

**LAKE OF THE WOODS DISTRICT HOSPITAL
BOARD OF DIRECTORS**

POLICY MANUAL

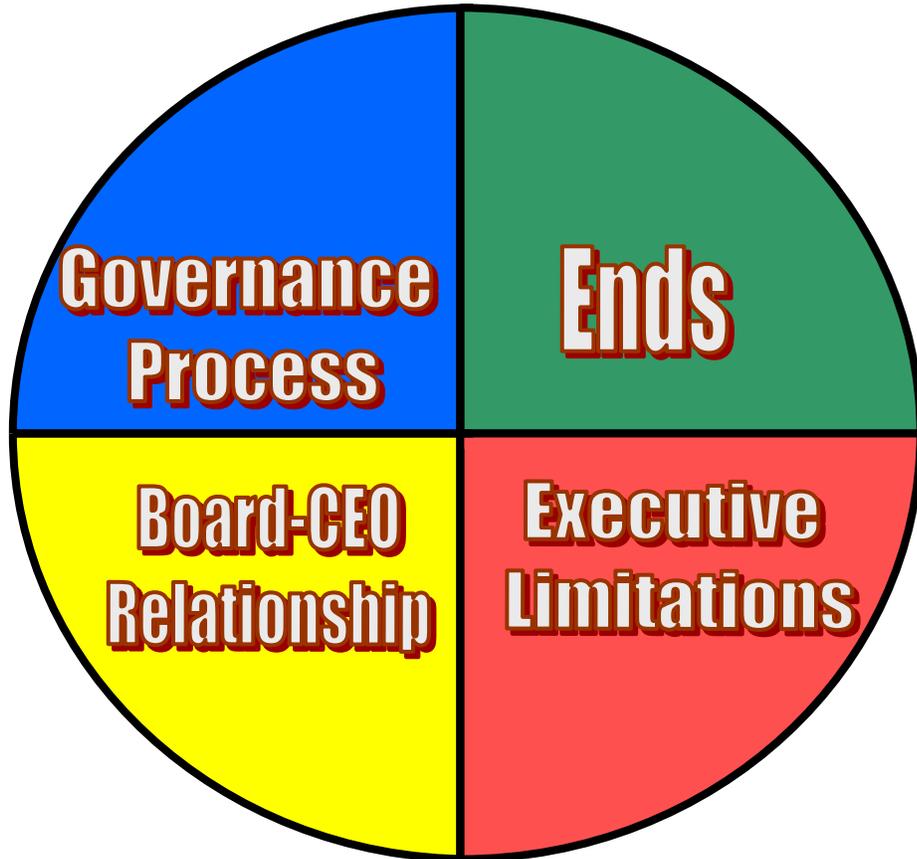
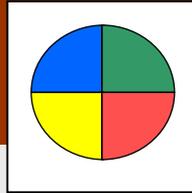


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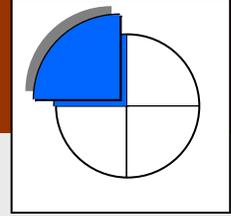
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LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: Global Governance Commitment

Number: GP

Policy Type: Governance Process

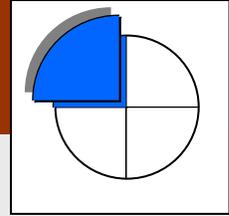
Date Approved: October 7, 2004

Date Revised: Dec. 1, 2011;
Nov. 3, 2016

The government, through legislation and regulation, has granted the Board certain authority. Within the constraints of this authority, the purpose of the Board, on behalf of the community, is to determine what benefits the Hospital should produce, for which people, at what cost; to ensure those benefits are produced, and to ensure that unacceptable actions and situations are avoided.

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: Vision and Values

Number: GP-1

Policy Type: Governance Process

Date Approved: October 7, 2004

Date Revised: December 6, 2007
February 4, 2010

Vision

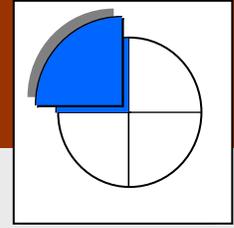
- State of the art new facility.
- Effective E-Health system.
- Appropriate sufficient workforce.
- Well governed sustainable funding.
- Healthy lifestyle choices.
- Timely access to primary health care.
- Seamless continuum of collaborative services.
- Visible health care system inspiring confidence.

Values

- Publicly Funded - Publicly funded system.
- Sustainable - Sustainability with resources and people for the future.
- Accountable - Accountability to the public.
- Inclusive Care - A level of care that is inclusive.
- Shared Support - Health care is a shared responsibility of the individual, community and government.
- Personal Responsibility - People are responsible for their own health.
- Continuous quality improvement and innovation.

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: Governing Style

Number: GP-2

Policy Type: Governance Process

Date Approved: October 7, 2004

Date Revised: February 1, 2007
February 4, 2010
December 1, 2011

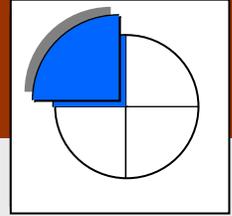
The Board will govern with a style which emphasizes outward vision rather than an internal preoccupation; commitment to obtaining input from residents of the Kenora catchment area; encouragement of diversity in viewpoints; strategic leadership more than administrative detail; clear distinction of Board and Chief Executive roles; collective rather than individual decisions; future rather than past or present; and proactive rather than reactive.

More specifically, the Board will:

1. Operate using the principles of the Policy Governance[®] model.
2. Cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing.
3. Initiate policy, not merely be a reactor to staff initiatives.
4. Use the expertise of individual members to enhance the ability of the Board as a body rather than to substitute individual judgments for the Board's values.
5. Not allow an officer, individual, or committee of the Board to hinder or be an excuse for not fulfilling Board commitments.
6. Direct, control and inspire the Lake of the Woods District Hospital through the careful establishment of Board written policies reflecting the Board's values and perspectives about ENDS to be achieved and means to be avoided (Executive Limitations). These policies shall take into account the organization's need for relative balance between considerations of on-going operations and organizational maintenance and Ends future focus, strategic thinking, and innovation.
7. Focus on the intended long-term effects outside the organization.
8. Enforce upon itself whatever discipline is needed to govern with excellence.
9. Have continual Board development which will include orientation of new Board members in the Board's governance process and periodic board discussion of process improvement.
10. Monitor and discuss the Board's process and performance at each meeting. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board-CEO Linkage categories.

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: Board Members' Code of Conduct

Number: GP-3

Policy Type: Governance Process

Date Approved: October 7, 2004

Date Revised: December 1, 2011
June 7, 2012

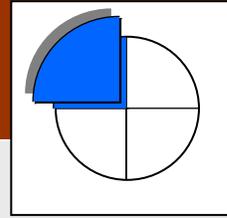
The Board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

1. Members are accountable to exercise the powers and discharge the duties of their office honestly and in good faith. Members shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
2. Members 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 member acting as a client of the Lake of the Woods District Hospital.
3. Members must avoid conflict of interest with respect to their fiduciary responsibility. (refer to By-laws)
4. Board members may not attempt to exercise individual authority over the Lake of the Woods District Hospital, except as explicitly set forth in Board policies.
 - 4.1. Members' interaction with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly Board authorized.
 - 4.2. Members' interaction with public, press or other entities must recognize the same limitation and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions.
 - 4.3. Members will not make individual judgments of CEO or staff performance except as that performance is assessed against explicit Board policies by the official process.
 - 4.4. Board members shall not encourage employees or medical staff to bypass administration but shall advise employees to utilize reporting lines established in the organization.
 - 4.5. Board members aware of any concerns in the community should advise the Board chair and CEO.
5. Members will respect the confidentiality appropriate to issues of a sensitive nature. Board members shall not divulge confidential matters brought before the Board, keeping in mind that any unauthorized statement could adversely affect the interest of the Lake of the Woods District Hospital Board or its members. Confidential shall be defined as including personal information about clients, staff, and information discussed in-camera.
6. Board members shall be familiar with the incorporating documents of the hospital, by-laws, 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. Members will be properly prepared for board deliberation.
8. Board Members shall regularly take part in educational activities that will assist them in carrying out their responsibilities

9. Board members shall attend every regularly scheduled meeting of the Board and of the committees to which the Board Member has been assigned.
 - 9.1. Attendance records of each meeting shall be kept and an attendance summary will be distributed semi-annually or on request.
 - 9.2. A Board Member shall agree to meet with the Chair or Vice-Chair of the Board of Directors to discuss the issue should his/her rate of absenteeism exceed the accepted level.
 - 9.3. A Board Member 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 interest of the Hospital and the Board as a governing body, a Board Member shall resign from his/her position as a trustee on the Board of Directors should attendance continue to be a problem.
 - 9.5. A Board member who is absent for three (3) Board meetings in a calendar year will be required to discuss his/her attendance in a closed meeting of the Board of Directors and may be removed from the Board by a majority vote.
10. Members 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 Member who is alleged to have violated the Code of Conduct shall be informed in writing and shall be allowed to present his or her views of such alleged breach at the next Board meeting. The complaining party must be identified. If the complaining party is a Board Member, he or she and the respondent Board Member shall absent themselves from any vote upon resolution of censure or other action that may be brought by the Board. Board Members who are found to have violated the Code of Conduct may be subject to censure.
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 Lake of the Woods Hospital Board.

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: Board Open/Closed Meeting

Number: GP-4

Policy Type: Governance Process

Date Approved: October 7, 2004

Date Revised: Apr. 6, 2017

In order to provide an opportunity for the hospital 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 Executive Committee of the Board is responsible for developing an agenda for each Board meeting that is aligned with the Board's roles and responsibilities, the Board work plan, and the annual goals and objectives. The Chair has discretion to table items to the next regularly scheduled Board meeting, if time considerations unduly limit any discussion.
- 2.2 The Board package will normally be sent to Directors one week in advance of the meeting to allow for review and preparation. All reports to the Board will be in writing.
- 2.3 Corporate reports and recommendations to the Board from the Chief Executive Officer, Chief of Staff and Board Committees will use consistent templates as appropriate to support the respective Board roles concerning the agenda items.
- 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.

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 Board's website. Changes in the schedule will be posted on the website.

3.2 Agendas, Minutes, and Board Materials

- 3.2.1 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.

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

3.2.3 **Definitions**

- (a) Open – is defined as the portion of the meeting and information that is open to public/media;
- (b) In camera – is defined as the portion of the meeting that is confidential to members of the Board and designated resource staff.

3.3 **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.

