



Lake of the Woods  
District Hospital

# Board of Directors Governance Policy Manual



*Our Communities. Our Hospital.*

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<b>Board Charter</b>		
<b>Date Approved:</b> May 11, 2023		
<b>Date Reviewed/Revised:</b> November 8, 2018; April 11, 2019; March 11, 2021; March 29, 2023		
<b>Next Review Date:</b> May 11, 2024		

### **Preamble**

The Lake of the Woods District Hospital (LWDH) is a small hospital incorporated by an Act of the Ontario Legislature of the Province of Ontario and cited as the Lake of the Woods District Hospital Act, 1968: amended April 19, 1990. The purpose of this Board Governance Charter (“Charter”) is to outline the roles and responsibilities of the Board of Directors (“Board”) of the LWDH pursuant to the Board’s Strategic Plan in accordance with the Board’s fiduciary, legislative, and corporate responsibilities.

### **Governance Framework**

The LWDH is governed according to the Administrative Bylaw of the Lake of the Woods District Hospital, first enacted in June 2002.

### **Roles and Responsibilities**

#### **Board of Directors**

It is the Board’s fiduciary responsibility to ensure that appropriate systems of governance, strategic direction, leadership, stewardship, risk, and financial management strategies are in place.

The Board fulfills its role by establishing policies for those managing the operations of the LWDH, making decisions on matters that require Board approval, and monitoring and assessing organizational performance and outcomes.

The Board participates in the formulation and adoption of the LWDH’s mission, vision and values.

The key oversight responsibilities of the Board include:

1. **Strategy.** This includes leading the development, review, and implementation of the overall vision of the LWDH, providing guidance on the long-term strategic direction of the LWDH, and approving, adopting, and providing oversight in the implementation of the Strategic Plan.
2. **Overseeing the Role of the President and Chief Executive Officer (CEO).** This includes recruiting and hiring individuals to serve as the President, evaluating prospective Presidents, supporting the President in his/her/their role, providing him/her/them with advice and guidance, establishing evaluation parameters and evaluating the President’s performance to ensure that they are advancing the objects of the LWDH. It also includes oversight of the President’s succession plan, and ensuring there is a plan for the development of the senior leadership team.
3. **Finance, capital expenditures, and infrastructure.** This includes having oversight responsibilities for the overall financial stability of the LWDH, advising on and approving financial policies developed by the Audit and Finance Committee, reviewing, and approving the annual budget, audited financial statements, and capital projects for the LWDH. In addition, the Board monitors financial performance against the budget, and reviews and approves financial reporting processes, and ensures that the LWDH operates in compliance with its Bylaw Article 9 FINANCIAL.

4. **Risk management.** This includes oversight responsibility for business and reputational risks, accountability for ensuring an appropriate process and framework is in place to monitor risk, ensuring compliance with applicable legislation, reviewing, approving, and overseeing the risk management policies of the LWDH, and ensuring that proper mechanisms and insurances are in place to identify and mitigate principal risks and ensure accountability.
5. **Governance effectiveness.** This includes governing in a manner consistent with the needs of the LWDH, developing and approving the Board Governance Charter and other policies of the LWDH to ensure the effectiveness of the Board and the LWDH, managing the processes for appointing and evaluating directors, approving standing committee and such other special committee mandates, interpreting and delineating responsibility among committees including conducting an annual review of Standing Committee Terms of Reference, and clearly defining and respecting the Board's role in relation to that of management.

The Board is responsible for recruiting a skilled, experienced, and qualified board. This includes ensuring that the Board composition and size is appropriate to support the Board's governance work. Appointments of Board Directors should take into consideration factors such as equal opportunity to serve, ability to commit the time required to effectively participate, interest, experience, and ability.
6. **Quality of Services Offered.** This includes periodically reviewing the quality of health services offered by LWDH, monitoring safety and risk reduction strategies for patients and staff, engaging with patients and families through the Patient and Family Advisory Committee, and other methods.
7. **Advocacy.** This includes advancing initiatives that impact the level of services offered through LWDH and other partners to the LWDH catchment area.

#### **Responsibilities of a Director**

A director is a fiduciary with respect to the affairs of the LWDH. This includes the responsibility to disclose conflicts of interest, and to avoid breach of confidence. Any actual, potential, or appearance of a conflict must be disclosed, considered, and appropriately managed under the process set out in the Board's Conflict of Interest Policy.

Directors must act honestly and in good faith exercising stewardship over the LWDH's affairs and resources with a view to the best interests of the LWDH. The standard requires that a director use reasonable care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. Duties of care, skill and diligence consist of the following characteristics:

- Exercise reasonable care;
- Attend meetings;
- Keep informed;
- Apply appropriate due diligence in decision making;
- Provide appropriate oversight; and
- Question things that are not clear or understandable.

Directors must have as their primary concern, the welfare of the LWDH and its stakeholders. Directors must exercise independent judgment and may not act as agents of any particular person or organization.

## **Chair of the Board**

The Chair is the leader of the Board and has all of the responsibilities that an individual director has, as well as the responsibility to:

**Manage the work of the Board.** This includes the calling of meetings, working collaboratively to prepare meeting agendas, ensuring that the Board receives accurate, timely, and clear briefings and information to assist in making sound decisions, and ensuring clarity regarding decisions.

**Represent LWDH.** This includes acting as an ambassador and along with the President, being a spokesperson for the LWDH to the public and government in cohesion with the President. The Chair's interaction shall be ethical, fair, dignified, professional, respectful, non-discriminatory, and shall comply with the privacy and confidentiality obligations of the LWDH.

**Ensure adherence to policies.** This includes identifying, determining, and resolving conflicts of interest, rule on questions of order, ensuring that the Board conducts itself in accordance with this Charter, Bylaws, and policies.

**Provide leadership/mentorship to enhance Board effectiveness.** This includes building Board unity, solidarity, and trust, assisting Board members in understanding their roles, responsibilities and accountabilities, ensuring the effective operation of the Board and its committees, communicating with directors between meetings, serving as an ex-officio member of all Board Standing Committees, identifying opportunities to meet the development needs of individual directors and ensuring assessment of directors and the Board.

**Act as liaison between the Board and the President.** This includes providing support and advice to the President while respecting the President's role and responsibilities, acting in an advisory capacity to the President in matters concerning the strategic interests of the LWDH and working with the President to ensure that Board resolutions are carried out.

In the absence of the Chair, the Vice-Chair will act as Chair, assuming the responsibilities as noted above.

## **Role of Board Committees**

The bylaws provide for the establishment of committees to deal with specific areas of focus and to make recommendations for action to the full Board, which retains collective responsibility for decision making. The roles and responsibilities of committees and their members are more fully articulated in the Terms of Reference for each Board committee. The Board Standing Committees support the Board in fulfilling its governance responsibilities.

Terms of Reference are in place for each committee and are reviewed by the respective committee on an annual basis. In addition to the prescribed committees, ad-hoc committees may be established as deemed appropriate by the Board.

The Board may appoint Ad Hoc committees as required to assist it in carrying out its responsibilities. Expected deliverables and limitations on authority are established in the terms of reference. Ad Hoc committees cease to exist as soon as the purpose established in their terms of reference has been achieved.

## **Board Meetings**

Prior to the beginning of each Board year (July 1<sup>st</sup> to June 30<sup>th</sup>), an annual Board meeting schedule will be prepared and approved by the Board for the upcoming Board year. The schedule lists dates, times, locations, and incorporates the Board's Annual Work Plan by noting the planned key agenda items to be covered at each meeting.

The Board will establish a formal meeting schedule for conducting Board business.

Directors are expected to attend all board meetings, including board retreats and assigned standing committee meetings. Pursuant to the bylaws, directors who are absent from three consecutive meetings, without cause, may have their position on the Board declared vacant. All directors are expected to serve on at least one (1) to two (2) Board Standing Committees, or other committees designated by the Board, and to represent the Board when requested. Directors must prepare for and participate in Board and committee meetings, events, and work cooperatively and respectfully with other directors.

The following options will be used in the event a Board Meeting is cancelled, or a Board Meeting is held but there is no quorum, and there is an urgent decision(s) that needs to be made by the Board that cannot wait until the next scheduled meeting:

1. A teleconference and/or videoconference meeting will be held by the Board, and the specific agenda items requiring approval will be shared through a briefing note and considered by the Board; or
2. if the Board Chair and Vice-Chair decide that the matter does not require a teleconference and/or videoconference meeting, then a briefing note outlining the background of the issue and the recommendation will be shared by email with the Board Directors, and they will be requested to consider the recommendation and confirm their decision by either a yes or no vote. For this motion to pass, it must be unanimous.

The result of either a teleconference and/or videoconference meeting or the unanimous e-vote will be shared with the Board as minutes of this decision in the Consent Agenda at the next Board Meeting.

## **Board/President and Chief Executive Officer (CEO) Relationship**

It is the Board's responsibility to appoint the President upon the recommendation of a Board Standing Committee overseeing the search process. The President of the LWDH is entrusted with the responsibility and authority to carry out the plans and programs necessary to fulfill the strategy set by the Board. The Board establishes the performance standards and evaluation criteria for the President, coordinates the President's annual performance evaluation, ensures a succession plan is in place for the President, and oversees the search of a new President when required. The President is accountable to the Board for achieving the agreed upon goals as set out in the Strategic Plan. The Board evaluates the President based on measurable results.

Ideally and in practice, the working relationship between the Board and the President should be a collaborative one. It is important for the Board and the President to observe and respect the scope of each other's authority, and to delineate how they will work collaboratively in the discharge of their authority and responsibilities.

## **Board Evaluation**

For the assessment of the Board as a whole, the Governance and Nominating Committee leads the process annually by ensuring the completion of a Board Self-Assessment Questionnaire, through which directors self-evaluate the effectiveness of the Board. The Chair, through the President, ensures that a process is in place to tabulate and disseminate the results of the questionnaire and to review them with the Board.

The Chair, in co-operation with the Governance and Nominating Committee, is also responsible for leading the annual evaluation of individual directors' performance using the Individual Self-Assessment Questionnaire through which individual directors self-evaluate their own effectiveness and performance in discharging their general responsibilities as directors.

### **Orientation and Education**

Effective governance relies on directors who are knowledgeable about their roles and responsibilities as fiduciaries, and who are knowledgeable about the LWDH, its history and culture, its current situation and future plans. Directors must also be knowledgeable about the context in which they are asked to make decisions, including, for example, the environment and systems within which health service delivery is operating.

Each newly elected director will receive onboarding orientation to ensure their familiarity with the structure, policies, and processes of the LWDH.

Board members will have periodic educational opportunities and an annual budget for professional development, training, and education to ensure that they are current on governance best practices, and their understanding of how the hospital operates.

### **Conflict of Interest**

Directors must comply with the Board's Conflict of Interest Policy. A conflict of interest is any situation where an individual's private interests may be incompatible, provide a pecuniary advantage, or conflict with his/her/their duties and responsibilities as a director of the LWDH. A conflict of interest exists whether or not the individual is actually swayed by the competing interest. Directors must refrain from placing themselves in any position in which there is a conflict of interest; actual, potential, or perceived, between their responsibilities to the LWDH and their personal interests or their responsibilities to themselves or others.

### **Board Communication**

In terms of formal public communication, including media enquiries, the Board Chair is the only person who speaks publicly on behalf of the Board. The President and the Board Chair are the official spokespersons for the LWDH. Any public or media enquiries to any director are forwarded to the Chair, who in turn will address the matter with the President.

### **Review of Board Charter**

The Governance and Nominating Committee has the responsibility of facilitating the annual review of the Board Charter to ensure that it is reflective of corporate governance best practices and continues to be relevant to the LWDH. Any changes to the Board Charter are to be brought forward to the Board for review, discussion, and approval.

<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input type="checkbox"/> Terms of Reference	<b>Section:</b> Establish Strategic Direction	<b>Number:</b> 2.1
<b>Mission, Vision, and Values</b>		
<b>Date Approved:</b> May 11, 2023		
<b>Date Reviewed/Revised:</b> March 11, 2021; March 29, 2023		
<b>Next Review Date:</b> May 11, 2024		

**Mission Statement**

To support people in their healthcare journey in an innovative, collaborative, and compassionate way, with a goal to build healthy communities.

**Vision Statement**

To be a leader in providing innovative and culturally sensitive patient care to remote and rural communities, within a respectful and compassionate environment.

**Core Values**

**Caring:** We care about our patients, our communities and each other.

**Collaboration:** We work together with our community partners to ensure the best possible care and well-being of our patients and their families.

**Best practices:** We provide a standard of care that best meets the needs of our communities.

**Integrity:** We do what we say and adhere to the highest standards by a commitment to honesty, confidentiality, and trust.

**Respect:** We treat our patients, their families, our communities, and our staff with respect and dignity.

**Brand Statement**

Lake of the Woods District Hospital provides compassionate, quality care, through our commitment to our patients, staff, and our communities.

**Slogan/Tagline**

Our communities. Our hospital.

<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input type="checkbox"/> Terms of Reference	<b>Section:</b> Establish Strategic Direction	<b>Number:</b> 2.2
<b>Strategic Planning</b>		
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<b>Date Reviewed/Revised:</b> March 11, 2021; March 29, 2023		
<b>Next Review Date:</b> May 11, 2025		

The Board of Directors, in collaboration with the President and Chief Executive Officer (Chief Executive Officer (CEO)) and Senior Leadership Team, is responsible to establish the strategic directions for the Lake of the Woods District Hospital (LWDH). The Mission, Vision, and Values of the LWDH provide the foundation upon which the strategic directions are developed.

The Board of Directors will:

1. Consider key stakeholders, health care needs, and engage with the community served, Ontario Health North, and other health service providers when developing plans and setting priorities for the delivery of hospital-based health care;
2. Establish and periodically review and update LWDH's Mission, Vision, and Values;
3. Contribute to the development of, and approve the strategic plan of LWDH, ensuring that it is aligned with community need, Ministry of Health policy, and promotes where appropriate interdependencies with other health service providers;
4. Conduct a review of the Strategic Plan as part of a regular annual planning cycle; and
5. Monitor and measure corporate performance regularly against the approved strategic and operating plans, and Board-approved performance metrics.

The President and Chief Executive Officer (CEO) is responsible to the Board for establishing the strategic planning process for approval by the Board. The Board will engage with the President and Chief Executive Officer (CEO) and Senior Leadership Team in developing the Strategic Plan and monitoring it on an ongoing basis.

Once the Strategic Plan has been developed, everything the organization currently does, undertakes as new, or stops doing, will be measured against whether or not it advances the accomplishment of the Strategic Plan. Regular monitoring and progress reports will be provided to the Board.

The organization'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 President and Chief Executive Officer (CEO) with Board approval.

On an annual basis:

1. The Directors will consider a review of the corporate goals and objectives prepared by the President and Chief Executive Officer (CEO).
2. The Directors will establish goals for the Board consistent with the Mission, Vision, and Values, the Strategic Plan of the organization, and key issues which are a priority for the Board in the coming year.
3. The Directors will review the Strategic Plan and the progress being made toward its achievement. As necessary, the Board will direct management to augment, revise, and/or update the plan to ensure it continues to support the achievement of the vision of the LWDH.

<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input type="checkbox"/> Terms of Reference	<b>Section:</b> Provision for Excellent Leadership Management	<b>Number:</b> 3.1
<b>President and Chief Executive Officer (CEO)  Selection and Succession Planning</b>		
<b>Date Approved:</b> May 11, 2023 <b>Date Reviewed/Revised:</b> March 11, 2021; March 29, 2023 <b>Next Review Date:</b> May 11, 2025		

The Board will ensure that provision is made for continuity of leadership for the organization and will have in place a documented process for succession should the President and Chief Executive Officer (CEO) position become vacant due to sudden loss, resignation, retirement, or termination. The succession plan will also specify the process for appointing an interim President and Chief Executive Officer (CEO), should he/she/they require an extended leave of absence due to personal, health, or other reasons. The President and Chief Executive Officer (CEO) will report on the succession plan annually to the Governance and Nominating Committee.

**1. Sudden Vacancy (i.e., death, resignation, termination, extended leave)**

The President and Chief Executive Officer (CEO) will identify to the Chair of the Board in writing, at the beginning of each Board year which member of Senior Leadership is recommended to fill the role of interim President and Chief Executive Officer (CEO), if a sudden loss of the Chief Executive Officer (CEO) occurs. The appointment of an interim President and Chief Executive Officer (CEO) will be subject to approval by the Board.

