accordance with the FIPPA requirements.

1.6.4 Informal Sessions of Elected Directors

- (a) At the conclusion of each Board meeting or at the call of the Chair, an informal session of the elected Directors may be conducted without the presence of the ex officio Directors.
- (b) The informal session will be conducted in two parts: initially with the presence of the Chief Executive Officer and subsequently with the presence of the elected Directors only.

- (c) The purpose of the informal session is to enable the elected Directors to assess the effectiveness of the meeting; the quality of information to support informed policy formulation, decision-making and monitoring by the Board and the performance of the Chief Executive Officer and Senior Executive Management in contributing to the effectiveness of the meeting.
- (d) Any matters pertaining to specific meeting agenda items or all other aspects of the Board's roles and responsibilities should not be discussed in such a meeting. No decisions will be made and no minutes will be prepared. Following the informal session, the Chair will discuss matters arising, as appropriate, with the Chief Executive Officer.

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**ARTICLE 2
BOARD COMMITTEES**

2.1 RESOURCES COMMITTEE CHARTER

2.1.1 Composition

The Committee shall consist of:

- (a) at least four (4) Elected Directors, and
- (b) the Chief Executive Officer
- (c) the Chief of Staff
- (d) the President of the Medical Staff.
- (e) The Chair of the Foundation

The chair of the Resources Committee shall be an Elected Director:

2.1.2 Meetings

The Committee shall meet at least four (4) times annually, or more frequently as circumstances dictate.

2.1.3 Role

The role of the Committee is to assist the Board in fulfilling its oversight responsibilities for:

- (a) integrity of the financial reporting process and financial statements;
- (b) system of internal control and disclosures;
- (c) financial risk management;
- (d) audit services function;
- (e) external audit of the financial statements;
- (f) organization's processes for monitoring compliance with the Legislation and the Corporate Code of Conduct;
- (g) Disclosure and Reporting Policy and special investigations; and
- (h) other.

2.1.4 Specific Duties and Responsibilities

- (a) To fulfil the duties of the Resources Committee, the Committee shall perform the following responsibilities:
- (i) General
 - (A) Review and recommend to the Board for approval the Corporation's annual operating and capital plans, including key planning assumptions and parameters. Also review and present to the Board longer term capital needs projections and plans, together with proposed financing strategies and recommendations for the respective foundation's fund-raising campaigns and the use of undesignated funds;
 - (B) Review and recommend to the Board for approval the HSAA and Multi-Sector Accountability Agreement between the Corporation and the LHIN. Also oversee other financial disclosures as may be requested or required, and establish policies for such disclosures as appropriate;
 - (C) Monitor the progress of and financial status of capital projects against approved budgets, through review of financial reports and discussions with Senior Executive Management;
 - (D) In conjunction with the review of operating budgets and results, consider and recommend to the Board in-year proposals for changes to services, including new or expanded services, service integration with other providers including LHIN Clinical Service Plan (CSP) initiatives, and reduction or cessation of services;
 - (E) Review and recommend to the Board for approval contracts with 3rd parties for the provision of products and services to the Corporation, in accordance with the financial approval limits outlined in the Corporation's signing and authorization policy;
 - (F) Review the banking arrangements of the Corporation and recommend revisions to the Banking Resolution as may be required;
 - (G) Review external consultant fees plus senior officer expense reports twice annually; and
 - (H) Review and recommend to the Board for approval annually policies respecting financial management, including the Signing and Authorization, Capital Projects Board

Responsibilities, Contract Management, Petty Cash Disbursement, Cash Handling, and Supply Chain Management policies.

(ii) Financial

- (A) Receive the report of the Fiscal Advisory Committee;
- (B) Review and recommend to the Board for approval a detailed annual budget for the capital and operating revenues and expenditures for the ensuing fiscal year;
- (C) Study the detailed financial statement for the months previous to the date of each regular meeting of the Board and advises the Board accordingly;
- (D) Monitor MOHLTC funding levels versus service demands and operational benchmarks;
- (E) Advise the Board with regard to investment strategy and performance;
- (F) Make recommendations on the purchase of all capital expenditures not foreseen in the approved annual budget;
- (G) Review and recommend to the Board the types and amounts of insurance coverage for the Corporation; and
- (H) Inform and advise the Board on financial matters as requested.

(iii) Information Technology

- (A) Review and recommend to the Board the Information Technology Strategic Plan and monitors progress; and
- (B) Review and recommend to the Board financing associated with the acquisition of Information Technology.

(iv) Fundraising

- (A) Review and recommend to the Board fundraising initiatives; and
- (B) Advise the Board with regards to donations, bequests, endowments and related investments.

(v) Oversight of Risk

Review and approve significant risk management principles and policies related to the areas set out below:

- (A) insurance risk;
- (B) reputational risk relating to the areas of risk primarily within the Committee's financial/audit oversight; and
- (C) such other areas of risk that may be delegated to it by the Board from time to time.

(vi) Human Resources

(A) overseeing a succession management process for the position of Chief Executive Officer and Chief of Staff;

(b) overseeing senior executive performance, compensation and compensation policies; and

(c) overseeing the development and implementation of the human resource strategy, which aligns with the vision, values and strategy of the Corporation;

(vii) Performance and Benefit Plans

Provide strategic supervision of the Corporation's benefit plans, programs and policies, and to review and approve material amendments to such plans, programs and policies.

(viii) Board Education

Educate Board members, as required or appropriate, on selected topics relevant to their understanding of the Corporation's financial statements, financial management processes etc.

(ix) Organization's Processes for Monitoring Compliance with the Legislation and the Corporate Code of Conduct

(A) Monitoring compliance with the Legislation by receiving reports with respect to compliance, and where there is significant non-compliance, receiving reports of steps taken, or to be taken, to address the matter.

(B) Approving the Corporation's Corporate Code of Conduct and ensuring appropriate Director and employee training and that an acknowledgment process exists. Where breaches have been identified by Senior Executive Management, ensuring

that steps are taken to address the breaches in a timely manner.

(C) Reviewing the Chief Executive Officer's quarterly compliance report.

(x) Whistleblower Mechanism and Special Investigations

Through quarterly reports, reviewing complaints or tips from employees or others relating to matters within the general scope of the Committee arising from the Disclosure and Reporting Policy or otherwise and ensuring that action is taken in a timely manner.

(b) The Committee's audit responsibilities are set out in the By-law.

2.1.5 General

The Committee shall have the following additional general duties and responsibilities:

- (a) annually approve a work plan to ensure the Committee fulfills its mandate and completes its work efficiently and effectively;
- (b) reporting to the Board on material matters arising at Committee meetings following each meeting of the Committee;
- (c) maintaining minutes or other records of meetings and activities of the Committee;
- (d) conducting an annual evaluation of the Committee in which the Committee (and/or its individual members) reviews the Committee's performance for the preceding year for the purpose, among other things, of assessing whether it fulfilled the purposes and responsibilities stated in this Charter;
- (e) reviewing and assessing the adequacy of this Charter at least annually and submitting any proposed amendments to the Governance & Nominating Committee and the Board for approval; and
- (f) performing such other functions and tasks as may be assigned from time to time by the Board.

2.2 GOVERNANCE & NOMINATING COMMITTEE CHARTER

2.2.1 Composition

The Committee shall consist of:

- (a) the Vice-Chair of the Board, who shall act as the Committee chair;
- (b) the Chair;
- (c) at least (3) elected Directors;
- (d) the Chief Executive Officer; and
- (e) the Chief of Staff.

2.2.2 Meetings

The Committee shall meet at least four (4) times annually, or more frequently as circumstances dictate. The Committee may conduct all or part of any meeting in the absence of Senior Executive Management. The Committee may invite to its meetings any Director, member of Senior Executive Management or such other persons as it deems appropriate in order to carry out its duties and responsibilities. The Committee may exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

2.2.3 Role

The role of the Committee is to assist the Board in meeting its fiduciary oversight and related obligations in relation to governance matters and particularly in relation to the Corporation's governance vision by identifying governance practices and standards (and supporting processes and practices) that promote and enhance effective Board decision-making to ensure that the affairs and activities of the Corporation are managed in the best interest of the Corporation.

2.2.4 Specific Duties and Responsibilities

To fulfil the duties of the Governance & Nominating Committee, the Committee shall perform the following duties:

- (a) Board and Committee Structure and Composition

The Committee shall be responsible for making recommendations to the Board with respect to the appropriate structure and composition of the Board and its committees to fulfill their functions and comply with all legal requirements. In so doing, the Committee shall:

- (i) develop and, where appropriate, recommend to the Board for approval governance guidelines aimed at fostering high standards of corporate governance;
- (ii) with a view to facilitating effective and independent decision-making, recommend to the Board criteria for the composition of the Board and its committees, including total size, independence of Directors and the number and role of the ex-officio voting and non-voting Directors on the Board and its committees; and
- (iii) recommend to the Board each year the allocation of Board members to each of the Board committees, and where a vacancy occurs at any time in the membership of any committee, recommend to the Board a member to fill such vacancy.

(b) Nominations for Election to the Board

The Committee shall:

- (i) receive and retain from persons eligible to be elected as a Director of the Board their completed prescribed applications indicating their interest in serving on the Board and their qualifications;
- (ii) review all received applications carefully and following considerations of the guidelines for nomination set out in paragraph (c) below, submit to the Board the slate of nominees that the Committee recommends for election as Directors of the Corporation; and
- (iii) where the Board indicates that it intends to fill a vacancy on the Board, submit to the Chair the name or names of persons that the Committee recommends to complete any unexpired terms.

(c) Guidelines for the Nomination of Directors

- (i) To ensure the membership of the Board *reflects the diversity of the communities within the Catchment Area*, the following principles, qualities and skills will guide the Governance & Nominating Committee when considering candidates for Board membership (italicized for emphasis):

- (A) The Board's priority is to ensure that its Directors have the required skills, experience and capacity to govern and lead the Corporation and that the membership of the Board and its committees should encompass the universal and collective Director competencies identified in the Governance Manual, while balancing the need to consider succession planning for the Board.

- (B) The Corporation is also committed to ensuring that the Board reflects the diversity of the communities within the Catchment Area. Accordingly, in populating the Board, the Board shall strive to have one (1) representative from each of the Municipality of Chatham-Kent's six (6) wards as well as one representative from the Region's First Nations Communities, while balancing other demographic characteristics including, without limitation, gender, language, culture, ethnic and social characteristics are appropriately balanced.
- (ii) The Board should be seen as applying objective criteria in determining the appropriate candidates for election as a Director and in doing so, shall review the Corporation's vision, strategic direction and goals and objectives for the upcoming three (3) years and shall require that an appropriate application for each of the candidates be completed which application shall be objectively considered by the Board prior to developing its recommendations for the membership. In doing so, the Governance & Nominating Committee shall consider identified universal, collective and specifically identified competencies that candidates should have.
- (iii) The Committee should ensure that all Directors have the following universal competencies:
- (A) Integrity
- Directors must:
- (1) have personal integrity;
 - (2) consistently demonstrate the highest standards of professional conduct to all activities affecting the Corporation;
 - (3) act in a manner that sustains and improves trust to reinforce the Corporation's reputation and brand; and
 - (4) have familiarity with and high regard for his/her fiduciary duty.
- (B) Corporate Governance
- Directors must:
- (1) have previous experience and understand the oversight role of a director at an organization of similar size, scope and complexity;

- (2) have a track record of preparing for and contributing to board committee and meeting discussions and oversight; and
- (3) make a strong commitment to the time and effort required to undertake the role.

(C) Commitment and Effective Communication

Directors must:

- (1) make an active contribution at meetings and on behalf of the Board where required;
- (2) demonstrate a willingness to devote the time necessary to board work, including orientation and education;
- (3) have the ability to convey information during Board meetings effectively and efficiently;
- (4) have the ability to verbally articulate viewpoints succinctly and clearly;
- (5) have the ability to justify viewpoints with logic, facts and figures, where required; and
- (6) Demonstrate effective listening skills.

(D) Analytical Decision-Making

Directors must demonstrate:

- (1) a capacity for resolving difficult and complex issues;
- (2) ability to read, understand and interpret the Corporation's basic financial and operating statements;
- (3) an awareness and understanding of identified issues and proposed recommendations and impacts;
- (4) an ability to analyse situations and problems from a systems perspective;
- (5) an absence of any material conflict that would impede the Director's ability to meet the expected standard of care;

- (6) the capacity and ability to provide valued knowledge, experience and counsel to the Board, the Chief Executive Officer and Chief of Staff.

(E) Strategic Leadership

Directors must have:

- (1) a commitment to the vision and values of the Corporation, the strategic plan of the Corporation and its responsibilities to the MOHLTC and the LHIN;
- (2) the capability to give leadership to the development of the Corporation;
- (3) the capability of exercising leadership and consensus building; and
- (4) the demonstrated ability to work as a member of a team and the ability to express a dissenting opinion in a constructive manner.

(F) Political Acumen

A Director must understand:

- (1) the distinction between the strategic and policy role of the Board and the day to day operational responsibilities of management;
- (2) the range of obligations and constraints imposed upon Directors of the Corporation; and
- (3) the unique cultural and support requirements of individuals and special communities..

- (iv) The Committee should strive to ensure that the following collective competencies are present in the Board:

- (A) previous or existing hospital board or committee experience;
- (B) a variety of leadership skills and abilities;
- (C) financial expertise, including financial analysis and forecasting and budgeting;
- (D) a high level of leadership and/or executive experience;
- (E) strategic planning experience;

- (F) senior level business management experience in a complex environment;
- (G) management/professional accounting;
- (H) quality, risk management and performance measurement;
- (I) legal;
- (J) human resource management;
- (K) communications;
- (L) government;
- (M) information systems management/technology;
- (N) healthcare administrative or clinical experience;
- (O) research/Education;
- (P) construction design/management;
- (Q) government relations;
- (R) patient & healthcare advocacy;
- (S) experience in the health field; and
- (T) such other specific knowledge and/or experience that the Committee may identify from time to time.

(d) Resignation and Removal of Directors

The Committee shall be responsible for:

- (i) considering Directors' resignations and, in consultation with the Chair, making recommendations to the Board whether to accept such resignations; and
- (ii) where appropriate, in consultation with the Chair, recommending to the Board the removal of a Director.

(e) Director Orientation and Education

The Committee shall be responsible for overseeing the establishment of, monitoring and evaluation of an orientation program for new Directors and for the ongoing education of the Directors, with a view to enhancing the Board's knowledge of governance, health care issues and Corporation's programs and services, including oversight of:

- (i) an orientation and education program for new Directors, including the role of the Board and its committees;
 - (ii) topical seminars for the Board or any of its committees as required;
 - (iii) generally serving as a resource for the ongoing education of Directors with respect to their duties and responsibilities as Directors; and
 - (iv) reviewing the education requirements for members of the Board and Board/Committee officers on an annual basis and shall provide recommendations to the Board.
- (f) Board, Committee and Chair Assessment and Evaluation

The Committee shall be responsible for establishing and facilitating an effective process for the ongoing evaluation of the performance and effectiveness of the Board, its committees, Chair, Committee chairs and individual Directors. The Committee shall fulfil this purpose by:

- (i) approving and implementing an annual performance assessment of the Board, its Committees and individual Directors and assessing the governance effectiveness;
- (ii) approving appropriate policies, processes and programs to enable the Board to fulfil its duties and obligations including:
 - (A) orientation of newly appointed Directors; and
 - (B) ongoing development, education and training for all Board members;
- (iii) approving processes and procedures for the regular ongoing assessment of Board and Committee meeting effectiveness;
- (iv) recommending changes to the Board composition to address effectiveness issues arising out of the annual performance assessments implemented by the Governance & Nominating Committee;
- (v) recommending changes to the Corporation's current approach to governance as part of ongoing reporting obligations to the Board on governance trends and best practices;
- (vi) recommending, where appropriate, to the Board changes to the mandate of the Board, each of its Committees, the Board Chair and Committee Chairs based on the needs of the Corporation and evolving governance standards; and

- (vii) assessing the competency requirements of the Board and recommending skills and experience needs and requirements for the Board to the Board.

(g) Governance

The Committee shall be responsible for:

- (i) reviewing regulatory developments and legal changes while referring to other committees of the Board the review of such subject matter as is more appropriately in their purview;
- (ii) keeping abreast of the latest regulatory requirements, trends and guidance in governance and updating the Board on governance issues as necessary;
- (iii) reviewing, evaluating and responding whenever considered appropriate to reports or position papers on the subject of governance;
- (iv) be responsible for the ongoing review and assessment of the Corporation's Articles, By-law, Charters and Policies. The Committee may recommend such changes to the Corporation's governing and constituting documentation as the Committee may consider appropriate or necessary;
- (v) annually reporting on the state of governance of the Corporation as a whole and recommending changes; and
- (vi) at least once every three years reviewing and recommending changes to the Corporation's governance, vision and values statements and related governance principles.