3.4 **Guidelines for Delegations/Persons Wishing to Address the Board**

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

- (a) Written notice of the request to address the Board meeting 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.

3.4.2 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. If a delegation wishes to make a presentation, a spokesperson for the group shall be identified. A maximum of four 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:

- (a) consideration of whether an item is to be discussed in camera;
- (b) the security of property of the corporation;
- (c) 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;

- (d) the preparation of the Corporation's Hospital Annual Planning Submissions to the LHIN and/or Government of Ontario;
- (e) charitable fundraising activities of the Corporation including any information relating to its donors or the foundations;
- (f) 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;
- (g) information protected by the *Quality of Care Information Act*;
- (h) the economic interests or other interests of the Corporation;
- (i) 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;
- (j) 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;
- (k) 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;
- (l) the history, supervision, or release of a person held under the Corporation's forensic program;
- (m) information that could reasonably threaten the safety or health of a person;
- (n) labour relation or employment related matters;
- (o) 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;

- (p) 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 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.

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 management team and the recording secretary, unless specifically asked to be excused. The Board Chair and/or President and Chief Executive Officer 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:

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

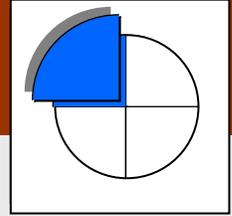
- (a) Board minutes from the open session of the Board meeting;
- (b) a list of elected and ex-officio Directors' attendance records at Board and committee meetings;
- (c) a report on the Corporation's performance as part of the Corporation's Annual Report;
- (d) the Corporation's Quality Improvement Plan (QIP), in compliance with the *Excellent Care for All Act*, 2010; and
- (e) 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 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 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 Chief Executive Officer and senior management 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 Chief Executive Officer.

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: Board Job Description

Number: GP-5

Policy Type: Governance Process

Date Approved: October 7, 2004

Date Revised: November 6, 2008

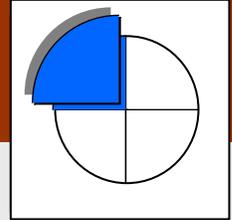
Specific job outputs of the Board, as an informed agent of the community, are those that ensure appropriate organizational performance.

Accordingly, the Board will concentrate its efforts on the following job “products” or outputs:

1. The link between the hospital and the owners, as defined in GP-12.
2. Written governing policies which, at the broadest levels, address:
 - 2.1. *Ends*: what good or benefit the organization is to achieve, for which people, at what cost.
 - 2.2. *Executive Limitations*: Constraints on executive authority that establish the boundaries of prudence and ethics within which all executive activity and decisions must take place.
 - 2.3. *Governance Process*: Specification of how the Board conceives, carries out and monitors its own task.
 - 2.4. *Board-CEO Relationship*: How power is delegated and its proper use monitored; the CEO role, authority, and accountability.
3. Assurance of organizational performance through structured monitoring of the CEO as outlined in policies on Board-CEO Relationship.
4. The governance link between the hospital, the Hospital Foundation, and the Hospital Auxiliary.
5. Approval, funding and community support for a new hospital.

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: Chairperson's Role

Number: GP-6

Policy Type: Governance Process

Date Approved: October 7, 2004

Date Revised: December 1, 2005

May 7, 2009

December 1, 2011

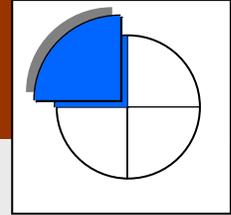
The Chair of the Board of Directors is the leader of the Board and is responsible for ensuring the integrity and effectiveness of the Board's governance role and processes; presiding at meetings.

The roles of the Chair consist of:

1. A **leadership role** in organizing, motivating and monitoring the work of the Board.
 - 1.1. Ensure that the work of the Board remains focused on Board Ends.
 - 1.2. Contribute to and guides the development of a future vision for the hospital.
 - 1.3. Inspire and influence Board members to contribute their skills and talents to the Board.
 - 1.4. Ensure that the CEO and COS have annual evaluations.
 - 1.5. Facilitate complaints brought forward under Policy BC-5.
2. A **facilitative role** in planning and conducting effective, efficient and creative board meetings that focus on achieving the Board Ends.
 - 2.1. Ensure that Board meetings focus on issues which, according to Board policy, clearly belong to the work of the Board and not the CEO.
 - 2.2. Ensure that deliberation is fair, open and thorough, but timely, orderly and to the point.
 - 2.3. Preserve order at Board and committee meetings and exercise procedural authority in case of a dispute as outlined in policy GP-17 Corporate Rules of Order.
 - 2.4. Ensure that the Board operates effectively in all of its governance processes.
 - 2.5. Effectively resolve differences between parties who are in dispute.
 - 2.6. Ensure the growth, education and adherence to the Code of Conduct of Board members (GP-3).
3. A **ceremonial and representational role** as a spokesperson to the community and various stakeholders.
 - 3.1. Act as the official spokesperson for the Board.
 - 3.2. Represent the Board at events within the hospital and the community.
 - 3.3. Represent the Board in dealings with government and regulatory authorities.
4. Where required, the Chair is delegated signing authority on behalf of the board.
5. A legislative function as "Head of the Institution" in regards to FIPPA legislation. This function may be delegated in writing.
6. The Chair may delegate these roles and authority, but remains accountable for its use.
 - 6.1. The authority of the Chair consists in making decisions related to Governance Process (GP) and Board-CEO Linkage (BC) policies.
 - 6.2. The Chair is authorized to use any reasonable interpretation of these policies.

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: Board Committee Principles

Number: GP-7

Policy Type: Governance Process

Date Approved: October 7, 2004

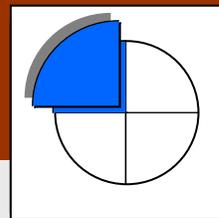
Date Revised: June 8, 2017

Board committees, when used, will be assigned so as to reinforce the wholeness of the Board's job and so as never to interfere with delegation from Board to CEO.

1. Board committees are to help the Board do its job. Committees will assist the Board by preparing policy alternatives and implications for Board deliberation.
2. Board committees may not speak or act for the Board except when formally given such authority for specific and/or time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the CEO.
3. Board committees cannot exercise authority over staff. In keeping with the Board's broader focus, Board committees will not have direct dealings with current staff operations.
4. In considering recommendations to the Board, committees shall consider the effect those recommendations will have on the whole organization rather than any specific part.
5. This policy applies to any group which is formed by Board action, whether or not it is called a committee and regardless of whether the group includes Board members. It does not apply to committees formed under the authority of the CEO.
6. All committee members shall abide by the same Code of Conduct as governs the Board of Directors.
7. Except as defined in written Terms of Reference, no committee has authority to commit the funds or resources of the hospital, except for staff resource time as reasonably required for administrative support around meetings.

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: Board Committee Structure

Number: GP-8

Policy Type: Governance Process

Date Approved: October 7, 2004

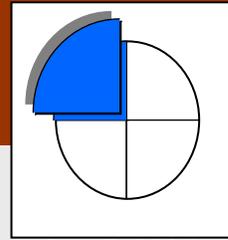
Date Revised: Jun. 3, 2010; Dec. 1, 2011;
Sept. 1, 2016; Feb. 1, 2018

A 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 Board of Directors: Audit Committee, Executive Committee, Community Connections Committee, CEO Evaluation and Compensation Committee, Nominating Committee, Building a Future Committee and Quality 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.
2. Committees do not implement changes to Board policy or By-laws or act on behalf of the Board of Directors. Their function and authority is to provide options to 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 ability.
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 Board Policy GP-9.
7. Unless otherwise stated in the By-Laws, this Policy or in a Board resolution, procedures at committee meetings shall be determined by the chair of each committee.
8. A majority of the members of a committee shall constitute a quorum.

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: Audit Committee Terms of Reference

Number: GP-8.1

Policy Type: Governance Process

Date Approved: October 7, 2004

Date Revised: Jun. 3, 2010, Dec. 1, 2011,
Apr. 6, 2017

The Audit Committee functions to assist the Board of Directors in formulating and evaluating financial policy, making financial decisions and engaging in oversight that ensures the organization's fiscal health.

1. Products

- 1.1. On behalf of the Board, planning and preparation for the financial statement audit, including proposed scope of the audit.
 - 1.1.1. An annual recommendation to the Board for the appointment of the Corporation's external auditors, including the audit fee and expenses.
 - 1.1.2. Review and approval of the auditor's engagement letter and audit plan, to include external assessment of the CEO's compliance with policies EL-2, EL-3 and EL-4, Item 1.
 - 1.1.3. Issuance of tenders, regarding the engagement of an external auditor no less frequently than once every five (5) years.
- 1.2. On behalf of the Board, management of the external audit process.
 - 1.2.1. An assessment for the Board of any problems experienced by the external auditor 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 seeks a second opinion on a significant accounting issue.
 - 1.2.2. Advice to the Board regarding any action that may be necessary to ensure the independence of the external auditor.
 - 1.2.3. An opinion for the Board, based on evidence required of the external auditor, and information from management, as to whether the independent audit of the financial statements was performed in an appropriate manner.
- 1.3. On behalf of the Board, oversight of the organization's internal control system.
 - 1.3.1. Review the overall effectiveness of the organization's internal controls.
 - 1.3.2. Review the scope of the external auditor's reviews of the Board's internal controls, any significant findings and recommendations by the external auditors and the responses of the Board's staff to those findings and recommendations.
 - 1.3.3. Discuss with management the organization's significant financial risks and the measures management has taken to monitor and manage these risks.
- 1.4. At the Board's specific request, a self-monitoring report on the appropriateness of the Board's own spending.
- 1.5. At the Board's specific request, a direct inspection to provide the Board with an opinion on CEO compliance with any Executive Limitation related to finance.

2. Authority

- 2.1. The committee has no authority to change or contravene Board policies.
- 2.2. The Committee has the authority to meet independently with the external auditors.

3. Composition

- 3.1. Three (3) elected Directors none of whom is: an employee or Professional Staff member of the Corporation.
- 3.2. The Chair of the Board, ex-officio.

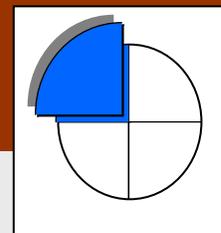
- 3.3. The Board shall strive to ensure that at least two (2) members of the Audit Committee are financially literate and at least one member has accounting or related financial expertise.
- 3.4. The Board shall have the option to appoint one (1) external member to the Audit Committee if it determines that the Committee requires additional accounting or financial expertise.
- 3.5. The Committee shall appoint a Chair from among its members.