**2. Short-term Vacancy (i.e., out of county vacation)**

The President and Chief Executive Officer (CEO) will identify which member of Senior Leadership will act in the capacity of Acting President and Chief Executive Officer (CEO) during a short-term absence. This selection shall be at the discretion of the President and Chief Executive Officer (CEO) at the time of the absence. The President and Chief Executive Officer (CEO) shall advise the Board of Directors and Leadership Team of the selection prior to departure.

**3. Planned Vacancy (i.e., retirement)**

The process to fill a planned vacancy will include:

- 3.1. The Chief Executive Officer (CEO) will be responsible for developing internal successors through succession planning and development.
- 3.2. The Governance and Nominating Committee will lead the recruitment process for the new President and Chief Executive Officer (CEO). Support for the Committee will be provided by the Manager of Human Resources.
- 3.3. The Governance and Nominating Committee may, at its discretion, select a search firm through a Request for Proposal to assist with the process. The Governance and Nominating Committee will select an interview panel, and will interview a shortlist of candidates, and recommend to the Board their candidate of choice.
- 3.4. In the event that a new Chief Executive Officer (CEO) has not been appointed prior to the departure of the current Chief Executive Officer (CEO), the Board will appoint an interim Chief Executive Officer (CEO) in accordance with Item #1 of this policy.
- 3.5. The interim candidate's offer will be subject to submission of satisfactory results of a criminal reference check.

An agreement to support the terms and conditions of employment will be in a form determined by the Board and will be executed by the Board Chair and the candidate accepting the position.

<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input checked="" type="checkbox"/> Exhibit <input type="checkbox"/> Terms of Reference	<b>Section:</b> Provide for Excellent Leadership Management	<b>Number: 3.2</b>
<b>President and Chief Executive Officer (CEO) Job Description</b>		
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<b>Next Review Date:</b> May 11, 2025		

### **Position Summary**

The President and Chief Executive Officer (CEO) is the most senior, employed executive in the organization, and is responsible/accountable for the day-to-day operations of the organization as delegated by the Board of Directors and the Public Hospital Act and Regulations in Ontario.

### **Qualifications**

Education:

- Master's Degree in Health Administration (MHA) or equivalent (e.g., MBA, CPA).

Knowledge and Skills:

- Member of a Professional Association such as the Canadian College of Health Leaders (CCHL), or the American College of Healthcare Executives (ACHE).
- Certified Healthcare Executive (CHE) or equivalent Ontario health leadership program.
- Good working knowledge of healthcare governance models.
- Understanding of government policy and funding models related to the Ontario health system.
- Indigenous cultural competency and awareness that supports key relationships in Northwestern Ontario is an asset.

Experience:

- Minimum five (5) years progressive senior leadership experience in a similarly complex operating environment with significant organizational change.

### **Duties and Responsibilities**

- Refer to LWDH Administrative Bylaws Article 1.01 and 1.02 (see below).
- The President and Chief Executive Officer (CEO) also serves as the Secretary of the Corporation.

### **Duties of Secretary of the Corporation**

The Secretary of the Corporation shall:

- be the custodian of the books of account and accounting records of the Corporation required to be kept by the provisions of the Corporations Act (Ontario), and/or the Not-for-Profit Corporations Act (Ontario), hereinafter referenced as the Act;
- submit a financial statement at each regular meeting of the Board indicating the financial position of the Corporation at the close of the preceding month;
- have all the accounts audited on an annual basis; and
- submit annual attestations to the Board and Ontario Health North on compliance with the following:

Hospital Service Accountability Agreement (H-SAA) including:

- the HSP has complied with the provisions of the Local Health System Integration Act, 2006 and the Broader Public Sector Accountability Act (the "BPSAA") that apply to the Health Service Provider (HSP);
- the HSP has complied with its obligations in respect of CritiCall that are set out in the Agreement;
- every Report submitted by the HSP is complete, accurate in all respects and in full compliance with the terms of the Agreement; and

- the representations, warranties and covenants made by the Board on behalf of the HSP in the Agreement remain in full force and effect.

Multi-sector Service Accountability Agreement (M-SAA) including:

- Article 4.8 of the M-SAA concerning applicable procurement practices;
- The Local Health System Integration Act, 2006;
- The Public Sector Compensation Restraint to Protect Public Services Act, 2010; and
- The Local Performance Obligations as listed under Schedule E4a of the 2018/19 M-SAA Extension.

Broader Public Sector Accountability Act (BPSAA) including, but not limited to:

- The completion and accuracy of reports required of the Hospital pursuant to section 6 of the BPSAA on the use of consultants;
  - The Hospital's compliance with the prohibition in section 4 of the BPSAA on engaging lobbyist services using public funds;
  - The Hospital's compliance with any applicable expense claims directives issued under section 10 of the BPSAA by the Management Board of Cabinet;
  - The Hospital's compliance with any applicable prerequisite directives issued under section 11.1 of the BPSAA by the Management Board of Cabinet;
  - The Hospital's compliance with any applicable procurement directives issued under section 12 of the BPSAA by the Management Board of Cabinet, and
  - The Hospital's compliance with any applicable directives issued to prepare and publish business plans and other business or financial documents on its website under section 13 of the BPSAA by the Management Board of Cabinet.
- attend all meetings of the Board and of Committees of the Board;
  - keep a record of the minutes of all meetings;
  - keep a roll of names and addresses of the members of the Board;
  - attend to correspondence;
  - give such notice as required by the bylaws of the Corporation relating to all meetings of the Corporation, the Board, and its committees;
  - prepare all reports required under any act or regulation of the Province of Ontario;
  - be the custodian of all minute books, documents, and registers of the Corporation required to be kept by the provisions of the Act;
  - be the custodian of the seal of the Corporation;
  - keep copies of all testamentary documents and trust instruments by which benefits are given to the use of the Corporation and provide the Office of the Public Guardian and Trustee in accordance with the provisions of the Charities Accounting Act (Ontario); and
  - perform such other duties as the Board may direct.
  - The Secretary may delegate to employees of the Corporation those duties that he/she/they consider appropriate to delegate and that he/she/they is allowed by law to delegate.

**Duties of The President and Chief Executive Officer**

The President and Chief Executive Officer shall be a non-voting member of the Board and at any committees of the Board of which he/she/they is a member.

The President and Chief Executive Officer shall:

- be responsible to the Board for the general administration, organization, and management of the clinical and administrative operations of the Corporation in accordance with policies established by the Board;
- attend all meetings of the Board and act as Secretary to the Board;

- be responsible to the Board, for taking such action as the President and Chief Executive Officer considers necessary to ensure compliance with the Act, the Public Hospitals Act and regulations thereunder and the bylaws of the Corporation;
- operate LWDH in an efficient, effective, and fiscally responsible manner in accordance with Board policies, directions, goals, and objectives and in accordance with requirements and directives of Ontario Health and the Ministry of Health;
- ensure that appropriate systems and structures are in place for the effective management and control of the Corporation and its resources;
- ensure structures and systems are in place for the development and periodic review of new programs, program expansions and program changes;
- ensure the Board is kept informed of significant aspects of LWDH leadership, operations, infrastructure, quality, and risk-related issues;
- report to the Board as necessary regarding the Occupational Health and Safety Program;
- report to the Board as necessary in respect of the Health Surveillance Program;
- report to the Board as necessary on matters in respect of the procedures to encourage the donation of organs and tissues;
- employ, control, and direct all employees of the Corporation;
- be responsible for payment of all salaries and amounts due from and owing by the Corporation which fall within the purview and scope of the approved annual budget, which may otherwise be directed from time to time by resolution of the Board;
- report to the Board any matter about which it should have knowledge;
- report to the Chief of Staff or appropriate Service Lead:
  - any concerns brought to his/her/their attention regarding quality of care at the Corporation;
  - any failure of a member of the Professional Staff to act in accordance with any statute or regulations thereunder, or Corporation's Bylaws and Rules; and
  - any other matter about which he/she/they or they should have knowledge;
- ensure that all aspects of the Corporation's services and programs respond to the needs of the population served by the Corporation;
- foster and maintain positive relations with the All Nations Health Partners, health care providers in Northwestern Ontario, and key provider and leadership authorities in the health care referral network in Manitoba;
- ensure positive relations in the broader health care community with Ontario Health, the Ministry of Health, and the Ontario Hospital Association;
- represent the Corporation externally to the community, government, media and other organizations and agencies;
- foster coordination of efforts and activities of LWDH staff, professional staff, volunteers and the LWDH Foundation so that these groups can work collaboratively and cohesively in support of the LWDH mission, vision, values, and strategic plan;
- communicate with LWDH and Professional Staff to provide and receive information;
- communicate with related healthcare agencies to promote co-ordination and/or planning of local healthcare services;
- scan the environment through engaging collegial and learning networks, participating in system and association briefings, and educational pursuits to provide direction on impending changes, future trends, and opportunities for change and improvement;
- establish an organizational structure to ensure accountability of all programs, services, and staff for fulfilling the mission, objectives, and strategic plan of the Corporation;
- be a member of the Medical Advisory Committee and participate with the Medical Advisory Committee in ensuring the provision of quality care;

- cause to be retained all written statements made in respect of the destruction of medical records, notes, charts, and other materials relating to patient care and photographs thereof; and be responsible for ensuring second in charge; and
- ensure a CEO succession plan is established.

### **Contacts**

#### Internal:

- Board Chair and/or Vice-Chair
- Chief of Staff
- Leadership Team
- Professional Staff
- Senior Leaders
- Unions

#### External:

- All Nations Health Partners (ANHP) and ANHP Ontario Health Team
- ANHP Recruitment Committee
- Engagement with key elected representatives of municipal, provincial, and national governments
- Hospital Auxiliary
- Hospital Corporate and Liability Legal Counsel
- Hospital Foundation
- Kenora Rainy River Regional Laboratory Program – Board of Directors
- Local and Regional Health Care Partners
- Northwestern Ontario Hospital CEO Council and related committees
- Ontario Health North
- Ontario Hospital Association
- Other committees as necessary

### **Committee Membership**

- Accreditation Governance Team (Chair)
- Active involvement, All Nations Health Partners table
- All Hospital Committees (ex-officio)
- All Nation Hospital Steering and Planning Committees
- Board Director (ex-officio non-voting);
- Board Governance and Nominating Committee member
- Executive Team Committee (Chair)
- Fiscal Advisory Committee (Chair)
- Leadership Team (Chair)
- Medical Advisory Committee Member (ex-officio non-voting)
- Regional Committees participation
- Working Groups – All Nations Health Partners OHT

### **Special Equipment Used**

Computer/printer, phone, cell phone, valid driver's license.

### **Normal Working Hours**

Monday to Friday, 37.5 hours per week (1950 hours per year including vacation). He/she/they are expected to attend some evening and weekend meetings/sessions as required by the Board.

<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input type="checkbox"/> Terms of Reference	<b>Section:</b> Provide for Excellent Leadership Management	<b>Number:</b> 3.3
<b>President and Chief Executive Officer (CEO) and Chief of Staff Performance Evaluation</b>		
<b>Date Approved:</b> May 11, 2023 <b>Date Reviewed/Revised:</b> March 11, 2021; March 29, 2023 <b>Next Review Date:</b> May 11, 2025		

The Board of Directors will establish measurable annual performance expectations in cooperation with the President and Chief Executive Officer (CEO) and Chief of Staff, assess their performance on an annual basis, and determine compensation.

The performance review process provides an opportunity to recognize the President and Chief Executive Officer (CEO) and Chief of Staff's levels of performance, to collaboratively develop the organization's priorities for the next fiscal year to present to the Board for approval, and to plan strategies to support the President and Chief Executive Officer (CEO), the Chief of Staff, and the organization's continuous learning and development needs.

### **Guiding Principles**

1. Performance standards, measures, and indicators should be established in the Performance Evaluation Plan.
2. Performance commitments and measures should be set at a level that reflects the high level of performance expected.
3. Performance evaluations focus on improving organizational processes, structures, and outcomes, enhancing the President and Chief Executive Officer's (CEO) and Chief of Staff's performance, and providing recognition for performance against established targets and commitments.
4. Executive compensation is directly linked to performance and achievement of key results in specified performance areas, unless restricted under legislation.
5. The Performance Evaluation Plans should include reference to the President and Chief Executive Officer's (CEO) expectations for senior leaders within the organization, thereby promoting a consistent and continuous approach to performance measurement across the leadership group.
6. The Chief of Staff is subject to annual reappointment by the Board of Directors via the established credentialing process.
7. The performance reviews involve these key elements:
  - 7.1. Annual goals as they relate to the Strategic Plan and Quality Improvement Plan;
  - 7.2. assessment of identified essential core competencies; and
  - 7.3. annual learning plan, development plan, and personal goals.

### **Process**

1. The evaluation process is led by the Governance and Nominating Committee. An annual Board evaluation form is circulated to the following:
  - 1.1. President and Chief Executive Officer (CEO): To the Board of Directors, and the Leadership Team annually.
  - 1.2. President and Chief Executive Officer (CEO): To the Board of Directors, Leadership Team, hospital staff, professional staff, and external stakeholders every three (3) years.
  - 1.3. Chief of Staff: to the Board of Directors, Service Leads, and the Active/Associate Professional Staff Members annually.
  - 1.4. Evaluation will also include a review of Leadership practice, including a periodic 360 assessment.

2. The collated results are reviewed by the Board Chair, Vice-Chair, and Chair of the Governance and Nominating Committee. The results will be kept confidential.
3. The results of the evaluation will be communicated to the President and Chief Executive Officer (CEO) and Chief of Staff privately and a Performance Evaluation Plan, consisting of annual goals and objectives, will be developed, and presented to the Board for approval prior to the Board's Annual General Meeting.
4. The confidential collated results will be stored by the Executive Assistant of the President and Chief Executive Officer (CEO).

<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input type="checkbox"/> Terms of Reference	<b>Section:</b> Provide for Excellent Leadership Management	<b>Number:</b> 3.4
<b>Chief of Staff Selection and Succession Planning</b>		
<b>Date Approved:</b> May 11, 2023		
<b>Date Reviewed/Revised:</b> March 11, 2021; March 29, 2023		
<b>Next Review Date:</b> May 11, 2025		

The Board must ensure that provision is made for continuity of leadership for the organization. The Board will have in place a documented process for succession should the Chief of Staff position become vacant due to sudden loss, resignation, retirement, or termination. The succession plan should also specify the process for appointing an interim Chief of Staff, should the Chief of Staff require an extended leave of absence due to personal, health, or other reasons.

The Board will select and appoint the Chief of Staff as outlined in the LWDH Professional Staff Bylaws. Based on best practice, the Chief of Staff is expected to cultivate his/her/their successor through internal succession planning and is expected to report on this process annually during the evaluation process.

**1. Sudden Vacancy (i.e., death, resignation, termination, extended leave)**

The President of the Medical Staff Association will be asked to fill the role of interim Chief of Staff if a sudden loss of the Chief of Staff occurs. The appointment of an interim Chief of Staff will be done in conjunction with the President and Chief Executive Officer (CEO) and is subject to approval by the Board.

**2. Short-term Vacancy (i.e., out of country vacation)**

As per Professional Staff Bylaw Article 3.06(j), the Chief of Staff, in consultation with the President and Chief Executive Officer (CEO), will designate one of the Service Leads or the President of the Medical Staff to act during a short-term absence. The Chief of Staff will advise the President and Chief Executive Officer (CEO), Senior Leadership Team, and Board of Directors of the selection prior to departure.

**3. Planned Vacancy (i.e., retirement)**

- 3.1. The Board will establish a Chief of Staff Selection Committee. As per the Professional Staff Bylaw (Article 3.01), the membership of a Selection Committee shall include: a Director (who shall be Chair), two (2) members of the Medical Advisory Committee and one (1) of whom shall be the President of Medical Staff, the Chief Nursing Officer, the Chief Executive Officer or delegate, and other members the Board deems advisable.
- 3.2. There is no limit to the number of consecutive terms a Chief of Staff may serve, however, he/she/they are expected to reapply every three (3) years in an open, fair, and competitive process that looks to develop leadership skills among all professional staff.
- 3.3. The Selection Committee will interview a shortlist of candidates and recommend to the Board their candidate of choice. The term shall be for three (3) years.
- 3.4. In the event a new Chief of Staff has not been appointed prior to the departure of the current Chief of Staff, the Chief of Staff may be requested to hold office until a successor is appointed.