(h) Board Functioning

The Committee shall be responsible for considering and assessing the functioning of the Board. In so doing, the Committee may, from time to time:

- (i) recommend issues to be discussed at Board meetings and committee meetings to reflect timely and complete information and decision making at the Board level;
- (ii) if considered needed, review the adequacy of the strategic planning process and oversee its implementation;
- (iii) be responsible for proposing or recommending the terms of reference for any committees or task force that the Board may wish to establish from time to time;

- (iv) review the Board, committees, Committee chairs and the Chair Charters and Policies, and similar governance documents, and recommend to the Board amendments as deemed necessary or advisable;
- (v) monitor the quality of the relationship between Senior Executive Management and the Board and recommend improvements;
- (vi) review the By-law of the Corporation to determine if any amendments are required;
- (vii) recommend to the Board a broad list of topics of interest or importance for discussion and/or action and, as required, bring forward issues that require Board discussion and/or action; and
- (viii) continually monitor a Director's attendance record. The Committee, from time to time, may make recommendations to the Board with respect to a particular Director's attendance record.

(i) Board Independence

The Committee shall be responsible for assessing and facilitating the independent functioning of the Board, including:

- (i) conducting an annual evaluation of the independence status of each Director candidate proposed for election at each annual meeting and for appointment between meetings, and reporting the results of such evaluation to the Board;
- (ii) reviewing the structures and procedures of the Board and its relationship to Senior Executive Management and satisfying itself that the Board can function independently of Senior Executive Management; and
- (iii) reviewing the information provided to the Board to confirm it is appropriately detailed to allow for preparation for meaningful discussion and decision making at the meeting.

(j) Communications

The Committee shall review and approve the Corporation's overall communications policy and practices to oversee that the Corporation communicates effectively with its key stakeholders, news media, other interested parties and the public in accordance with all applicable laws or regulations to which the Corporation is subject and shall consider member proposals and the Corporation's responses thereto and other related issues.

(k) Corporate Code of Conduct

The Committee shall review and, where appropriate, approve policies and amendments thereto in respect of ethical personal and business conduct at the Corporation, including the Corporation's Corporate Code of Conduct, and provide oversight in respect of the policies and procedures to establish a framework for a culture of integrity and compliance throughout the Corporation. The Committee shall also monitor any actual or potential conflicts of interest brought to its attention.

(l) Strategic Planning

- (i) ensure that a strategic planning process is undertaken with Board, employee and Professional Staff involvement and with eventual approval by the Board;
- (ii) measure and monitor the implementation and achievement of the Corporation's strategic plans and targets; and
- (iii) assess risks associated with strategic plan.

2.2.5 General

The Committee shall have the following additional general duties and responsibilities:

- (a) annually approve a work plan to ensure the Committee fulfills its mandate and completes its work efficiently and effectively;
- (b) reporting to the Board on material matters arising at Committee meetings following each meeting of the Committee;
- (c) maintaining minutes or other records of meetings and activities of the Committee;
- (d) conducting an annual evaluation of the Committee in which the Committee (and/or its individual members) reviews the Committee's performance for the preceding year for the purpose, among other things, of assessing whether it fulfilled the purposes and responsibilities stated in this Charter;
- (e) reviewing and assessing the adequacy of this Charter at least annually and submitting any proposed amendments to this Charter to the Board for approval; and
- (f) performing such other functions and tasks as may be assigned from time to time by the Board.

2.3 QUALITY COMMITTEE CHARTER

2.3.1 Composition NTD need to ensure this is consistent with the by-law

The Committee shall consist of:

- (a) At least four (4) elected Directors, one (1) of whom shall be appointed Committee chair by the Chair;
- (b) the Chief Executive Officer;
- (c) the Chief of Staff;
- (d) the Chief Nursing Executive;
- (e) one person who works in the Corporation and who is not a member of the College of Physicians and Surgeons of Ontario or the College of Nurses of Ontario; and
- (f) such other non-Board members as may be appointed by the Board or prescribed by regulation (but, in any event, at least one-third (1/3) of the members of the Committee must be Directors).

2.3.2 Meetings

The Committee shall meet at least four (4) times annually, or more frequently as circumstances dictate. The Committee may conduct all or part of any meeting in the absence of Senior Executive Management. The Committee may invite to its meetings any Director, member of Senior Executive Management or such other persons as it deems appropriate in order to carry out its duties and responsibilities. The Committee may exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

2.3.3 Role

The role of the Committee is to assist the Board in fulfilling its fiduciary oversight and related obligations related to:

- (a) discharging the Corporation's Quality Committee's responsibilities as required by the *Excellent Care for All Act, 2010* (Ontario) and this Charter; and
- (b) establishing an enterprise risk management program.

2.3.4 Specific Quality of Care Duties and Responsibilities

To fulfil the duties of the Committee's Quality Committee responsibilities, the Committee shall perform the following duties:

- (a) monitor and report to the Board on quality issues and on the overall quality of services provided in the Corporation, with reference to appropriate data, including without limitation:
 - (i) performance indicators used to measure quality of care and services and patient safety;
 - (ii) reports received from the Medical Advisory Committee identifying and making recommendations to the Board with respect to systemic or recurring quality of care issues;
 - (iii) publicly reported Patient Safety Indicators; and
 - (iv) critical incident and sentinel event reports.
- (b) consider and make recommendations to the Board regarding quality improvement initiatives and policies;
- (c) ensure that best practices information supported by available scientific evidence is translated into materials that are distributed to employees and persons providing services within the Corporation, and to subsequently monitor the use of these materials by these people;
- (d) oversee the preparation of annual quality improvement plans;
- (e) ensure that the Chief Executive Officer establishes a system for ensuring the disclosure of any critical incident, as soon as is practicable after the critical incident occurs and for analyzing the incident and developing a plan with the systemic steps to avoid or reduce the risk of further similar critical incidents;
- (f) review, consider and recommend to the Board definitions, standards and outcome benchmarks by which overall quality can be measured.
- (g) oversee the establishment and monitoring of the patient declaration of values;
- (h) oversee the development, collection and monitoring of patient and staff satisfaction surveys and appropriate distribution of the results of such surveys including, where applicable, the incorporation of the findings into the quality improvement targets;
- (i) ensure the establishment of a committee that will allow critical incidents to be reviewed under the protection of the *Quality of Care Information Protection Act* and oversee the monitoring and implementation of actions to mitigate the risks associated with similar future incidents and improve upon the related Performance Metrics;

- (j) as and when requested by the Board, provide advice to the Board on the implications of budget proposals on the quality of care and services;
- (k) as and when requested by the Board, provide advice to the Board on the quality and safety implications of the Corporation's Hospital Accountability Planning Submission and quality indicators proposed to be included in the HSAA or in any other funding agreement; and
- (l) such other areas that may be delegated to it by the Board from time to time.

2.3.5 Specific Performance and Enterprise Risk Management Duties and Responsibilities

To fulfil the duties of the Committee's enterprise risk management duties, the Committee shall perform the following responsibilities:

- (a) ensure there are systems in place to:
 - (i) identify principal risks to the Corporation including financial, quality and patient/workplace safety; and
 - (ii) implement systems to monitor, mitigate and decrease the principal risks;
- (b) oversee the implementation of internal control and management information systems which will allow the Board and Senior Executive Management to oversee the Corporation's achievement of the HSAA and Corporate Indicators, financial statements, cash position, and capital spending (including capital project monitoring and capital equipment purchases) against predetermined Performance Metrics, and report to the Board quarterly and annually unless operating results or the Corporation's financial position fall outside of predetermined parameters, as recommended to and approved by the Board;
- (c) ensure that the Corporation has in place a disciplined, effective decision-making process that ensures appropriate business judgement is exercised;
- (d) ensure processes are in place to monitor and continuously improve the Performance Metrics;
- (e) ensure the establishment of workplace safety policies to ensure compliance with requirements under the *Occupational Health and Safety Act* and oversee the monitoring and implementation of actions to improve upon the related Performance Metrics;

- (f) develop and oversee the implementation of a policy that requires the posting of Board approved Performance Metrics on the Corporation's public website;
- (g) ensure mechanisms/protocols are in place to deal with ethical issues, including medical assistance in dying;
- (h) review and approve at least once a year significant risk management principles and policies related to the areas set out below:
 - (i) operational risk relating to quality of care, privacy and workplace safety except as operational risk relates to the conduct review function performed by the Resources Committee;
 - (ii) regulatory and legal risk including occupational health and safety;
 - (iii) reputational risk relating to the areas of risk primarily within the Committee's oversight; and
 - (iv) emergency preparedness.

2.3.6 **General**

The Committee shall have the following additional general duties and responsibilities:

- (a) annually approve a work plan to ensure the Committee fulfills its mandate and completes its work efficiently and effectively;
- (b) reporting to the Board on material matters arising at Committee meetings following each meeting of the Committee;
- (c) maintaining minutes or other records of meetings and activities of the Committee;
- (d) conducting an annual evaluation of the Committee in which the Committee (and/or its individual members) reviews the Committee's performance for the preceding year for the purpose, among other things, of assessing whether it fulfilled the purposes and responsibilities stated in this Charter;
- (e) reviewing and assessing the adequacy of this Charter at least annually and submitting any proposed amendments to the Governance & Nominating Committee and the Board for approval; and
- (f) performing such other functions and tasks as may be assigned from time to time by the Board.

2.4 SPECIAL CREDENTIALING DISCLOSURE COMMITTEE CHARTER

2.4.1 Composition

The Special Credentialing Disclosure Committee shall be composed of two (2) elected Directors and will likely serve on the Committee until the completion of their term on the Board.

2.4.2 Meeting

- (a) The Committee shall meet two (2) times annually, or more frequently as circumstances dictate.
- (b) Subject to section 2.4.5, the Committee may invite to its meetings any Director, member of Senior Executive Management or such other persons as it deems appropriate in order to carry out its duties and responsibilities. The Committee may exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

2.4.3 Role

The Special Credentialing Disclosure Committee of the Board is established to:

- (a) review the general (re)appointment process and report back to the Board prior to the annual Board approval of (re)appointments (“Credentialing Process”); and
- (b) review applications for (re)appointment that contain risk factors identified by the Medical Advisory Committee for the sole purpose of determining whether information relating to those risk factors should be disclosed to the Board, and, if so, what information should be disclosed (“Targeted Reviews”).

2.4.4 Specific Duties and Responsibilities

- (a) In regards to the Credentialing Process, the Special Credentialing Disclosure Committee shall conduct a random review a representative sample of (re)applications to satisfy itself that the required process steps were followed and appropriate due diligence exercised. Any systemic concerns shall be brought to the attention of the Chief Executive Officer and Chief of Staff who shall investigate and report back to the Special Credentialing Disclosure Committee.
- (b) In regards of the targeted reviews, the Special Credentialing Disclosure Committee shall review each (re)application, along with any additional information, that is forwarded to it by the Medical Advisory Committee. The Special Credentialing Disclosure Committee shall determine if any disclosure about an applicant shall be made to the Board with respect to the risk factors identified by the Medical Advisory Committee. If it

determines that disclosure shall be made to the Board, it shall, in consultation with the Chief of Staff, or delegate, and legal counsel, determine the information that must be disclosed to the Board. For greater certainty, the Special Credentialing Disclosure Committee is not entitled to require that the Medical Advisory Committee change or vary its recommendation to the Board.

2.4.5 Exclusion From Board Hearings

In accordance with subsection 39(4) of the *Public Hospitals Act*, members of the Special Credentialing Disclosure Committee shall not be entitled to participate in any hearing relating to any applicant it considers pursuant to this Policy. At any Board meeting to consider the (re)appointment of the Medical Staff, members of the Special Credentialing Disclosure Committee shall recuse themselves from those portions of the meeting relating to such applicants.

2.4.6 General

The Committee shall have the following additional general duties and responsibilities:

- (a) annually approve a work plan to ensure the Committee fulfills its mandate and completes its work efficiently and effectively;
- (b) reporting to the Board on material matters arising at Committee meetings following each meeting of the Committee;
- (c) maintaining minutes or other records of meetings and activities of the Committee;
- (d) conducting an annual evaluation of the Committee in which the Committee (and/or its individual members) reviews the Committee's performance for the preceding year for the purpose, among other things, of assessing whether it fulfilled the purposes and responsibilities stated in this Charter;
- (e) reviewing and assessing the adequacy of this Charter at least annually and submitting any proposed amendments to this Charter to the Board for approval; and
- (f) performing such other functions and tasks as may be assigned from time to time by the Board.

**ARTICLE 3
BOARD OFFICER POSITION DESCRIPTIONS**

3.1 POSITION DESCRIPTION FOR THE CHAIR

3.1.1 Role Statement

- (a) The Chair, working collaboratively with the Chief Executive Officer, provides leadership to the Board, ensures the integrity and effectiveness of the Board's governance process and represents the Board to outside parties, including the LHIN, the boards of health system partners and the media.
- (b) The Chair co-ordinates the activities of the Board in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and Chief Executive Officer and the Board and Chief of Staff.
- (c) The Chair ensures that all matters relating to the Board's mandate are brought to the attention of, and discussed by, the Board.
- (d) The Chair is an ex-officio member of all Board committees but may elect to share this responsibility with a Vice-Chair.

3.1.2 Responsibilities

- (a) Board Meetings
 - (i) Establish agendas in collaboration with the Chief Executive Officer that are aligned with the annual Board goals, work plan and current issues and preside over meetings of the Board;
 - (ii) Facilitate and advance the business of the Board, ensuring that meetings are effective and efficient for the performance of governance work;
 - (iii) Utilize a practice of referencing Board policies in guiding discussions in order to support the decision-making processes of the Board;
 - (iv) Ensure that the Board hears all sides of a debate or discussion and that meetings are conducted according to applicable Legislation, By-laws, Charters, Policies and Rules of Order;
 - (v) Ensure that a schedule of Board meetings is prepared annually and is reflective of current Board priorities.

(b) Direction

- (i) Serve as the Board's central point of official communication with the Chief Executive Officer and the Chief of Staff with respect to both Board policy direction and decisions and matters of interest/concern to individual Directors;
- (ii) Guide and counsel the Chief Executive Officer and the Chief of Staff regarding the Board's expectations and concerns;
- (iii) In collaboration with the Chief Executive Officer, develop the standards and format for reporting by Board committees and the Senior Executive Management which will ensure that the Board has appropriate information to make informed decisions.

(c) Performance Appraisal

- (i) Participate in monitoring and evaluating the performance of the Chief Executive Officer and Chief of Staff through an annual process as outlined in Board policies on "Chief Executive Officer Performance Evaluation" and "Chief of Staff Performance Evaluation", respectively.

(d) Work Plan

- (i) With the assistance of the Governance & Nominating Committee, ensure that a work plan is developed and implemented for the Board that includes annual goals for the Board.
- (ii) Ensure through the Committee chairs, that work plans are developed for the Board's Committees that ensure that the respective Committees fulfill their mandate and complete their work efficiently and effectively.

(e) Representation

- (i) Ensure that the Board is appropriately represented at the Corporation's functions, other official functions and to the public at-large;
- (ii) Serve as the Board's exclusive contact with the media, unless otherwise delegated;
- (iii) Serving as the Board's representative, the Chair will cultivate a collegial working relationship with the LHIN, peer hospital board chairs and chief executive officers and other internal and external stakeholders.

(f) Reporting

- (i) Report regularly and promptly to the Board regarding issues that are relevant to its governance responsibilities;
- (ii) Report to the annual meeting of the members of the Corporation concerning the operations of the Corporation.

(g) Board Conduct

- (i) Set a high standard for Board conduct and enforce policies and By-laws regarding Director conduct.

(h) Mentorship

- (i) Serve as a mentor to other Directors;
- (ii) Ensure that all Directors contribute fully;
- (iii) Address issues associated with underperformance of individual Directors.

(i) Succession Planning

- (i) Ensure succession planning occurs within the Human Resources Committee for the Chief Executive Officer, Chief of Staff and within the Governance & Nominating Committee for the Board.

(j) Other Duties

The Chair shall perform such other duties as the Board determines from time to time.

(k) Skills, Attributes and Experience

The Chair will demonstrate the following personal qualities, skills and experience:

- (i) all of the personal attributes required of a Director;
- (ii) leadership;
- (iii) strategic and facilitation skills;
- (iv) tact, diplomacy and impartiality;
- (v) political acuity;
- (vi) ability to effectively influence and build collaborative relationships within the Board;

- (vii) ability to build strong relationships between the Corporation and stakeholders;
 - (viii) ability to establish trusted advisor relationship with the Chief Executive Officer, Chief of Staff and other Directors;
 - (ix) ability to make the necessary time commitment and required flexibility in work schedule to meet the requirements of this leadership role;
 - (x) ability to communicate effectively with the Board, Senior Executive Management, Government Ministries and agencies including LHIN and the communities; and
 - (xi) record of achievement in one or several areas of skills and expertise required within the Board.
- (l) Term

The Chair shall be elected by the Board on the recommendation of the Governance & Nominating Committee to serve a two-year non-renewable term. If a Director assumes the position of Chair in the eighth year of his/her term, the Director's term may be extended by one year to accommodate the tenure of Chair, which is two years.

3.2 POSITION DESCRIPTION FOR A VICE-CHAIR

3.2.1 Role Statement

- (a) The Board shall appoint two Vice-Chairs.
- (b) A Vice-Chair works collaboratively with the Chair. He/she supports the Chair in fulfilling his/her responsibilities. A Vice-Chair shall have all the powers and perform all the duties of the Chair in his/her absence.

3.2.2 Responsibilities

- (a) Chair Substitute

Assume the duties of the Chair in the Chair's absence or disability, or as requested by the Chair, including representing the Board and the Corporation at official functions and to the public at-large.