4. Term of Office

- 4.1. Members shall be appointed for a one year term, which may be renewed at the pleasure of the Board.

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: Executive Committee
Terms of Reference

Policy Type: Governance Process

Number: GP-8.2

Date Approved: October 7, 2004

Date Revised: Mar. 2, 2006; April 2, 2009
June 3, 2010; Dec. 1, 2011;
June 4, 2015; June 9, 2016;
June. 8, 2017

The Executive Committee functions to provide the appropriate assistance and advice to the Hospital Board Chair in enhancing the organizational performance of the Hospital Board, with the following products as the specific products of this committee.

1. Products

- 1.1. Assistance to the Chair in agenda preparation.
- 1.2. Exercise powers of the Board in emergencies when it is not possible to convene a quorum of the Board and report that action to the next meeting of the Board of Directors.
- 1.3. Tools for the individual Director and Board annual evaluation.
- 1.4. The findings of Board evaluations will be distributed and discussed at a Board meeting and recommendations for Board action, growth and education forwarded to appropriate committee for implementation.
- 1.5. Assist and advise the Chair in dealing with conflict of interest, compliance and service complaint issues brought forward to the Board of Directors.
- 1.6. Upon the approval of the Board, initiate and guide a review of the effectiveness and relevance of one or more Board committees through a Committee Function Report with recommendations to be presented to the Board for consideration.
- 1.7. Orientation to new Board Directors.
- 1.8. A Board meeting education plan.
- 1.9. Ongoing educational opportunities for individual Board Directors. The committee shall make recommendations to the Board regarding the Board members' attendance at an educational opportunity.
- 1.8. Ensure that there is appropriate Board representation at conferences, consultations and public events.

2. Composition

- 2.1. Board Chair
- 2.2. Board Vice Chair
- 2.3. Chief of Staff as a non-voting member
- 2.4. President and Chief Executive Officer as a non-voting member
- 2.5. Past Board Chair or, if no longer an active Board member, another Board member elected by the Board of Directors to the position.

3. Term of Office

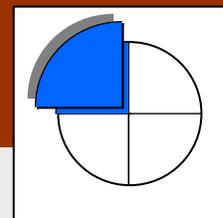
Members shall serve as long as they hold their office.

4. Authority

Except in emergency situations, this committee is empowered only to make recommendations to the Board as whole for its consideration and approval. Actions undertaken by the committee under the authority of the Board will be subject to review by the Board as a whole.

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: Community Connections Committee
Terms of Reference

Number: GP-8.3

Policy Type: Governance Process

Date Approved: October 6, 2005

Date Revised: Jan. 3, 2008; Dec. 1, 2011;
Feb. 1, 2018

The Community Connections Committee functions to ensure that the Hospital Board of Directors plans for and maintains ongoing linkages with a representative cross-section of the owners in its catchment area. These ongoing linkage activities provide insight for policy development that is responsive to the acute care needs of the hospital's communities.

1. Product

- 1.1 An initial one (1) year community connections plan will be provided to the Board for decision by the first Thursday in March.
- 1.2 The subsequent three (3) one (1) year community connections plans will be provided to the Board for decision by the first Thursday of February in each year.
- 1.3 An evaluation of the effectiveness of each plan will be completed on the first Thursday of November of each year, with input from the Board.
- 1.4 An organized written presentation of information collected from groups within the ownership, in a format useful to the Board for Ends deliberations, by September of each year.

2. Authority

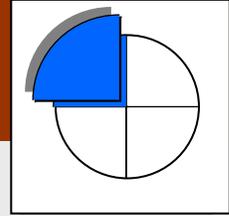
- 2.1 The committee has no authority to change Board policies.
- 2.2 The committee has authority to spend funds required for travel to meetings if meetings are required.
- 2.3 The committee has no authority to commit funds for external assistance in community connection activities. Any requirement for such funds will be put to the full Board for decision.
- 2.4 The committee has authority to use staff resource time normal for administrative support around meetings, as well as administrative support included in the Board's community connection plan.

3. Composition

- 3.1 The committee shall be composed of a minimum of four (4) volunteer Board members. The Board Chair will be ex-officio.
- 3.2 The committee shall select the chair from among the membership.

4. Term of Office

- 4.1 Members shall be appointed for a one (1) year term.



Policy Name: CEO Evaluation & Compensation Committee
Terms of Reference

Number: GP-8.4

Policy Type: Governance Process

Date Approved: February 4, 2010

Date Revised: June 3, 2010
December 1, 2011
June 7, 2012

The CEO Evaluation and Compensation committee functions to oversee and ensure a high level of executive performance for the hospital. The committee makes recommendations to the Board with regards to evaluation outcomes and compensation decisions.

1. Product

- 1.1. Assurance that CEO evaluation is carried out on a regular basis according to the parameters in BC-4 *Monitoring CEO Performance*, in a consistent, competent and professional fashion.
- 1.2. An annual report to the Board summarizing the Board's assessment of internal monitoring reports, external monitoring reports and direct inspections throughout the year, consistent with the process in BC-4, *Monitoring CEO Performance*.
- 1.3. An annual recommendation to the Board regarding CEO compensation, including compensation dependent on achievement of quality improvement initiatives, after careful analysis of compensation levels in effect in comparator Ontario hospitals, LWDH CEO performance and responsibilities; and the LWDH's ability to pay the recommended compensation.
- 1.4. A review of the CEO evaluation process at least every 3 years, with recommended changes if necessary, for the board's consideration.

2. Authority

- 2.1 The committee has no authority to change board policies.
- 2.2 The committee has authority to spend funds required for travel to meetings if meetings are required.
- 2.3 The committee has authority to use staff resource time normal for administrative support around meetings.
- 2.4 The committee does not have final authority on decisions regarding CEO performance and compensation.

3. Composition

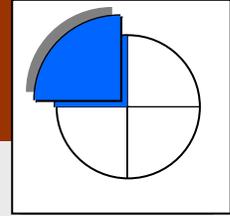
- 3.1 The committee shall be composed of five (5) Board members. The committee will include the Board Chairperson, Vice-Chairperson and three other Directors chosen by the board.
- 3.2 The Board Chair will chair this committee.

4. Term of Office

- 4.1 The term shall be one (1) year.

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: Nominating Committee
Terms of Reference

Number: GP-8.5

Policy Type: Governance Process

Date Approved: June 3, 2010

Date Revised: December 1, 2011; June 4, 2015

The Nominating Committee functions to make recommendations to the Board of Directors with regards to succession planning and potential Board Directors. It is responsible for the recruitment, screening, processing and presenting of Director applicants to the Board of Directors.

1. Product:

- 1.1. A matrix of the current Board member's skills, experience, commitment and demographic information and annually identify specific characteristics that should be sought in recruitment given the Board's current membership, strategic priorities and Board needs.
 - 1.1.1 Current Board members whose terms are expiring are not entitled to automatically stand for re-election but must be considered in light of the manner in which they discharged their governance duties and responsibilities.
- 1.2. A succession plan for the Board of Directors that reflects the breadth, depth and diversity of the community and will guide in recruiting a Board of Directors that are capable and experienced to lead the Corporation. The following guidelines will define the plan:
 - (i) previous or existing hospital board or committee experience;
 - (ii) a variety of leadership skills and abilities;
 - (iii) financial expertise;
 - (iv) a high level of leadership and/or executive experience;
 - (v) strategic thinking ability;
 - (vi) experience in the health field;
 - (vii) such other specific knowledge and/or experience that the Board may identify from time to time;
 - (viii) the plan contemplates the progress of a person's expertise and experience as he/she progresses from a lay person to a Board member, to the chair of a committee and ultimately Vice-Chair and/or Chair of the Board.

The Succession Plan, compliant with GP-15 *Board Succession Plan*, which includes analysis and recommendations from the Executive Committee, will be presented annually to the May Board meeting for Board approval.

- 1.3. Design a Corporate membership application form that complies with the by-laws for Board approval. Ensure that the membership application form is reviewed annually.
- 1.4. Annual recruitment plan, as identified in the by-laws, to advertise for interested candidates for vacant term Director positions on the Board. Receive and process Corporate membership applications as per the by-laws.
- 1.5. Linkages with potential candidates throughout the year and to determine their willingness to serve as Directors.
- 1.6. Applications to Board of Director's positions submitted to the Corporation.
- 1.7. A screening interview to all applicants and a review of the candidate's application and resume.
- 1.8. A list of recommended nominees that is consistent with the skills, experience and governance needs of the organization that is presented to the Board of directors for approval at the May Board meeting.

2. Authority

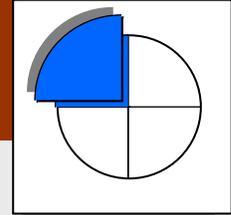
- 2.1 The committee has no authority to change board policy.
- 2.2 The committee has authority to spend funds required for travel to meetings if meetings are required.
- 2.3 The committee has authority to use staff resource time normal for administrative support around meetings.
- 2.4 The committee does not have final authority on decisions of Director membership.

3. Composition

- 3.1 The committee shall be composed of a minimum of three (3) volunteer board members. The Board Chair will be an ex-officio.
- 3.2 The committee shall select the chair from among the membership.

4. Term of Office

The term shall be one (1) years.



Policy Name: Building a Future Committee
Terms of Reference

Number: GP-8.6

Policy Type: Governance Process

Date Approved: June 3, 2010

Date Revised: December 1, 2011

The Building a Future Committee functions to make recommendations to the Board of Directors related to the planning for a new approach to health care delivery in Kenora.

1. Products

- 1.1 A formal process for determining future models/approaches to the delivery of health care for Kenora consistent with the organization’s ENDS, Vision and Values, and that are consistent with community need, evidence-based practice and aligned with MOHLTC and LHIN priorities;
- 1.2 Appropriate, associated government relations, community engagement and communications strategies directed at achieving the necessary approvals and grants;
- 1.3 Approval by the LHIN and MOHLTC of the Stage One: Proposal/Business Case followed by the Stage Two: Functional Program for the hospital redevelopment, as submitted to the LHIN and MOHLTC. The objective, following the Stage One Business Case submission is to obtain grant funding to proceed to Stage Two Functional Programming;
- 1.4 Approval by the City of any required municipal zoning amendments as set out in the Municipal Zoning Application;
- 1.5 A Local Share Plan must be aligned with the Foundation’s priorities for fundraising.

