

SOUTH HURON HOSPITAL ASSOCIATION

SECTION	BOARD		
TITLE	ROLES AND RESPONSIBILITIES OF THE BOARD		
APPROVAL	<hr style="width: 60%; margin: 0 auto;"/> Ernie Miatello, Board Chair		
DATE	Sept. 2006 <i>(original date)</i>	March 2010 <i>(revised date)</i>	April 2010 <i>(revised date)</i>
	June 2010 <i>(revised date)</i>		

PURPOSE

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

RESPONSIBILITY OF THE BOARD

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

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

Each director is responsible to act honestly, in good faith and in the best interests of the hospital and in so doing, to support the hospital in fulfilling its mission and discharging its accountabilities.

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

Strategic Planning and Mission, Vision and Values

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

Quality and Performance Measurement and Monitoring

- The Board is responsible for establishing a process and a schedule for monitoring and assessing performance in areas of Board responsibility including:
 - Quality of patient care and hospital services – ensuring safe, high quality using measured outcomes from annual quality improvement plan
 - Fulfillment of the strategic directions in a manner consistent with the mission, vision and values
 - Oversight of management performance
 - Financial conditions
 - External relations
 - Board's own effectiveness
- The Board ensures that management has identified appropriate measures of performance.

- The Board monitors hospital and Board performance against Board-approved performance standards and indicators.
- The Board ensures that management has plans in place to address variances from performance standards indicators, and the Board oversees implementation of remediation plans.

Financial Oversight

- The Board is responsible for stewardship of financial resources including ensuring availability of, and overseeing allocation of, financial resources.
- The Board approves policies for financial planning and approves the annual operating and capital budget.
- The Board monitors financial performance against budget.
- The Board approves investment policies and monitors compliance.
- The Board ensures the accuracy of financial information through oversight of management and approval of annual audited financial statements.
- The Board ensures management has put measures in place to ensure the integrity of internal controls.

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

- The Board recruits and supervises the CEO by:
 - Developing and approving the CEO job description
 - Undertaking a CEO recruitment process and selecting the CEO
 - Reviewing and approving the CEO's annual performance goals
 - Reviewing CEO performance and determining CEO compensation
- The Board ensures succession planning is in place for the CEO.
- The Board exercises oversight of the CEO's supervision of senior management as part of the CEO's annual review.

- The Board develops a process for selection and review of the Chief of Staff and ensures the process is implemented and followed.
- The Board reviews Chief of Staff performance and sets Chief of Staff compensation.
- The Board develops implements and maintains a process for the selection of department chiefs and other medical leadership positions as required under the hospital's by-laws or the *Public Hospitals Act*.

Risk Identification and Oversight

- The Board is responsible to be knowledgeable about risks inherent in hospital operations and ensure that appropriate risk analysis is performed as part of Board decision-making.
- The Board oversees management's risk management program.
- The Board ensures that appropriate programs and processes are in place to protect against risk.
- The Board is responsible for identifying unusual risks to the organization for ensuring that there are plans in place to prevent and manage such risks.

Stakeholder Communication and Accountability

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

Governance

- The Board is responsible for the quality of its own governance.
- The Board establishes governance structures to facilitate the performance of the Board's role and enhance individual director performance.
- The Board is responsible for the recruitment of a skilled, experienced and qualified Board.
- The Board ensures ongoing Board training and education.
- The Board periodically assesses and reviews its governance through periodically evaluating Board structures including Board recruitment processes and Board composition and size, number of committees and their Terms of Reference, processes for appointment of committee chairs, processes for appointment of Board officers and other governance processes and structures.

Education

A Director shall be knowledgeable about:

- The mission and vision and activities of the Association;
- The Association's stakeholders;
- The healthcare industry generally and Association issues in particular;
- The duties and expectations of a director;
- The Board's governance role;
- Board's governance structure and processes;
- Board adopted governance policies; and,
- Corporate policies applicable to Board members.

A director shall commit to be responsible for continuous self-improvement. A director shall receive and act upon the results of Board evaluations in a positive and constructive manner.

A director is strongly encouraged, through the orientation process, to obtain the "Essentials Certificate in Health Care Governance for New Directors" provided by the OHA.

A director is strongly encouraged to participate in continuing education courses through the OHA to gain valuable knowledge that will benefit SHHA. SHHA recommends that all Board members participate in the OHA's curriculum "Leading Excellence in Governance".

The Board Chair must participate in the OHA's program "Leadership Certificate for Hospital Board Chairs" within one (1) year of taking on the position.

Legal Compliance

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

Local Health Integrated Network (“LHIN”)

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

Evaluation

- Annually (June) each Board director will participate in assessing the Board effectiveness as related to the roles and responsibilities of the Board utilizing the attached template.

Amendment

- This policy may be amended by the Board.