- (b) Board Conduct

Maintain a high standard for Board conduct and uphold policies and By-laws regarding Director conduct.

- (c) Mentorship

Serve as a mentor to other Directors.

- (d) Committee Membership

A Vice-Chair shall serve as the chair of the Quality Committee. The other Vice-Chair shall serve as the chair of the Resources Committee.

3.2.3 Skills, Attributes and Experience

A Vice-Chair will demonstrate the following personal qualities, skills and experience:

- (a) all of the personal attributes required of a Director;
- (b) leadership;
- (c) strategic and facilitation skills;
- (d) tact, diplomacy and impartiality;
- (e) political acuity;
- (f) ability to effectively influence and build collaborative relationships within the Board;

- (g) ability to build strong relationships between the Corporation and stakeholders;
- (h) ability to establish trusted advisor relationship with the Chief Executive Officer, Chief of Staff and other Directors;
- (i) ability to make the necessary time commitment and required flexibility in work schedule to meet the requirements of this leadership role;
- (j) ability to communicate effectively with the Board, Senior Executive Management, Government Ministries and agencies including the LHIN and the communities; and
- (k) record of achievement in one or several areas of skills and expertise required within the Board.

3.2.4 Term

Under normal circumstances, a Vice-Chair shall be elected by the Board on the recommendation of the Governance & Nominating Committee for two one-year terms. At the completion of the first year, a Vice-Chair and the Board will be asked to confirm the appointment of a Vice-Chair for the second year. The Director who is serving as Vice-Chair in the second year of the Chair's term will be designated chair-elect.

3.3 POSITION DESCRIPTION FOR THE TREASURER

3.3.1 Role Statement

The Treasurer is a Director and works collaboratively with the Chair, Chief Executive Officer and Chief Financial Officer to support the Board in fulfilling their fiduciary responsibilities.

3.3.2 Responsibilities

(a) Reporting Requirements

Keep up to date on audit, financial and compliance reporting requirements.

(b) Mentorship

Serve as a mentor to other Directors.

(c) Committee Membership

Serve as chair of the Resources Committee and a member of the Human Resources and Quality Committee.

(d) Committee Chair

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

(e) Audited Financial Statement

Present to the Members of the Corporation at the annual meeting as part of the annual report, an audited financial statement of the Corporation and the report thereon of the independent auditors.

(f) Skills and Expertise

The Treasurer will demonstrate the following personal qualities, skills and experience:

- (i) all of the personal attributes required of a Director;
- (ii) financial expertise and literacy. An accounting designation would be an asset;
- (iii) ability to chair a meeting such that decisions are made in a manner that is respectful and efficient;

- (iv) willingness and ability to commit time to the Board and committee responsibilities of Treasurer;
- (v) a record of achievement; and
- (vi) the ability to communicate efficiently and effectively.

3.3.3 Term

The Treasurer shall be elected annually by the Board on the recommendation of the Governance & Nominating Committee for a maximum of three one-year terms. In exceptional circumstances and with Board approval, the term may be extended.

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3.4 POSITION DESCRIPTION FOR THE SECRETARY

3.4.1 Role Statement

The Secretary, who is the Chief Executive Officer, works collaboratively with the Chair to support the Board in fulfilling its fiduciary responsibilities.

3.4.2 Responsibilities

(a) Board Conduct

Support the Chair in maintaining a high standard for Board conduct and uphold policies and By-laws regarding Director conduct, with particular emphasis on fiduciary responsibilities.

(b) Document Management

- (i) Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees;
- (ii) Attend to correspondence on behalf of the Board;
- (iii) Have control of all minute books, documents, registers and the seal of the Corporation and ensure that the same are maintained as required by law; and
- (iv) Ensure that all reports are prepared and filed as required by law or requested by the Board.

(c) Trust Instruments and Funds

- (i) Maintain copies of all testamentary documents and trust instruments by which benefits are conferred upon the Corporation and provide information respecting these to the Office of the Public Guardian and Trustee as required by the *Charities Accounting Act*;
- (ii) At least semi-annually, provide an accounting to the Board concerning all funds held in trust by the Corporation.

(d) Meetings

- (i) Give such notice as required by the Corporate By-law or By-law of all meetings of the Corporation, the Board and Board committees;
- (ii) Attend all meetings of the Corporation, the Board and Board committees.

(e) Other

Perform such other duties as may be required of the Secretary by the Board.

(f) Delegation

As Secretary, the Chief Executive Officer may delegate the performance of a duty or duties assigned to the Secretary to the Board Liaison Officer or any other person(s) as approved by the Board but retain responsibility for ensuring the proper performance of such duties. However, such delegation is understood to be mandatory when the Board is considering matters relating to the Chief Executive Officer.

3.4.3 Skills, Attributes and Experience

The Secretary will demonstrate the following personal qualities, skills and experience:

- (a) all of the personal attributes required of a Director;
- (b) knowledge of law, regulation and policy concerning the Corporation, including legal compliance and reporting requirements;
- (c) demonstrate the utmost corporate integrity; and
- (d) the ability to communicate effectively.

3.4.4 Term

The Secretary shall be appointed by the Board for the duration of his/her appointment as Chief Executive Officer.

3.5 POSITION DESCRIPTION FOR A BOARD COMMITTEE CHAIR

3.5.1 Role Statement

A Committee chair, working collaboratively with the Chair to support the Board in fulfilling its fiduciary responsibilities and with assigned staff support, provides leadership to the committee. He/she ensures that the terms of reference of the committee are followed. He/she effectively manages issues to promote effective dialogue. He/she respects that the committee has no direct management role with staff.

3.5.2 Responsibilities

(a) Agendas

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

(b) Work Plan

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

(c) Leadership

(i) Effectively lead each committee meeting in a manner that encourages thoughtful participation and promotes understanding of complex issues;

(ii) Ensure a fair discussion, especially when differences and conflicting opinions arise.

(d) Expertise

Serve as a leader on the matters addressed in the committee's terms of reference.

(e) Advise Chair

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

(f) Reports

After each committee meeting, with the assistance of staff support, prepare a decision support summary for submission to the Board.

(g) Mentorship

Serve as a mentor to committee members and develop a succession plan for the Committee chair.

3.5.3 Skills, Attributes and Experience

A Committee chair will demonstrate the following personal qualities, skills and experience:

- (a) all of the personal attributes required of a Director;
- (b) interest and experience related to the work of the committee;
- (c) ability to chair a meeting such that decisions are made in a manner that is respectful; and
- (d) willingness and ability to commit time to the responsibilities of the Committee chair.

3.5.4 Term

Committee chairs shall be elected annually by the Board on the recommendation of the Governance & Nominating Committee for a maximum of three one-year terms. In exceptional circumstances and with Board approval, the term may be extended.

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3.6 NOMINATIONS PROCESS FOR BOARD OFFICERS AND APPOINTMENT OF COMMITTEE MEMBERS

3.6.1 Standard

- (a) Consistent with By-law provisions, the Governance & Nominating Committee is responsible for the nomination of Directors for election or appointment as Committee chairs, Vice-Chair, and the nomination of a Director for election or appointment as Chair.
- (b) The Governance & Nominating Committee will undertake a rigorous, consistent and transparent process for recommending Officers and Committee chairs to the Corporation Board for appointment.
- (c) The Governance & Nominating Committee's recommendations for Officer and Committee chair positions will be guided by annual Board Member surveys and evaluations, which shall include a review of Board member participation and attendance, expressed interest, advice and recommendations by Board members, and feedback from Committee chairs and colleagues.
- (d) Generally, Committee chairs shall be selected in the expectation that they will be in a succession "pool" for consideration for the Vice-Chair position.
- (e) The Governance & Nominating Committee will recommend the appointment of a Vice-Chair, in the first year of the Chair's term, with the expectation that the Vice-Chair shall become Chair at the end of the Chair's term and, if required, immediately in the event the Chair position becomes vacant.

3.6.2 Chair Selection

The appointment of Chair requires approval of the Board and follows a rigorous selection and mentorship process, including serving for a period of at least one year as Vice-Chair (see section immediately below). The qualifications and duties of the Chair are described in a formal Position Description which is regularly reviewed and approved by the Board.

3.6.3 Vice-Chair Selection

- (a) Selection Criteria

The Governance & Nominating Committee will seek to appoint a Vice-Chair that meets the following criteria:

- (i) Completion of at least one-year as a Board member.
- (ii) Remaining tenure on the Board will permit, at minimum, completion of one year as Vice-Chair and two years as Chair, if required.

- (iii) Experience in having chaired a minimum of one Standing or Special Committee of the Board is preferred.
- (iv) Potential for a constructive working relationship with the Chief Executive Director.
- (v) Ability to take on the responsibilities of the Chair at any given time during the term as Vice-Chair.
- (vi) Willingness to make the commitment to serve at least one year as Vice-Chair and two years as Chair.
- (vii) Willingness and capacity to participate in a formal Chair mentorship program over the term as Vice Chair, including participation in regular meetings with the Chair and Chief Executive Director, attendance at Board Committee meetings outside of those of which she/he is Committee chair or a Committee member and representation of the Corporation Board in external and internal special meetings and forums as requested by the Chair.
- (viii) In addition, potential candidates should possess the following characteristics:
 - (A) Superior interpersonal and leadership skills; and
 - (B) Acceptability/respect of fellow Board members.

(b) Selection Process

The Governance & Nominating Committee shall undertake the following steps in the selection and appointment of Vice-Chair:

- (i) A review of the current Board complement to determine candidates that meet the above criteria.
- (ii) Analysis of annual Board Member Survey(s) and questionnaires either by the Committee as a whole or by the Committee chair as appropriate, on the basis of confidentiality considerations, which will include questions regarding individual Board Member interests, as well as questions soliciting Board member perspectives on the leadership potential of their fellow Board members.
- (iii) A formal discussion by the Chair and/or the chair of the Governance & Nominating Committee with candidates advising them that the Governance & Nominating Committee has identified them as a potential Vice-Chair, that they meet the criteria and asking if they would be willing take on Vice-Chair responsibilities.

- (iv) Consultation with potential candidates by the Governance & Nominating Committee chair explaining the rationale for the committee's decision.
- (v) A recommendation by the Governance & Nominating Committee to the Corporation Board based on the Governance & Nominating Committee candidate review, survey responses, and feedback from the incoming Chair.

3.6.4 Committee Chair Selection

(a) Selection Criteria

The Governance & Nominating Committee will recommend the appointment of Standing or Special Committee chairs that meet the following criteria:

- (i) Minimum of at least one year as a Board member.
- (ii) Minimum of one-year served on the Committee for which the candidate is being considered or minimum one-year as a Standing Committee chair on another committee, or experience and knowledge which would support successful chairmanship.
- (iii) Willingness to make the commitment to serve both as a Committee chair and possibly as a member of the Executive Committee of the Board.

Candidates should also possess the following characteristics:

- (iv) Excellent leadership skills
- (v) Process/governance skills
- (vi) Evidence of active participation as a Board Member.
- (vii) Willingness to develop additional skills as required
- (viii) Acceptability/respect of fellow Board members

(b) Selection Process

The Governance & Nominating Committee shall undertake the following steps in the selection and appointment of Standing and Special Committee chairs:

- (i) A review of the annual Board Evaluation survey responses to determine level of interest in assuming a Committee chair position.

- (ii) A review of the current Board complement to determine candidates that meet the above criteria.
- (iii) A final analysis and recommendation by the Governance & Nominating Committee that balances the current needs of the Board with the candidates' suitability for the relevant Committee chair position.
- (iv) Consultation with all potential and successful candidates by the Governance & Nominating Committee chair, and/or Chair explaining the rationale for decisions made by the Committee.
- (v) A recommendation to the Board regarding the appointment of the Standing and Special Committee chairs.

3.6.5 Guidelines for the Appointment of Directors to Board Standing and Special Committees

- (a) Annually, as part of the nominations process for Directors, the Governance & Nominating Committee will canvass each Director to obtain expressions of interest in serving on specific Board Standing and Special Committees for the coming year, including interest in assuming responsibilities as Committee chairs.
- (b) In nominating specific Directors for assignment to Board Standing and Special Committees the Governance & Nominating Committee, in consultation with the incumbent Chair and Vice-Chair, will have regard for:
 - (i) preferences of Directors;
 - (ii) balance of skills and expertise;
 - (iii) prior experience in relation to matters before the committee;
 - (iv) the expectation that, over the course of his/her service as a Director, each Director will serve on at least three Board Standing or Special Committees including the Quality Care Committee; and
 - (v) other criteria as determined by the Board.
- (c) Unless otherwise provided, the Chair or Vice-Chair, as designated by the Chair, and the Chief Executive Officer will be ex officio members of all Board Standing and Special Committees.
- (d) Each Board Standing Committee will be composed of at least three elected Directors.
- (e) Each Board Special Committee will be composed of at least two elected Directors.

3.6.6 Guidelines for the Appointment of Non-Directors to Board Standing and Special Committees

- (a) The non-Director members of Board Standing and Special Committees will be appointed annually by the Board for a maximum of four one year terms. Non-Directors may not be appointed to the Executive Committee.
- (b) Annually as part of the nominations process, the Governance & Nominating Committee may:
 - (i) determine the number of vacant positions for non-Director Community Members of Board Standing and Special Committees and Community Advisory Council;
 - (ii) identify the specific skills and expertise that are required to fill these vacancies;
 - (iii) publicly advertise vacancies in a manner to be determined by the Governance & Nominating Committee and may include regional daily and weekly papers, the Corporation's website etc., including a summary of the responsibilities as a member of a Board Standing or Special Committee;
 - (iv) invite formal applications by interested individuals on a standard form to be provided by the Corporation, which will be submitted to the Secretary and forwarded to the chair of the Governance & Nominating Committee for review;
 - (v) identify a short-list of candidates for interview by the Governance & Nominating Committee and interview and evaluate the short-listed candidates against the criteria established by the Governance & Nominating Committee;
 - (vi) obtain personal references and criminal reference checks for the candidates selected for appointment by the Board; and
 - (vii) recommend the required number of candidates to the Board for appointment as non-Director Community Members of Board Standing and Special Committees at the first Board meeting following the annual meeting.
- (c) Notwithstanding the foregoing, the Chair, Vice-Chair, if any, and members of the Medical Advisory Committee will be appointed in accordance with the Professional Staff By-law.

**ARTICLE 4
EXCELLENT MANAGEMENT**

4.1 CHIEF EXECUTIVE OFFICER SELECTION AND SUCCESSION PLANNING

(a) The Board will ensure that provision is made for continuity of leadership for the Corporation. The Board will have in place a documented process for succession should the Chief Executive Officer position become vacant due to sudden vacancy (e.g. death, resignation or termination) or planned vacancy (e.g. retirement). The succession plan will also specify the process for appointing an interim Chief Executive Officer, should the Chief Executive Officer require an extended leave of absence due to personal, health or other reasons. The Chief Executive Officer will report on the succession plan annually during the Chief Executive Officer evaluation process.

(b) **Planned Vacancy** (e.g. retirement)

The process to fill a planned vacancy will be as follows:

- (i) The Board will establish a Chief Executive Officer Search Committee consisting of up to four elected Directors, including the Chair and the Chief of Staff and the President of the Professional Staff.
- (ii) The Chief Executive Officer Search Committee will be chaired by the Chair or his/her delegate.
- (iii) The Chief Executive Officer Search Committee may, at its discretion, select a search firm to assist with the process.
- (iv) The Chief Executive Officer Search Committee will interview a short list of candidates and recommend to the Board its candidate of choice.

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

- (i) The Chief Executive Officer will identify to the Human Resources Committee in writing at the beginning of each fiscal year which member(s) of the Senior Executive Management are recommended to fill the role of interim Chief Executive Officer, if a sudden vacancy occurs. The appointment of an interim Chief Executive Officer will be subject to Board approval.
- (ii) An offer will be subject to submission of a declaration that the candidate has no Conflict of Interest consistent with organizational policy, in a form as required by the Board, and satisfactory results of a criminal reference check as determined in the sole discretion of the Board.

- (iii) A legally binding employment agreement will be executed by the Chair and the candidate accepting the position of Chief Executive Officer.

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4.2 CHIEF EXECUTIVE OFFICER POSITION DESCRIPTION

4.2.1 The Chief Executive Officer is appointed by, and is directly accountable to the Board, for managing the activities and affairs of the Corporation with a view to implement the strategic plan in a manner that is consistent with the Corporation's vision, strategic plan and corporate policies.

4.2.2 The Chief Executive Officer will attend to both the internal and external dimensions of the role, by discharging the following responsibilities:

(a) **Internal Organization Environment:**

- (i) Provide clear and decisive leadership.
- (ii) Create a culture of integrity.
- (iii) Create the necessary structures, processes, and systems that will result in the best possible clinical outcomes and patient experiences.
- (iv) Ensure the resources of the organization (financial, human, and capital assets) are aligned and managed in keeping with the strategic plan.
- (v) Continue to build a fair and equitable workplace including strong relationships with physicians.
- (vi) Ensure compliance with all applicable Legislative requirements.

(b) **External Health Care System Environment:**

- (i) Champion health system partnerships and linkages with the communities and other health care providers locally and provincially.
- (ii) Forge and sustain relationships at both the municipal and provincial government levels.

The following leadership competencies are required in this position:

4.2.3 Creating Vision and Leading Change

- (a) Creates, and is able to execute, on a vision.
- (b) Success in working with broad constituent groups to achieve innovation and transformational change in complex health care environments.