2. Authority

- 2.1 The committee will be accountable to the Board of Directors.
- 2.2 The committee has no authority to change Board Policies.
- 2.3 The committee will be provided with an appropriate budget so it can accomplish its products.
- 2.4 The committee has the authority to use staff resources and hire consultants for committee support of its expected products.
- 2.5 The committee will provide regular progress updates to the Board of Directors.

3. Composition

- 3.1 Chair of the Board
- 3.2 Vice Chair of the Board
- 3.3 Two (2) additional Board members
- 3.4 Hospital President & CEO
- 3.5 Hospital VP Corporate Services
- 3.6 Hospital Capital Projects Manager
- 3.7 Medical Staff Representative
- 3.8 Foundation Board member

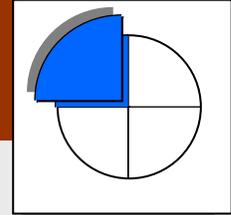
Alternates may not be designated to replace committee members unable to attend.

4. Committee Support

- 4.1 Others as required on an ad hoc basis.
- 4.2 Steering committees may be established throughout the course of the project as needed.

5. Frequency of Meetings

The Committee shall meet at 4 to 6 week intervals or at the call of the Chair.



Policy Name: Quality Committee Terms of Reference

Number: GP-8.7

Policy Type: Governance Process

Date Approved: June 2, 2011

Date Revised: December 1, 2011
May 1, 2014

The Quality Committee is a legislated committee of the Board of Directors whose function is to monitor and report on patient safety issues and overall quality of the services of the hospital. While the legislation requires this committee to include both Board members and employees, in order to preserve the clarity of accountability, the committee will conduct its work by advising the Board on the need for changes in governance policy that provide parameters for the CEO, and then providing for the Board its assessment of the CEO's compliance with those policies.

1. Products – Quality of Care

- 1.1 An opinion for the Board prior to scheduled monitoring of the relevant policies regarding CEO compliance with areas of ENDS and Executive Limitations relevant to quality and at the committee's discretion, direct inspection of any relevant areas to assure compliance with the Board's policy. This review shall include as a minimum the items on the Quality Improvement Plan at the frequency required by the government.
- 1.2 Recommendations to the Board regarding governance policies related to quality improvement.
- 1.3 Assurance that there is a quality improvement plan consistent with the direction of the Ministry of Health and Long Term Care.
- 1.4 Any other duties set out in regulation – Bill 46 – ECFAA (2010).

2. Composition

- 2.1 Board Chair
- 2.2 Board Vice Chair
- 2.3 Chief of Staff
- 2.4 President and CEO
- 2.5 Another Board member elected by the Board of Directors to the position.
- 2.6 VP Patient Services/CNO
- 2.7 One additional member of a health care profession who is not a member of the College of Nurses of Ontario or the College of Physicians & Surgeons of Ontario.
- 2.8 The Manager of Quality/Risk Management will also participate as an expert resource to the committee.
- 2.9 VP Mental Health and Addictions Services

3. Term of Office

Members shall serve as long as they hold their office with the exception of 2.7 who will serve for a one (1) year term.

4. Chair

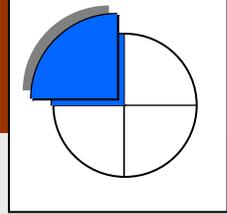
The hospital board shall appoint a voting member of the hospital's Board of Directors to be Chair of the Quality Committee.

5. Authority

The committee is accountable to the Board of Directors.

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: Board and Committee Expenses

Number: GP-9

Policy Type: Governance Process

Date Approved: October 7, 2004

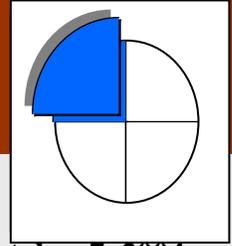
Date Revised: May 3, 2007

Board members 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, as well as any meeting attended at the direction of the Board and 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.

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: Investment in Governance

Number: GP-10

Policy Type: Governance Process

Date Approved: October 7, 2004

Date Revised: Apr. 5/2007; Nov. 1/2007
Mar. 6/2008; Dec. 1/2011;
Jan. 10/2013; Feb. 5/2015;
Feb. 1/2018

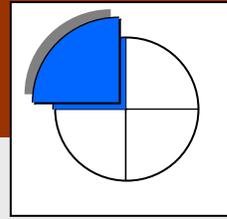
The Board will invest in its governance capacity.

1. Hospital 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 member's contribution to the Board.
 - 1.1. Prospective Board members shall be provided with information that clearly outlines the role of the Board, and what is expected of Board members.
 - 1.2. All new Board members will be oriented to ensure familiarity with the health care system and issues, the organization's structure and issues, and the Board's process of governance. This orientation will be delivered by experienced board members and key hospital administrators, and will take place within six (6) months of the acceptance of the new members.
 - 1.3. The Board will provide for or enable board member continuing education related to governance and health issues.
 - 1.4. Any Board member 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 members through a report and/or some other appropriate form of communication.
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 Chairperson, 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.
 - 3.2. The Board will monitor adherence to and review policy content of its own Governance Process policies on a regular basis. Any policy can be monitored at any time. However, at a minimum, the Board will perform both of these functions according to the following schedule;

Number	Policy	Monitor Adherence and Review Policy Content
GP	Global Governance Commitment	Bi-annually
GP-1	Vision and Values	Bi-annually
GP-2	Governing Style	Bi-annually
GP-3	Board Members' Code of Conduct	Bi-annually
GP-4	Board Open/Closed Meeting	Bi-annually
GP-5	Board Job Description	Bi-annually
GP-6	Chairperson's Role	Bi-annually
GP-7	Board Committee Principles	Bi-annually
GP-8	Board Committee Structure	Bi-annually
GP-8.1	Audit Committee Terms of Reference	Bi-annually
GP-8.2	Executive Committee Terms of Reference	Bi-annually
GP-8.3	Community Connections Committee Terms of Reference	Bi-annually
GP-8.4	CEO Evaluation & Compensation Committee Terms of Reference	Bi-annually
GP-8.5	Nominating Committee Terms of Reference	Bi-annually
GP-8.6	Building a Future Committee Terms of Reference	Bi-annually
GP-8.7	Quality Committee Terms of Reference	Bi-annually
GP-9	Board and Committee Expenses	Bi-annually
GP-10	Investment in Governance	Bi-annually
GP-11	Charge to the Chief of Medical Staff	Bi-annually
GP-12	Board Linkage with Community	Bi-annually
GP-13	Board Linkage with Other Organizations	Bi-annually
GP-14	Board Planning Cycle and Agenda Control	Bi-annually
GP-15	Board Succession Planning	Bi-annually
GP-16	Handling Operational Complaints	Bi-annually
GP-17	Corporate Rules of Order	Bi-annually
GP-18	CEO Recruitment	Bi-annually
BC	Global Board-CEO Relationship	Bi-annually
BC-1	Unity of Control	Bi-annually
BC-2	Accountability of the CEO	Bi-annually
BC-3	Delegation to the CEO	Bi-annually
BC-4	Monitoring CEO Performance	Bi-annually
BC-5	Complaints Re: CEO or Chief of Staff	Bi-annually
BC-6	CEO Compensation	Bi-annually

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: Charge to Chief of Medical Staff

Number: GP-11

Policy Type: Governance Process

Date Approved: October 7, 2004

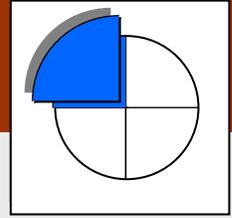
Date Revised: June 1/2006; Oct. 1, 2009
Dec. 6/2012; Sep. 4/2014

The Board's accountability for the quality of professional practice by all Professional Staff whom are granted privileges in the hospital will be discharged by delegating accountability for this area to the Chief of Medical Staff. While the formal Professional Staff organization, consisting of all physicians and other practitioners privileged to practice in the hospital, shall be responsible directly to the Chief of Medical Staff, this does not relieve or otherwise affect the responsibility of individual Professional Staff to requirements duly imposed by the CEO or the Board of Directors.

1. The Chief of Staff shall ensure the effective functioning of the Professional Staff. This includes ensuring that:
 - 1.1. There is an effective Professional Staff organization, operating consistently with the Professional Staff Bylaws.
 - 1.2. The Medical Advisory Committee provides to the board its considered judgment as to the capability of relevant practices, personnel and premises to support or provide quality care.
 - 1.3. The Credentials Committee and Medical Advisory Committee provide to the board their judgment as to the qualification of medical practitioners to render services and to meet standards incumbent upon the organization or upon the Professional Staff.
 - 1.4. The Professional Staff provides the board with input in regards to the Ends.
 - 1.5. Each member of the Professional Staff complies with all laws, regulations, and standards which may be binding on the Professional Staff or the formal Professional Staff organization itself.
2. There is an assessment of professional staff which will include but is not restricted to the annual credentialing process as part of the application or reapplication for privileges.
3. The Chief of Staff shall maintain an open and cooperative relationship with the CEO in relation to areas where cooperation between Professional Staff and employees is necessary to achieve Ends or comply with Executive Limitations.
4. The Chief of Staff shall provide a monitoring report to the board at least annually or at the board's request which provides the Chief of Staff's reasonable interpretation of the criteria in this policy, rationale for its reasonableness, and evidence of compliance with that interpretation.

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: Board Linkage with Community

Number: GP-12

Policy Type: Governance Process

Date Approved: October 7, 2004

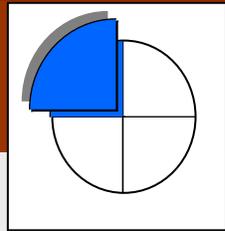
Date Revised: December 6, 2007

The “owners” of the Lake of the Woods District Hospital are defined as all residents of the catchment area. The Board shall act on behalf of the residents of the catchment area as a whole, rather than being advocates for specific geographic areas or interest groups.

1. When making governance decisions, Board members shall maintain a distinction between their personal interests as “customers” of the Hospital’s services, and their obligation to speak for others as a representative of the “owners” as a whole. As representatives of the owners, the Board is obligated to identify and know what the owners want and need, and understand their values relevant to health care.
2. The Board shall gather data in a way that reflects the diversity of the owners. It shall meet with, gather input from, and otherwise interact with the broad base of communities, acknowledge diversity, and seek to make decisions considering that input.
3. Collection of input from communities may be accomplished through a variety of methods, including, but not limited to, community meetings, surveys and advisory groups.
 - 3.1 The Board will meet annually with the Mental Health and Addictions Advisory Committees to discuss issues relative to Ends.
 - 3.2 The Board will work with Aboriginal communities to develop an effective mechanism for linkage on issues relative to Ends.
4. The Board shall ensure there is regular communication with the owners regarding governance-related issues relevant to the community.