<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input type="checkbox"/> Terms of Reference	<b>Section:</b> Provide for Excellent Leadership Management	<b>Number: 3.5</b>
<b>Chief of Staff Job Description</b>		
<b>Date Approved:</b> May 11, 2023		
<b>Date Reviewed/Revised:</b> March 11, 2021; March 29, 2023		
<b>Next Review Date:</b> May 11, 2025		

Reporting to the Board of Directors, the Chief of Staff is an ex-officio Director on the Lake of the Woods District Hospital (LWDH) Board of Directors, and a member of the LWDH Executive Team. The Chief of Staff provides professional expertise, leadership, and direction, supports teamwork and personal/professional growth as a means to provide quality medical care and services

Physician recruitment and retention is an important function in this role. An integral part of the role involves networking with the OHA, CPSO, and other regulatory bodies, professional groups, regional health care partners, and other external agencies. As a member of the Executive Team, the Chief of Staff provides medical and professional leadership in the planning and implementation of LWDH's strategic plan and organizes the professional staff to ensure that the quality of patient care is in accordance with established policies, rules, and processes.

### **Qualifications**

- Medical physician licensed and in good standing, or eligible to be licenced, with the College of Physicians and Surgeons of Ontario (CPSO).
- Able to gain active privileges to practice medicine at LWDH.
- Respected physician leader who has gained strategic-level experience in a hospital or health system.
- Experience assuming team leadership and mentorship roles.
- Knowledge and experience in guiding health quality improvement initiatives.
- Experience assuming team leadership roles.
- Clearly demonstrated achievements in leadership and healthcare service planning within the health care sector.
- Demonstrated ability to authentically engage Professional Staff in decision making.
- Extensive knowledge of healthcare policy and planning.
- At least five (5) years of clinical practice or equivalent is preferred.
- Demonstrated involvement with Quality and Patient Safety, Risk Management and Utilization Management processes.
- A strong clinical voice that can speak to and advocate for the needs of front-line staff.
- Excellent clinical and administrative leadership skills.

<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input type="checkbox"/> Terms of Reference	<b>Section:</b> Ensure Program Quality and Effectiveness	<b>Number:</b> 4.1
<b>Ethics</b>		
<b>Date Approved:</b> May 11, 2023		
<b>Date Reviewed/Revised:</b> March 11, 2021; March 29, 2023		
<b>Next Review Date:</b> May 11, 2025		

The Lake of the Woods District Hospital (LWDH) Board of Directors will establish the values that serve as the ethical foundation for the organization. The President and CEO will ensure that the values are imbedded into the orientation and ongoing work of the organization.

The Board of Directors will review and approve policies to provide a framework for addressing ethical issues arising from care, education, and research at LWDH.

The Board of Directors will ensure that an Ethics Committee is established to provide guidance, education, consultation, and an ethical framework for use to help resolve ethical conflicts.

All Directors will respect requirements for confidentiality, privacy, and discretion concerning information that is received and issues that are discussed, particularly when of a sensitive nature.

LWDH will operate in compliance with its Articles of Incorporation, Bylaws, governance policies, and relevant legislation.

<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input type="checkbox"/> Terms of Reference	<b>Section:</b> Ensure Program Quality and Effectiveness	<b>Number: 4.2</b>
<b>Respect for Diversity</b>		
<b>Date Approved:</b> May 11, 2023		
<b>Date Reviewed/Revised:</b> March 11, 2021; March 29, 2023		
<b>Next Review Date:</b> May 11, 2025		

The Lake of the Woods District Hospital (LWDH) is committed to creating a just and satisfying working environment for its employees that is free from abuse and where the dignity and self-esteem of every employee is respected.

LWDH recognizes the dignity and worth of every person and will provide for equal rights and opportunities without discrimination. The organization will be sensitive to potential barriers to accessibility.

The organization, as represented by the Board of Directors, staff, professional staff, and students, value and respect the diversity of its patients and their families, the community, and each other. In addition to abiding by all relevant legislation, the organization will:

- Establish the principles, processes, and responsibilities essential for creating and maintaining a positive work environment consistent with federal and provincial legislation;
- promote a climate of understanding and mutual respect for the dignity and worth of every person;
- be courteous and tactful in all interactions;
- respect the customs and beliefs of individuals consistent with the mission of LWDH;
- strive towards equity and fairness and works with honesty, integrity, respect, and good faith;
- promote harmonious relationships with health care partners and community stakeholders;
- provide equal rights and opportunities without discrimination;
- be sensitive to potential barriers to accessibility; and
- strive to uphold the recommendations of the Truth and Reconciliation Report.

<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input type="checkbox"/> Terms of Reference	<b>Section:</b> Ensure Program Quality and Effectiveness	<b>Number:</b> 4.3
<b>Handling of Complaints</b>		
<b>Date Approved:</b> May 11, 2023		
<b>Date Reviewed/Revised:</b> March 11, 2021; March 29, 2023		
<b>Next Review Date:</b> May 11, 2025		

### **Operational Complaints**

The purpose of this policy is to ensure that complaints about services provided in the Lake of the Woods District Hospital (LWDH) be resolved, wherever possible, at the first line of contact through established hospital policies; yet provide a formal mechanism for unresolved complaints to come to the attention of the Board. Accordingly, when a Board Director receives a complaint about an operational matter, the following process must be followed:

1. Where the complaint is made by an employee of the LWDH or member of the credentialed Professional Staff (physician, dentist, midwife, nurse practitioner), the Board Director shall inquire if the proper internal communication protocol for registering concerns has been followed. If not, the complainant shall be directed to the appropriate person.
2. Where the complaint is made by a member of the public, the Board Director shall explain that the Board has delegated responsibility for handling complaints to the President and Chief Executive Officer (CEO) and direct the complainant to the President and Chief Executive Officer (CEO).
3. Where the complaint is made by a partner organization, the Board Director shall inquire if the issue has been addressed with the appropriate contact within the hospital.
4. IN ALL CASES, the Board Director shall not offer any evaluative comments or solutions.
5. IN ALL CASES, the Board Director shall ask the complainant to contact him or her again if the matter has not been addressed within a reasonable time period.
6. If the complainant follows up with the Board Director about the issue, the Board Director shall contact the Board Chair who will follow up with the President and Chief Executive Officer (CEO) and request that it be handled.
7. If the Board Director is concerned about a potential policy violation, the Board Director shall inform the Board Chairperson to request an investigative report.
8. If the Board identifies a pattern of complaints, the Board shall determine whether a request for monitoring should be made to determine compliance with the relevant policy or policies.

### **Complaints re: President and Chief Executive Officer (CEO) or Chief of Staff**

The Board of Directors is directly responsible for the President and Chief Executive Officer (CEO) and the Chief of Staff. To ensure due process and compliance with the principles of natural justice, the following process shall be adhered to when a Board Director receives a public complaint with regards to one of them:

1. The Board Director shall inquire if the individual has approached the President and Chief Executive Officer (CEO) or the Chief of Staff directly regarding the issue.
2. If the individual indicates a serious concern regarding directly approaching the President and Chief Executive Officer (CEO) or Chief of Staff, the Board Director shall ask the individual to submit a written complaint to the Board Chair (The Board Director may assist the person to write the complaint if necessary).
3. The Board Director shall not offer any evaluative comments or solutions.
4. The Chair and Vice-Chair shall review the concern with the President Chief Executive Officer (CEO) or Chief of Staff. The individual shall be given an opportunity to provide justification for the reasonableness of his/her/their action as being compliant with board policy.

5. If the Chair and Vice-Chair are satisfied that there has been a reasonable interpretation, they shall inform the complainant that the matter has been investigated and that they have been satisfied.
6. If the Chair and Vice-Chair are NOT satisfied that there has been a reasonable interpretation, the individual shall be asked to provide a written investigation report to the whole Board.
7. The Board shall investigate further as necessary, using external advice if required, and make a final decision.
8. The decision of the Board and consequences shall be shared with the President and Chief Executive Officer (CEO) or Chief of Staff.
9. The results of this process will become part of the President and Chief Executive Officer (CEO)'s or Chief of Staff's formal evaluation.

<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input type="checkbox"/> Terms of Reference	<b>Section:</b> Ensure Program Quality and Effectiveness	<b>Number:</b> 4.4
<b>Whistleblower Complaints</b>		
<b>Date Approved:</b> May 11, 2023		
<b>Date Reviewed/Revised:</b> March 11, 2021; March 29, 2023		
<b>Next Review Date:</b> May 11, 2025		

The purpose of the Whistleblower Policy is to ensure the safe and judicious investigative report/outcome when the Board receives a notice of potential wrongdoing by a complainant. This Whistleblower Policy follows the same guidelines as the LWDH Whistleblower Policy.

1. Upon receiving an oral (and then written) report, the Manager of the Quality/Risk Program will:
  - a. Review with the Board Chair if the complaint(s) is in regard to a Board Director.
  - b. Review with any two (2) Board Directors if the complaint is in regard to the Board Chair.
  - c. Review with the Board Chair if complaint is in regard to the President and Chief Executive Officer (CEO).
  - d. Review with the Board Chair and President and Chief Executive Officer (CEO) if the complaint is in regard to the Chief of Staff.
2. If the complaint is centered on the wrongdoings of a person (the Subject), once that person is identified, the Manager of the Quality/Risk Program shall promptly give the Subject a copy of the written report. The report will be edited to remove information that might identify the Whistleblower.
3. The Manager of the Quality/Risk Program shall investigate the concern to determine the most appropriate course of action to investigate. Where appropriate, an external third-party with experience in workplace investigations will be retained to conduct the investigation. The investigation shall provide separate opportunities for the Whistleblower and the Subject to speak on the matter. The investigation will include contact with anyone else who has knowledge of the matter.
4. At any stage of the process, a Whistleblower or a Subject may choose to be assisted and represented by a bargaining agent, lawyer, advisor, or other representative. LWDH is not responsible for the cost of such assistance and representation. (In accordance with the Collective Agreement, union representation may be subject to different policies.)
5. The decision resulting from the investigation shall be in writing and sent to the Whistleblower and the Subject.
6. Every attempt will be made to have the investigation completed and a decision provided within two (2) months after the receipt of the written report.

**Reference: LWDH Whistleblower – POLICY**

<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input type="checkbox"/> Terms of Reference	<b>Section:</b> Ensure Program Quality and Effectiveness	<b>Number: 4.5</b>
<b>Privacy and Confidentiality</b>		
<b>Date Approved:</b> May 11, 2023		
<b>Date Reviewed/Revised:</b> March 11, 2021; March 29, 2023		
<b>Next Review Date:</b> May 11, 2025		

As per Administrative Bylaw Article 4.04 and 4.06, all Directors of the Lake of the Woods District Hospital (LWDH) are required to respect the confidentiality of Board discussions and information.

In compliance with the Public Hospitals Act, the LWDH Board of Directors recognizes the importance of respecting and ensuring the confidentiality of all patient and employee-related information.

Every Board Director, officer, employee, professional staff, volunteer, and student of the organization will respect the confidentiality of matters brought before the Board, or before any Board committee.

All Board Directors must adhere to the bylaws, policies, and procedures regarding confidentiality of information. These policies, without limitation, include confidential information, the release of patient information, facsimile of patient information, the release of information to the media, and personnel records.

All Board Directors must sign an annual commitment to the compliance of this policy, as per policy #6.3 Board Director's Annual Declaration.

The President and Chief Executive Officer (CEO) is responsible for ensuring the protection of the personal information of patients and their families, staff, professional staff, volunteers, and students, and all corporate and business information.

The President and Chief Executive Officer (CEO) will take all reasonable steps to ensure that such organizational policies are implemented consistent with legislative requirements and enable the organization to handle such information in a secure and confidential manner.

<input type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input type="checkbox"/> Terms of Reference	<b>Section:</b> Finance	<b>Number(s):</b> 5.1; 5.2; 5.3; 5.4; 5.5; 5.6; 5.7
<b>Financial Policies</b>		
<p><i>Section 5: Financial Policies to be presented for approval at a later date.</i></p> <ul style="list-style-type: none"> <li>5.1: Financial Objectives</li> <li>5.2: Financial Planning and Performance</li> <li>5.3: Monitoring of Financial Performance</li> <li>5.4: Capital Projects and Capital Planning</li> <li>5.5: Asset Protection</li> <li>5.6: Approvals and Signing Authority</li> <li>5.7: Investment Policy</li> </ul>		

<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input type="checkbox"/> Terms of Reference	<b>Section:</b> Governance Policy Framework	<b>Number: 6.1</b>
<b>Principles of Governance and Board Accountability</b>		
<b>Date Approved:</b> May 11, 2023		
<b>Date Reviewed/Revised:</b> March 11, 2021; March 29, 2023		
<b>Next Review Date:</b> May 11, 2025		

1. Lake of the Woods District Hospital (LWDH) is a healthcare provider and partner in an integrated system working to provide exceptional care to the people of our communities.
2. The Board of Directors govern the LWDH through the direction and supervision of the business and affairs of the corporation in accordance with its bylaws, Mission, Vision, and Values, governance policies, applicable laws and regulations and articles of incorporation.
3. The Board of Directors adhere to a model of good governance through which it provides strategic leadership and direction to LWDH by establishing policies, making governance decisions, and monitoring performance related to the key dimensions of the LWDH's mission, vision, and values, as well as its own effectiveness.
4. The Board of Directors acts at all times in the best interests of the LWDH, having regard for its accountabilities to its patients and the communities served, the Ministry of Health (MOH), Ontario Health or Ontario Health North, and the All Nations Health Partners Ontario Health Team. The Board understands the best interests of LWDH to include the organization's place within the health system and the benefit to patients and the communities of an improved continuum of care arising from collaboration and integration with other health service providers.
5. The Board of Directors maintain a culture based on the values as approved by the Board, and strive for a consensual approach to decision-making, based on evidence and best practice while respecting and valuing dissenting views.
6. The Board of Directors maintain at all times a clear distinction between the governance and operation of LWDH, while recognizing the interdependencies between them.
7. The Board of Directors is accountable to:
  - 7.1 Patients and communities for:**
    - the quality of the care and safety of patients;
    - the safety and security of staff;
    - engaging the communities when developing plans and setting priorities for the delivery of hospital-based health care;
    - operating in a fiscally sustainable manner within its resource envelope and utilizing its resources efficiently and effectively across the spectrum of care to fulfill the LWDH's mission and mandate; and
    - the appropriate use of community and donor contributions and resources.
  - 7.2 Ontario Health or Ontario Health North, and All Nations Health Partners Ontario Health Team for:**
    - building relationships and collaborating with Ontario Health or Ontario Health North, 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;
    - ensuring that LWDH operates in a manner that is consistent with provincial policies,

Ontario Health North, and its Hospital Services Accountability Agreement;

- achieving the goals, objectives and performance targets as negotiated in the Hospital Services Accountability Agreement and measuring LWDH's performance against accepted standards and best practices in comparable organizations;
- providing an evidence-based business plan in support of requests for resources which are required to fulfill the LWDH's mission and mandate; and
- apprising Ontario Health North and the communities of Board policies and decisions which are required to operate within its Hospital Services Accountability Agreement.

**7.3 The Ministry of Health for:**

- compliance with government regulations, policies, and directions and implementation of Ministry approved capital projects.

8. Consistent with the Board's commitment to good governance practices, the Board will make available to the public:

- the statement of Board and Director roles, responsibilities and accountabilities; and
- policies governing the Board of Directors and Board Standing Committees; a report on LWDH performance as part of the LWDH Annual Report.

<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input type="checkbox"/> Terms of Reference	<b>Section:</b> Governance Policy Framework	<b>Number: 6.2</b>
<b>Code of Conduct</b>		
<b>Date Approved:</b> May 11, 2023		
<b>Date Reviewed/Revised:</b> March 11, 2021; March 29, 2023		
<b>Next Review Date:</b> May 11, 2025		

The Board of Lake of the Woods District Hospital (LWDH) commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board Directors.