- (c) Models the behaviour and demonstrates understanding of the requisite leadership skills required to lead leaders through continuous transformation and change.

4.2.4 Influence

- (a) Ability to inspire enthusiasm, broad commitment and organizational capability for the vision and shared purpose.
- (b) The courage, curiosity and intellectual capacity to identify bold solutions to complex problems and is able to capitalize upon new ideas, tools and technology.
- (c) Ability to build exceptional relationships with diverse external partners and stakeholders.

4.2.5 Leading Others

- (a) Outstanding communications ability.
- (b) High capacity for developing respectful and supportive interpersonal relationships.
- (c) Commitment to quality and embraces best practices in all activities.
- (d) Supports, coaches and mentors others, particularly members of the Senior Executive Management, in achieving their personal best.
- (e) Leads by example within the organization and demonstrates accountability for her/his personal behaviours and practices.

4.2.6 Results Driven

- (a) Identifies tangible goals as part of the solution to complex problems and demonstrates leadership in achieving these objectives.
- (b) The ability to develop, lead and sustain a culture that values innovation, learning, teaching, research, and a highly collaborative integrative and efficient approach to achieve the best patient outcomes.

4.2.7 Sound Judgement

- (a) The ability to balance risks with knowledge, wisdom, and intellectual capacity, and bases all decisions on the well-being of patients and families, fiscally sound practices and the vision and goals of the organization.

4.3 REPORTING ON COMPLIANCE CHARTER

- 4.3.1 The Directors understand that their fiduciary duties include the duties imposed by statute. The Chief Executive Officer shall ensure that processes and operating policies are in place to ensure compliance with Legislation (federal/provincial/municipal), statutory filings and any associated risks; and will report to the Board on the status of statutory filings, compliance with Legislation (federal/provincial/ municipal) and any associated risks.
- 4.3.2 The Chief Executive Officer will report to the Board on a quarterly basis on the Corporation's compliance with the following items:
- (a) The Corporation has, as required by law, paid all:
 - (i) salary, wages and vacation pay owing to employees of the Corporation;
 - (ii) remittances for employee income tax deductions, Canada Pension Plan (CPP) and Employment Insurance (EI) premiums and contributions;
 - (iii) remittances for required deductions for payments to non-residents;
 - (iv) Workplace Safety and Insurance Board (WSIB) premiums;
 - (v) Employer Health Tax (EHT); and
 - (vi) Harmonized Sales Tax (HST).
 - (b) The Corporation is in compliance in all material respects with occupational health and safety legislation and all appropriate steps are being taken to maintain a safe working environment, including the following:
 - (i) a safety committee is in place;
 - (ii) safety committee meeting minutes are being maintained;
 - (iii) the safety committee's recommendations and the Senior Executive Management's responses are being recorded;
 - (iv) actions are taken, where appropriate;
 - (v) safety manuals are up-to-date;
 - (vi) hazardous materials are identified;
 - (vii) there is proper maintenance of signage;
 - (viii) ongoing training is being performed; and

- (ix) a proper procedure is in place for monitoring compliance on an ongoing basis.

4.3.3 Compliance with environmental legislation and regulations.

4.3.4 Directors' and officers' liability insurance is in place and coverage is suitable and in accordance with risk, the indemnity amount is sufficient in light of risk, all premiums have been paid, and the policy is up-to-date.

4.3.5 In keeping with the *Broader Public Sector Accountability Act*, 2010, the Corporation will prepare all required Chief Executive Officer attestations on the Corporation's compliance concerning:

- (a) the completion and accuracy of reports required on the use of consultants;
- (b) compliance with the prohibition on engaging lobbyist services using public funds;
- (c) compliance with the expense claim directives consistent with the Broader Public Sector Directives; compliance with the perquisite directives issued by the Broader Public Sector Directives; and
- (d) compliance with the procurement directives issued by the Broader Public Sector Directives.

4.3.6 The Board will approve all such attestations. The Corporation will post all such Board approved attestations on its website.

4.4 OCCUPATIONAL HEALTH AND SAFETY – ACCOUNTABILITY FRAMEWORK CHARTER

- 4.4.1 The Corporation, the Board and Chief Executive Officer are committed to the health, safety and wellness of employees, and the prevention of occupational injuries and disease in support of a safe and healthy workplace. The Corporation acknowledges its responsibility to effectively manage and communicate its programs regarding health, safety and wellness and to maintain compliance with the *Occupational Health and Safety Act* and related regulations. Every employee, including those with privileges, contractors, students and volunteers are responsible for working in a safe and healthy manner and promoting a secure and hazard free environment.
- 4.4.2 In accordance with the Corporate By-law, there will be an occupational health and safety program for the Corporation, which includes procedures for:
- (a) a safe and healthy work environment in the Corporation;
 - (b) the safe use of substances, equipment and medical devices in the Corporation;
 - (c) safe and healthy work practices in the Corporation;
 - (d) the prevention of accidents to persons on the premises of the Corporation; and the elimination of undue risks and the minimizing of hazards inherent in the Corporation environment; and
 - (e) The Chief Executive Officer to designate an individual to be in charge of occupational health and safety in the Corporation. The designate will be responsible to the Chief Executive Officer for the implementation of the Occupational Health and Safety Program.
- 4.4.3 The Chief Executive Officer will report to the Board as necessary on matters concerning the Occupational Health and Safety Program.
- 4.4.4 The Board will receive annual reports from the Chief Executive Officer on the Corporation's Occupational Health and Safety Program to include information about the ability of the Corporation to meet occupational health and safety requirements, identification of risk issues, statistical data on incidents, and program outcomes. All members of the organization are expected to demonstrate their commitment towards a safe and healthy environment by acting in compliance with this Policy.

4.5 POLITICAL SPONSORSHIP AND CANDIDATES SUPPORT

4.5.1 Policy

The Corporation's funds will not be used to support political candidates for federal, provincial or municipal elections or any political party.

4.5.2 Principles

- (a) Board members are welcome to sponsor candidates personally, as individuals, but will not represent the Corporation at these events.
- (b) In such a circumstance Board members must act appropriately so as to maintain a positive relationship between the Corporation and Government officials.
- (c) The Corporation's Board Members and Senior Executive Management may participate in political activities but should not be seen to be carrying out high profile partisan activities for any party, and should respect the Corporation relationships with incumbent government and ministry officials.
- (d) No campaign material will be posted or distributed on the Corporation's property.
- (e) The Chair will consult with the Board Executive Committee if further consultation is needed on a given matter.

4.5.3 Board Members as Candidates

- (a) The Chair will discuss this issue with the candidate Board member and the two shall agree upon an appropriate course of action with respect to on-going Board participation.
- (b) There will also be a requirement that any Board member who accepts candidacy for elected political office must resign from the Board.

4.6 CORPORATE CODE OF CONDUCT

4.6.1 Application

As a responsible public hospital and corporate citizen, the Corporation is committed to conducting its affairs to the highest standards of ethics, integrity, honesty, fairness and professionalism – in every respect, without exception, and at all times. This Code of Conduct applies to every employee, staff member and Director of the Corporation. Every employee and Director is expected and required to assess every decision and every action on behalf of the organization in light of whether it is right, legal and fair. Ethical lapses at any level in the organization can quickly destroy the communities trust and confidence in our organization. This applies at all levels of the organization, from major decisions made by the Board to day-to-day management decisions. The following Code is intended to help you meet these expectations and make such assessments. It supports the Corporation's governance framework which brings together all of the elements that will allow the Corporation to achieve its vision and strategic goals.

4.6.2 Purpose of this Code

- (a) This Code is intended to document the principles of conduct and ethics to be followed by the employees, physicians and allied health professionals who, as independent contractors, provide health services to the Corporation, patients, volunteers and agents ("Staff"), and the Directors of the Corporation and community members of the Board committees and the Community Advisory Council (collectively, "Individuals").
- (b) The Code establishes the standards that govern the way we deal with each other, our stakeholders, patients, suppliers, other health services providers and communities. Where necessary, reference is made to formal corporate policies in specific areas. In addition, certain businesses or roles in the Corporation have supplementary codes of conduct and policies, compliance manuals, operational procedures, regulatory rules, etc. that apply to their Staff or Directors that must also be complied with. In addition, some Corporate Members owe professional responsibilities to professional associations, self-regulatory organizations or regulators. Within this framework, Staff and Directors are expected to exercise good judgment and be accountable for their actions.
- (c) For Staff compliance with this Code is part of your contract with the Corporation. All Staff and Directors are required to review and attest to compliance with this Code on an annual basis.
- (d) In any situation where the appropriate conduct is unclear or ambiguous, Staff must seek the advice and direction of their manager or Vice-President of Human Resources. Furthermore, Staff and Directors are

obliged to report, in a timely fashion, any violations of this Code they may witness or reasonably suspect.

- (e) Its purpose is to:
 - (i) Promote honest and ethical conduct including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
 - (ii) Promote disclosure in order to avoid conflicts of interest, including disclosure to an appropriate person of any material transaction or relationship that reasonably could be expected to give rise to such a conflict;
 - (iii) Promote compliance with applicable governmental laws, rules and regulations;
 - (iv) Promote the prompt internal reporting to an appropriate person of violations of this Code;
 - (v) Promote accountability for adherence to this Code;
 - (vi) Provide guidance to Individuals to help them recognize and deal with ethical issues;
 - (vii) Provide mechanisms to report unethical conduct;
 - (viii) Promote a positive public reputation for the Corporation; and
 - (ix) Help foster the Corporation's culture of trust, respect and integrity.
- (f) The Corporation will expect all Individuals to comply and act in accordance, at all times, with the principles stated above and the more detailed provisions provided hereinafter. One or more violations of this Code by an Individual may be grounds for disciplinary action up to and including immediate termination of privileges, employment or office. Compliance with this Code will be included in annual performance reviews.
- (g) Individuals who are members of a profession and/or discipline which is governed by standards and codes specific to their profession will be expected to adhere to those professional codes and standards in addition to the Corporation's policies, codes and By-law. In the event that there is a conflict between the Corporation's policies, codes and By-law and the requirements imposed by a professional code or standard, the professional code or standard shall prevail.
- (h) A copy of this Code will be provided to each Individual at the start of their relationship with the Corporation, and at the time that this Code is revised

or replaced. Each Individual will be required to sign documentation acknowledging their agreement to abide by this Code. In order to ensure the effectiveness of this Code, regular training and ongoing education concerning the content and principles contained in this Code will be provided to all Individuals. A copy of this Code is accessible on the Corporation's website.

4.6.3 Workplace

(a) Preamble

Intimidating and disruptive behaviours can foster clinical errors, contribute to poor patient satisfaction and to preventable adverse outcomes, increase the cost of care, and cause qualified clinicians, administrators and managers to seek new positions in more professional environments.

(b) A Non-Discriminatory Environment

The Corporation fosters a work environment in which all individuals are treated with respect, fairness and dignity. The Corporation is an equal opportunity employer and does not discriminate against Individuals or potential Individuals on the basis of race, colour, religion, sex, national origin, age, sexual orientation or disability or any other category protected by Canadian federal and provincial laws and regulations and in addition, in accordance with the laws or regulations applicable in the jurisdiction where such Individuals are located. The Corporation will make reasonable accommodations for its Staff in compliance with applicable laws and regulations. The Corporation is committed to actions and policies to assure fair employment, including equal treatment in hiring, promotion, training, compensation, termination and corrective action and will not tolerate or condone discrimination by its Individuals.

(c) Human Rights, Diversity, Inclusion and Violence in the Workplace

The Corporation is committed to conducting all its affairs with fairness and equity and fostering a unique and inclusive culture by providing a safe and respectful work environment that is free from harassment, discrimination and violence.

In support of this commitment:

- (i) The Corporation will not condone, tolerate or ignore any harassment or discrimination on any ground protected by human or civil rights law.
- (ii) The Corporation will not condone, tolerate or ignore violence or threats of violence.

- (iii) Every employee and potential employee, as well as every customer, supplier or other person in a business relationship with the Corporation must be treated with dignity and respect.
- (iv) Every employee is responsible for treating others with dignity and respect.
- (v) Any employee must report any inappropriate behaviour of which they are aware or suspect.
- (vi) The Corporation will train managers so they can maintain a harassment, discrimination and violence-free workplace, and promptly address concerns raised with, or observed, by them.

Any employee who violates the Harassment, Discrimination and Violence in the Workplace Policy applicable to his or her business segment or jurisdiction will be subject to discipline.

(d) Alcohol and Substance Abuse

The Corporation is committed to maintaining a safe and healthy work environment free of alcohol and substance abuse. All Individuals are expected to perform their responsibilities in a professional manner and be free from the effects of drugs and/or alcohol.

(e) Employment of Family Members

Unless otherwise approved by your Manager, your relative may not be hired, promoted or transferred where one of you would:

- (i) be working directly for or supervising the other;
- (ii) have indirect control or authority over the other; or
- (iii) be reporting to the same supervisor/manager as the other.

Neither of you can be involved in any way in the performance or salary review of the other.

If you are involved in the recruitment of a relative you must disclose this relationship to the hiring manager as soon as you become aware of the application.

The same restrictions and requirements outlined above also apply with respect to any person with whom you are involved in a romantic relationship.

(f) Domestic Violence

The Corporation is committed to providing guidance to Individuals in addressing issues related to domestic violence.

4.6.4 Environment, Health & Safety

(a) Environment

The Corporation is committed to sound environmental management. It is the intent of the Corporation to conduct itself in partnership with the environment and community at large as responsible and caring corporate citizens. The Corporation is committed to managing all phases of its affairs in a manner that minimizes any adverse effects of its operations on the environment, while balancing its obligations under the HSAA.

(b) Health & Safety

The Corporation is committed to providing a healthy and safe workplace in compliance with applicable laws, rules and regulations. Staff must be aware of the safety issues and policies that affect their job, other Staff and the community in general. Managers, upon learning of any circumstance affecting the health and safety of the workplace or the community, must act immediately to address the situation. Staff must immediately advise their managers of any workplace injury or any circumstance presenting a dangerous situation to them, other co-workers or the community in general, so that timely corrective action can be taken.

4.6.5 Third Party Relationships

(a) Conflict of Interest

(i) A Conflict of Interest occurs when a person's private affairs or financial interests are in an actual or perceived conflict with their duties to the Corporation. Each Individual owes a duty to the Corporation to advance its legitimate interests when the opportunity to do so arises and to refrain from activities which could hinder their ability to act in the Corporation's best interest, have the potential to do so or could be perceived as doing so.

(ii) Individuals must avoid all situations in which their personal interests conflict or might conflict with their duties to the Corporation. Individuals are free to engage in outside employment, business, and community activities; however, in doing so Individuals should seek to avoid acquiring any interests or participating in any activities that would tend to deprive the Corporation of the time or attention required to perform their duties properly, or create an obligation or distraction which would affect their judgement or ability to act solely in the Corporation's best interest.

- (iii) Individuals shall not use their status or position with the Corporation or misuse information of the Corporation for personal gain.
 - (iv) Staff are required to disclose in writing to their immediate supervisor all clinical, research, business, commercial or financial interests or activities that might reasonably be regarded as creating an actual or potential conflict with their duties. Directors are subject to the Conflict of Interest provisions contained in the Corporation's By-law.
- (b) Gifts and Entertainment
- (i) Individuals or their immediate families shall not use their position with the Corporation to solicit any cash, gifts or free services from any patient, client, supplier or contractor of the Corporation for their or their immediate family's or friend's personal benefit.
 - (ii) You may accept gifts and entertainment if they benefit the organization and are within normal industry standards for business relationships and hospitality.
 - (iii) You are encouraged to consider the motive behind gifts and entertainment to ensure the proposed activity is justified by ongoing business activity or is otherwise within the spirit of business courtesy and relationship management. You must be comfortable that the gift or entertainment would not create a sense of obligation, appear to improperly influence a business decision or be perceived by third parties as being extravagant or excessive. Any concerns about gifts or entertainment should be discussed with your manager in advance of acceptance.
 - (iv) The following are guidelines regarding whether such gifts and entertainment are reasonable:
 - (A) Nominal gifts and entertainment, such as logo items, pens, calendars, caps, shirts and mugs are acceptable.
 - (B) Individual gifts with an estimated value in excess of \$100 must be reported.
 - (C) Multiple gifts from the same supplier or vendor over a short period of time must not be accepted.
 - (D) Reasonable invitations to business-related meetings, conventions, conferences or product training seminars may be accepted.
 - (E) Invitations to social, cultural or sporting events may be accepted if the cost is reasonable and attendance serves a

customary business purpose such as networking (e.g. meals, holiday parties and tickets).

- (F) Invitations to golfing, fishing, sports or similar cultural or entertainment events that are usual and customary for the position within the Corporation and the industry and promote good working relationships with customers and suppliers may be accepted provided, in the case of Staff, they are approved in advance by the person's manager.

If you have any doubt about whether the gift is within normal industry standards for business relationships and hospitality or may otherwise be accepted, offered or given, you should seek guidance from your supervisor.