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: Board Linkage with Other Organizations

Number: GP-13

Policy Type: Governance Process

Date Approved: October 7, 2004

Date Revised: Sept. 7, 2006

Sept. 1, 2011

February 2, 2012

While the work of the Board is on behalf of the “owners” of the Lake of the Woods District Hospital, the perspectives of various stakeholders must be considered. Linkage with organizations that have an impact on or interest in the hospital informs and enhances the decisions of the Board in relation to achieving ENDS.

1. Government

- 1.1. The Board shall ensure that the Lake of the Woods District Hospital interests are represented to governments and government agencies.

2. Membership in Other Organizations

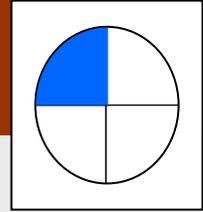
- 2.1. The Board shall consider the merits of membership in other organizations annually. This consideration shall include, but not be limited to:
 - The degree to which participation in the organization will further the Vision and ENDS of the Board.
 - The benefits to the Board of membership compared to the cost of membership.
 - The ability of the Board to influence the direction of the organization in a measure commensurate with the Board’s contribution.

3. Appointments to External Policy or Advisory Committees

- 3.1. Upon request for the Lake of the Woods District Hospital appointments to external committees relevant to governance issues, the Board will assess whether such representation is appropriate within the Board’s stated policies and current priorities. If this assessment is positive, the Board will appoint appropriate representatives. Issues of confidentiality, information sharing and administrative support shall be discussed and agreed upon by the committee’s chairperson, the appointee, and the CEO.
- 3.2. The appointee shall provide information reports as appropriate, to be determined by the Board at the time of appointment.
- 3.3. Since the appointee is representing the Lake of the Woods District Hospital Board, the appointee shall be kept informed of current Board policies that might affect deliberations of the committee in question. Any representation made on behalf of the Board shall adhere to the stated policies of the Board. Any issues requiring the statement of a new policy position on the part of the Board shall be brought to the Board for decision.

4. Relationships with Other Organizations

- 4.1. The Board shall identify other organizations with which it required good working relationships in order to achieve its ENDS. It will establish mechanisms for maintaining open communication with these organizations. Such mechanisms may include but are not limited to:
 - Inviting representatives of the Board of those organizations to Board meetings.
 - Meeting jointly with other Boards on occasion.



Policy Name: Board Planning Cycle and Agenda Control

Number: GP-14

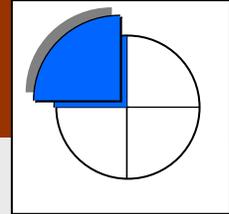
Policy Type: Governance Process

Date Approved: October 7, 2004

Date Revised: Oct. 5/2006; Nov. 5/2009;
Feb. 4/2010; Jan. 9, 2014;
Dec. 14, 2017

To accomplish its job products with a governance style consistent with Board policies, the Board will follow an annual agenda which (a) completes a re-exploration of Ends policies annually and (b) continually improves Board performance through Board education and enriched input and deliberation.

1. The Board shall maintain control of its own agenda by developing each year no later than the first quarter of the Board's term of office, an annual schedule which includes, but is not limited to:
 - 1.1 Review of the Ends in view of the constantly evolving environment, determine current relevance of strategic focus in a timely fashion which allows the CEO to build a budget.
 - 1.2 Consultations with selected groups in the ownership, or other methods of gaining ownership input, prior to the above review.
 - 1.3 Scheduled time for education related to Ends determination (for example, presentations relating to the external environment, demographic information, exploration of future perspectives which may have implications, presentations by advocacy groups, and staff).
 - 1.4 Scheduled time for monitoring of the Board's own compliance with its Governance Process policies, and for review of the policies themselves.
 - 1.5 Scheduled time for monitoring compliance by the CEO with Executive Limitations policies, and for review of the policies themselves. Monitoring reports will be provided and read in advance of the Board meeting, and discussion will occur only if reports show policy violations, if reports do not provide sufficient information for the Board to make a determination regarding compliance, or if policy criteria are to be debated.
 - 1.6 Scheduled time for monitoring compliance by the Chief of Staff with Policy GP-11.
 - 1.7 Scheduled time for governance education.
2. Based on the outline of the annual schedule, the Board delegates to the Chairperson with assistance of the Executive Committee the authority to fill in the details of the Board meeting content. Potential agenda items shall be carefully screened to ensure that they relate to the Board's job description, rather than simply reviewing staff activities. Screening questions shall include:
 - 2.1 Clarification as to whether the issue clearly belongs to the Board or the CEO in accordance with the Board's governance policies.
 - 2.2 Identification of what category an issue relates to – Ends, Executive Limitations, Governance Process, Board – CEO Relationship.
 - 2.3 Review of what the Board has already said in this category, and how the current issue is related.
3. Throughout the year, the Board will attend to Required Approvals Agenda items as expeditiously as possible. When an item is brought to the Board via the Required Approvals Agenda, provided that compliance with all of the criteria in Executive Limitations has been demonstrated, the Board will not discuss the item prior to approval. An exception will be made only if a majority of the Board votes to remove the item from the Required Approvals Agenda for discussion.



Policy Name: Board Succession Planning

Number: GP-15

Policy Type: Governance Process

Date Approved: October 7, 2004

Date Revised: Sept. 8, 2005, Feb. 4, 2010,
April 7, 2011; Feb. 2, 2012

The Board is committed to excellence in governance. Therefore, the Board shall strive to encourage candidates who have characteristics that will enable them to govern, not to manage, the organization, to stand for elected and appointed positions on the Board. The Board shall strive to have, at all times, a variety of board members displaying a diversity of expertise, talent, experience and background that shall meet the needs for care of our community at large.

Guidelines for Nomination of Directors

1. To ensure the membership of the Board possess the skills, experience and personal qualities necessary for competent governance:
 - (a) the composite membership of the Board should encompass both the universal competencies in Directors (paragraph 2.) and reflect the Executive Succession Plan;
 - (b) the membership of the Board should endeavor to have regard for the demographic, linguistic, cultural, economic, geographic, ethnic, religious and social characteristics of the catchment area served by the Corporation, including, without limitation, using best efforts to ensure that there are at least three (3) Aboriginal Directors on the Board. In the event there are two equally qualified candidates, one of whom is Aboriginal, the Aboriginal candidate will be preferred.
2. The Nominating Committee should ensure that all Board members have the following universal competencies:
 - (a) Commitment and Effective Communication
Board members must have:
 - (i) make an active contribution at meetings and on behalf of the Board where required;
 - (ii) a willingness to devote the time necessary to board work, including orientation and education;
 - (iii) a commitment to linking with the ownership.
 - (b) Integrity
Board members must have:
 - (i) personal integrity to make decisions in a manner that is free of actual or perceived Conflict of Interest;
 - (ii) objectivity;
 - (iii) willingness to delegate the operational details of the organization to others and focus on the vision and long term;
 - (iv) committed to continuous quality improvement;
 - (v) high ethical standards; and
 - (vi) respect for the views of others
 - (c) Analytical Decision Making
Board members must demonstrate:
 - (i) a capacity for resolving difficult and complex issues;
 - (ii) an awareness and understanding of identified issues and proposed recommendations and impacts;
 - (iii) an ability to analyze situations and problems from a systems perspective; and

(iv) an interest in and capacity to discuss the values underlying the actions taken in the organization, and to govern through the broader formulation of these values.

(d) Strategic Leadership

Board members must have:

- (i) a commitment to the mission, vision, and organizational philosophy of the corporation and its responsibilities to the MOHLTC and LHIN;
- (ii) the capability to give leadership to the development of the Corporation;
- (iii) the capability of exercising leadership and consensus building;
- (iv) the demonstrated ability to work as a member of a team and the ability to express a dissenting opinion in a constructive manner; and
- (v) the willingness and commitment to honour board decisions.

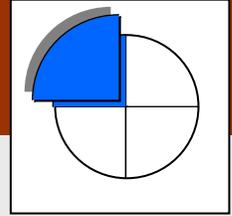
(e) Political Acumen

A Board member must understand:

- (i) the distinction between the strategic policy role of the Board and the day-to-day operational responsibilities of Management;
- (ii) the range of obligations and constraints imposed upon Directors of the Corporation; and
- (iii) the unique cultural and support requirements of individuals and special communities

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: Handling of Operational Complaints

Number: GP-16

Policy Type: Governance Process

Date Approved: October 7, 2004

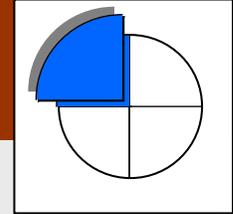
Date Revised: December 6, 2007

To ensure that the board fulfills its accountability to the ownership, but does not interfere in matters it has delegated to the CEO or Chief of Staff – in the case of complaints about Professional Staff – the following process shall be followed when a board member receives a complaint regarding an operational matter.

1. If the complaint is from an employee or member of the credentialed Professional Staff, the Board Member shall inquire if the proper internal communication protocol for registering concerns has been followed. If not, the individual shall be directed to the appropriate person.
2. If the complaint is from a member of the public, the Board Member shall explain to the individual that the Board has delegated responsibility to handle complaints to the CEO, and direct the individual to the CEO.
3. If the complaint is from a partner organization, the Board Member shall inquire if the issue has been addressed with the appropriate contact in the hospital.
4. The Board Member shall not offer any evaluative comments or solutions.
5. The Board Member shall ask the individual to contact him or her again if the matter has not been addressed within a reasonable time period.
6. If the individual contacts the Board Member again about the issue, the Board Member shall inform the CEO or individual designated by the CEO of the complaint, and request that it be handled.
7. If the Board Member is concerned about a potential policy violation, the Board Member shall inform the Board Chairperson to request a monitoring report.
8. If the Board identifies a pattern of complaints, the Board shall determine if it wishes to request a specific monitoring report to determine compliance with the relevant policy or policies.

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: Corporate Rules of Order

Number: GP-17

Policy Type: Governance Process

Date Approved: Sept. 8, 2005

Date Revised: Nov. 2, 2017

Board meetings will be conducted in an orderly, effective process, led and defined by the chair.
Board meetings will be governed by these rules.