1. Board Directors are accountable to exercise the powers and discharge the duties of their office honestly and in good faith. Directors shall exercise the degree of care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.
2. Board Directors must represent the broad interests of the community, within the context of Ministry legislation, regulation, and funding guidelines. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staff. It also supersedes the personal interest of any Board Director acting as a client of the LWDH.
3. Board Directors must avoid conflict of interest with respect to their fiduciary responsibility. (refer to bylaws)
4. Board Directors may not attempt to exercise individual authority over the LWDH, except as explicitly set forth in Board policies:
  - 4.1 A Board Director’s interaction with the Chief Executive Officer (CEO) or with staff must recognize the lack of authority vested in individuals except when explicitly Board authorized.
  - 4.2 A Board Director’s interaction with the public, press, or other entities must recognize the same limitation and the inability of any Board Director to speak for the Board, except to repeat explicitly stated Board decisions.
  - 4.3 Board Directors will not make individual judgments of Chief Executive Officer (CEO) or staff performance, except as that performance is assessed against explicit Board policies by the official process.
  - 4.4 Board Directors shall not encourage employees or professional staff to bypass administration but shall advise employees to utilize reporting lines established in the organization.
  - 4.5 Board Directors aware of any concerns in the community should advise the Board Chair and President and Chief Executive Officer (CEO).
5. Board Directors will respect the confidentiality appropriate to issues of a sensitive nature. Board Directors shall not divulge confidential matters brought before the Board, keeping in mind that any unauthorized statement could adversely affect the interest of the LWDH Board or its members. Confidential shall be defined as including personal information about clients, staff, and information discussed in camera (see Policy #4.5 Privacy and Confidentiality).
6. Board Directors shall be familiar with the incorporating documents of the hospital, bylaws, regulations, policies, and organizational structure of the hospital, as well as the rules of procedure and proper conduct of a meeting so that any decision of the Board may be made in an efficient, knowledgeable, and expeditious fashion.
7. Board Directors will be properly prepared for board deliberation.

8. Board Directors shall regularly take part in educational activities that will assist them in carrying out their responsibilities.
9. Board Directors shall attend every regularly scheduled meeting of the Board and of the committees to which the Director has been assigned.
  - 9.1 Attendance records of each meeting shall be kept, and an attendance summary will be distributed annually or on request.
  - 9.2 A Board Director shall agree to meet with the Chair or Vice-Chair of the Board of Directors to discuss the issue should his/her/their rate of absenteeism exceed the accepted level.
  - 9.3 A Board Director shall agree to a subsequent meeting with the Chair or Vice-Chair of the Board in the event that attendance levels are not improved within a 90-day period.
  - 9.4 In the best interests of the hospital and the Board as a governing body, a Board Director shall resign from their position as a trustee on the Board of Directors should attendance continue to be a problem.
  - 9.5 A Board Director who is absent for three (3) Board meetings in a calendar year without cause will be required to discuss his/her/their attendance in a closed meeting of the Board of Directors and may be removed from the Board by a majority vote.
10. Board Directors shall ensure that unethical activities not covered or specifically prohibited by the foregoing or any other legislation, are neither encouraged nor condoned.
11. A Board Director who is alleged to have violated the Code of Conduct shall be informed in writing and shall be allowed to present their views of such alleged breach at the next Board meeting. The complaining party must be identified. If the complaining party is a Board Director, he or she and the respondent Board Director shall absent themselves from any vote upon resolution of censure or other action that may be brought by the Board. Board Directors who are found to have violated the Code of Conduct may be subject to censure, up to and including removal from the Board in accordance with the Administrative Bylaw Article 4.04 Vacancy and Termination of Office.
12. Code of Conduct obligations in relation to use of authority, interaction with the press or other entities, and confidentiality extend and remain incumbent on members subsequent to their term on the LWDH Board.

<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input type="checkbox"/> Terms of Reference	<b>Section:</b> Governance Policy Framework	<b>Number: 6.3</b>
<b>Board Director's Annual Declaration</b>		
<b>Date Approved:</b> May 11, 2023		
<b>Date Reviewed/Revised:</b> March 11, 2021; March 29, 2023		
<b>Next Review Date:</b> May 11, 2025		

**Purpose**

While it is inherent in the Board Directors' fiduciary duties that the Administrative bylaw and all Board policies are followed, Board policy requires each Board Director to sign a declaration form to confirm that they understand that obligation.

**Policy**

Following their election or appointment to the Board and annually thereafter, Board Directors shall sign the Lake of the Woods District Hospital (LWDH) Board of Directors' Declaration Form:

To: **Lake of the Woods District Hospital**

**Consent**

I consent to act as a Board Director of the LWDH.

I consent to the participation by any Board Director or member of a committee at a meeting of the Board or a committee of the Board by telephone, electronic, or other communication facilities as are permitted under applicable legislation.

**Compliance with Policies and Codes**

I confirm that I have read the following policies and codes of conduct, which have been approved by the Board (collectively the "Policies and Codes").

1. Board Code of Conduct
2. Board policy on Privacy and Confidentiality
3. Board policy on Conflict of Interest
4. Governance Charter
5. Use of Social Media
6. Use of Technology and Virtual Meetings

I agree to comply with the policies and codes, the Administrative Bylaws of the Corporation and other such policies of the Corporation that are applicable to the Board.

I confirm that there has been no change to my criminal record report in the past year.

I commit to reporting to the Board Chair any criminal offence(s) that I am charged with during my term as a Board Director.

**Conflicts**

In accordance with conflict of interest policy and the bylaws of the LWDH, I make the following declaration:

I have an interest, directly or indirectly, in the following entities or persons which includes entities in which I am a director or officer:

1. [Insert name.]
2. [Insert name.]
3. [Insert name.]

This declaration is a general notice of interest pursuant to the bylaws and applicable legislation

and accordingly, I should be regarded as interested in any contract made or transaction with any of the above entities or persons.

I acknowledge that this declaration is in addition to my obligations to comply with the conflict of interest policy and the bylaws in respect of any specific conflict that may arise.

I declare the above information to be true and accurate as of the date hereof.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

**SIGNED, SEALED, AND DELIVERED**

In the presence of:

_____ Signature of Witness	_____ Signature of Director
_____ Name of Witness	_____ Name of Director

I choose to use a LWDH device to carry out my duties as a Board Director. I have received a LWDH device (Apple iPad Board # \_\_\_\_\_)

As a custodian of a LWDH device, I will ensure the security of the device and LWDH information.

This device is provided to me during my term as a Board Director. I agree to return the assigned device at the end of my term, or when the device needs to be serviced.

**In the event of damage or loss, I am required to contact the Executive Assistant (x2243) as soon as possible.**

Name (Please print): \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input type="checkbox"/> Terms of Reference	<b>Section:</b> Governance Policy Framework	<b>Number: 6.4</b>
<b>Guidelines for the Selection of Directors</b>		
<b>Date Approved:</b> May 11, 2023		
<b>Date Reviewed/Revised:</b> March 11, 2021; March 29, 2023		
<b>Next Review Date:</b> May 11, 2025		

**Purpose**

The purpose of this policy is to provide the Governance and Nominating Committee with a framework that will assist in building the Board of the Lake of the Woods District Hospital (LWDH) that has the skills, expertise, and experience to effectively carry out the work of the Board.

**Commit to Overarching Principles**

In addition to meeting the Board Director profile and skill sets identified below, Directors are required to commit to the following overarching Board principles:

1. The LWDH works with our community partners to provide exceptional care to the people of our communities.
2. The Board adheres to a model of good governance through which it provides strategic leadership and oversight to the LWDH and has members who can provide this leadership.
3. The Board acts in the best interest of the LWDH as a whole and understands the role of the organization and its accountability to the broader health care system and has Directors who uphold this mandate.
4. The Board and its committees should have Directors who collectively possess a range of specific skills and expertise needed for the Board to fulfill its governance roles and responsibilities.

**Profile of a Board Director**

The generic qualities and personal attributes expected of all Directors include:

**Commitment to LWDH**

- Commitment to the Mission, Vision, and Values, and the Strategic Plan of the LWDH;
- an appreciation of the diverse needs of the communities served by LWDH;
- ability and willingness to represent LWDH as required within the region and be an ambassador for LWDH; and
- desire to represent the LWDH, the needs of all patients, and other providers to improve the healthcare system.

**Understanding of Governance Role**

- Experience in, and understanding of, governance including the roles and responsibilities of the Board and individual Directors and the difference between governance and management;
- ability to provide wise counsel and ask relevant questions at a strategic level;
- ability and willingness to commit the necessary time to prepare for and participate in Board orientation and continuing education, Board meetings, committee meetings, retreats, and selected LWDH and regional health system events; and
- commitment to comply with the LWDH’s conflict of interest policies.

**Personal Attributes**

- Enthusiasm for the role and its demands;
- personal and professional integrity, and judgment;
- ability to work positively, cooperatively and respectfully, and communicate effectively as a member of the team with other Board Directors, Senior Leadership, and community members and to avoid conflicts and disputes; and
- confidence to participate assertively in deliberation and group processes.

**Director Skills**

Beyond the generic qualities and personal attributes expected of all Directors as outlined in the Profile of a Director, Board Directors will collectively possess a range of specific skills, expertise, and experience including, but not limited to amongst the following, as outlined in the Board's Competency Matrix:

1. Financial literacy
2. Government
3. Strategic planning
4. Legal skills
5. Private sector
6. Quality and patient safety
7. Occupational health and safety
8. Human resources and compensation
9. Health care
10. Community relations
11. Risk management
12. Diversity
13. Advocacy

Board Directors will complete the Competency Matrix on an annual basis to assist with Director recruitment and committee assignments.

<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input type="checkbox"/> Terms of Reference	<b>Section:</b> Governance Policy Framework	<b>Number: 6.5</b>
<b>Board Size and Composition</b>		
<b>Date Approved:</b> May 11, 2023 <b>Date Reviewed/Revised:</b> March 11, 2021; March 29, 2023 <b>Next Review Date:</b> May 11, 2025		

As per Administrative Bylaw Article 4.01:

- a) The affairs of the Corporation shall be managed by a Board of Directors, consisting of seventeen (17) Directors, of whom twelve (12) shall be elected Directors and five (5) shall be ex-officio or appointed Directors.
- (b) Ex-Officio Non-Voting Directors
  - i. The Ex-Officio members of the Board are:
    - a. Chief of Staff;
    - b. President of the Professional Staff Association;
    - c. Vice-President of the Professional Staff Association;
    - d. the Chief Executive Officer; and
    - e. the Chief Nursing Executive.
  - ii. The Ex-Officio Directors:
    - a. are non-voting members of the Board and Board committees; and
    - b. shall not count towards quorum.

<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input type="checkbox"/> Terms of Reference	<b>Section:</b> Governance Policy Framework	<b>Number: 6.6</b>
<b>Board Committee Structure</b>		
<b>Date Approved:</b> May 11, 2023		
<b>Date Reviewed/Revised:</b> March 11, 2021; March 29, 2023		
<b>Next Review Date:</b> May 11, 2025		

A standing committee is a Board committee only if its existence and charge come from the Board of Directors, regardless of whether Board members sit on the committee. The following are standing committees of the Lake of the Woods District Hospital's Board of Directors: Audit and Finance Committee, Governance and Nominating Committee, and the Quality, Patient Safety, and Risk Management Committee. Legislation requires that the Medical Advisory Committee report regularly to the Board of Directors.

1. The Chairperson and members of the Board committees shall be appointed by the Board and report to the Board. Membership will be presented at the first regular meeting of the Board held in September.
2. Committees do not implement changes to Board policy or bylaws or act on behalf of the Board of Directors. Their function and authority are to provide options for the Board as a whole for its consideration and approval.
3. Appointments of Board members should take into consideration factors such as equal opportunity to serve, workload, interest, and skills.
4. Terms of Reference, outlining expected products, authority and composition for each committee are found in subsequent policies.
5. The Board may appoint Ad Hoc committees as required to assist it in carrying out its responsibilities. Expected products and limitations on authority will be clearly identified for Ad Hoc Committees. An Ad Hoc committee ceases to exist as soon as its assignment as defined in the terms of reference is complete.
6. Committee expenses will be reimbursed in accordance with Policy 7.9 Reimbursement of Board Director and Committee Expenses.
7. Unless otherwise stated in the bylaws, this policy, or in a Board resolution, procedures at committee meetings shall be determined by the Chair of each committee.
8. At least 50% of the voting members of a committee shall constitute a quorum.
9. Committee meetings are open to all Directors as non-voting members.

<input type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input checked="" type="checkbox"/> Terms of Reference	<b>Section:</b> Governance Policy Framework	<b>Number:</b> 6.6.1
<b>Audit and Finance Committee Terms of Reference</b>		
<b>Date Approved:</b> May 11, 2023		
<b>Date Reviewed/Revised:</b> November 8, 2018; March 11, 2021		
<b>Next Review Date:</b> May 11, 2023		

**Authority and Accountability**

The Audit and Finance Committee is a Standing Committee of the Lake of the Woods District Hospital (LWDH) Board and reports to the Board of Directors.

**Purpose**

The Audit and Finance Committee assists the Board of Directors in fulfilling its governance responsibilities to ensure financial oversight. The Audit responsibilities include, but are not limited to, financial reporting, audit activities, risk management and internal controls. The Finance responsibilities include budget planning and monitoring, borrowing and investment.

**Mandate**

The Audit and Finance Committee will have the following major responsibilities:

**Audit**

The Committee shall:

1. make an annual recommendation to the Board for appointment of the Corporation’s auditors, including the audit fee and expenses;
2. establish a process for the recruitment of the auditors and issue requests for proposals at least once every five (5) years;
3. conduct the audit planning and preparation including:
  - review, with the external auditors, the proposed scope of the current year’s audit;
  - review and approve the auditor’s engagement letter including the audit fee and expenses;
4. review and discuss on an annual basis, with the external auditor, all significant relationships they have with the hospital to determine their independence;
5. in consultation with the external auditor, review the integrity of the hospital’s financial reporting processes, both internal and external;
6. consider the external auditor’s judgments about the quality and appropriateness, not just the acceptability, of the Corporation’s accounting principles and financial disclosure practices, and whether those principles are common practices or are minority practices;
7. advise the Board on the major financial and other risks faced by the hospital, and the appropriateness of related controls to minimize their potential impact;
8. review audited annual financial statements, in conjunction with the report of the external auditors, and obtain an explanation from management of all significant variances between comparative reporting periods;
9. review the report of the external auditors on the annual financial statements;

10. review the external auditor's post-audit or management letter which may document weaknesses in the accounting system or in the internal control systems and which contain recommendations of the external auditors, and consider management's response and subsequent follow-up to any identified weaknesses;
11. meet privately with the external auditors (without the presence of management) with regard to the adequacy of the internal accounting controls and similar matters, and review management responses to ascertain whether there are concerns that should be brought to the committee's attention;
12. review any problems experienced by the external auditors in performing the audit, including any restrictions imposed by management or significant accounting issues on which there was a disagreement with management, or situations where management sought a second opinion on a significant accounting issue;
13. monitor and evaluate the performance of the external auditors;
14. review on an annual basis a confidential report on the number of Whistleblower complaints filed and the outcome of the investigation(s);
15. monitor compliance with legal and regulatory requirements; and
16. meet privately with Senior Leadership (without the external auditors being present) to ensure that management has no concerns about the conduct of the audit.

### **Finance**

The Committee shall:

1. recommend and periodically review Board policies to provide a framework for the management of LWDH assets, investments, the allocation of financial resources and monitoring of financial performance;
2. review and recommend the annual budget for capital and operating revenues and expenditures to the Board for approval;
3. receive quarterly financial statements and report significant variances against budget to the Board;
4. review and recommend to the Board and monitor plans developed by management to address variances between budget and actual performance;
5. oversee the hospital investment policy and investment performance and make recommendations for Board approval;
6. discuss with leadership the organization's significant financial risks and the measures being taken to mitigate them;
7. assess adequacy of reserves for building maintenance, renovations, equipment replacement, human resources, and information technology;
8. review and recommend to the Board the Hospital Service Accountability Agreement (H-SAA);
9. review H-SAA performance indicators on a quarterly basis; and
10. prepare an annual work plan describing topics to be covered at each meeting for approval by the Board.

**Other**

The Committee shall ensure the hospital has sufficient insurance coverage given the identified and assumed risks. Insurance provision will be reviewed at least every five years.

The Committee shall review its Terms of Reference annually and make recommendations for amendments as required to the Board of Directors.