(c) Supplier and Contractor Relationships and Gifts

- (i) The Corporation shall comply with the *Broader Public Sector Accountability Act* (Ontario), its guidelines and directives.
- (ii) Gifts or entertainment should not be offered or given to existing or potential suppliers or contractors or others with whom the Corporation is seeking a business relationship (hereinafter collectively referred to as a "Supplier") if such gifts or entertainment would not be considered to be within normal industry standards for business relationships and hospitality. The following are guidelines regarding gifts and entertainment which may be provided to the Supplier:
 - (A) Nominal gifts and entertainment, such as logo items, pens, calendars, caps, shirts and mugs.
 - (B) Reasonable invitations to business-related meetings, conventions, conferences or product training seminars.
 - (C) Invitations to social, cultural or sporting events may be extended if the cost is reasonable and attendance serves a customary business purpose such as networking (e.g. meals, holiday parties and tickets).
 - (D) Invitations to golfing, fishing, sports events or similar trips that are usual and customary for the position within the Corporation and the industry and promote good working relationships with customers and suppliers.
- (iii) Staff must inform their managers, and Officers and Directors must inform the Chair of the Resources Committee of any relationships that appear to create a Conflict of Interest.

(d) Reasonable Expenses

Individuals must comply with the Corporation's expense policy. Only reasonable expenses may be incurred.

(e) Public Relations

(i) The Corporation's Chair and Chief Executive Officer are responsible for all public relations, including all contact with the media. Unless specifically authorized to represent the Corporation to the media, an Individual may not respond to inquiries or requests for information. This includes newspapers, magazines, trade publications, radio and television as well as any other external sources requesting information about the Corporation. If the media contacts an Individual about any topic, the contacted person should immediately refer the call to one of the above individuals.

(ii) Individuals must be careful not to disclose confidential, personal or business information through public or casual discussions to the media or others.

(f) Government Relations

(i) Individuals may participate in the political process as private citizens. It is important to separate personal political activity and the Corporation's political activities, if any, in order to comply with the appropriate rules and regulations relating to lobbying or attempting to influence government officials. The Corporation's political activities, if any, shall be subject to the overall direction of the Board and limited so as not to compromise any of the charitable registrations.

(ii) The Corporation will not reimburse Staff for money or personal time contributed to political campaigns. In addition, Staff may not work on behalf of a candidate's campaign while at work or at any time use the Corporation's facilities for that purpose unless approved by the Chair of the Resources Committee.

(iii) No Individual may offer improper payments when acting on behalf of the Corporation.

(iv) In addition, the Corporation and all Individuals are strictly prohibited from attempting to influence any person's testimony in any manner whatsoever in courts of justice or any administrative tribunals or other government bodies.

(g) Confidentiality

All Staff, Directors and Officers are subject to the confidentiality provisions contained in the Corporation's By-law.

(h) Directorship

An Employee shall not act as Director or officer of any other corporate entity or organization, public or private, without the prior written approval of the Chief Executive Officer or, in the case of the Chief Executive Officer, the Board Chair. Directorships or officerships with such entities will not be authorized if they are considered to be contrary to the interest of the Corporation. The Chief Executive Officer may provide authorizations for Directorships/officerships that are necessary for business purposes or for Directorships/officerships with charitable organizations or other entities that will further the Corporation's profile in the community or the Corporation's interests.

4.6.6 Legal Compliance

All Individuals are expected to comply in good faith at all times with all applicable laws, rules and regulations and behave in an ethical manner.

4.6.7 Cooperating with Investigations

All Corporate Members are required to cooperate with internally and externally led investigations audits or reviews which may, from time to time, occur. This includes attending all necessary meetings and accurately and fully answering all questions and maintaining the confidentiality of the investigation. Further, you may not in any way obstruct, hinder or delay any investigation.

4.6.8 Personal Integrity

(a) Criminal Record

In order to ensure the health and safety of all patients and Staff, all Individuals must inform their manager or Human Resources if they are charged or convicted of a criminal offence. Depending upon the nature of the charge or conviction, such persons may be subject to employment action.

(b) Excessive Personal Debt

The Chief Executive Officer, Vice-Presidents and employees who have responsibilities for payroll, finance and purchasing are expected to ensure they can meet their financial obligations from their salary and other personal assets. Staff experiencing personal financial difficulties must discuss their circumstances with their manager or Director of Human

Resources. Financial counselling may be arranged to help the person regain control of their financial circumstances.

4.6.9 Personal Relationships

- (a) Directors must not give to or receive from any friend, relative or someone with whom you are involved in a close personal relationship, any special consideration relating to employment or conditions of employment. Your business decisions must be based on sound ethical business practices, and your human resources decisions must be based on sound management practices and not be influenced by personal concerns.

4.6.10 Information and Records

- (a) Confidential and Proprietary Information and Trade Secrets

- (i) Individuals may be exposed to certain information that is considered confidential by the Corporation, or may be involved in the design or development of new procedures related to the business of the Corporation. All such information and procedures, whether or not the subject of copyright or patent, are the sole property of the Corporation. Individuals shall not disclose confidential information to persons outside the Corporation, including family members, and should share it only with other Individuals who have a "need to know" without the prior written authorization of the Director of Human Resources.
- (ii) All Individuals are responsible and accountable for safeguarding the Corporation's documents and information to which they have direct or indirect access as a result of their employment, officership or Directorship with the Corporation.

- (b) Privacy Rights of Victims and Staff of the Corporation

The Corporation is committed to maintaining the privacy rights of its patients and all Individuals. The Corporation requires all Individuals to maintain the confidentiality and correctness of all personal information in a manner consistent with the *Freedom of Information and Protection of Privacy Act* (Ontario) ("FIPPA") and, with respect to personal health information, the *Personal Health Information Protection Act* (Ontario, "PHIPA"). For further information concerning issues of privacy, confidentiality of personal information or FIPPA/PHIPA, please contact the Corporation's Privacy Officer or refer to the Corporation's privacy policy available online and in the office of the Privacy Officer.

- (c) Financial Reporting and Records

The Corporation maintains a high standard of accuracy and completeness in its financial records. These records serve as a basis for managing our

business and are crucial for meeting obligations to Staff, customers, donors and others, as well as for compliance with regulatory, tax, financial reporting and other legal requirements. Any Individual who makes entries into business records or who issues regulatory or financial reports, has a responsibility to fairly present all information in a truthful, accurate and timely manner. No Individual shall exert any influence over, coerce, mislead or in any way manipulate or attempt to manipulate the independent auditors of the Corporation.

(d) Record Retention

The Corporation maintains all records in accordance with laws and regulations regarding retention of business records. The term "business records" covers a broad range of files, reports, business plans, receipts, policies and communications, including hard copy, electronic, audio recording, microfiche and microfilm files whether maintained at work or at home. The Corporation prohibits the unauthorized destruction of or tampering with any records, whether written or in electronic form, where the Corporation is required by law or government regulation to maintain such records or where it has reason to know of a threatened or pending government investigation or litigation relating to such records.

4.6.11 Reporting to Local Health Integration Network and Ministry of Health and Long-Term Care

The Corporation maintains a high standard of accuracy and completeness in its reporting obligations to the Local Health Integration Network and the Ministry of Health and Long-Term Care, including without limitation, its reporting obligations under its HSAA and to the Canadian Institute for Health Information.

4.6.12 Corporation's Assets

(a) Use of Corporation's Property

The use of Corporation property for individual profit or any unlawful unauthorized personal or unethical purpose is prohibited. The Corporation's information, technology, intellectual property, buildings, land, equipment, machines, software and cash must be used only for business purposes.

(b) Destruction of Property and Theft

No Individual shall intentionally damage or destroy the property of the Corporation or others or commit theft.

(c) Intellectual Property

Individuals may not reproduce, distribute or alter copyrighted materials without permission of the copyright owner or its authorized agents.

Software used in connection with the Corporation's business must be properly licensed and used only in accordance with that license.

(d) Information Technology

- (i) The Corporation's information technology systems, including computers, e-mail, intranet and internet access, telephones and voice mail are the property of the Corporation and are to be used primarily for business purposes. The Corporation information technology systems may be used for minor or incidental personal messages provided that such use is kept at a minimum and is in compliance with Board policies.
- (ii) Individuals may not use the Corporation's information technology systems to:
 - (A) Allow others to gain access to the Corporation's information technology systems through the use of their password or other security codes;
 - (B) Send harassing, threatening or obscene messages;
 - (C) Send chain letters;
 - (D) Access the internet for inappropriate use;
 - (E) Send copyrighted documents that are not authorized for reproduction;
 - (F) Make personal or Corporation solicitations unless authorized by a senior officer; or
 - (G) Conduct personal commercial business.

The Corporation may monitor the use of its information technology systems including conducting random audits to ensure compliance with this Code and any other applicable policies.

(e) Intellectual Property

The Corporation shall develop a policy which governs the funding and ownership of intellectual property developed by the Staff.

4.6.13 Using this Code: Waivers and Reporting Violations

- (a) It is the responsibility of all Individuals to understand and comply with this Code. To ensure compliance, ongoing training and education concerning this Code will be provided on a regular basis. Additionally, all Individuals have access to the Corporation's ethics hotline, where information relating

to all matters discussed in this Code maybe obtained anonymously and on a confidential basis.

- (b) The Board is ultimately responsible, acting through the Resources Committee, for this Code and monitoring compliance with this Code. Any waivers of the provisions of this Code may be granted only by the Board, if such waiver is for the benefit of a Director or senior Officer of the Corporation. Waiver for all other Staff shall be granted exclusively by the Chief Executive Officer or Director of Human Resources as may be designated by the Resources Committee.
- (c) Directors or Officers who become aware of any violation to this Code shall promptly report them to the Chair of the Resources Committee openly or confidentially (in the manner described above).

4.6.14 Disclosure and Reporting Policy: Non-Retaliation Policy and Protection

- (a) Wrongdoing

Any violation of this Code is considered a “Wrongdoing”.

- (b) Prohibition Against Discrimination

The Corporation prohibits discrimination, harassment and/or retaliation against any Individual who reports, in good faith, conduct which they reasonably believe to be a Wrongdoing (a “Protected Disclosure”).

- (c) Protection

- (i) Each Individual has an obligation to disclose any good faith concern in respect of a Wrongdoing.

- (ii) The Corporation is committed to protecting Individuals from interference with making a Protected Disclosure or retaliation for having made a Protected Disclosure.

- (iii) The Corporation will not discharge, demote, suspend, threaten, harass or otherwise discriminate or retaliate against them in the terms or conditions of employment, officership or Directorship because the Individual made a Protected Disclosure.

- (iv) The Corporation shall develop a Disclosure and Reporting Policy to govern such Protected Disclosures.

- (d) Cooperation

All Individuals are required to cooperate with the Resources Committee and senior administration as they, from time to time, audit or investigate issues under this Code or otherwise within the Corporation. This includes

attending all necessary meetings, accurately and fully answering all questions and maintaining the confidentiality with respect to the investigation. Individuals may not in any way obstruct, hinder or delay any internal audit or investigation.

4.6.15 Accountability and Consequences

Individuals who violate this Code and related policies may be subject to progressive disciplinary action up to and including termination of employment, privileges, or office.

4.6.16 Failure to Comply

All Corporate Members are responsible to be aware of and understand the provisions of this Code as well as other applicable corporate policies, including those specifically identified in this Code. Failure of a Corporate Member to comply with this Code and those policies may result in disciplinary action up to and including termination of employment, privileges or office and may also impact upon performance rating and incentive pay. Directors are also required to comply with this Code. Failure of a Director to comply with this Code will be dealt with in accordance with the policies and procedures of the Board of the Corporation.

4.6.17 General

The Governance & Nominating Committee shall review and assess the adequacy of this Code at least annually and submit any proposed amendments to this Code to the Resources Committee, the Board and Members for approval.

4.6.18 Annual Attestation

All Corporate Members are required as a condition of their ongoing contract of employment, privileges, or office, as the case may be, with the Corporation shall be required to complete on attestation on an annual basis that they have complied with the obligations set out in section 4.6.16 above.

4.7 CONFLICT OF INTEREST POLICY

4.7.1 Policy Statement

Employees and physicians working for the Corporation and Board Members, are expected to conduct themselves with personal integrity, ethics, honesty and diligence in performing their duties for the organization. Employees and Board Members are required to support and advance the interests of the organization and avoid placing themselves in situations where their personal interests actually or potentially conflict with the interests of the Corporation.

4.7.2 Purpose

The purpose of this policy is:

- (a) To promote integrity and public trust;
- (b) To define broad principles and behaviour standards that promote a high level of ethical conduct;
- (c) To provide guidelines for identifying situations that may give rise to Conflicts of Interest;
- (d) To establish the process for eliminating potential Conflicts of Interest.

4.7.3 Scope

- (a) This policy applies to all employees and physicians ("Employees") and Board Members of the Corporation. The standards outlined in this policy are particularly relevant to Employees and Board Members who are in a position to make or influence decisions of the organization.
- (b) All business decisions, including those with financial and human capital considerations, must be made, and seen to be made, independently of personal relationships.

4.7.4 Rules

The rules and examples that follow do not exhaust the possibilities for Conflict of Interest, but they identify obvious situations covered by the policy.

- (a) Special Treatment

Employees and Board Members are not allowed to use their positions to give anyone special treatment that would advance their own interests or that of any member of their family, their friends or business associates.

- (b) External Activities - outside work or business activities Employees and Board Members may not engage in any outside work or business activities that:

- (i) Conflicts with their duties as an Corporation employee or Board Member
- (ii) Uses their position or information that they gain through work at the Corporation, for private or personal gain
- (iii) Impedes or negatively influences their ability to carry out their duties as an employee
- (iv) Adversely affects the reputation of the Corporation in any way

An external activity is defined as any outside work, employment, occupation or business activity that is not part of that person's normal duties and does not involve them acting for or on behalf of the Corporation.

(c) Using the Corporation Property

Employees and Board Members may not use, or permit the use of items of the Corporation property, facilities, equipment, supplies or other resources for activities not associated with their work.

(d) Confidential Information

Employees and Board Members may not disclose confidential or privileged information about the Corporation property, business or financial activities, or use confidential information to advance personal or others' interests. Employees and Board Members cannot divulge confidential or privileged information about the Corporation employees without those employees' written authorisation.

(e) Financial Interest

Employees and Board Members who knowingly, or could be perceived to have, have financial interests in an the Corporation contract, sale or other business transaction, or have family members, friends or business associates with such interests, must not represent or advise the organization in such transactions.

4.7.5 The Process

(a) Annual Responsibilities

All current Employees and Board Members are required to complete and return to the Corporation Human Resources, the Declaration Form attached as Appendix 4.7.5. All Employees and Board Members are responsible to submit a new form where they are contemplating involvement in an activity that could be a Conflict Of Interest.

(b) Requirement to Report Conflict of Interest

- (i) Employees and Board Members must disclose in writing to the Chief Executive Officer any potential or perceived Conflict Of Interest situation. If a potential Conflict Of Interest develops where one did not previously exist, they are responsible for advising the Chief Executive Officer immediately.
- (ii) An Employee or Board Member who has declared a potential or actual Conflict of Interest to the Chief Executive Officer will receive written response on how to avoid/resolve the conflict.
- (iii) It is the responsibility of the employee and supervisor, in consultation with the Chief Executive Officer, to determine whether a Conflict of Interest exists. The Chief Executive Officer should resolve any uncertainty as to whether a Conflict of Interest exists.
- (iv) The final method of resolution will be documented and retained in the file of the person who made the declaration.

(c) Refrainment from Engaging

In the event that a potential Conflict of Interest has been declared in writing to the Chief Executive Officer, the Employee or Board Member will, to the extent possible, refrain from engaging in any activity to which the Conflict of Interest relates until such time as the Chief Executive Officer has ruled on the matter.

(d) Deemed to be Eliminated

Provided that the steps set out in this policy to identify and resolve a Conflict of Interest have been taken and provided that the appropriate level of authority, as set out above, has authorized a course of action, and the Employee or Board Member has adhered to such course of action, then a Conflict of Interest shall be deemed to have been eliminated.

(e) Failure to Comply with the Policy

Employees and Board Members who fail to comply with this policy by not declaring a Conflict of Interest and/or following the procedures set out will be considered to be in breach of their obligations to the Corporation. Such a breach may result in discipline up to and including dismissal.

Appendix “4.7.5”

ANNUAL DECLARATION FORM

Board of Directors and Designated Executives²

- **I consent** to serve as a Board member or Community Member on a Board Committee of the Corporation;
- **I consent**, with proper notice, to participate in Board and/or Committee meetings in person or by means of telephone, electronic or other communications facilities that permit all persons participating in the meeting to communicate with each other adequately;
- **I agree**, in accordance with the *Personal Health Information Protection Act, 2004* (Ontario) and other applicable privacy laws, to respect the confidentiality of the Corporation’s matters to which I, as a Board or Community Member, may be exposed. This may be in the form of various audits, personnel or property issues, medical staff appointments, litigation issues, contractual arrangements and confidential health information, and other like issues. Particularly noteworthy is my acknowledgement of the need for absolute confidentiality of patient information to which Board or Community Members of a Board Committee do not otherwise have access in the normal course of their duties;
- **I agree** to abide by the terms and conditions for Board Members or Community Members of a Board Committee as set out in the By-law and any applicable administrative policies, including the Governance Manual on Conflict of Interest; and
- **I agree** to comply with all Legislation, industry standards and all Board Charters and Policies including:
 - the Act;
 - Accreditation Canada’s Governance Standards;
 - the Corporation’s By-law;
 - the Conflict of Interest Policy;
 - Respect in the Workplace Policy;
 - Corporate Code of Conduct;
 - Criminal Background Check Policy; and

² All capitalized terms not defined in this Governance Manual shall have the definitions ascribed to such terms in the Corporation’s By-Law as may be amended from time to time.