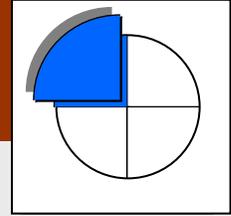
Accordingly:

1. All by-law obligations regarding Board meetings must be satisfied.
2. The Secretary to the Board 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 a 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 Required Approvals Agenda, provided that compliance with all the criteria in the Executive Limitations has been demonstrated, the Board will not discuss the item prior to approval. An exception will be made only if a majority of the Board votes to remove the item for the Required Approvals Agenda for discussion.
6. Meeting order and decorum shall be maintained and all members treated with dignity, respect, courtesy and fairness during discussion and debate and in all other respects.
7. Board members 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 Board member, discussed and then voted on. Motions require a second to proceed to discussion and subsequent vote.
 - 9.1 The Board Chair may make motions, engage in debate and vote on any matter to be decided to the same extent as any Board member.
 - 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 members may speak to a pending motion on as many occasions, and at such length as the chair may reasonably allow.

11. A vote on a motion shall be taken when discussion ends but any Board member 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 by-laws which oblige a higher level of approval.
13. A motion to adjourn a Board meeting may be offered by any Board member 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.

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: CEO Recruitment

Number: GP-18

Policy Type: Governance Process

Date Approved: February 4, 2010

Date Revised:

The Board recognizes its responsibility to ensure a seamless continuity of organizational leadership. When the Board recruits a CEO, it commits to a focus on organizational needs and resources as well as a high level of professionalism and confidentiality. CEO candidates will be assessed on evidence of performance in all required CEO competencies, and successful candidates will be expected to demonstrate evidence of superior performance in each competency area.

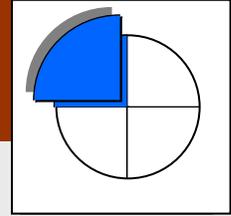
1. The Board may choose to investigate other organizational options to CEO replacement prior to initiating a search process.
2. CEO Core Competencies which a successful candidate will be expected to demonstrate are as follows:
 - Leadership
 - Communication
 - Life-long Learning
 - Consumer / Community Responsiveness and Public Relations
 - Political and Health Environment Awareness
 - Conceptual Skills
 - Results Management
 - Resources Management
 - Compliance to Standards.

Each core competency is made up of sub-competencies which are further defined in the Canadian College of Health Leaders document “Competencies for the Health Service Executive.”

2. Upon notification that a current CEO will be leaving employment with the Lake of the Woods District Hospital. The Chairperson and Vice-Chairperson will establish an Executive Recruitment Committee composed of the Chairperson and Vice-Chairperson and three other Directors appointed by the Board to put into action the CEO recruitment process.

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: Resolving Ethical Dilemmas

Number: GP-19

Policy Type: Governance Process

Date Approved: February 7, 2013

Date Revised: April 7, 2016

The Board is responsible for making ethically based decisions as it relates to its own functioning.

The following is the framework /process for handling complex ethical issues used by the board and organization:

1. Perceived Ethical Dilemma
2. What are the facts/factors?
 - List the events leading up to this point
3. Consider
 - Hospital/Board policy, legislation, and relevant evidence
 - Diversity: religion, culture, values/beliefs
4. Clarify the questions. Is there an ethical concern/dilemma?
 - Is one or more ethical principle relevant to this situation?
5. Determine who owns the decision
6. Identifying Options
 - Explore possible options using Ethical Principles
 - Consider risks/benefits/timeframes of each
 - Are there signs of conflict? What resources are needed to resolve conflict?
7. Arrival at an Ethical Decision
 - Be open to ideas
 - Choose an option
 - Why is this option the best alternative?
8. Implement a Plan
 - Develop an Action Plan
 - Communicate the decision/plan to the appropriate stakeholders
9. Monitor Process and Outcome
 - Revisit decision in the face of new facts, policies, clarification of values or consultation with other stakeholders
 - Reflect on what ethical principles are relevant to this issue
 - Encourage debriefing and feedback on process by the Board if necessary.

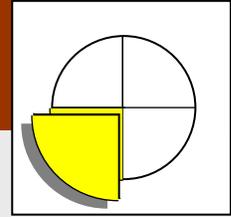
What is Ethics? The “moral practices, beliefs and standards of individuals and/or groups” (Fry & Johnstone, 2002)

What is Health Ethics? “Health Ethics is a branch of ethics that deals with ethical issues in health, healthcare, medicine and biology. It involves discussions about treatment choices and care options that individuals, families and health care providers must face. It requires a critical reflection upon the relationships between health care professionals and those they serve, as well as the programs, systems and structures developed to improve the health of a population”. (Provincial Health Ethics Network, 2011)

What is an Ethical Dilemma? “Situations arising when equally compelling ethical reasons both for and against a particular course of action are recognized and a decision must be made...”

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: Global Board-CEO Relationship

Number: BC

Policy Type: Board-CEO Relationship

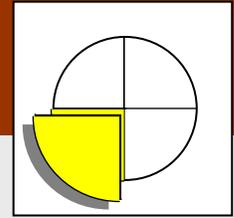
Date Approved: October 7, 2004

Date Revised:

The Board's sole official connection to the organization, its achievements and conduct will be through the CEO, with the exception of the Board's connection to the Professional Staff who have privileges in the hospital.

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: Unity of Control

Number: BC-1

Policy Type: Board-CEO Relationship

Date Approved: October 7, 2004

Date Revised: Nov. 2, 2017

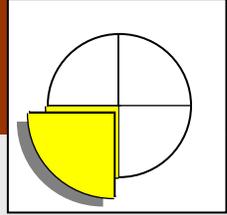
Only officially passed motions of the Board are binding on the CEO.

Accordingly:

1. Decisions or instructions of individual Board members, officers, or committees are not binding on the CEO except in rare instances when the Board has specifically authorized such exercise of authority.
2. In the case of Board members or committees requesting information or assistance without Board authorization, the CEO can refuse such requests that require, in the CEO's opinion, an excessive amount of staff time or funds or which would be disruptive.
3. Only the Board acting as a body can employ, terminate, discipline, or change the conditions of employment of the CEO.

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: Accountability of the CEO

Number: BC-2

Policy Type: Board-CEO Relationship

Date Approved: October 7, 2004

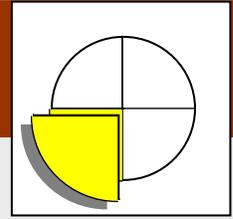
Date Revised: February 4, 2010

The CEO is the Board's only link to operational achievement and conduct, so that all authority and accountability of employees and volunteers, as far as the Board is concerned, is considered the authority and accountability of the CEO.

1. The Board will not give instructions to persons who report directly or indirectly to the CEO.
2. The Board will refrain from evaluating, either formally or informally, any staff other than the CEO.
3. The Board will view CEO performance as identical to organizational performance, so that organizational accomplishment of a reasonable interpretation of board-stated ENDS, and compliance with board-stated Executive Limitations, reasonably interpreted, will be viewed as successful CEO performance.

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: Delegation to the CEO

Number: BC-3

Policy Type: Board-CEO Relationship

Date Approved: October 7, 2004

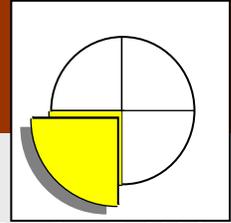
Date Revised:

The board will instruct the CEO through written policies which prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided, allowing the CEO to use any reasonable interpretation of these policies.

1. The Board will direct the CEO to achieve specified results, for specified recipients, at a specified worth through the establishment of Ends policies. These policies will be developed systematically from the broadest, most general level to more defined levels.
2. The Board will limit the latitude the CEO may exercise in practices, methods, conduct and other “means” to the ends through establishment of *Executive Limitations* policies. These policies will be developed systematically from the broadest, most general level to more defined levels.
3. As long as the CEO uses any reasonable interpretation of the Board’s *Ends* and *Executive Limitations* policies, the CEO is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities to achieve stated Ends.
4. The Board may change its *Ends* and *Executive Limitations* policies, thereby shifting the boundary between Board and CEO domains. By so doing the Board changes the latitude of choice given to the CEO. But so long as any particular delegation is in place, the Board and its members will respect and support the CEO’s choices.

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: Monitoring CEO Performance

Number: BC-4

Policy Type: Board-CEO Relationship

Date Approved: October 7, 2004

Date Revised: Dec. 6/2007; Nov. 6/2008;
Feb. 4/2010; Feb. 3/2011
May 3/2012

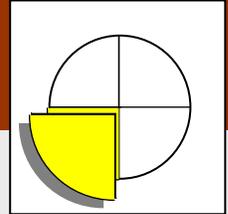
Systematic and rigorous monitoring of CEO job performance will be against the expected CEO job outputs: organizational accomplishment of Board policies on Ends and organizational operation within the boundaries established in Board policies on Executive Limitations.

1. Monitoring will determine the degree to which Board policies are being met.
2. The Board will acquire monitoring data by one or more of three methods:
 - by internal report: Disclosure of compliance information by the CEO, along with his or her explicit interpretation of Board policy, and justification for the reasonableness of interpretation.
 - by external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies, . The external party will first be provided with the CEO's explicit interpretation of the policy and justification for the reasonableness of interpretation. The report must assess the reasonableness of the interpretation of Board policy, and compliance with it. The basis for assessment is *not* the standards of the external party, unless the Board has previously indicated that party's opinion to be the standard. The Board may choose the external report process at any time it deems necessary to verify CEO performance and organizational performance as set out in the CEO's internal report, or may choose this method instead of an internal report.
 - by direct Board inspection: This is a Board inspection of documents, activities or circumstances directed by the Board that assesses compliance with policy, with access to the CEO's justification for the reasonableness of his/her interpretation. Such an inspection is only undertaken at the instruction of the Board, and with the CEO's knowledge.
3. In every case, the standard for compliance shall be *any reasonable CEO interpretation* of the board policy being monitored. The Board is the final arbiter of reasonableness, but will always judge with a "reasonable person" test rather than interpretations favored by board members or even the board as a whole.
4. All policies which instruct the CEO will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any of the above methods, but will ordinarily depend on a routine schedule.
5. A formal evaluation of the CEO by the Board will occur annually, based on the achievement of the Board's *Ends Policies*, non-violation of its *Executive Limitations* policies, and achievement of targets set in the annual Quality Improvement plan. This formal evaluation will be conducted by cumulating the regular monitoring data provided during the year and the board's recorded acceptance or non-acceptance of the reports, and identifying performance trends evidenced by that data.