**Membership**

The Audit and Finance Committee will consist of up to five (5) voting members:

- Three (3) Directors, one of whom will serve as Chair
- Board Chair (Ex-officio)
- One (1) member at large (term at the discretion of the committee) to provide additional financial expertise

The President and Chief Executive Officer, the Vice President Patient Services and Chief Nursing Officer, Chief of Staff, and Vice President Corporate Services and Chief Financial Officer will serve as ex-officio non-voting members.

The membership will be reviewed and appointed annually by the Board on the recommendation of the Governance and Nominating Committee. Committee members should have financial literacy including a basic understanding of finance and the components of control, as well as being able to read and understand financial statements.

**Term**

The membership will be reviewed and appointed annually by the Board on the recommendation of the Governance and Nominating Committee.

**Meetings**

The committee shall meet a minimum of four times per year in person or by teleconference call, or more frequently at the call of the Chair.

**Quorum**

At least 50% of the voting members constitute a quorum.

**Vacancies**

Vacancies will be filled by the Board as required on the recommendation of the Governance and Nominating Committee

**Staff Resources and Administrative Support**

- The Vice-President, Corporate Services and Chief Financial Officer,
- The Manager of Finance, and
- Administrative support to the Audit and Finance Committee is provided by the Executive Assistant to the President and CEO.

<input type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input checked="" type="checkbox"/> Terms of Reference	<b>Section:</b> Governance Policy Framework	<b>Number:</b> 6.6.2
<b>Governance and Nominating Committee  Terms of Reference</b>		
<b>Date Approved:</b> May 11, 2023 <b>Date Reviewed/Revised:</b> November 8, 2018; September 12, 2019; November 12, 2020 <b>Next Review Date:</b> May 11, 2023		

**Authority and Accountability**

The Governance and Nominating Committee is a Standing Committee of the Lake of the Woods District Hospital (LWDH) Board and reports to the Board of Directors.

**Purpose**

The Governance and Nominating Committee supports the Board of Directors in fulfilling its responsibilities to establish strategic direction and ensure Board effectiveness and succession planning.

**Mandate**

The Committee shall:

1. create a governance model for the Corporation and recommend to the Board a process for the monitoring and adopting of, where appropriate, best practices in governance;
2. oversee the process for nomination and election of Directors to fill any vacancies on the Board, ensuring compliance with any bylaw provisions as per Policy 7.2 Process for Selection of Board Officers;
3. establish and review annually the Board profile of Directors in relation to the ideal skills matrix, identifying any gaps in skills and expertise to be considered in the annual Nominations process;
4. nominate Directors for consideration by the Board for appointment as Officers of the Corporation;
5. nominate Directors for consideration by the Board for appointment as Standing Committee Chairs, Chairs of Advisory Committees and Standing Committee members;
6. review and, where necessary, recommend amendments to the Corporation bylaws for consideration by the Board;
7. maintain the currency of the Board Policy Manual, including review on an annual basis of any new policies or amendments to existing policies proposed by Board Standing Committees or management, for consideration by the Board;
8. provide leadership to the Board’s strategic planning process;
9. recommend to the Board the methodology for annual evaluation of the President and CEO;
10. recommend to the Board the methodology for annual evaluation of the Chief of Staff;
11. provide oversight support to the President and CEO succession planning process and serve as the search committee in the event of the need to recruit a new President and CEO;
12. recommend, review, and revise as necessary a framework and process for board decision making;
13. review on an annual basis, director attendance at Board and committee meetings;
14. as per Section 4.04 of the Administrative Bylaw, determine circumstances which warrant retirement of a Director, or which disqualify the Director from standing for re-election and recommend to the Board an appropriate course of action in these circumstances;
15. support the Board of Directors in ensuring its ongoing effectiveness through initial orientation

for new Directors and ongoing education for Board Directors with a focus on governance, trends in healthcare, hospital operations and other topic areas as identified;

16. establish processes to support the Board of Directors in the annual evaluation of the performance of the Board's individual Directors, Board Standing Committees, Board Officers and Board meetings;
17. the strengths and weaknesses identified through the annual evaluation will be reviewed by a subcommittee of Governance and Nominating, and improvements to be acted upon will be reviewed by this committee before going to the Board of Directors;
18. provide direction to management regarding the annual general meeting of the Corporation;
19. prepare an annual work and education plan describing topics to be covered at each meeting for approval by the Board;
20. ensure that all Standing Committees annually develop work plans and review their terms of reference, and
21. study and make recommendations to the Board on other matters as directed by the Board.

### **Membership**

The Committee will consist of eight (8) voting members:

- The Vice-Chair of the Board of Directors;
- Six (6) Directors, one of whom will serve as Chair;
- Board Chair (Ex-officio)

The President and Chief Executive Officer (CEO) will be an ex-officio non-voting member.

### **Other**

The Committee shall review its Terms of Reference annually and make recommendations for amendments as required to the Board of Directors.

### **Term**

The membership will be reviewed and appointed annually by the Board on the recommendation of the Governance and Nominating Committee.

### **Meetings**

The committee shall meet at least four times per year.

### **Quorum**

At least 50% of the voting members constitute a quorum.

### **Vacancies**

Vacancies will be filled by the Board as required on the recommendation of the Governance and Nominating Committee.

### **Staff Resources and Administrative Support**

Administrative support to the Governance and Nominating Committee is provided by the Executive Assistant to the President and CEO.

<input type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input checked="" type="checkbox"/> Terms of Reference	<b>Section:</b> Governance Policy Framework	<b>Number:</b> 6.6.3
<b>Quality, Patient Safety, and Risk Management Committee Terms of Reference</b>		
<b>Date Approved:</b> May 11, 2023 <b>Date Reviewed/Revised:</b> November 8, 2018; October 10, 2019; November 26, 2020 <b>Next Review Date:</b> May 11, 2023		

### Authority and Accountability

The Quality, Patient Safety, and Risk Management Committee is a Standing Committee of the Lake of the Woods District Hospital (LWDH) Board, and reports to the Board of Directors.

### Purpose

The Quality, Patient Safety, and Risk Management Committee performs the functions of the Quality, Patient Safety, and Risk Management Committee under the Excellent Care for All Act, 2010 (ECFAA), and assists the Board of Directors in the performance of its governance role for monitoring all aspects of the quality of patient care and services.

Quality is defined as “doing the right thing, at the right time, in the right way, for the right person – and having the best possible results” (Agency for Health Care Research and Quality).

### Mandate

The Committee shall:

1. ensure that quality of care, patient safety, and risk management are an integral component of the governance and management processes of the hospital;
2. to advise and bring recommendations to the Board regarding the requirements of the Excellent Care for All Act (2010) and its Regulations; the annual Quality Improvement Plan, quality improvement initiatives and policies;
3. to ensure the best practice information supported by available evidence is translated to materials that are distributed to employees and persons providing services within the hospital, and to subsequently monitor the use of these materials by those people;
4. to review and report to the Board on significant issues relating to care practices, safety and clinical risks;
5. to review and evaluate the hospital’s performance in Accreditation Canada’s Required Organizational Practices (ROP) for patient safety and in the HIROC’s Risk Assessment Checklists (RAC) Program for reducing health care risk;
6. to assess processes for surveying patient and staff satisfaction and to monitor resulting action plans;
7. monitor and report to the Board on quality issues and on the overall quality of services provided in the hospital, with reference to appropriate data including:
  - performance indicators used to measure quality of care and services and patient safety;
  - publicly reported patient safety indicators; and
  - critical incident reports and aggregated critical incident data;
8. consider and make recommendations to the Board regarding implications of the budget proposals within the Operating Plan process on quality, patient safety, and risk management as appropriate;

9. recommend education programs concerning quality, patient safety, and risk management for members of the Committee and the Board;
10. consider and make recommendations to the Board on policies relating to quality, patient safety, and risk management;
11. prepare an annual work plan describing topics to be covered at each meeting for approval by the Board; and
12. study and make recommendations to the Board on other matters as directed by the Board.

### **Membership**

The Committee will consist of nine (9) voting members:

- Three (3) Directors, one of whom will serve as Chair;
- Board Chair (Ex-officio)
- Three (3) community representatives appointed by the Board
- One (1) person who works in the LWDH and is not a member of the College of Physicians and Surgeons of Ontario or the College of Nurses of Ontario
- One (1) person from the LWDH Patient and Family Advisory Committee

The President and Chief Executive Officer (CEO), the Vice President Patient Services and Chief Nursing Officer, the Chief of Staff or President of the Medical Staff will be ex-officio non-voting members.

### **Other**

The committee shall review its Terms of Reference annually and make recommendations for amendments as required to the Board of Directors.

### **Term**

The membership will be reviewed and appointed annually by the Board on the recommendation of the Governance and Nominating Committee.

### **Meetings**

The committee shall meet at least six (6) times per year.

### **Quorum**

At least 50% of the voting members constitute a quorum.

### **Vacancies**

Vacancies will be filled by the Board as required on the recommendation of the Governance and Nominating Committee.

### **Staff Resources and Administrative Support**

Administrative support to the Quality, Patient Safety, and Risk Management Committee is provided by the Patient Relations – Quality and Risk Coordinator.

<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input type="checkbox"/> Terms of Reference	<b>Section:</b> Governance Policy Framework	<b>Number: 6.7</b>
<b>Position Description for the Board Chair</b>		
<b>Date Approved:</b> May 11, 2023		
<b>Date Reviewed/Revised:</b> November 8, 2018; March 11, 2021; March 29, 2023		
<b>Next Review Date:</b> May 11, 2025		

This policy is intended to supplement the Bylaw Article 6.02 related to the Duties of the Chair. In the event of conflict between this policy and the bylaw, the bylaw provision(s) will apply.

**Role Statement**

The Board Chair of the Lake of the Woods District Hospital (LWDH) provides guidance and direction to ensure the integrity and effectiveness of the Board’s governance process. The Chair is responsible for the development and effective performance of the Board of Directors and provides leadership to the Board for all aspects of the Board’s work.

The Chair acts in an advisory capacity to the President and Chief Executive Officer (CEO) in all matters concerning the interests of the Corporation and, in consultation with the President and Chief Executive Officer (CEO), plays a role in the Corporation’s external relationships.

The Board Chair coordinates the activities of the Board in fulfilling the governance responsibilities and facilitates co-operative relationships among Board Directors, and between the Board and President and Chief Executive Officer (CEO), and the Board and Chief of Staff.

The Board Chair ensures that all matters relating to the Board’s mandate are brought to the attention of, and discussed by, the Board.

**Responsibilities**

**1. Agendas:**

Establish agendas in collaboration with the President Chief Executive Officer (CEO) and Vice-Chair which are aligned with the Board’s roles, responsibilities and annual Board goals and preside over these meetings. Ensure that relevant information is available in a timely manner and meetings are effective and efficient for the performance of governance work. Provide oversight of the Board’s adherence to established governance policies and processes in guiding discussions to support the decision-making processes of the Board. Ensure that a schedule of Board meetings is prepared annually.

**2. Direction:**

Serve as the Board’s principal contact for the President and Chief Executive Officer (CEO) and the Chief of Staff with respect to identifying issues, monitoring, and providing feedback, maintaining accountability, and ensuring that the President and Chief Executive Officer (CEO) and Chief of Staff are aware of the view of the Board.

**3. Performance Appraisal:**

Ensures the evaluation process is undertaken and the results communicated to the President and Chief Executive Officer (CEO) and Chief of Staff as outlined in Board policy 3.3.

**4. President and Chief Executive Officer (CEO) and Chief of Staff Public Complaints:**

Facilitate the review of public complaints brought forward with regards to the President and Chief Executive Officer (CEO) or the Chief of Staff as per Board policy 4.3.

**5. Work Plan:**

With the assistance of the President and Chief Executive Officer (CEO), Senior Leadership Team, and the Governance and Nominating Committee, develop the standards and format for reporting by Board committees, which will ensure that the Board has appropriate information to make informed decisions. Ensure that work plans are developed and

implemented by the Board Committees which reflect the annual goals for the Board and embrace continuous improvement.

6. **Communication:**  
Preside over Board meetings in a manner that encourages participation and information sharing while moving the Board toward timely closure and prudent decision-making. Preserve order at Board meetings and exercise procedural authority in case of a dispute as outlined in Board policy 6.13, Corporate Rules of Order.
7. **Committee Membership:**  
Serve as an ex-officio member (voting) of all Board Standing Committees.
8. **Representation:**  
Ensure that the Board is appropriately represented at organizational functions, Foundation functions, Auxiliary functions, other official functions in the community.
9. **Reporting:**  
Report regularly and promptly to the Board regarding issues that are relevant to its governance responsibilities.
10. **Board Conduct:**  
Set a high standard for Board conduct and ensure adherence to the Code of Conduct, Bylaws, and policies of the Board of Directors.
11. **Mentorship:**  
Serve as a mentor by encouraging the development of Board Directors through access to onboarding activities, continuing education opportunities and periodic check-ins with individual Directors regarding their needs. Ensure that all Directors have an opportunity to contribute their skills and experience. Address issues associated with the underperformance of individual Directors.
12. **Succession Planning:**  
Ensure succession planning occurs for the President and Chief Executive Officer (CEO), the Chief of Staff and the Board of Directors.
13. **Other Matters:**  
Where required, the Chair is delegated signing authority on behalf of the Board.

### **Skills, Attributes, and Experience**

In addition to the personal attributes required of all Board Directors, the Chair will demonstrate the following skills, attributes and experience:

- leadership skills;
- strategic and facilitation skills;
- ability to effectively influence and build consensus within the Board;
- ability to establish a trusted advisor relationship with the President and Chief Executive Officer (CEO) and other Board Directors;
- ability to make the necessary time commitment and required flexibility in work schedule to meet the requirements of this leadership role;
- ability to communicate effectively with the Board, the Senior Leadership Team, the Ministry of Health, Ontario Health North, and the communities the Hospital serves; and
- record of achievement in one or several areas of skills and expertise required within the Board.

### **Term**

Per Administrative Bylaw 6.01, the Board Chair is elected for a two (2) year term.

<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input type="checkbox"/> Terms of Reference	<b>Section:</b> Governance Policy Framework	<b>Number: 6.8</b>
<b>Position Description for the Board Vice-Chair</b>		
<b>Date Approved:</b> May 11, 2023		
<b>Date Reviewed/Revised:</b> November 8, 2018; March 11, 2021; March 29, 2023		
<b>Next Review Date:</b> May 11, 2025		

This policy is intended to supplement the Bylaw 6.03 related to the Vice-Chair. In the event of a conflict between this policy and the bylaw, the bylaw provision(s) will apply.

**Role Statement**

The Board Vice-Chair of the Lake of the Woods District Hospital (LWDH) will work collaboratively with the Board Chair and support the Board Chair in fulfilling their responsibilities. The Vice-Chair shall have all the powers and perform all the duties of the Board Chair in the absence or disability of the Board Chair and perform any other duties assigned by the Board Chair or the Board of Directors. There is also an expectation that the role of the Vice-Chair is a developmental position aimed at providing the skills and background needed to step into the role of the Board Chair.

**Responsibilities**

The responsibilities of the Vice-Chair are:

1. **Agendas:**  
Establish agendas in collaboration with the President Chief Executive Officer (CEO) and Board Chair which are aligned with the Board’s roles, responsibilities and annual Board goals and preside over these meetings.
2. **Board Chair Substitute:**  
Assume the duties of the Board Chair in their absence or disability, including representing the Board and the organization at official functions and to the communities the hospital serves.
3. **Performance Appraisal:**  
Works with the Board Chair to ensures the evaluation process is undertaken and the results communicated to the President and Chief Executive Officer (CEO) and Chief of Staff as outlined in Board policy 3.3.
4. **President and Chief Executive Officer (CEO) and Chief of Staff Public Complaints:**  
Assist the Board Chair to facilitate the review of public complaints brought forward with regards to the President and Chief Executive Officer (CEO) or the Chief of Staff as per policy 4.3.
5. **Board Conduct:**  
Set a high standard for Board conduct and ensure adherence to the Code of Conduct, Bylaws, and policies of the Board of Directors.
6. **Mentorship:**  
Serve as a mentor by encouraging the development of Board Directors through access to onboarding activities, continuing education opportunities and periodic check-ins with individual Board Directors regarding their needs. Ensure that all Board Directors have an opportunity to contribute their skills and experience. Address issues associated with the underperformance of individual Board Directors.
7. **Committee Membership:**  
Serve on the Governance and Nominating Committee and on other Board Standing Committees as determined annually.