- the Board Charters.
- **I understand** that by being a Director of the Corporation, I am required to:
 - comply with the standard of care set out in the By-law;
 - comply with all Board Charters and Policies as developed from time to time, including without limitation, the responsibilities of individual Directors;
 - participate in relevant education programs as set out in Board policy from time to time;
 - demonstrate my support for the work of the Corporation's foundation by attending at least four (4) Foundation or joint Corporation/foundation events each year;
 - make an annual financial donation to the Foundation; and
 - sign the Director Conflict of Interest form attached as Schedule "A".
- **I will** promptly bring to the attention of the chair of the Audit Committee or the Chief Executive Officer (or through the use of the Whistleblower Policy) any information that I have regarding the conduct of a Board member, Committee member or Designated Executives non-compliance with the Legislation, By-Law, Code of Conduct, or Conflict of Interest provisions.
- **I understand and acknowledge** that my failure to comply with the Code of Conduct and/or Conflict of Interest Policy will be considered a breach of my obligations to CKHA and may result in discipline up to, and including termination.

Signature Date

Name

SCHEDULE "A"

CONFLICT OF INTEREST

Board of Directors and Designated Executives³

Each Board Member and Designated Executive shall complete and sign this form and deliver it to the Chair of the Board (c/o the Corporate Secretary) in respect of each fiscal year of the Chatham-Kent Health Alliance ("CKHA") by no later than April 15 in each year. For any questions concerning the Conflict of Interest Policy⁴, please contact the Corporate Secretary.

I am (check the appropriate box(es)):

- a member of the Board of Directors and/or a Committee of the Board
- a Designated Executive

I declare that:

- (a) I have read and am bound by the Conflict of Interest Policy.
- (b) At the present time, and at all times during the past fiscal year (April 1 to March 31) of CKHA: (check the appropriate box)
 - Neither I nor any Associate⁵ (as defined in the By-Law) are, or have been, in a conflict of interest situation nor am I aware of any fact situation which could give rise to a conflict of interest.

or

- I am, or an Associate is, or have been, in a conflict of interest situation or a potential or perceived conflict of interest situation and I have

³ "Designated Executive" means the President & CEO of CKHA and individuals employed by CKHA as an executive member of CKHA's management group who report directly to the President & CEO, currently, the Chief of Staff, the Vice President & Chief of Nursing Executive, the Vice President & Chief Financial Officer, Vice President & Chief Human Resources Officer.

⁴ Reference is made to CKHA Code of Conduct and Conflict of Interest Policy set out in CKHA's Governance Manual as may be amended from time to time.

⁵ "Associate" is defined in paragraph 1(e) of the By-Law as follows:

- (e) "Associates" in relation to an individual means children living in the individual's household, or the individual's parents, siblings, spouse, or common law partner, and includes any organization, agency, company or individual (such as a business partner) with a formal relationship to the individual;

notified the Board Chair and have listed the actual or perceived conflicts on Appendix "A".

- (c) I understand and acknowledge that my failure to comply with Conflict of Interest Policy will be considered a breach of my obligations to CKHA and may result in discipline up to, and including termination.

Signature

Name (Print Please)

Date

Board Chair to Complete

Declaration is Acceptable/ Unacceptable (check the appropriate box(es)).

Comments:

I confirm that a copy of the declaration has been placed on the individual's record.

Signature

Print Name

Date

Appendix "A"

Required Disclosures

Declared Actual or Perceived Conflicts

4.8 DISCLOSURE AND REPORTING POLICY NEED TO REVISE THIS TO REFELCT THE 3'RD PARTY WHISTLEBLOWER PROCESS WE HAVE SET UP

4.8.1 Purpose and Scope of Policy

(a) Introduction

This Policy has been put in place to ensure that processes are in place to disclose, in good faith, information concerning Wrongdoing within the Corporation that may involve ethical, clinical and administrative concerns.

(b) Purpose of Policy

The purpose of this Policy is to establish procedures for:

- (i) the receipt, retention, and treatment of a Disclosure received by the Corporation regarding any concern in respect of the following (hereinafter collectively referred to as “Wrongdoing”):
 - (A) quality of care, services, and conditions (including working conditions) at the Corporation;
 - (B) accounting, internal accounting controls, or auditing matters;
 - (C) violation of the By-Law , Rules or Policies of the Corporation, including without limitation, the Policy relating to Corporate Code of Conduct;
 - (D) the commission of a criminal or regulatory offence;
 - (E) any behaviour, act or omission resulting in a requirement to report to a governing College under the Regulated Health Professions Act or the *Public Hospitals Act*, or
 - (F) violations of Legislation;
- (ii) the submission by an employee, member of Professional Staff, officer, director, agent, volunteer, contractor or subcontractor of the Corporation (“Individual”), on a confidential basis and in good faith, of a concern regarding a Wrongdoing; and
- (iii) the protection of any Individual who in good faith:
 - (A) presented a grievance, complaint or report to the Corporation, to a governing College, or to any governmental authority, or to an agency responsible for accrediting or evaluating the Corporation in respect of a Wrongdoing or as permitted or required by any Legislation; or

- (B) has initiated, participated or cooperated in a (internal or external) review or investigation or administrative proceeding related to a Wrongdoing (hereinafter collectively referred to as a “Disclosure”).

4.8.2 **Non-Retaliation and Protection Policy**

- (a) **Prohibition Against Discrimination**

The Corporation prohibits discrimination, harassment and/or retaliation against any Individual who makes a Disclosure, in good faith, of a Wrongdoing.

- (b) **Protection**

- (i) The Corporation is committed to protecting an Individual from interference with making a Disclosure or retaliation for having made a Disclosure.
- (ii) The Corporation will not discharge, demote, discipline, suspend, threaten, harass, prejudicially modify the privileges of, or otherwise discriminate or retaliate against an Individual in the terms or conditions of his/her employment or privileges (hereinafter collectively called a “Reprisal”) because an Individual made a Disclosure.

- (c) **Collective Responsibilities**

All Individuals are responsible for ensuring that the workplace is free from any Reprisal.

4.8.3 **Procedures for the Submission and Investigation of Disclosures**

- (a) **Existing Policies and Procedures**

- (i) This Policy is not intended to replace the procedures that already exist for the reporting or investigation of Disclosures.
- (ii) In the ordinary course, it is expected that concerns will be reported through normal reporting practices, Policies and procedures. For example, separate procedures exist for Individuals to raise individual issues relating to:
 - (A) grievances in respect of their employment and the terms of their employment;
 - (B) the quality of clinical care provided to the Corporation’s patients by those members of the Corporation’s Professional Staff;

- (C) workplace safety, harassment and discrimination; or
- (D) occupational health and safety concerns.

(iii) Any Individual who makes a Disclosure of a Wrongdoing or a suspected Wrongdoing, whether falling within the scope of section 4.8.1(b) of this Policy or under any existing Corporation Policy, is protected by the safeguards set out in section 4.8.2 against any Reprisal.

4.8.4 Procedures for the submission and investigation of a Disclosure of Wrongdoing

(a) Reporting Wrongdoings

If an Individual reasonably believes that he or she has information that could show that a Wrongdoing has been committed or is about to be committed, the Individual may make a Disclosure in accordance with the process set out below.

(b) Submission of Complaints Regarding Wrongdoing

(i) (A) In the ordinary course, a Disclosure should be reported to the Individual's supervisor.

(B) A Disclosure made under section 4.8.4(a) must be in writing and must include the following information, if known:

- (1) a description of the Wrongdoing;
- (2) the name of the Individual or Individuals alleged to:
- (3) have committed the Wrongdoing, or
- (4) be about to commit the Wrongdoing;
- (5) the date of the Wrongdoing;
- (6) whether the Wrongdoing has already been disclosed and a response received.

(C) If the Disclosure involves personal information or confidential information, the Individual must take reasonable precautions to ensure that no more information is disclosed than is necessary to make the Disclosure.

(D) In such an event, the Disclosure shall be investigated within the ordinary course of business and the outcome shall be reported to the Vice-President of Human Resources.

- (ii) Where the Individual is reluctant to report the concern to their supervisor and the matter relates to financial matters, the concern shall be set forth in writing and forwarded in a sealed envelope to the chair of the Resources Committee through the Chair in an envelope labelled with a legend such as "To be opened by the Resources Committee only." If an Individual would like to discuss any matter with the Audit Finance Committee, that Individual should indicate this in the submission and include a telephone number at which he or she might be contacted if the Resources Committee deems it appropriate. If any such envelope is received by the Senior Executive Management, it shall be forwarded promptly and unopened to the chair of the Resources Committee.
 - (iii) Management of the Corporation shall promptly forward to the Resources Committee any complaints that it has received regarding financial statement Disclosures, accounting, internal accounting controls or auditing matters.
- (c) Investigation of A Complaint
 - (i) Following the receipt of a complaint submitted hereunder, the complaint shall be investigated.
 - (ii) The purpose of an investigation into a Disclosure of Wrongdoing is to bring the Wrongdoing to the attention of the appropriate supervisor, and to recommend the corrective measures that should be taken.
 - (iii) The results of the investigation shall be communicated to the Individual making the Disclosure.
 - (iv) Where there are existing more specific Policies which govern such investigations, for example, the Medical Staff By-Law and the Professional Staff Behavioural Expectations Policy, the more specific Policy shall be followed.
- (d) Investigation Procedures, Reporting and Records
 - (i) The Vice-President of Human Resources may enlist Corporation employees and/or outside legal, accounting or other advisors, as appropriate, to conduct any investigation of a Wrongdoing. The investigation is to be conducted as informally and expeditiously as possible. In conducting any investigation, the Investigator shall use reasonable efforts to ensure that Individuals are treated fairly including the Individuals making the Disclosure, witnesses, and the Individuals alleged to be responsible for the Wrongdoings.
 - (ii) The Vice-President of Human Resources shall make reports on a monthly basis to the Board of the Corporation concerning any

complaints received, any investigations undertaken, any findings arising from such investigations, and any disciplinary action taken as a result of such investigations.

- (iii) The Vice-President of Human Resources shall retain a record of any information and documentation pertaining to such complaints or concerns for a period of no less than seven (7) years.
- (iv) When Investigation Not Required

The Investigator is not required to investigate a Disclosure — and the Vice-President of Human Resources in consultation with another Vice-President, may cease an investigation — if he or she is of the opinion that:

- (A) the subject matter of the Disclosure could more appropriately be dealt with, initially or completely, according to a procedure provided for under the Legislation;
- (B) the Disclosure is frivolous or vexatious, or has not been made in good faith or does not deal with a sufficiently serious subject matter;
- (C) so much time has elapsed between the date when the subject matter of the Disclosure arose and the date when the Disclosure was made that investigating it would not serve a useful purpose;
- (D) the Disclosure relates to a matter that results from a balanced and informed decision-making process;
- (E) the Disclosure does not provide adequate particulars about the Wrongdoing as required by section 4.8.4(b);
- (F) the Disclosure relates to a matter that could more appropriately be dealt with according to the procedures under a collective agreement, employment agreement, the Corporation's By-Law or a more appropriate and specific Corporation Policy or Procedure;
- (G) there is another valid reason for not investigating the Disclosure.

The decision of the Vice-President of Human Resources may be appealed to the Chief Executive Officer whose determination shall be final unless it is in respect of a Vice-President, in which case, it may be appealed to the chair of the Resources Committee.

- (e) Referral to chair of Resources Committee, Chief of Staff or Vice-President of Communications

The Vice-President of Human Resources may refer the Disclosure to the chair of the Resources Committee, Chief of Staff or Vice-President of Communications, if he or she believes it is more appropriate.

- (f) The Vice-President of Human Resources Report Re Investigation

Upon completing an investigation, the Vice-President of Human Resources, must prepare a report containing his or her findings and any recommendations about the Disclosure and the Wrongdoing.

- (g) Matter Being Investigated Involves Supervisor

When the matter being investigated involves the Vice-President of Human Resources, the matter must be referred to the Chief Executive Officer.

- (h) Department to Notify the Vice-President of Human Resources of Proposed Steps

When making recommendations, the Vice-President of Human Resources, may request the supervisor to notify him or her, within a specified time, of the steps he or she has taken or proposes to take to give effect to the recommendations.

4.8.5 Procedures for Breaches of Non-Retaliation and Protection Policy

- (a) Procedures Applicable to Breaches of Non-Retaliation and Protection Policy

The Board has adopted the following procedures:

- (i) Any Individual who legitimately and in good faith believes that they have been the subject of prohibited discrimination, harassment and/or retaliation or is aware of any conduct which may be prohibited by this Policy is strongly encouraged to report immediately the facts forming the basis of that belief or knowledge to their supervisor, to the Vice-President of Human Resources, Chief Executive Officer or to the chair of the Resources Committee of the Corporation. Any Individual who receives such a complaint or witnesses any conduct which they legitimately and in good faith believe may be prohibited by this Policy must immediately notify their supervisor and the Vice-President of Human Resources.
- (ii) Upon receiving a complaint, the supervisor and Vice-President of Human Resources will promptly conduct or mandate any officer of the Corporation or any other Individual to conduct a thorough

investigation. It is the obligation of all Individuals to cooperate in such investigation.

- (iii) The investigation generally will include, but will not be limited to, discussion with the complainant (unless the complaint was submitted on an anonymous basis), the party against whom allegations have been made, and witnesses, if appropriate.
 - (iv) In the event that an investigation establishes that an Individual has engaged in conduct or actions of retaliation in violation of this Policy, the Corporation will take immediate and appropriate corrective action up to and including termination of that Individual's employment.
 - (v) In the event that the investigation reveals that the complaint was frivolously made or undertaken for improper motives or made in bad faith or without a reasonable basis, that complainant's supervisor will take whatever disciplinary action may be appropriate in the circumstances.
- (b) If the Vice-President of Human Resources, or Resources Committee, as the case may be, determines that a Reprisal has been taken against a Complainant contrary to this Policy, the Vice-President of Human Resources, or Resources Committee may in accordance with Corporation Policy:
- (i) permit the Complainant to return to his or her duties;
 - (ii) reinstate the Complainant or pay damages to the Complainant, if the Vice-President of Human Resources, considers that the trust relationship between the parties cannot be restored;
 - (iii) pay compensation to the Complainant in an amount not greater than the remuneration that the Board considers would, but for the Reprisal, have been paid to the Complainant;
 - (iv) pay an amount to the Complainant equal to any expenses and any other financial losses that the Complainant has incurred as a direct result of the Reprisal;
 - (v) rectify a situation resulting from the Reprisal; or
 - (vi) do or refrain from doing anything in order to remedy any consequence of the Reprisal.

4.8.6 General Offences

(a) False or misleading statement

No Individual shall - in seeking advice about making a Disclosure, in making a Disclosure, or during an investigation - knowingly make a false or misleading statement, orally or in writing, to a supervisor, designated officer or Vice-President of Human Resources, or to an Individual acting on behalf of or under the direction of any of them.

(b) Fraudulent Vexation

No Individual shall make a fraudulent vexatious disclosure.

(c) Obstruction in performance of duties

No Individual shall wilfully obstruct a supervisor, designated officer or Vice-President of Human Resources, or any Individual acting on behalf of or under the direction of any of them, in the performance of a duty under this Policy. Such conduct will be deemed to be a "Reprisal".

(d) Destruction, falsification or concealment of documents or things

No Individual shall, knowing that a document or thing is likely to be relevant to an investigation under this Policy,

(i) destroy, mutilate or alter the document or thing;

(ii) falsify the document or make a false document;

(iii) conceal the document or thing; or

(iv) direct, counsel or cause, in any manner, an Individual to do anything mentioned in clauses (i) to (iv) above.

(e) Consequences of General Offence

The Vice-President of Human Resources shall exercise discretion in terms of disciplinary an Individual who commits a general offence, including, for example an Individual who makes repeated fraudulent and vexatious disclosure, up to and including termination of employment, office or privileges.

ARTICLE 5 HOSPITAL BOARD PROCEEDINGS POLICY

5.1 POLICY

5.1.1 Policy Statement

- (a) The Board will from time to time hold hearings under the *Public Hospitals Act* or the Corporation's By-Law to determine the privileges of Professional Staff members. The Board is committed to securing the just, most expeditious and cost effective determination of every privileges proceeding before it on its merits. The Board is authorized under the *Statutory Powers Procedure Act* (Ontario) (the "SPPA") to establish Rules of Procedure governing the practice and procedure before it, including Rules for the holding of written hearings and motions. The SPPA grants certain procedural rights to parties to proceedings before administrative tribunals in Ontario.