POLICY		METHOD	FREQUENCY
ENDS			
E	Organizational Ends	Internal Report	Annually
E-1	Care Based on Best Practices	Internal Report	Annually
EXECUTIVE LIMITATIONS			
EL	General Executive Constraint	Internal Report	Annually
EL-1	Planning: Hospital Strategic Plan	Internal Report	Annually
EL-2	Planning: Financial	Internal Report	Annually #1 Monthly
EL-3	Financial Condition and Activities	Internal Report External Report	Semi-Annually #1 Monthly Annually
EL-4	Protection of Assets	Internal Report External Report	Annually Annually
EL-5	Treatment of Clients	Internal Report	Semi-Annually
EL-6	Treatment of Staff	Internal Report	Annually
EL-7	Communication and Support to Board	Internal Report	Annually
EL-8	Compensation and Benefits	Internal Report	Annually
EL-9	Leadership Capacity & Continuity	Internal Report	Annually
EL-10	Significant Service Changes	Internal Report	Annually
EL-11	Environmental Impact	Internal Report	Annually
EL-12	Ethical Behaviour	Internal Report	Annually

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: Complaints Re: CEO or Chief of Staff

Number: BC-5

Policy Type: Board-CEO Relationship

Date Approved: Nov. 6, 2008

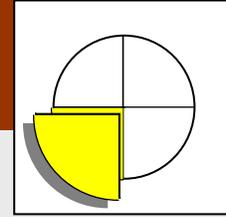
Date Revised: May 1, 2014

The Board of Directors is directly responsible for the Chief Executive Officer 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 member receives a public complaint with regards to one of them.

1. The Board Member shall inquire if the individual has approached the CEO or the Chief of Staff directly regarding the issue.
2. If the individual indicates a serious concern regarding directly approaching the CEO or Chief of Staff, the Board Member shall ask the individual to submit a written complaint to the Board Chair. (The Board member may assist the person to write the complaint if necessary.)
3. The Board Member shall not offer any evaluative comments or solutions.
4. The Chair & Vice Chair shall review the concern with the CEO or Chief of Staff. The individual shall be given an opportunity to provide justification for the reasonableness of his/her 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 monitoring 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 CEO or Chief of Staff.
9. The results of this process will become part of the CEO's or Chief of Staff's formal evaluation.

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: CEO Compensation

Number: BC-6

Policy Type: Board-CEO Relationship

Date Approved: May 3, 2012

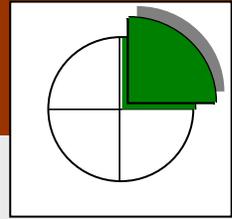
Date Revised:

CEO compensation will be decided by the board as a body and based on hospital performance, executive market conditions, and Provincial legislation limitations.

1. Hospital performance will be only that performance revealed by the monitoring system to be directly related to criteria given by the board in policy.
2. Compensation will cover the entire range of salary, benefits, and all other forms of compensation.
3. Compensation is to be competitive with similar performance within the health system in Ontario while placing a portion of the CEO's compensation at risk by tying it to Ends achievement and compliance with Executive Limitations policies, in particular achievement of quality improvement initiatives.
 - 2.1 If the CEO substantially achieves Ends and complies with Executive Limitations, his/her annual base salary will be set at market value. Market value will be determined utilizing research from an outside third party.
 - 2.2 The Board will have a pay for performance agreement for the CEO in place based on relevant policy-related criteria identified annually by the board.
3. A committee process may be used to gather information and to provide options and their implications to the full board for its decision.

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: Organizational Ends

Number: E

Policy Type: Ends

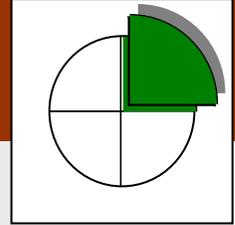
Date Approved: **October 7, 2004**

Date Revised: May 4, 2006; Dec.6, 2007
Nov. 6, 2008; Mar. 7, 2013;
Mar. 2, 2017

**Lake of the Woods District Hospital exists so that:
People we serve achieve the best possible health outcomes for a justifiable use of resources.**

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: Care Based on Best Practices

Number: E-1

Policy Type: Ends

Date Approved: October 7, 2004

Date Revised: May 4, 2006, Dec 6, 2007,
Nov. 6, 2008; Mar. 2, 2017
Feb. 1, 2018

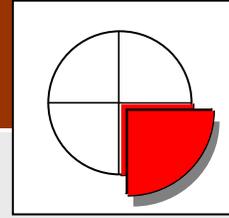
People we serve receive patient-centered care that incorporates the values and preferences of patients and their families and is based on evidence-based practices. This is the highest priority.

This End is further interpreted to include, but not limited to:

1. People we serve receive timely diagnosis and holistic treatment.
2. People we serve experience maximum possible recovery within expected time-frames, with consideration of geographic and cultural issues.
3. People we serve are treated with compassion and maintain their dignity.
4. People we serve are aware of care options.
5. People we serve have information to make healthy choices.
6. People we serve have access to an integrated health care system, including a seamless transfer of care.

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: General Executive Constraint

Number: EL

Policy Type: Executive Limitations

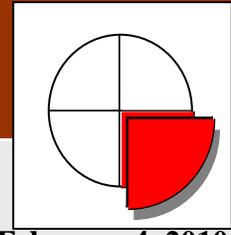
Date Approved: October 7, 2004

Date Revised:

The CEO shall not cause or allow any practice, activity, decision, or organizational circumstance which is either unlawful, imprudent or in violation of commonly accepted business and professional ethics or in contravention of Ontario or Federal legislation or regulations.

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: Planning: Hospital Strategic Plan

Number: EL-1

Policy Type: Executive Limitations

Date Approved: February 4, 2010

Date Revised: Mar. 1, 2012;
Feb. 5, 2015

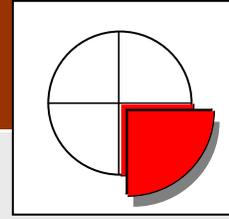
The CEO shall not operate without a long-range hospital strategic plan that is capable of achieving the Board's Ends and is renewed every three (3) years.

Further, without limiting the scope of the above statement by the following list, the CEO shall not:

1. Omit from the plan a viable capital plan that will further the goal of constructing a new hospital in Kenora.
2. Omit from the strategic plan achievable, measurable and innovative performance objectives providing as a minimum information on specific Board Ends Policy addressed, person(s) responsible, and anticipated time of completion.
3. Implement the strategic plan prior to the Board's assessment to determine that it is consistent with achievement of a reasonable interpretation of the Board's Ends.
4. Let the Board be without a progress report on the objectives of the strategic plan at least annually.

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: Planning: Financial

Number: EL-2

Policy Type: Executive Limitations

Date Approved: October 7, 2004

Date Revised: November 9, 2009
February 4, 2010

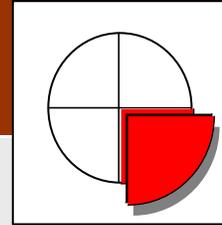
The CEO shall not permit financial planning for any fiscal year or the remaining part of any fiscal year to deviate materially from the Board's Ends priorities, risk fiscal jeopardy, fail to show a generally accepted level of foresight, or be inconsistent with a long-range plan capable of achieving the Ends.

Further, without limiting the scope of the above statement by the following list, the CEO shall not:

1. Allow budgeting which contains too little information to enable credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions, and any significant changes in the organization's financial position.
2. Allow budgeting which plans the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period.
3. Allow budgeting which reduces the ratio of current assets to current liabilities below 1:1.
4. Allow budgeting which fails to provide a sufficient amount for Board prerogatives during the year as is set forth in the Cost of Governance policy.
5. Allow budgeting that fails to reserve a reasonable amount for replacement/repair of capital assets.
6. Operate without a Fiscal Advisory Committee consistent with the requirements of the Regulations under the Public Hospitals Act, Section 965 5(1).
 - 6.1 Prevent the Fiscal Advisory Committee from making direct representation to the Board.

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: Financial Condition and Activities

Number: EL-3

Policy Type: Executive Limitations

Date Approved:

October 7, 2004

Date Revised:

**May 7, 2005, Feb. 7, 2008
Sept. 4, 2008, Nov. 6, 2008
Feb. 4, 2010; Jun. 9, 2016;
Jun. 8, 2017**

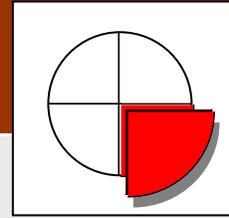
With respect to the actual, ongoing financial condition and activities, the CEO shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from Board priorities established in Ends policies.

Further, without limiting the scope of the above statement by the following list, the CEO shall not

1. Expend more funds than are projected to be received in the fiscal year to date unless the debt guideline (below) is met.
 - 1.1. Borrow more than \$1.5 million on a short term basis (not to exceed 90 days) to cover operating expenses; or indebted the organization in an amount greater than can be repaid by certain, otherwise unencumbered revenues within 90 days.
2. Use any restricted reserve funds.
3. Allow payroll or debts to be paid in an untimely manner.
4. Allow government ordered payments or filings to be overdue or inaccurately filed.
5. Make a purchase or commitment for a capital asset costing in excess of \$50,000 if the final cost exceeds the amount originally planned by 10%.
6. Acquire, encumber or dispose of land or buildings without prior approval by the Board of Directors and the Ministry of Health & Long Term Care.
7. Fail to aggressively pursue receivables after a reasonable grace period.
8. Allow funds in excess of \$50,000 to remain in a non-interest bearing account for more than one month.
9. Operate without policies to ensure that capital equipment disposal is handled in a fair and transparent manner.
10. Bind the Corporation to a commitment over five (5) years in length for expenditures exceeding \$100,000 per year.

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: Protection of Assets

Number: EL-4

Policy Type: Executive Limitations

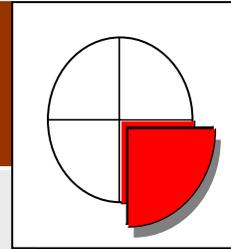
Date Approved: October 7, 2004

Date Revised: April 3, 2008, Nov. 6, 2008
Feb. 4, 2010, April 5, 2012,
Dec. 3, 2015; May 4, 2017

The CEO shall not allow corporate assets of the Lake of the Woods District Hospital to be unprotected, inadequately maintained or unnecessarily risked.