### **Skills, Attributes, and Experience**

In addition to the personal attributes required of all Board Directors, the Vice-chair will demonstrate the following skills, attributes and experience:

- leadership skills;
- strategic and facilitation skills;
- ability to effectively influence and build consensus within the Board;
- ability to establish trusted advisor relationship with the Board Chair, President and Chief Executive Officer (CEO) and other Board Directors;
- ability to make the necessary time commitment and required flexibility in work schedule to meet the requirements of this leadership role;
- ability to communicate effectively with the Board of Directors, Leadership Team, the Ministry of Health and Long Term Care, Ontario Health North, and the communities the LWDH serves; and
- record of achievement in one or several areas of skills and expertise required within the Board.

### **Term**

Per Administrative Bylaw 6.01, the Board Vice-Chair is elected for a two (2) year term.

<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input type="checkbox"/> Terms of Reference	<b>Section:</b> Governance Policy Framework	<b>Number: 6.9</b>
<b>Position Description for the Board Treasurer</b>		
<b>Date Approved:</b> May 11, 2023		
<b>Date Reviewed/Revised:</b> March 11, 2021; March 29, 2023		
<b>Next Review Date:</b> May 11, 2025		

This policy is intended to supplement the Administrative Bylaw Article 6 (6.01 and 6.04 related to the Treasurer). In the event of a conflict between this policy and the bylaw, the bylaw provision(s) will apply.

**Role Statement**

The Board Treasurer of the Lake of the Woods District Hospital (LWDH) is a voting Director and works collaboratively with the Board Chair and President and Chief Executive Officer (CEO) to support the Board in fulfilling their fiduciary responsibilities. If there is no Director who can serve as Board Treasurer, the Board can appoint the VP of Operations and CFO until a qualified Board Director can be recruited.

**Responsibilities**

In accordance with Administrative Bylaw Article 6.04, the responsibilities of the Treasurer are:

1. **Reporting Requirements:** Keep up to date on audit and financial reporting requirements.
2. **Mentorship:** Serve as a mentor to other Board Directors.
3. **Board Audit and Finance Committee:** Assist with establishing agendas in collaboration with the staff support and attend meetings of the Committee
4. **Audited Financial Statements:** Present, or arrange for a presentation, to the Board of Directors and members of the Corporation at the annual general meeting, an audited financial statement of the financial position of the Hospital and the report thereon of the independent auditors.

**Skills, Attributes, and Experience**

In addition to the personal attributes required of all Board Directors, the Treasurer will demonstrate the following personal qualities, skills, and experience:

- Experience in finance and/or accountancy;
- Ability to chair a meeting such that decisions are made in a manner that is respectful and efficient;
- Willingness and ability to commit time to the Board and committee responsibilities of Treasurer.

**Term**

Per Administrative Bylaw 6.01(a), the Treasurer is elected for a two (2) year term.

<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input type="checkbox"/> Terms of Reference	<b>Section:</b> Governance Policy Framework	<b>Number: 6.10</b>
<b>Position Description for the Board Secretary</b>		
<b>Date Approved:</b> May 11, 2023		
<b>Date Reviewed/Revised:</b> November 8, 2018; March 11, 2021; March 29, 2023		
<b>Next Review Date:</b> May 11, 2025		

This Policy is intended to supplement the Administrative Bylaw Article 6.04 Duties of the Secretary. In the event of a conflict between this Policy and the Administrative bylaw, the bylaw provision(s) will apply. The Board Secretary is the President and Chief Executive Officer (CEO).

### **Role Statement**

The Board Secretary of the Lake of the Woods District Hospital (LWDH) works collaboratively with the Board Chair to support the Board in fulfilling its fiduciary responsibilities. The Secretary will be appointed by the Board of Directors at the Annual General Meeting. The Secretary will report to the Board of Directors.

### **Responsibilities**

In accordance with Administrative Bylaw Article 6.04:

The Secretary shall carry out the duties of the secretary of the corporation generally and shall attend or cause a recording secretary to attend all meetings of the members, Board, and committees to act as a clerk thereof and to record all votes and minutes of all proceedings in the books to be kept for that purpose.

The Secretary shall give or cause to be given notice of all meetings of the members and of the Board of Directors and shall perform such other duties as may be prescribed by the bylaws or the Board.

### **Duties**

The Secretary of the Corporation shall:

- be the custodian of the books of account and accounting records of the Corporation required to be kept by the provisions of the Corporations Act (Ontario), and/or the Not-for-Profit Corporations Act (Ontario), hereinafter referenced as the Act;
- submit a financial statement at each regular meeting of the Board indicating the financial position of the Corporation at the close of the preceding month;
- have all the accounts audited on an annual basis;
- submit annual attestations to the Board and Ontario Health North on compliance with the following:

#### Hospital Service Accountability Agreement (H-SAA) including:

- the HSP has complied with the provisions of the *Local Health System Integration Act, 2006* and the *Broader Public Sector Accountability Act (the "BPSAA")* that apply to the Health Service Provider (HSP);
- the HSP has complied with its obligations in respect of CitiCall that are set out in the Agreement;
- every Report submitted by the HSP is complete, accurate in all respects and in full compliance with the terms of the Agreement; and
- the representations, warranties and covenants made by the Board on behalf of the HSP in the Agreement remain in full force and effect.

Multi-sector Service Accountability Agreement (M-SAA) including:

- Article 4.8 of the M-SAA concerning applicable procurement practices;
- The *Local Health System Integration Act, 2006*;
- The *Public Sector Compensation Restraint to Protect Public Services Act, 2010*;  
and
- The Local Performance Obligations as listed under Schedule E4a of the 2018/19 M-SAA Extension.

Broader Public Sector Accountability Act (BPSAA) including, but not limited to:

- The completion and accuracy of reports required of the Hospital pursuant to section 6 of the BPSAA on the use of consultants;
  - The Hospital's compliance with the prohibition in section 4 of the BPSAA on engaging lobbyist services using public funds;
  - The Hospital's compliance with any applicable expense claims directives issued under section 10 of the BPSAA by the Management Board of Cabinet;
  - The Hospital's compliance with any applicable prerequisite directives issued under section 11.1 of the BPSAA by the Management Board of Cabinet;
  - The Hospital's compliance with any applicable procurement directives issued under section 12 of the BPSAA by the Management Board of Cabinet; and
  - The Hospital's compliance with any applicable directives issued to prepare and publish business plans and other business or financial documents on its website under section 13 of the BPSAA by the Management Board of Cabinet.
- 
- attend all meetings of the Board and of Committees of the Board;
  - keep a record of the minutes of all meetings;
  - keep a roll of names and addresses of the members of the Board;
  - attend to correspondence;
  - give such notice as required by the bylaws of the Corporation relating to all meetings of the Corporation, the Board, and its committees;
  - prepare all reports required under any act or regulation of the Province of Ontario;
  - be the custodian of all minute books, documents and registers of the Corporation required to be kept by the provisions of the Act;
  - be the custodian of the seal of the Corporation;
  - keep copies of all testamentary documents and trust instruments by which benefits are given to the use of the Corporation and provide the Office of the Public Guardian and Trustee in accordance with the provisions of the Charities Accounting Act (Ontario); and
  - perform such other duties as the Board may direct.
  - The Secretary may delegate to employees of the Corporation those duties that he/she/they considers appropriate to delegate and that he/she/they is allowed by law to delegate.

<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input type="checkbox"/> Terms of Reference	<b>Section:</b> Governance Policy Framework	<b>Number: 6.11</b>
<b>Position Description for a Standing Committee Chair</b>		
<b>Date Approved:</b> May 11, 2023		
<b>Date Reviewed/Revised:</b> November 8, 2018; March 11, 2021; March 29, 2023		
<b>Next Review Date:</b> May 11, 2025		

**Role Statement**

A Standing Committee Chair of the Lake of the Woods District Hospital (LWDH) works collaboratively with the Chair of the Board and with assigned staff support and provides leadership to the committee. The Standing Committee Chair ensures that the Terms of Reference of the committee are followed. The Standing Committee Chair effectively manages issues to promote effective dialogue. The Standing Committee Chair respects that the committee has no direct management role with the Lake of the Woods District Hospital (LWDH) staff. See Policy 6.1, item #6.

**Responsibilities**

1. **Agendas:** Establish agendas in collaboration with staff support and preside over meetings of the committee.
2. **Work Plan:** With the assistance of staff support, develop a work plan for the committee with committee members.
3. **Leadership:** Effectively lead each committee meeting in a manner that encourages thoughtful participation and promotes understanding of complex issues. Ensure a fair discussion, especially when differences and conflicting opinions arise.
4. **Expertise:** Serve as a leader within the Board on the matters addressed in the committee’s terms of reference.
5. **Advise Board Chair:** Discusses with the Board Chair key issues addressed by the committee.
6. **Report to the Board:** After each committee meeting, with the assistance of staff support, prepare a report and where appropriate recommendations for consideration by the Board of Directors.
7. **Mentorship.** Serve as a mentor to committee members and develop a succession plan for the Chair.

**Skills, Attributes, and Experience**

A Standing Committee Chair shall be a member of the LWDH Board of Directors and in addition to the personal attributes required of all Board Directors, will demonstrate the following personal qualities, skills, and experience:

- Interest and experience related to the work of the committee;
- ability to chair a meeting such that decisions are made in a manner that is respectful and efficient; and
- willingness and ability to commit time to the responsibilities of the Committee Chair.

**Term**

A Standing Committee Chair will be appointed by the Board of Directors on the recommendation of the Governance and Nominating Committee annually.

<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input type="checkbox"/> Terms of Reference	<b>Section:</b> Governance Policy Framework	<b>Number: 6.12</b>
<b>Conflict of Interest</b>		
<b>Date Approved:</b> May 11, 2023		
<b>Date Reviewed/Revised:</b> November 8, 2018; March 11, 2021; March 29, 2023		
<b>Next Review Date:</b> May 11, 2025		

This policy is intended to supplement the Administrative Bylaw 4.05. In the event of a conflict between this policy and the Administrative bylaw, the bylaw provisions(s) will apply.

**Purpose**

All Board Directors or non-Board members of a committee have a duty to ensure that the trust and confidence of the public in the integrity of the decision-making processes of the Board are maintained by ensuring that they and other members of the Board are free from conflict or potential conflict in their decision-making. It is inherent in a Board Director's fiduciary duty that conflicts of interest be avoided. It is important that all Board Directors or non-Board members of a committee understand their obligations when a conflict of interest or potential conflict of interest arises.

**Application**

This policy applies to all Board Directors, including ex-officio Directors, and all non-Board members of committees (herein referred to as "committee member" throughout this policy).

**Policy**

Directors and committee members shall avoid situations in which they may be in a position of conflict of interest. The bylaws contain provisions with respect to conflict of interest that must be strictly adhered to.

In addition to the bylaws, the process set out in this policy shall be followed when a conflict or potential conflict arises.

**Description of Conflict of Interest**

A conflict of interest arises in any situation where a Board Director or committee member's duty to act solely in the best interests of the corporation and to adhere to their fiduciary duties is compromised or impeded by any other interest, relationship, or duty of the Board Director or committee member. A conflict of interest also includes circumstances where the Board Director or committee member's duties to the corporation are in conflict with other duties owed by the Board Director or committee member such that the Board Director or committee member is not able to fully discharge the fiduciary duties owed to the corporation.

The situations in which potential conflict of interest may arise cannot be exhaustively set out. Conflicts generally arise in the following situations:

**1. Transacting with the Corporation**

When a Board Director or committee member transacts with the corporation directly or indirectly. When a Board Director or committee member has a material direct or indirect interest in a transaction or contract with the corporation.

**2. Interest of a Relative**

When the corporation conducts business with suppliers of goods or services or any other party of which a relative or member of the household of a Board Director or committee member is a principal, officer, or representative.

### **3. Gifts**

When a Board Director or committee member, or a member of the Director/committee member's household, or any other person or entity designated by the Director/committee member, accepts gifts, payments, services, or anything else of more than a token or nominal value from a party with whom the corporation may transact business (including a supplier of goods or services) for the purposes of (or that may be perceived to be for the purposes of) influencing an act or decision of the Board.

### **4. Acting for an Improper Purpose**

When Board Directors or committee members exercise their powers motivated by self-interest or other improper purposes. Directors and committee member must act solely in the best interest of the corporation. Directors and committee members who are nominees of a particular group must act in the best interest of the corporation even if this conflicts with the interests of the nominating party.

### **5. Appropriation of Corporate Opportunity**

When a Board Director or committee member diverts to their own use an opportunity or advantage that belongs to the corporation.

### **6. Duty to Disclose Information of Value to the Corporation**

When Board Directors or committee members fail to disclose information that is relevant to a vital aspect of the corporation's affairs.

### **7. Serving on Other Corporations**

A Board Director or committee member may be in a position where there is a conflict of "duty and duty". This may arise where the Board Director or committee member serves as a Director of two corporations that are competing or transacting with one another. It may also arise where a Director or committee member has an association or relationship with another entity. For example, if two corporations are both seeking to take advantage of the same opportunity. A Director or committee member may be in possession of confidential information received in one boardroom or related to the matter that is of importance to a decision being made in the other boardroom. The Director or committee member cannot discharge the duty to maintain such information in confidence while at the same time discharging the duty to make disclosure. The Director or committee member cannot act to advance any interests other than those of the corporation.

### **8. Where a Physician – Patient Relationship Exists**

A Board Director or committee member may be in a conflict of interest position where they are a physician, and the Board discussion involves their patient or directly relates to a group of patients which reasonably could include their patient(s) and where the discussion could place the Director or committee member in a compromising position related to their ongoing care of the patient or any legal or ethical issues related to the care of the patient.

### **Process for Resolution of Conflicts and Addressing Breaches of Duty Disclosure of Conflicts**

A Board Director or committee member who is in a position of conflict or potential conflict shall immediately disclose such conflict to the Board by notification to the Board Chair or Board Vice-Chair of the Board. Where the Board Chair has a conflict, notice shall be given to the Board Vice-Chair. The disclosure shall be sufficient to disclose the nature and extent of the Director/committee member's interest. Disclosure shall be made at the earliest possible time and, where possible, prior to any discussion and vote on the matter.

Where (i) a Board Director or committee member is not present at a meeting where a matter in which the Director or committee member has a conflict is first discussed and/or voted upon, or (ii) a conflict arises for a Director or committee member after a matter has been discussed but not yet voted upon by the Board, or, (iii) a Director or committee member becomes conflicted after a matter has been approved, the Director or committee member shall make the declaration of the conflict to the Chair or Vice-chair as soon as possible and at the next meeting of the Board.

A Director or committee member may make a general declaration of the Director/committee member's relationships and interests in entities or persons that give rise to conflicts.

### **Abstain from Discussions**

The Board Director or committee member shall not be present during the discussion or vote in respect of the matter in which they have a conflict and shall not attempt in any way to influence the voting.

### **Process for Resolution of Conflicts and Addressing Breaches of Duty**

All Board Directors and committee members shall comply with the requirements of the bylaws.

A Director or committee member may be referred to the process outlined below in any of the following circumstances:

#### **1. Circumstances for Referral**

Where any Board Director or committee member believes that that Director/committee member or another Director/committee member:

- 1.1. has breached their duties to the corporation;
- 1.2. is in a position where there is a potential breach of duty to the corporation;
- 1.3. is in a situation of actual or potential conflict of interest; or,
- 1.4. has behaved or is likely to behave in a manner that is not consistent with the highest standards of public trust and integrity and such behaviour may have an adverse impact on the corporation.

#### **2. Process for Resolution**

The matter shall be referred to the following process:

- 2.1. Refer matter to the Chair or where the issue may involve the Chair, to any Vice-chair, with notice to President and Chief Executive Officer (CEO).
- 2.2. Chair (or Vice-chair as the case may be) may either (i) attempt to resolve the matter informally or (ii) refer the matter to the Governance and Nominating Committee.
- 2.3. If the Chair or Vice-chair elects to attempt to resolve the matter informally and the matter cannot be informally resolved to the satisfaction of the Chair (or Vice-chair as the case may be), the Director or committee member referring the matter and the Director or committee member involved then the Chair or Vice-chair shall refer the matter to the process in (b) (ii) above.
- 2.4. A decision of the Board by majority resolution shall be determinative of the matter.

It is recognized that if a conflict, or other matter referred, cannot be resolved to the satisfaction of the Board (by simple majority resolution) or if a breach of duty has occurred, a Director or committee member may be asked to resign or may be subject to removal pursuant to the bylaws and the Corporations Act.