5.1.2 Rules of Procedure for Board Hearings

- (a) In order to implement the above Policy Statement, the Board has established Rules of Procedure for Board Hearings (the "Rules") (Schedule 5.1) governing the practice and procedure before it for privileges hearings required by the *Public Hospitals Act* or granted under the By-Law. Although the SPPA only applies to hearings "required by law" (i.e., by the *Public Hospitals Act*), the Board has freely adopted the SPPA (and the Rules) to govern all privileges proceedings before it.
- (b) The Rules provide for both written and oral hearings. The Rules provides for the possibility of presumption for written hearings in respect of all Applications for Appointment, unless a party can satisfy the Board that that there is a good reason for not holding a written hearing (e.g., where extraordinary and exceptional circumstances exist in the nature of systemic or recurring issues affecting the Corporation). The principles governing the presumption of written hearings are set out in the Rules and include (a) the Corporation's mandate to maximize the allocation of its scarce resources to the provision of healthcare, and (b) the extensive pre-hearing procedural rights and post-hearing appeal rights granted to Professional Staff members under the By-Law and the *Public Hospitals Act*.
- (c) The Rules are established under the authority of Section 25.1 of the SPPA and will be liberally construed in accordance with the Policy Statement above to secure the just, most expeditious and cost-effective determination of every privileges proceeding on its merits. The Rules may be of general or particular application and may be amended from time to time by the Board. The Rules are to be read in conjunction with the By-Law, the *Public Hospitals Act*, and the SPPA. In case of any

inconsistency, the order of paramountcy is the *Public Hospitals Act*, the SPPA, the By-Law and the Rules.

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Schedule 5.1

RULES OF PROCEDURE FOR BOARD HEARINGS

RULE 1 GENERAL MATTERS

1.1 INTERPRETATION AND APPLICATION OF THE RULES

- (a) These Rules apply to hearings (i) required by or under the *Public Hospitals Act* (Ontario), or (ii) granted by or under the By-Law. These Rules are established by the Board under the authority of section 25.1 of the *Statutory Powers Procedure Act* (Ontario).
- (b) These Rules shall be liberally construed to secure the just, most expeditious and cost-effective determination of every proceeding on its merits. *PHA SPPA*
- (c) These Rules are to be read in conjunction with the By-Law, the *PHA*, and the *SPPA*, where applicable. In case of any inconsistency, the order of paramountcy shall be the *PHA*, the *SPPA*, the By-Law and these Rules.

1.2 DEFINITIONS

- (a) “**Alliance**” means the Alliance of the Corporations created by the Alliance Agreement dated April 30, 1998 among the Corporations, as amended from time to time;
- (b) “**Appeal Board**” means the Health Professions Appeal and Review Board under the *Ministry of Health and Long-Term Care Appeal and Review Boards Act, 1998* (Ontario);
- (c) “**Board**” means the Board of Directors of the Corporations;
- (d) “**By-Law(s)**” unless otherwise specified, means the by-laws of the Corporations;
- (e) “**Chair**” means the Chair of the Tribunal;
- (f) “**Corporation**” means each of the Public General Hospital Society of Chatham, St. Joseph’s Health Services Association of Chatham, and Sydenham District Hospital, and “Corporations” means all of them;
- (g) “**Director**” means the board of directors of the Corporations;
- (h) “**FIPPA**” means the *Freedom of Information and Protection of Privacy Act* (Ontario), and, where the context requires, includes the regulations made under it;

- (i) “**ILC**” means independent legal counsel retained by the Tribunal from time to time for hearings under these Rules;
- (j) “**Lawyer**” means a member of the Law Society of Upper Canada;
- (k) “**MAC**” means the Medical Advisory Committee of the Alliance appointed by the Board and constituted in accordance with the *Public Hospitals Act*;
- (l) “**PHA**” means the *Public Hospitals Act* (Ontario), and, where the context requires, includes the regulations made under it;
- (m) “**PHIPA**” means the *Personal Health Information Protection Act* (Ontario), and, where the context requires, includes the regulations made under it;
- (n) “**Professional Staff member**” means (i) a Professional Staff member as defined in the By-Law, or, for the purposes of these Rules only (ii) an original applicant for privileges under Article 15 of the By-Law, in either case who has requested a hearing under these Rules;
- (o) “**Rules**” means these Rules of Procedure;
- (p) “**SPPA**” means the *Statutory Powers Procedures Act* (Ontario), and, where the context requires, includes the regulations made under it; and
- (q) “**Tribunal**” means an *ad hoc* panel comprised of all, or a subset, of the members of the Board constituted for the purpose of holding a hearing under these Rules.

1.3 POWERS OF THE TRIBUNAL

- (a) Subject to Rule 1.4, the Tribunal shall hold hearings under these Rules. The Tribunal may exercise any of its powers under these Rules at the request of a party or on its own initiative, except where these Rules state otherwise.
- (b)
 - (i) The Tribunal may be a subset of the Board comprising not less than three (3) Directors, as determined by the Board. All procedural issues and motions shall be delegated to and determined by the Chair, unless the Tribunal orders otherwise.
 - (ii) The Corporations may determine to conduct a joint hearing.
- (c) The Tribunal may:
 - (i) lengthen or shorten any time limit in these Rules;
 - (ii) add or remove a party;
 - (iii) allow any filing to be amended;

- (iv) schedule a proceeding, with or without consultation with the parties;
- (v) direct that a proceeding be expedited;
- (vi) make orders regarding the scheduling of proceedings where two or more proceedings involve common questions of law or fact, or relate to the same or similar issues;
- (vii) make orders regarding the combining or consolidating the proceedings or any part of them where two or more proceedings involve common questions of law or fact, or relate to the same or similar matters or issues;
- (viii) determine the location of a proceeding;
- (ix) determine whether any proceeding other than a written hearing will be held, in whole or in part, and if so, whether an oral hearing or an electronic hearing, or any combination thereof, in whole or in part, will be held;
- (x) direct the order in which issues in a proceeding will be considered and determined;
- (xi) define and narrow the issues;
- (xii) determine and direct the order in which evidence or submissions will be presented;
- (xiii) question a witness;
- (xiv) limit the evidence or submissions on any issue;
- (xv) advise when additional evidence, submissions or witnesses may assist the Tribunal;
- (xvi) make such further procedural orders as are necessary to give effect to a procedural order or direction under these Rules;
- (xvii) attach terms or conditions to any procedural order or direction;
- (xviii) make such procedural orders or give such directions as are necessary to prevent abuse of its processes and ensure that the conduct of participants in Tribunal proceedings is courteous and respectful of the Tribunal, parties and others; and
- (xix) take any other action the Tribunal determines is appropriate.

1.4 PROCEDURAL REQUIREMENTS AND WAIVER

- (a) The Tribunal, on its own initiative, may waive any provision of these Rules, subject to the *SPPA*.
- (b) The Tribunal may, with the parties' consent, waive any procedural requirements of the *PHA*, the By-Law or the *SPPA*.

1.5 DECISION NOT TO PROCESS DOCUMENTS

- (a) Upon receiving documents relating to the commencement of a proceeding, the Tribunal may decide not to process the documents if:
 - (i) the documents are incomplete;
 - (ii) the documents are received after the time required for commencing the proceeding has elapsed; or,
 - (iii) there is some other technical defect in the commencement of the proceeding.⁶
- (b) If the Tribunal has made a decision not to process the documents relating to the commencement of a proceeding, the Tribunal shall give written notice of its decision to the party who commenced the proceeding, and shall set out in the notice the reasons for the decision and the requirements for resuming the processing of the documents.

1.6 DISMISSAL OF A PROCEEDING WITHOUT A HEARING

- (a) The Tribunal may dismiss a proceeding without a hearing if any aspect of the By-Law's or the *PHA*'s requirements for bringing the proceeding has not been met.⁷
- (b) Before dismissing a proceeding under this section, the Tribunal shall give notice of its intention to dismiss the proceeding to all parties to the proceeding.
- (c) The notice of intention to dismiss a proceeding shall set out the reasons for the dismissal and inform the parties of their right to make written submissions to the Tribunal with respect to the dismissal within thirty (30) days of the date of the notice.
- (d) The Tribunal shall not dismiss the proceeding until it has given notice under Rule 1.6(b) and considered any submissions made within the time allowed under Rule 1.6(c).

⁶ *Statutory Powers Procedure Act*, RSO 1990, c S.22, s 4.5 [*SPPA*].

⁷ *SPPA*, s 4.6.

1.7 DISPOSITION WITHOUT HEARING

If the parties consent, a proceeding may be disposed of by a decision of the Tribunal without a hearing.

RULE 2 REPRESENTATIVES

- 2.1 A party to a proceeding, or a witness at an oral or electronic hearing, may be represented by a Lawyer, or by an agent such as a member of the Professional Staff.
- 2.2 The Tribunal may exclude from a hearing any person appearing as a representative of a party or a witness, other than a Lawyer, if the Tribunal finds that such person is not competent to properly represent or to advise the party or witness, or does not understand and comply at the hearing with the duties and responsibilities of an advocate or advisor.
- 2.3 Where a Professional Staff member is not represented by a Lawyer, anything these Rules require or permit a Lawyer to do shall be done by the Professional Staff member.

RULE 3 COMMUNICATIONS WITH THE TRIBUNAL

- 3.1 Members of the Tribunal holding a hearing shall not have taken part in any investigation or consideration of the subject matter of the hearing before the hearing and shall not communicate directly or indirectly in relation to the subject-matter of the hearing with any person or with any party or representative of a party except upon notice to and opportunity for all parties to participate, but the Tribunal may seek legal advice from ILC in accordance with Rule 4.⁸
- 3.2 A party who has a representative shall communicate with the Tribunal through the representative. The Tribunal shall communicate with a represented party only through the party's representative. A party that communicates with the Tribunal must provide a copy or notice of the communication to the other parties prior to the Tribunal dealing with the matter.

RULE 4 ROLE OF INDEPENDENT LEGAL COUNSEL

- 4.1 The Tribunal shall retain ILC for all hearings under these Rules. The Chair may ask ILC for advice at any time, including on motions or objections at or related to the hearing. ILC may also volunteer advice if he/she sees legal problems developing in the hearing.

⁸ *Public Hospitals Act*, RSO 1990, c P.40, s 39(4) [PHA].

- 4.2 Where legal advice is given in the absence of the parties, including during deliberations, the nature of the advice shall be made known to the parties. In case of an oral or electronic hearing, in whole or in part, ILC's advice shall, to the extent reasonably possible, be given in the hearing room, on the record and in the presence of the parties.
- 4.3 The parties have the right to make submissions as to the correctness of any advice which ILC provides to the Tribunal from time to time.
- 4.4 The advice ILC provides may be general or specific, and ILC may provide advice on ultimate issues. ILC advice is not, however, binding on the Tribunal, and the ultimate decision shall remain that of the Tribunal.

RULE 5 PRESUMPTIONS REGARDING FORM OF HEARINGS

- 5.1 All proceedings in respect of Applications for Appointment under the By-Law shall be written hearings unless the Tribunal orders otherwise. The Tribunal shall only order otherwise on its own initiative, or where a party satisfies the Tribunal in accordance with Rule 1.1(b) that there is a good reason for not holding a written hearing, in whole or in part, including that extraordinary and exceptional circumstances exist in the nature of systemic or recurring issues affecting the Corporation, which require an oral or electronic hearing.⁹
- 5.2 Either party may give notice in writing of a motion to convert a written hearing to an oral or electronic hearing in whole or in part. Upon receipt of such notice, the Tribunal shall schedule the motion in accordance with Rule 10.1. The Tribunal may at any time, on its own initiative, order that an oral or electronic hearing be held in whole or in part.¹⁰
- 5.3 Subject to Rule 1.1(b) and 5.1, the Tribunal shall only order an oral or electronic hearing to the minimum extent reasonably required, and the Tribunal shall specify which aspects of the hearing will be held orally or electronically and which will continue to be held in writing. In addition, the Tribunal may impose time limits and other limits on the parties in the nature set out in Rule 5.4 below, including without limitation by identifying which witnesses may be called to give oral evidence and which may only file witness statements.
- 5.4 All proceedings in respect of Applications for Re-Appointment, Mid-Term Action, or any other hearing required under the *PHA* or granted under the By-Law shall be oral or electronic hearings unless the parties, on consent, request a written or hybrid hearing, in which case the Tribunal may so order otherwise.

⁹ *SPPA*, s 5.1.

¹⁰ *SPPA*, s 5.2.

5.5 Despite Rule 5.3, and in any event if the Tribunal holds a full oral or electronic hearing, the parties shall be subject to the following time limits unless the Tribunal orders otherwise:

- (a) five (5) hours in aggregate each to make opening statements and call evidence, including all time spent on objections or motions (excluding only time spent answering questions from the Tribunal or asking questions arising therefrom); and
- (b) one (1) hour each to make closing arguments, from which the MAC may reserve up to twenty (20) minutes for reply,
- (c) provided that all time spent on oral objections or motions will be deducted from the party losing the oral objection or motion, as the case may be.

RULE 6 DISCLOSURE

6.1 DISCLOSURE OF DOCUMENTS

The Tribunal may, at any stage of the proceeding, before all hearings are complete, make orders for:

- (a) the exchange of documents, provided the documents are not subject to a claim of privilege;
- (b) the oral or written examination of a party;
- (c) the exchange of witness statements and reports of expert witnesses;
- (d) the provision of particulars; and
- (e) any other form of disclosure.¹¹

RULE 7 HEARING DOCUMENTS

7.1 FILING AND FORMAT OF HEARING DOCUMENTS

- (a) All documents relating to a proceeding may be filed with the Tribunal by delivery to the Corporation by any of the following methods:
 - (i) in person;
 - (ii) by electronic or facsimile transmission;
 - (iii) by mail or registered mail;

¹¹ *SPPA*, s 5.4.

- (iv) by courier; or
 - (v) by any other means that may be permitted by the Tribunal from time to time.
- (b) Where a document is delivered by a party or sent by the Tribunal, receipt is deemed to have occurred when delivered:
- (i) in person, when given to the party or when left with a person at the party's last known address, with proof of delivery.
 - (ii) by electronic or facsimile transmission, on the day sent or if sent after 5 p.m., delivery will be deemed to have occurred the next business day;
 - (iii) by mail or registered mail, on the fifth day after the postmark date;
 - (iv) by courier, on the second day after it was given to the courier; or
 - (v) by any other means, on the date of service set out in any affidavit of service sworn in evidence of the delivery.
- (c) A party will provide the Tribunal with the number of copies specified by the Tribunal when delivering or submitting any document or other material.
- (d) Documentary evidence may be filed without the need for a covering affidavit or witness statement averring to when the document was sent or received, or the truth of its contents.
- (e) All written submissions of fact and law which either party is entitled to submit under these Rules shall not be more than thirty (30) pages in length, unless the Tribunal orders otherwise.
- (f) All documents prepared by a party for submission to the Tribunal under these Rules shall be typewritten, with double-spaces between the lines and a margin of at least 1 inch on all sides, using characters of at least 12 point or 10 pitch size, on pages 8 inches by 11 inches in size (the text may appear on one or both sides of the paper, provided every side with text shall count towards any page limitations).

7.2 WITNESS STATEMENTS AND EXPERT REPORTS

- (a) Each party shall be limited to filing not more than five (5) witness statements and not more than three (3) expert reports (excluding responses to expert reports), unless the Tribunal orders otherwise.
- (b) Each witness statement shall include:
 - (i) the name, address and telephone number of the witness;

- (ii) whether witness has evidence materially relevant to the subject matter of hearing, and a statement of that evidence;
 - (iii) whether the evidence is factual evidence or, if the witness is duly qualified as an expert, opinion evidence;
 - (iv) whether or not the witness has an interest in the outcome of the hearing (e.g., a financial, personal or other interest) and, if so, the nature of the interest;
 - (v) a summary of answers to any interrogatories to or from other parties that will be relied upon at the hearing;
 - (vi) the date of the statement; and
 - (vii) the signature of the witness.
- (c) All documents referred to in the witness statement shall be provided to the parties and the Tribunal at the same time the witness statement is filed.
- (d) All witness statements shall be subject to the following provisions, unless the Tribunal orders otherwise:
- (i) Witness statements shall be sworn under oath or affirmation;
 - (ii) Witness statements for the Professional Staff member and for the MAC's primary witness shall not be more than thirty (30) pages in length each, excluding exhibits (if any); and
 - (iii) Witness statements for all other witnesses shall not, in the aggregate, be more than twenty (20) pages in length, excluding exhibits (if any).
- (e) In the event a party intends to present expert evidence, the expert report shall include the information required under Rule 7.2(b), as well as:
- (i) a resume of the witness' qualifications;
 - (ii) a signed Form 1 (as attached to these Rules);
 - (iii) a summary of the opinions, conclusions and recommendations of the witness; and

- (iv) reference to those portions of other documents which form an important part of the opinions, conclusions and recommendations of the witness.

7.3 Failure to provide witness statements OR DOCUMENTS

If a party fails to comply with the Tribunal's directions in respect of witnesses and disclosure, the party may not file or rely upon the evidence of the witness or the document, without first obtaining the consent of the Tribunal, which consent may be granted upon such terms and conditions as set by the Tribunal.

RULE 8 PRE-HEARING MATTERS

8.1 PRE-HEARING CONFERENCES

- (a) The Chair may direct the parties to participate in one or more pre-hearing conferences, which may deal with the following issues:
 - (i) identifying parties and witnesses, and the scope of their participation in the hearing;
 - (ii) as applicable, determining whether a hearing other than a written hearing will be held, and if so, the date, time, length and location of the hearing;
 - (iii) hearing preliminary motions which the Chair or the Tribunal has ruled may be heard orally or electronically;
 - (iv) addressing procedural issues;
 - (v) identifying, defining and simplifying issues;
 - (vi) arranging for the exchange among parties and for the filing with the Tribunal of documents relevant to the proceeding;
 - (vii) establishing facts or evidence that may be agreed on; and
 - (viii) any other matters that may assist in the just and expeditious disposition of the proceeding.¹²
- (b) The Chair may delegate ILC to hold a pre-hearing conference on procedural matters, provided the Chair shall hold any pre-hearing conference on substantive matters such as preliminary motions.