### **Perceived Conflicts**

It is acknowledged that not all conflicts or potential conflicts may be satisfactorily resolved by strict compliance with the bylaws. There may be cases where the perception of a conflict of interest or breach of duty (even where no conflict exists, or breach has occurred) may be harmful to the corporation notwithstanding that there has been compliance with the bylaws. In such circumstances, the process set out in this policy for addressing conflicts and breaches of duty shall be followed.

It is recognized that the perception of conflict or breach of duty may be harmful to the corporation even where no conflict exists, or breach has occurred, and it may be in the best interests of the corporation that the Director be asked to resign.

<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input type="checkbox"/> Terms of Reference	<b>Section:</b> Governance Policy Framework	<b>Number: 6.13</b>
<b>Corporate Rules of Order</b>		
<b>Date Approved:</b> May 11, 2023		
<b>Date Reviewed/Revised:</b> November 8, 2018; March 11, 2021; March 29, 2023		
<b>Next Review Date:</b> May 11, 2025		

The Lake of the Woods District Hospital board meetings will be conducted in an orderly, effective process, led, and defined by the Board Chair.

Board meetings will be governed by these rules:

1. All bylaw obligations regarding Board meetings must be satisfied.
2. The Board Secretary is responsible for the timely and accurate production of Board meeting minutes.
3. Board meetings shall be called to order at the time specified in the notice of meeting (or as prearranged) and upon satisfaction of quorum.
4. At the commencement of the Board meeting and as the first item of business, the Board shall consider the pre-circulated meeting agenda provided by the Chair and shall adopt by motion as is (or adjusted) that agenda. The approved agenda shall be followed in the order adopted.
5. When an item is brought to the Board via the Consent Agenda, all supporting materials will be distributed with the meeting package and clearly marked. Before the meeting, or at any point up to approval of the agenda, a director may request an item be removed from the consent agenda portion and placed on the regular agenda. No motion is required to remove an item and the meeting Chair shall decide where to place the item on the agenda. One (1) motion approves all items on the Consent Agenda.
6. Meeting order and decorum shall be maintained, and all Directors treated with dignity, respect, courtesy, and fairness during discussion and debate and in all other respects.
7. Board Directors must keep their comments relevant to the issue under consideration.
8. Board meetings will be conducted at a level of informality considered appropriate by the Chair, including that discussion of a matter may occur prior to a proposal that action be taken on any given subject.
9. Proposals, motions, or particular matters shall be initiated by a motion of a voting Board Director, discussed, and then voted on. Motions require a second to proceed to discussion and subsequent vote.
  - 9.1. The Chair may make motions, engage in debate, and vote on any matter to be decided to the same extent as any Board Director.
  - 9.2. An amendment may be made to a main motion, and an amendment may be made to the amendment, but a third level of amendment is out of order.
  - 9.3. A motion to refer to committee, postpone, or table may be made with respect to a pending motion, and if carried shall set the main motion aside accordingly.
10. Board Directors may speak to a pending motion on as many occasions, and at such length as the Board Chair may reasonably allow.

11. A vote on a motion shall be taken when discussion ends but any Board Director may, during the course of debate, move for an immediate vote (close debate) which if carried, shall end discussion and the vote on the main motion shall then be taken.
12. A majority vote will decide all motions before the Board excepting those matters in the bylaws which oblige a higher level of approval.
13. A motion to adjourn a Board meeting may be offered by any Board Director on the conclusion of all Board business or adjournment of the meeting may be declared by the Board Chair.
14. When further rules of order are to be developed by the Board, the Board will consider the Standard Code of Parliamentary Procedure (or Robert's Rules of Order newly Revised, 2004, or other authority), as a source guide.

<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input type="checkbox"/> Terms of Reference	<b>Section:</b> Governance Process	<b>Number:</b> 7.1
<b>Process for Nomination and Election of Directors</b>		
<b>Date Approved:</b> May 11, 2023		
<b>Date Reviewed/Revised:</b> November 8, 2018; March 11, 2021; March 29, 2023		
<b>Next Review Date:</b> May 11, 2025		

The Lake of the Woods District Hospital (LWDH) process for nominations and elections of Board Directors will be a systematic, transparent, accountable, and fair process. The Governance and Nominating Committee will recommend a slate of candidates for approval to the voting members of the Corporation at the Annual General Meeting, as per Bylaw 5.01)

**1. Each year, in January, the Governance and Nominating Committee shall:**

- 1.1. Determine the number of vacancies on the LWDH Board of Directors and shall include in this number incumbent Board Directors who are eligible for re-election.
- 1.2. The Governance and Nominating Committee shall then review the Board Competency Matrix of skills and expertise of incumbent Board Directors and identify the specific skills, expertise, and diversity, which are required to fill vacancies.
- 1.3. Where an incumbent Director is seeking re-election, in addition to the foregoing criteria, the Governance and Nominating Committee shall take into consideration the manner in which they discharged their governance duties and responsibilities as a Board member and the contribution that they have made to LWDH.
- 1.4. Review the vacancies and specific skills and expertise which are required on the Board of Directors as identified by the Board Competency Matrix;
- 1.5. Advertise vacancies on the Board of Directors in the local newspaper(s), and on the LWDH website, and other social media platforms.
- 1.6. Invite formal applications by interested individuals in a manner to be provided by LWDH, which shall be submitted to the Executive Office of LWDH prior to the identified date and time.
- 1.7. Applications will be forwarded to the Governance and Nominating Committee for review.
- 1.8. Applicants who do not meet the basic qualifications as addressed in Bylaw 4.02 shall be advised of their ineligibility to serve as Board Directors.
- 1.9. Identify a short-list of candidates for interview, and establish an Interview Panel consisting of the Committee Chair and at least three (3) other Directors of the Governance Nominating Committee
- 1.10. Recommend to the Board of Directors in camera a slate of candidates greater than the number of vacancies (if possible). A final slate of candidates equal to the number of vacancies is put forward to the voting members of the Corporation at the Annual General Meeting by a vote to accept or reject the slate.
- 1.11. The *Public Hospitals Act* requires that four (4) Board Directors retire each year. The Board will endeavor to replace one-third of its membership annually.

## **2. Terms**

- 2.1. Board Directors are appointed for one-, two-, or three-year terms.
- 2.2. As per Administrative Bylaw 4.03(a), no director shall serve for more than nine (9) consecutive years of service. Following a break of at least one (1) year, that same person may reapply to serve as a Director.

## **3. Filling Vacancies**

As per Bylaw No. 4.04, section C, so long as there is a quorum of Directors in office, any vacancy occurring in the Board of Directors may be filled by a qualified person appointed for the remainder of the term by the Directors in office.

The Governance and Nominating Committee shall oversee the process for the filling of vacancies.

The Governance and Nominating Committee shall:

- 3.1. Based on a review of committee membership, board workload, availability of qualified candidates and remaining opportunities within the Board calendar for new Board Directors to contribute to the board discussion recommend to the board which vacancies should be filled.
- 3.2. Candidates who previously submitted an application and accepted a community representative position on a Board Standing Committee will be contacted and asked to submit an application for Board Director.
- 3.3. Follow the established process to review potential candidates for vacancies including interviewing of candidates as required.
- 3.4. Ensure that any candidates put forward for approval meet the skill needs of the Board.
- 3.5. Recommend candidates to fill vacancies to the Board for approval.
- 3.6. The Governance and Nominating Committee will determine the willingness of potential candidates to serve as a Board Director.

<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input type="checkbox"/> Terms of Reference	<b>Section:</b> Governance Process	<b>Number:</b> 7.2
<b>Process for Nomination of Director, and Non-Director Members of Board Standing Committees</b>		
<b>Date Approved:</b> May 11, 2023 <b>Date Reviewed/Revised:</b> November 8, 2018; March 11, 2021; March 29, 2023 <b>Next Review Date:</b> May 11, 2025		

The Lake of the Woods District Hospital (LWDH) nomination process for the Director and Non-Director Members of Board Standing Committees will be a systematic, transparent, accountable, and fair process.

The Board, on the recommendation of the Governance and Nominating Committee, will appoint the Director and non-Director members of the Standing Committees.

**Guidelines for the Assignment of Directors to Standing and Ad-hoc Committees**

1. All Board Directors will be expected to serve on at least one (1) to two (2) Standing Committees. A Board Director’s preference with respect to membership on the Standing Committees will be accommodated where possible, based on their areas of interest and expertise. Board Directors are encouraged to participate on ad-hoc committees as required.
2. Unless otherwise provided, the Board Chair and the President and Chief Executive Officer (CEO) will be ex-officio members of all committees.
3. Each Standing Committee’s membership will be outlined in the Terms of Reference for that committee.
4. The Board, on the recommendation of the Governance and Nominating Committee, will appoint the Chairs of the Standing Committees. Each Chair of a Standing Committee will be a Board Director.
5. Annually, as part of the nomination process for Directors, the Governance and Nominating Committee will canvass each Director to obtain expressions of interest in specific Standing and Ad-hoc Committee assignments for the coming year, including interest in assuming responsibilities as Committee Chairs as outlined in Policy 6.11 Position Description for Standing Committee Chairs.
6. In nominating specific Directors for assignment to Standing Committees, the Governance and Nominating Committee will have regard for:
  - 6.1. preferences of Directors;
  - 6.2. balance of skills and expertise;
  - 6.3. prior experience in relation to matters before the Committee;
  - 6.4. the expectation that each Director serve on at least two different Board Standing Committees during their term as a Director; and
  - 6.5. other criteria as determined by the Board.

**Guidelines for the Assignment of Non-Directors to Standing and Ad-hoc Committees**

The membership of Non-Directors to Standing Committees are outlined in the committee’s Terms of Reference, are for one (1) year terms, and may be subject to reappointment.

The Nomination Process for Non-Directors on designated Board Standing and Ad-hoc Committees:

Each year, the Governance and Nominating Committee shall:

1. determine vacancies in the non-Director positions on Board Standing Committees;
2. undertake a systematic and transparent process of recruitment of community members with the appropriate skills to fill non-Director vacancies on designated Board Standing and Ad-hoc Committees;
3. where the necessary skills to fill non-Director positions on designated Board Standing Committees are not available within the community candidates, advertise vacancies of the specific position(s) within the regional daily and weekly papers and on the LWDH website and social media;
4. receive the list of potential candidates for Board Standing Committees and assess each of the candidates; and
5. recommend to the Board of Directors candidates to fill non-Director vacancies on Board Standing and Ad-hoc Committees for appointment.

<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input type="checkbox"/> Terms of Reference	<b>Section:</b> Governance Process	<b>Number:</b> 7.4
<b>Board Orientation</b>		
<b>Date Approved:</b> May 11, 2023		
<b>Date Reviewed/Revised:</b> November 8, 2018; March 11, 2021; March 29, 2023		
<b>Next Review Date:</b> May 11, 2025		

New Board Directors for the Lake of the Woods District Hospital (LWDH) are legally responsible to carry out their duties from the day they are elected or appointed to the Board of Directors. New Directors must be oriented to the Lake of the Woods District Hospital (LWDH), current healthcare issues, and their role as a Board Director. Each new Board Director will participate in an initial orientation process.

The Board of Directors delegates responsibility to the Governance and Nominating Committee for orientation of new Board Directors.

Orientation will take place in a timely manner as soon as possible after the appointment of a Director. An orientation session will be scheduled, and will include:

1. An introduction to the LWDH.
2. Tours of the outer buildings at a mutually agreed upon time by the President and Chief Executive Officer (CEO) or their designate.
3. Overview of a Director’s roles and responsibilities.
4. Overview of LWDH’s Administrative and Professional Staff Bylaws.
5. Overview of legislation impacting hospitals and governance.
6. Access to Board Portal and applicable resources.
7. Performance status and future challenges with regards to funding, quality and utilization, benchmarking and performance indicators, and Accreditation.
8. LWDH relationships with health system partners.
9. Treaty Land Acknowledgement.
10. Mission, Vision, and Values and Strategic Plan
11. Introduction to the All Nations Health Partners (ANHP) Ontario Health Team (OHT)
12. LWDH Board of Director Policies and Administrative Bylaws
13. Cultural Safety and Humility Training
14. OHA’s Guide to Good Governance

Other components of the orientation may include:

**Orientation Manual:** including information on LWDH including Board policies and Bylaws. The manual will be reviewed annually by the Governance and Nominating Committee.

**Mentoring:** each new Director shall be paired with a mentor on the Board. The mentor may attend orientation sessions with the new Director, sit with them at Board meetings, ask if the information presented was clear, and answer any questions they may have about the meeting.

Participants will evaluate the orientation program on completion.

<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input type="checkbox"/> Terms of Reference	<b>Section:</b> Governance Process	<b>Number:</b> 7.5
<b>Ongoing Board of Director Education</b>		
<b>Date Approved:</b> May 11, 2023		
<b>Date Reviewed/Revised:</b> November 8, 2018; March 11, 2021; March 29, 2023		
<b>Next Review Date:</b> May 11, 2025		

To ensure good governance, the Lake of the Woods District Hospital (LWDH) Board will engage in a process of ongoing education.

1. Board effectiveness is dependent on knowledgeable members who are educated in the business of the governing body. The Board recognizes that continual updating of skills and awareness of new issues are vital to a Director’s contribution to the Board.
  - 1.1. The Board will provide for or enable the Board Director’s continuing education related to governance and health issues. All requests will be evaluated and approved by the Governance and Nominating Committee.
  - 1.2. Any Board Director who has taken ongoing education or training paid for by the hospital is expected to share the knowledge received or skills developed with other Board Directors through a report that is included in the Consent Agenda.
2. Outside monitoring assistance will be arranged so that the Board can exercise sufficient control over organizational performance. This includes, but is not limited to, fiscal audit and Accreditation Canada.
3. The Board will establish governance process policies that will serve as measurable standards against which the Board’s performance can be evaluated.
  - 3.1. Under the leadership of the Board Chair, at least on an annual basis, the Board will conduct a self-evaluation. As a result of this evaluation, the Board will include in its governance action plan specific goals and objectives for improvement of identified areas. Goals will also be developed that are consistent with the LWDH Mission, Vision and Values, and Strategic Plan.
  - 3.2. The Board will continually monitor adherence to the Board governance policies and Administrative Bylaws.
  - 3.3. The Board will review the content of its own governance policies on a regular basis. Any policy can be reviewed at any time, however, at a minimum, the Board will perform a review every three (3) years.

<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input type="checkbox"/> Terms of Reference	<b>Section:</b> Governance Process	<b>Number:</b> 7.6
<b>Open and Closed Board Meetings</b>		
<b>Date Approved:</b> May 11, 2023		
<b>Date Reviewed/Revised:</b> November 8, 2018; March 11, 2021; March 29, 2023		
<b>Next Review Date:</b> May 11, 2025		

To provide an opportunity for the Lake of the Woods District Hospital (LWDH) to forge closer links with the public, media, and other key stakeholder groups, and to create and promote an understanding of the role of the hospital in the community, the responsibilities of its voluntary Board and the decisions it makes on a regular basis, the Board commits itself to normally hold its deliberations in an open meeting.

**1. Purpose**

The purpose of this policy is to describe the manner in which meetings of the Board of Directors are conducted, and how Board materials are distributed.

**2. Agendas and Information Packages**

**2.1.** The Board Chair, Vice-Chair, and President and Chief Executive Officer (CEO) are 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 the discretion to table items to the next regularly scheduled Board meeting, if time considerations unduly limit any discussion.

**2.2.** The Board package will normally be sent to Directors electronically one week in advance of the meeting to allow for review and preparation. All reports to the Board will be in writing.

**2.3.** Corporate reports and recommendations to the Board from the President and Chief Executive Officer (CEO), Chief of Staff and Board Committees will use consistent templates as appropriate to support the respective Board roles concerning the agenda items.

**2.4.** Items circulated after the package has gone out or handed out at the Board meeting will only be discussed if, in the opinion of the Chair, the item is of an urgent nature or should not 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.

**2.5.** The following options will be used in the event a Board Meeting is cancelled, or a Board Meeting is held but there is no quorum, and there is an urgent decision(s) that needs to be made by the Board that cannot wait until the next scheduled meeting:

2.5.1. A teleconference and/or videoconference meeting will be held by the Board and the specific agenda items requiring approval will be shared through a briefing note and considered by the Board; or

2.5.2. if the Board Chair and Vice-Chair decides that the matter does not require a teleconference and/or video conference meeting then a briefing note outlining the background of the issue and the recommendation will be shared by email with the Board Directors and they will be requested to consider the recommendation and confirm their decision by either a yes or no vote. For this motion to pass, it must be unanimous.

The result of either a teleconference and/or videoconference meeting or the unanimous e-vote will be shared with the Board as minutes of this decision in the Consent Agenda at the next Board Meeting.

### **3. Open Board Meetings**

Members of the public are invited to attend the meetings of the Board in accordance with the following:

#### **3.1. Notice of Meeting**

A schedule of the date, location, and time of the Board's regular meetings will be posted on the hospital's website. Changes in the schedule will be posted on the website.

#### **3.2. Agendas, Minutes, and Board Materials**

Agendas will be distributed electronically and may be obtained from the Board Secretary or delegate prior to the meeting. All supporting materials will be distributed only to the Board.

In camera Board meetings and/or sessions shall be governed by the provisions set out in section 4.

#### **3.3. Definitions**

3.3.1. Open (regular) is defined as the portion of the meeting and information that is open to public.

3.3.2. Closed (in camera) is defined as the portion of the meeting that is confidential to members of the Board and designated resource staff.

#### **3.4. Conduct During the Meeting**

Members of the public and/or delegation may be asked to identify themselves. Recording devices, videotaping, and photography are prohibited without prior consent from the Chair. The Chair may require anyone who displays disruptive conduct to leave.

#### **3.5. Guidelines for Delegations/Persons Wishing to Address the Board**

3.5.1. Persons or delegation wishing to address the Board concerning matters relevant to the organization must do so according to the following procedure:

Written notice of the request to address the Board must be provided to the Board Secretary no later than 10 working days prior to the meeting date. A brief description of the specific matter to be addressed should be included in the request. Requests to address the Board on a specific item will be granted (generally in order of the receipt of the requests) if approved by the Chair of the Board. Persons not permitted to address the Board shall be so notified.

3.5.2. The Board may limit the number of presentations at any one meeting. Persons addressing the Board will be required to limit their remarks to 10 minutes or longer at the discretion of the Board Chair. If a delegation wishes to make a presentation, a spokesperson for the group shall be identified. A maximum of four (4) persons per delegation may attend if space permits. The Chair is not obligated to grant a request to address the Board, and the Board is not obligated to take any action on the presentation it receives.

### **4. In Camera Board Meetings/Sessions**

4.1. The Board may move to an in camera session or hold special meetings that are not open to the public, where it determines it is in the best interest of the Board to do so. The Chair may order the meeting to move to an in camera session at any time, at the Chair's discretion, or any Director may request a matter be dealt with in an in camera session in which case a vote will be taken and if a majority of the Board agrees, the matter shall be dealt with in an in camera session.

4.2. Minutes of the in camera session of the Board meeting shall be recorded. The minutes of the in camera session of a Board meeting shall be clearly identified as CONFIDENTIAL

and handled and secured in a manner that respects the nature of the material. Minutes of an in camera session of a Board meeting shall be circulated and approved at an in camera session of a subsequent in camera Board meeting.

**4.3.** The following matters shall be dealt with in an in camera session:

- consideration of whether an item is to be discussed in camera;
- the security of property of the corporation;
- 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;
- the preparation of the Corporation's Hospital Annual Planning Submissions to Ontario Health and/or Government of Ontario;
- charitable fundraising activities of the Corporation including any information relating to its donors or the foundations;
- 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;
- information protected by the Quality of Care Information Act;
- the economic interests or other interests of the Corporation;
- 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;
- information or advice that is subject to solicitor client privilege; or
- 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;
- 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;
- the history, supervision, or release of a person held under the Corporation's forensic program;
- information that could reasonably threaten the safety or health of a person;
- labour relation or employment related matters;
- 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; and
- 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.

**4.4.** All matters before an in camera session of the Board are confidential until such time that any of the matters may be moved by the Board to the open session of the Board. To that end, the Board shall pass a resolution and/or motion with respect to those items that are to be moved from an in camera session of the Board to an open session of the Board (a resolution is a formal expression of opinion or intention).

**4.5.** During the in camera session of the Board, all persons who are not members of the Board of Directors shall be excluded, save and except members of the Senior Leadership Team and the recording secretary, unless specifically asked to be excused. The Board Chair and/or President and Chief Executive Officer (CEO) may invite individuals such as legal counsel, consultants, presenters, and/or hospital staff to attend in camera meetings/sessions.

## **5. Minutes**

**5.1.** Minutes of the open and in camera sessions may be producible under FIPPA with the following exceptions:

- personal health information (under Personal Health Information Act (Ontario));
- quality of care information (under Quality of Care Information Protection Act 2016 (Ontario));
- records re: operations of a hospital foundation;
- administrative records of regulated health professional, re: personal practice;
- records re: charitable donations made to the hospital;
- records re: provision of abortion services;
- records re: certain labour relations, employment matters;
- records re: certain appointment, privileging matters;
- certain records respecting or associated with research (including clinical trials) certain records of teaching materials; and
- records containing third party information.

## **6. Meetings of Board Committees**

Meetings of the Board committees are not open to the public and will be held in camera.

## **7. Communication to the Public arising from Board Meetings**

**7.1.** 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 FIPPA, the Board will make available to the public the following arising from Board meetings:

- Board minutes from the open session of the Board meeting;
- a list of elected and ex-officio Directors at Board meetings;
- a report on the Corporation's performance as part of the Corporation's Annual Report;
- the Corporation's Quality Improvement Plan (QIP), in compliance with the Excellent Care for All Act, 2010; and
- upon request, information that is subject to disclosure under FIPPA.

## **8. Informal Sessions of Elected Directors**

**8.1.** At the conclusion of each Board meeting, or at the call of the Chair, an informal session of the elected Board Directors may be conducted without the presence of the ex-officio Directors or staff members.

**8.2.** The purpose of the informal session is to enable the elected Board Directors to assess the effectiveness of the meeting and the information provided. The information provided should support informed policy formulation, decision-making, and monitoring of the performance of the President and Chief Executive Officer (CEO) and Senior Leadership Team.

**8.3.** Any matters pertaining to specific meeting agenda items, or all other aspects of the Board's roles and responsibilities, should not be discussed during an informal session. 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 President and Chief Executive Officer (CEO).

<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input type="checkbox"/> Terms of Reference	<b>Section:</b> Governance Process	<b>Number:</b> 7.7
<b>Receipt of Gifts by Board Directors</b>		
<b>Date Approved:</b> May 11, 2023		
<b>Date Reviewed/Revised:</b> March 11, 2021; March 29, 2023		
<b>Next Review Date:</b> May 11, 2025		

Lake of the Woods District Hospital (LWDH) Board Directors will not use their authority or position for personal gain and will maintain integrity in all of their LWDH business.

Individual Directors of the organization, in the course of their duties as Directors, may not accept gifts of any kind from sponsors, agencies, consultants, professional advisors or contract providers if acceptance of a gift creates a perception of impropriety. In the event that an impropriety is believed to have occurred, the gift is to be returned or declined.

Traditional gifts will be exempt (i.e., tobacco). If a Board Director is in doubt about the propriety of any situation, the matter may be brought forward to the Board for discussion and decision.

<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input type="checkbox"/> Terms of Reference	<b>Section:</b> Governance Process	<b>Number:</b> 7.8
<b>Board Director Recognition</b>		
<b>Date Approved:</b> May 11, 2023		
<b>Date Reviewed/Revised:</b> March 11, 2021; March 29, 2023		
<b>Next Review Date:</b> May 11, 2025		

**End of Service**

At the Lake of the Woods District Hospital (LWDH) Board’s discretion, a gift may be provided to a Board Director at the end of their service. This recognition of appreciation shall be presented to the departing Director at the Annual General Meeting (AGM) of the Board marking the end of their service and so noted in the minutes of the AGM.

LWDH Administration reserves the right to determine the appropriate value of the recognition gifts that are selected for presentation, and to change the nature of the item from year to year if they so choose.

<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input type="checkbox"/> Terms of Reference	<b>Section:</b> Governance Process	<b>Number:</b> 7.9
<b>Reimbursement for Board Directors and Committee Expenses</b>		
<b>Date Approved:</b> May 11, 2023		
<b>Date Reviewed/Revised:</b> March 11, 2021; March 29, 2023		
<b>Next Review Date:</b> May 11, 2025		

Board Directors and committee members of the Lake of the Woods District Hospital shall not be entitled to any compensation or honorarium but shall be entitled to reimbursement for out-of-pocket expenses incurred in attending Board and Board committee meetings. This includes any meeting attended at the direction of the Board, as well as any work required by the Board.

1. Reasonable out-of-pocket travel expenses shall be reimbursed at the hospital's current rates, upon submission of receipts.
2. Registration fees for attendance at Board approved workshop and education sessions shall be paid in full by the hospital.

<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input type="checkbox"/> Terms of Reference	<b>Section:</b> Governance Process	<b>Number:</b> 7.10
<b>Resignation or Removal of a Board Director</b>		
<b>Date Approved:</b> May 11, 2023		
<b>Date Reviewed/Revised:</b> March 11, 2021; March 29, 2023		
<b>Next Review Date:</b> May 11, 2025		

### **Completion of Term**

A Director shall vacate their position when their term is complete, and they are not reappointed for a new term.

### **Resignation of a Director**

A Board Director may resign their office by communicating in writing to the Board Chair and the Secretary of the Corporation. Resignation shall be effective at the time it is received by the Board Chair and Secretary or at the time specified in the notice, whichever is later.

### **Removal of a Director**

The office of an elected LWDH Board Director shall automatically be vacated if:

1. the Director at any time, fails to meet the qualifications set out in Administrative Bylaw Article 4.02; or
2. the Director, by notice in writing to the Corporation, resigns office, which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later; or
3. the Director's conduct is determined to be detrimental to the Corporation ; or
4. the Director dies.

Under extreme circumstances and in highly unusual situations it may become necessary to remove a Director from the Board of Directors. In accordance with Administrative Bylaw Article 4.04, the office of a Board Director may be vacated by a simple majority resolution of the Board:

1. if a Director is in violation of Board attendance policy; or
2. if a Director fails to comply with the Legislation, the Board policies and procedures, including without limitation, the confidentiality and conflict of interest requirements.

The Board resolution to remove a Director is recommended by the Governance and Nominating Committee based on the foregoing reasons. Prior to making a recommendation to the Board, the Governance and Nominating Committee will comply with the following procedures:

1. Directors will be treated fairly and with respect;
2. the Director in question will be given proper notification of the applicable reason for removal;
3. the Board Chair will meet with the Director to give the individual the opportunity to respond (for example, attendance can improve, conflict of interest can be examined, and questions of conduct can be reviewed); and
4. the Director should be clearly notified of the final consideration and action of the Board.

### **Post-Service**

All confidential material previously made available to a Board Director will be destroyed or returned upon completion of term, resignation, or removal from the Board of Directors. Access cards, Board Portal access, and parking passes will be deactivated. All equipment owned by the LWDH in the possession of the Board Director will be returned to the LWDH. The Board Secretary will be responsible for ensuring that all such equipment and materials are returned.

<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input type="checkbox"/> Terms of Reference	<b>Section:</b> Governance Process	<b>Number:</b> 7.11
<b>Use of Social Media</b>		
<b>Date Approved:</b> May 11, 2023 <b>Date Reviewed/Revised:</b> March 11, 2021; March 29, 2023 <b>Next Review Date:</b> May 11, 2025		

This policy provides guidance for Lake of the Woods Hospital (LWDH) Board Directors and their use of social media. Social media platforms include, but are not limited to, platforms such as blogs, wikis, chat rooms, electronic newsletters, online forums, Facebook, Twitter, Instagram, Tumblr, Myspace, Flickr, Pinterest, LinkedIn, Meetup, Yelp, or any other platform that permit users to share information.

It is important to be aware that any social media communication may easily become public, and the statements/opinions expressed on these platforms are difficult, if not impossible, to retract once made and may be public information for a long time.

Board Directors should be aware of the effects of their actions, images, and comments on any of these platforms have on their image and the image of the LWDH. Board Directors should govern honestly, respectfully, and ethically.

The following are strictly prohibited and will subject the Board Director to investigation and appropriate action up to and including removal as a Board Director:

1. Publishing, posting, or releasing any information that is considered confidential or not public.
2. Discriminatory (including but not limited to bullying or harassment of any kind), defamatory derogatory, disparaging, indecent, racially or sexually offensive statements, information or pictures regarding LWDH Board Directors, its employees, volunteers, agents, third parties, clients, and community stakeholders.
3. Perpetuating, including posting or reposting materials deemed to be “hate propaganda” contrary to the provincial and federal legislation including, but not limited to, the provisions of the Criminal Code of Canada or any other material that could damage the goodwill and reputation of the LWDH.

In the event that a Board Director mentions or make reference to the LWDH, the Director is required to include a disclaimer that any opinions expressed are your own and do not represent the LWDH.

Board Directors are expected to conduct themselves professionally both on and off duty. Public posting, including personal materials on personal social media platforms, may reflect on LWDH, and as such, inappropriate comments, photographs, links, etc. should be avoided.

Board Directors are personally responsible for their own posts. Should a Board Director inadvertently post anything that might breach this policy, he/she/they must notify the Board Chair and correct it immediately. Should a Board Director modify the content of his/her/their post, the Board Director must make it clear that the post has been modified.

Hospital policies governing the use of copyrighted materials, hospital logos, or other forms of branding and identity apply to electronic communications. The use of any LWDH materials, without prior express written permission by the President and Chief Executive Officer (CEO) or Board Chair is prohibited.

<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input type="checkbox"/> Terms of Reference	<b>Section:</b> Governance Process	<b>Number:</b> 7.12
<b>Use of Technology and Virtual Meetings</b>		
<b>Date Approved:</b> May 11, 2023		
<b>Date Reviewed/Revised:</b> March 11, 2021; March 29, 2023		
<b>Next Review Date:</b> May 11, 2025		

**iPad Device**

Each Lake of the Woods Hospital (LWDH) Board Director may be provided with an iPad device in order to support the fulfillment of their governance duties in a responsible and ethical manner. A declaration will be signed upon the provision of an LWDH device. Every device issued remains the property of the LWDH, and each user is responsible for the safe keeping of the device and its return on resignation and/or term completion. LWDH will provide technical assistance.

LWDH will provide all initial equipment required for the use of assigned devices, which includes protective case, power charger, and appropriate training as needed.

Typically, if a hospital-owned device or accessories are damaged, lost, or stolen, replacement costs will be covered by the LWDH. The President and Chief Executive Officer (CEO) may however further assess replacement request to determine if the Director should share responsibility due to negligence.

In the case of a lost or misplaced mobile device, it is the user’s responsibility to notify the President and Chief Executive Officer (CEO)’s office at extension 2243 as soon as possible in order to deactivate the device.

Board Directors can choose to use their own personal devices. These Directors must ensure no local copies of corporate documents remain on personal devices after its intended use.

**LWDH Email Address**

Each Board Director will be provided with an LWDH email address to conduct Board business. It is the responsibility of each Director to check this email frequently to keep up with Board duties.

**Access to LWDH Board Portal**

All Board Meeting packages are distributed by a board portal software contracted by the LWDH. Board Directors are provided with a board portal software account.

Directors will primarily use the LWDH Board Portal and email to carry-out duties.

**Virtual Meetings**

As per Administrative Bylaw Article 1.03, a Board Director may participate in a meeting of the Board or of a Standing Committee by means of teleconference or videoconference. Board and Standing Committee meetings may be held in-person or virtually.

Unless already arranged, teleconference and videoconferencing arrangements must be made one (1) week in advance of the meeting. All Directors joining virtually will be asked to identify themselves and then mute their device until there is the need to speak.

When joining by videoconference, Directors must join on a device that has a camera and microphone. Directors are expected to leave their camera on unless experiencing Internet difficulties so that they can visually participate in voting and asking questions.

<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Exhibit <input type="checkbox"/> Terms of Reference	<b>Section:</b> Governance Process	<b>Number:</b> 8.1
<b>Relationship Building</b>		
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The Board of Directors at the Lake of the Woods District Hospital (LWDH) is committed to developing, maintaining, and supporting effective and positive relationships with organizations, groups, local and surrounding area community partners.