¹² SPPA, s 5.3.

- (c) The Chair may make such orders as he/she considers necessary or advisable with respect to the conduct of the proceeding, including on the advice of ILC. Such orders shall be deemed to be orders of the Tribunal.
- (d) A pre-hearing conference may be held electronically and the Rules pertaining to electronic hearings will apply, with necessary modifications.
- (e) A pre-hearing conference shall be held in the absence of the public unless the Chair directs that it be open to the public.

8.2 NOTICE OF PRE-HEARING CONFERENCE

- (a) The Tribunal shall send written notice of pre-hearing conference to all parties to the hearing, unless a party waives this requirement.
- (b) The notice of pre-hearing conference shall be sent by mail or electronically at least one (1) business day prior to the pre-hearing conference or within such other period as the Tribunal may determine is fair in the circumstances.

8.3 AUTHORITY OF REPRESENTATIVE

A party's representative should only attend a pre-hearing conference without the party if the representative has the authority on behalf of the party to make procedural agreements and to commit to take actions respecting the matters to be addressed.

RULE 9 COMBINED AND SEPARATED PROCEEDINGS

9.1 COMBINING AND SEPARATING PROCEEDINGS

- (a) If two or more proceedings before the Tribunal involve common questions of law or fact, or relate to the same or similar matters or issues, the Tribunal may,
 - (i) combine or consolidate the proceedings or any part of them, or hear the proceedings at the same time, with the consent of the parties;¹³
 - (ii) hear the proceedings one immediately after the other; or
 - (iii) stay one or more of the proceedings until after the determination of another one of them.
- (b) Proceedings shall not be combined or heard at the same time if the Tribunal is of the opinion that a matter within one proceeding that is of an

¹³ SPPA, s 9.

intimate financial or personal nature may be disclosed in the other proceeding(s).

- (c) Where two or more proceedings, or any part of them, have been combined by the Tribunal, the Tribunal may order that the proceedings no longer be combined at any stage of the proceedings, and that the proceedings will continue separately.

9.2 **FACTORS TO CONSIDER IN COMBINING OR SEPARATING PROCEEDINGS**

- (a) In considering whether to combine or separate proceedings under this Rule 9, the Tribunal shall consider the following factors:
 - (i) whether one or more Professional Staff members simultaneously requests a hearing under these Rules;
 - (ii) whether the subject-matter of the hearings raise common issues;
 - (iii) whether a combined proceeding would be the preferable procedure for the resolution of the common issues;
 - (iv) whether combining the proceedings would unduly complicate or delay the proceedings or caused prejudice to a party; and
 - (v) any other reason which the Tribunal considers to be reasonable.
- (b) An order combining or separating proceedings is not a determination of the merits of the proceedings.

RULE 10 MOTIONS AND INTERROGATORIES

10.1 **MOTIONS**

- (a) The Tribunal may at any time, and may delegate to the Chair to at any time:
 - (i) rule upon the Tribunal's jurisdiction;
 - (ii) give directions concerning Tribunal procedures; or
 - (iii) make a procedural order for any other purpose which the Tribunal considers necessary to carry out its functions.
- (b) All motions shall be made in writing unless the Tribunal or the Chair orders otherwise. The Tribunal or the Chair shall only order otherwise in accordance with Rule 1.1(b) and Rule 5. If the Tribunal or the Chair orders otherwise in whole or in part, the Tribunal or the Chair shall appoint a date, time and place for the motion, specify the maximum time limit for the

parties' oral submissions, including a reply, and shall give notice thereof to the parties.

- (c) With respect to an oral or electronic hearing, all procedural or interlocutory issues shall be raised in a motion as soon as possible and shall be heard on a day that is at least ten (10) days before the day upon which the hearing is scheduled to commence¹⁴ unless the nature of the motion requires that it be heard during the hearing itself.
- (d) Where it appears to the Chair that the number and nature of the motions brought in a hearing are not leading to the most just and expeditious disposition of the matter, the Chair may direct that no further motions be brought before the commencement of the hearing unless the prior permission of the Chair is obtained after making a submission in writing to the Chair.

10.2 Procedure to bring a Motion

- (a) Where a party intends to bring a motion, the motion shall be made in writing, and the party shall obtain directions from the Tribunal regarding the time limits for the delivery of motion materials.
- (b) A party bringing a motion shall deliver a notice in writing that provides the following:
 - (i) the relief sought and the basis for bringing the motion, the documentary or other evidence relied upon in support of the motion, including any By-Law provision or Rule to be relied on;
 - (ii) a clear and concise statement of the relevant facts pertaining to the matters to be determined by the Tribunal; and
 - (iii) all submissions and case law.
- (c) A party responding to a motion shall deliver the following within the time set by the Tribunal:
 - (i) the documentary or other evidence relied upon in response to the motion, including any By-Law provision or Rule to be relied on;
 - (ii) a clear and concise statement of the relevant facts pertaining to the matters to be determined by the Tribunal; and
 - (iii) all submissions and case law.

¹⁴ If a hearing is scheduled to be held within fourteen (14) days of the Board receiving the notice from the Professional Staff member requesting a hearing as provided for in section 6.03 of the By-Law, the motions shall be heard at least two (2) days before the day upon which the hearing is scheduled to commence.

10.3 WRITTEN QUESTIONS AND ANSWERS (INTERROGATORIES)

- (a) The Tribunal may direct that the examination of a witness be conducted through written questions and answers, and may specify the dates by which the questions are to be asked and answered, and may direct that:
 - (i) the parties shall engage in the interrogatory process in an expeditious and cooperative manner, in order to ensure full and timely disclosure with the minimum amount of effort and cost;
 - (ii) the subject matter of interrogatories shall be restricted to those issues which the Tribunal has identified for consideration at the hearing;
 - (iii) the scope of interrogatories shall be confined to information relevant and necessary to assist the inquiring party to be reasonably informed about the issue under consideration; and
 - (iv) parties shall provide detailed, responsive and complete answers to interrogatories, along with copies of all related documentation.
- (b) The Tribunal may order the parties to provide additional information or documentation if the answers to interrogatories are not sufficiently detailed, responsive and complete.
- (c) The Tribunal may require that any answers to interrogatories or to the Tribunal's questions be given under oath or affirmation.

RULE 11 ADJOURNMENTS

11.1 RULE ON ADJOURNMENTS

A hearing may be adjourned from time to time by the Tribunal of its own initiative or where it is shown to the satisfaction of the Tribunal that the adjournment is required to permit an adequate hearing to be held.¹⁵

11.2 FACTORS TO CONSIDER FOR ADJOURNMENT

- (a) When a party requests an adjournment, the Tribunal may consider any relevant factors, including:
 - (i) the reason for the adjournment request;
 - (ii) the extent to which prejudice will be suffered by the party requesting the adjournment, if the adjournment is refused;

¹⁵ SPPA, s 21.

- (iii) the extent to which any other party will suffer prejudice if the adjournment is granted;
 - (iv) the extent to which the party requesting the adjournment gave advance notice to other parties and to the Tribunal of its request for an adjournment;
 - (v) the consent of other parties to the request for adjournment;
 - (vi) whether the party requesting the adjournment previously consented to the hearing or pre-hearing proceeding on the scheduled date;
 - (vii) the length of adjournment;
 - (viii) previous delays including the number and length of previous adjournments granted at the request of or with the consent of the party now requesting an adjournment;
 - (ix) the public interest in the efficient and timely conduct of proceedings; and
 - (x) any other possible effects on the fairness of the proceedings.
- (b) In granting an adjournment the Tribunal may impose such conditions as it considers appropriate, including, but not limited to the awarding of costs.

11.3 DENIAL OF ADJOURNMENT

- (a) The Tribunal may refuse an adjournment where:
- (i) the adjournment was requested too close to the scheduled hearing date;
 - (ii) the Tribunal is not satisfied that the adjournment is necessary;
 - (iii) the only ground for the adjournment is that the party unreasonably delayed;
 - (iv) the party consented to the original hearing date;
 - (v) the adjournment would negatively affect the fairness of the proceedings; or
 - (vi) the Tribunal is of the opinion that it would be inappropriate to grant the adjournment in the circumstances.
- (b) In the event of a denial of adjournment or in the absence of the Professional Staff member, the hearing may proceed.

RULE 12 PUBLIC ACCESS TO HEARINGS

12.1 HEARINGS OPEN TO PUBLIC, EXCEPTIONS

- (a) An oral hearing shall be open to the public except where the Tribunal is of the opinion that intimate financial or personal matters or other matters may be disclosed at the hearing of such a nature, having regard to the circumstances, that the desirability of avoiding disclosure thereof in the interests of any person affected or in the public interest outweighs the desirability of adhering to the principle that hearings be open to the public, in which case the Tribunal may hold the hearing in the absence of the public.¹⁶
- (b) In deciding whether Rule 12.1(a) applies and in addition to the factors identified above, the Tribunal shall consider:
 - (i) whether the administrative records of a Professional Staff member that relate to the member's personal practice may be disclosed at the hearing, contrary to section 65(5.5) of the *FIPPA*;
 - (ii) whether personal information may be disclosed at the hearing, contrary to section 42 of the *FIPPA*; and
 - (iii) whether personal health information may be disclosed at the hearing, contrary to section 29 of the *PHIPA*.
- (c) In a written hearing, members of the public are entitled to reasonable access to the documents submitted, unless the Tribunal is of the opinion that Rule 12.1(a) applies, and then only in accordance with and to the extent permitted by the *FIPPA* and the *PHIPA*.
- (d) An electronic hearing shall be open to the public unless the Tribunal is of the opinion that (i) it is not practical to hold the hearing in a manner that is open to the public, or (ii) Rule 12.1(a) applies.
- (e) The Tribunal may impose such conditions as it considers appropriate for the conduct of a closed hearing, including without limitation by way of an order excluding witnesses other than the MAC's witness who instructs the MAC's representative on behalf of the MAC and the Professional Staff member.

12.2 CONDUCT OF CLOSED HEARING

- (a) Unless the Tribunal orders otherwise, a closed hearing may be attended by:

¹⁶ *SPPA*, s 9.

- (i) parties and their representatives;
 - (ii) witnesses and their representatives when they are testifying in the case of an oral hearing;
 - (iii) the Tribunal; and
 - (iv) such other persons as the Tribunal considers appropriate.
- (b) Exhibits, documents, submissions and Tribunal orders relating to that part of the hearing that is closed to the public shall be marked confidential and kept separate from any public record. Access to that material shall be made available only by order of the Tribunal, and then only in accordance with and to the extent permitted by the *FIPPA* and the *PHIPA*.

RULE 13 EVIDENCE

- 13.1 Subject to Rules 13.2 and 13.2, the Tribunal may admit as evidence at a hearing, whether or not given or proven under oath or affirmation or admissible as evidence in a court, any written testimony and any other document or other thing that is relevant to the subject matter of the proceeding.¹⁷
- 13.2 Nothing in 13.1 overrides the provisions of any *Act* expressly limiting the extent to or purposes for which any testimony, documents or things may be admitted or used in evidence in any proceeding. Nothing is admissible in evidence at a hearing that would be inadmissible in a court by reason of any privilege under the law of evidence.¹⁸
- 13.3 The Tribunal may receive and act on any facts agreed on by the parties without proof or evidence.
- 13.4 The Tribunal may treat previously admitted evidence as if it had been admitted in a proceeding before the Tribunal, if the parties to the proceeding consent. For the purposes of this Rule 13.4, “previously admitted evidence” means evidence that was admitted, before the hearing of the proceeding referred to, in any other proceeding before a court or Tribunal, whether in or outside of Ontario.¹⁹
- 13.5 The Tribunal may take notice of facts that may be judicially noticed, and may take notice of any generally recognized facts, information or opinions within its specialized knowledge.²⁰

¹⁷ *SPPA*, s 15; *PHA*, s 39(6).

¹⁸ *SPPA*, s 15; *PHA*, s 39(6).

¹⁹ *SPPA*, s 15.1.

²⁰ *SPPA*, s 16; *PHA*, s 39(6).

**RULE 14
DECISIONS AND ORDERS**

14.1 INTERIM DECISIONS AND ORDERS

- (a) The Tribunal or the Chair may make interim decisions and orders.
- (b) The Tribunal or the Chair may impose conditions on an interim decision or order.
- (c) An interim decision or order need not be accompanied by reasons.
- (d) The Tribunal or the Chair shall act in its sole and absolute discretion in making all interim decisions and orders, and no Professional Staff member shall appeal, or seek judicial review of, any interim decision or order of the Tribunal or Chair, without first having exhausted his/her rights under the *PHA*.²¹
- (e) If a Professional Staff member purports to appeal, or seek judicial review of, any interim decision or order of the Tribunal without first having exhausted his/her rights under the *PHA*, the Corporation shall be entitled to seek costs on a full indemnity basis from the Professional Staff member if he/she is unsuccessful in the appeal or judicial review²².

14.2 ORAL AND WRITTEN DECISIONS

- (a) The Tribunal will normally reserve its decision, but may issue an oral or written decision at any time with reasons to follow in accordance with Rule 14.2(b).
- (b) Despite Rule 14.1(a), the Tribunal shall issue a written final decision and reasons for decision, which shall be the official decision of the Tribunal.
- (c) No member of the Tribunal shall participate in a decision of the Tribunal pursuant to a hearing unless he/she was present throughout the hearing and heard the evidence and argument of the parties and, except with the consent of the parties, no decision of the Tribunal shall be given unless all members so present participate in the decision.²³

²¹ *Khan v. Scarborough General Hospital*, 2009 CanLII 71015 (ON SCDC); *Rosenhek v. Windsor Regional Hospital*, 2008 CanLII 2614 (ON SCDC).

²² Health Professions Appeal and Review Board *Consolidated Rules of Practice and Procedure*, effective May 1, 2013, Rule 15.8; *Rules of Civil Procedure*, RRO 1990, Reg 194, Rules 56-58.

²³ *PHA*, s 39(7).

14.3 EFFECTIVE DATE OF DECISION OR ORDER

A Tribunal decision or order shall be effective from the date on which it was signed or such other date as may be specified in the decision or order.

14.4 ELECTION UNDER SECTION 25(1) OF THE SPPA

The Tribunal shall specify in every decision and order, whether procedural or substantive, interim or final, whether its decision or order is effective immediately or is stayed in the event the Professional Staff member appeals the decision to the Appeal Board. If the Tribunal fails to specify, either party may move under Rule 15 to require the Tribunal to specify, and the Tribunal shall so specify forthwith. The Tribunal's specification under this Rule 14.4 shall determine whether the Board "orders otherwise" under section 25(1) of the SPPA.²⁴

RULE 15 CORRECTION OF ERRORS AND POWER TO RECONSIDER

- 15.1 A Tribunal may at any time correct a typographical error, error of calculation, an omission or any other similar error made in its decision or order without prior notice to the parties. The Tribunal shall notify the parties of its correction to the decision or order.
- 15.2 The Tribunal, on its own initiative, on notice to the parties, or at the request of a party to a proceeding, may reconsider any decision made by it and may confirm, amend or revoke it. The Tribunal may do so at any time if it considers it advisable to do so.²⁵
- 15.3 No request for reconsideration will be considered where it is filed more than twenty (20) days after the date of the Tribunal's decision, except with permission of the Tribunal.
- 15.4 No reconsideration by the Tribunal on its own initiative of any decision or order will operate as a stay of the decision or order under reconsideration, unless otherwise ordered by the Tribunal.

RULE 16 TRIBUNAL'S CONTROL OF ITS PROCESS

- 16.1 Notwithstanding anything set out in these Rules the Tribunal may,
- (a) for the purpose of determining its own procedures and practices, make orders with respect to the procedures and practices that apply in any particular proceeding; and

²⁴ SPPA, s 25.

²⁵ SPPA, s 21.2.

- (b) to prevent abuse of its processes, make such orders or give such directions in proceedings before it as it considers proper.

DRAFT

FORM 1

**CHATHAM-KENT HEALTH ALLIANCE
TRIBUNAL RULES OF PROCEDURE**

ACKNOWLEDGEMENT OF EXPERT'S DUTY

Matter: _____

ARTICLE 6 My name is _____ (name). I live at _____ (city), in the province of _____ (name of province).

ARTICLE 7 I have been engaged by or on behalf of _____ (name of party/parties) to provide evidence in relation to the above-noted proceeding.

ARTICLE 8 I acknowledge that it is my duty to provide evidence in relation to this proceeding as follows:

- 8.1 to provide opinion evidence that is fair, objective and non-partisan;
- 8.2 to provide opinion evidence that is related only to matters that are within my area of expertise; and
- 8.3 to provide such additional assistance as the Tribunal may reasonably require to determine a matter in issue.

ARTICLE 9 I acknowledge that the duty referred to above prevails over any obligation which I may owe to any party by whom or on whose behalf I am engaged.

DATE

SIGNATURE

PRINT NAME

Note: This form must be attached to any report signed by the expert and provided for the purposes of Rule 7.2(e) of the Rules.