Further, without limiting the scope of the above statement by the following list, the CEO shall not:

1. Fail to carry sufficient insurance against theft and casualty, liability, and property losses for the organization.
2. Subject plant and equipment to improper wear and tear and insufficient maintenance.
3. Unnecessarily expose the organization, its Board or staff to claims of liability.
4. Make any purchase wherein normally prudent protection has not been given against conflict of interest, or without due consideration to quality, value, after purchase service and consideration of local businesses.
5. Fail to protect intellectual property, information and files from loss or significant damage.
6. Fail to maintain and enforce internal control policies consistent with GAAP regarding receiving, processing or disbursing funds.
7. Invest funds in investment vehicles prohibited under the Corporation by-laws.
 - 7.1. Invest in unsecure instruments, including uninsured chequing accounts and bonds of less than AA rating at any time, or in non interest-bearing accounts.
8. Allow cheques to be drawn on Corporate accounts that do not bear the signatures of two authorized signors.
9. Shall not endanger the Hospital's image or credibility, particularly in ways that would hinder its accomplishment of mission.
 - 9.1. Shall not cause or permit actions that are inconsistent with active partnership and positive relations with key stakeholders, including community partners, government and funders.
 - 9.2. Shall not cause or permit hospital property to be used to promote causes that do not support the hospital mission.



Policy Name: Treatment of Clients

Number: EL-5

Policy Type: Executive Limitations

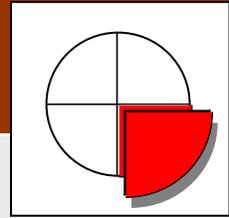
Date Approved: October 7, 2004

Date Revised: Sept. 8, 2005; April 6, 2006;
Dec. 6, 2007; Jan. 3, 2008;
Nov. 6, 2008; Jan. 8, 2009
June 4, 2009, Feb. 4, 2010;
Mar. 1, 2012

The CEO shall not cause or allow conditions, procedures, or decisions which are unsafe, unduly undignified, unnecessarily intrusive, that fail to provide adequate confidentiality or privacy of the person or that otherwise jeopardize the quality of care or service to clients or potential clients, or are inconsistent with continuous quality improvement and patient-focused innovation.

Further, without limiting the scope of the above statement by the following list, the CEO shall not:

1. Tolerate that a client be treated any other way than with dignity and compassion.
 - 1.1. Permit clients to be without reasonable protection from abuse.
 - 1.2. Allow services to be delivered in a manner which is insensitive to the patients' culture.
 - 1.3. Fail to ensure that a patients' experience of their treatment would lead them to recommend the hospital.
2. Elicit information for which there is no clear necessity.
3. Permit treatment without informed consent.
4. Operate without maintaining standards that meet the requirements for accreditation by Accreditation Canada.
5. Operate without an appeal process for those who believe they have not been accorded a reasonable interpretation of their rights under this policy.
6. Operate in a way that does not ensure that patient safety is an organizational priority and goal of all involved in the patient's care.
 - 6.1 Permit the organization to be without a culture of safety.
 - 6.2 Operate without measures to prevent and contain hospital acquired infections.
 - 6.2.1 Permit hand hygiene to fall below provincial benchmark.
 - 6.3 Operate with staffing levels that pose a threat to client safety.
7. Allow clients to be without access to spiritual care.



Policy Name: Treatment of Staff and Volunteers

Number: EL-6

Policy Type: Executive Limitations

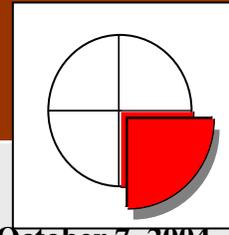
Date Approved: October 7, 2004

Date Revised: May 7, 2005, Dec. 6, 2007
Nov. 6, 2008, Feb. 4, 2010
Oct. 6, 2011, Dec. 5,
2013; Nov 2. 2017

The CEO shall not cause or allow a working environment which is unfair, disrespectful, unhealthy or unsafe.

Further, without limiting the scope of the above statement by the following list, the CEO shall not:

1. Operate without written personnel policies which clarify personnel rules for staff, provide for effective handling of grievances, and protect against wrongful conditions, including but not limited to nepotism and grossly preferential treatment for personal reasons.
 - 1.1 Operate without processes to reasonably protect staff and volunteers from verbal or physical abuse.
2. Permit employees, volunteers, Hospital Auxiliary members, Foundation members, and physicians to work without adequate orientation to the organization's policies, procedures, facilities and equipment appropriate to their work assignment.
3. Operate without sufficient staffing to provide for staff and volunteer safety.
4. Permit employees and volunteers to perform their required function without adequate training or evidence of adequate training.
5. Allow staff to be without a comprehensive staff wellness program.



Policy Name: Communication and Support to the Board

Number: EL-7

Policy Type: Executive Limitations

Date Approved: October 7, 2004

Date Revised: Feb. 4, 2010; Mar. 1, 2012;
Dec. 14, 2017

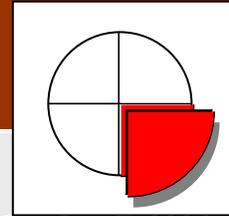
The CEO shall not permit the Board to be uninformed or unsupported in its work.

Further, without limiting the scope of the above statement by the following list, the CEO shall not:

1. Let the Board be without adequate information to support informed Board choices, including relevant environmental scanning data, a representative range of staff and external points of view, including the views of medical staff on clinical issues; significant issues or changes within the external environment which may have a bearing on any existing Board policies, along with alternative choices and their respective implications
2. Neglect to submit monitoring data required by the Board (see policy on Monitoring CEO Performance) in a timely, accurate and understandable fashion, including a reasonable interpretation of Board policy, rationale, and evidence of compliance.
3. Let the Board be uninformed of anticipated adverse media coverage, changes in executive personnel, actual or potential lawsuits against the organization, significant or publicly visible external and internal changes or events, major contracts or contracts with high public visibility.
4. Let the Board be unaware if, in the CEO's opinion, the Board is not in compliance with its own policies on Governance Process and Board-CEO Linkage, particularly in the case of Board behaviour which is detrimental to the work relationship between the Board and the CEO.
5. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate between information of three types: monitoring information, decision preparation information, and incidental information.
6. Permit the Board to be without a mechanism for official Board, officer or committee communications.
7. Deal with the Board other than as a whole except when:
 - fulfilling individual requests for information or
 - responding to officers or committees duly charged by the Board.
8. Let the Board be without a timely report of any actual or anticipated non-compliance with any Ends or Executive Limitations policy of the Board, regardless of the Board's monitoring schedule.
9. Neglect to supply for the Required Approvals Agenda, all items delegated to the CEO still required by law or contract to be Board-approved, along with the monitoring assurance pertaining thereto.
10. Be without a mechanism to make Board decisions easily available to the public.
11. Let the Board be without the information necessary to submit required government-mandated reports in advance of the government's deadlines.

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: Compensation and Benefits

Number: EL-8

Policy Type: Executive Limitations

Date Approved: October 7, 2004

Date Revised: February 4, 2010

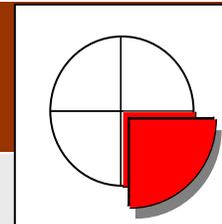
With respect to employment, compensation and benefits to employees, consultants, and contract workers the CEO may not cause or allow unfair compensation practices, or jeopardy to fiscal integrity or public image.

Accordingly, the CEO may not:

1. Change his or her own compensation and benefits.
2. Establish current compensation and benefits which deviate materially from the geographic or professional market for the skills employed.

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: Leadership Capacity & Continuity

Number: EL-9

Policy Type: Executive Limitations

Date Approved: October 7, 2004

Date Revised: Feb. 4, 2010, Mar. 1, 2012,
Dec. 3, 2015

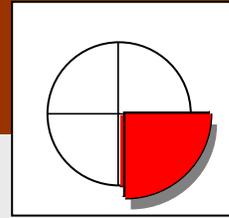
The CEO shall not endanger the continuity of organizational leadership or ignore the building and continuous improvement of organizational capability sufficient to provide proactive leadership for achievement of Ends in future years.

Further, without limiting the scope of the above statement by the following list, the CEO shall not:

1. Permit the hospital to be without sufficient organizational capability for the competent operation of the hospital to continue in the event of sudden loss of CEO services.
2. Operate without succession planning processes in place to facilitate smooth operations during key personnel transitions and ensure competent operation of the hospital in all areas over the long term.
3. Operate without a written plan for continued professional development of the senior leadership team, including the CEO, designed to enhance the team's continuous improvement of the professional competencies outlined in the Certified Health Executive program of the Canadian College of Health Leaders (CCHL) and/or the American College of Health Executives (ACHE), and the Physician Management Institute (PMI) for the Chief of Staff.

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: Significant Service Changes

Number: EL-10

Policy Type: Executive Limitations

Date Approved: October 7, 2004

Date Revised: Feb. 4, 2010, May 1, 2014, Mar. 3, 2016, Oct. 5, 2017

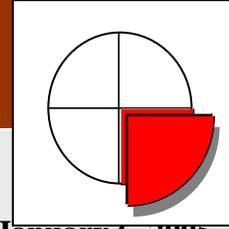
The CEO shall not make extensive changes in services without appropriate consultation and a record of this consultation shall be kept.

Further, without limiting the scope of the above statement by the following list, the CEO shall not:

1. Make the following changes without prior Board approval:
 - Changes in the scale, scope, treatment intention, and targeted population served of a facility or service.
 - Change in service that is anticipated to have a major positive/negative impact on a community.
2. Fail to consult with affected stakeholders when determining the appropriateness of means for achieving the Board's Ends.
 - 2.1. Fail to meet with stakeholders prior to implementing changes in levels of service to the public.
 - 2.2. Fail to consult the affected communities regarding potential uses for facilities which are no longer required for their current purposes.

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: Environmental Impact

Number: EL-11

Policy Type: Executive Limitations

Date Approved: January 6, 2005

Date Revised: October 6, 2005

May 6, 2010

November 7, 2013

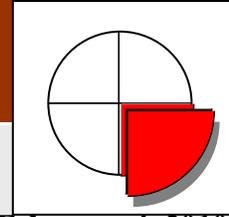
The CEO shall not cause or allow operation of the Lake of the Woods District Hospital and its services in ways that cause more than the least possible harm or risk of harm, to the natural environment.

Further, without limiting the scope of the above statement by the following list, the CEO shall not:

1. Generate more than minimized amount of waste in operating the hospital and its services.
 - 1.1. Operate without effective recycling practices.
2. Operate with less than the best possible energy efficiency within the resources available.
3. Allow more than the minimal possible pollution as a result of the operation of the hospital and its services.
4. Permit the use of hazardous products if acceptable substitutes exist.
5. Permit electronics purchase and disposal practices that unnecessarily damage the global environment.
6. Adopt food procurement policies that are ecologically unsound or socially irresponsible.
7. Plan future construction projects that omit sustainable design concepts.

LAKE OF THE WOODS DISTRICT HOSPITAL

BOARD OF DIRECTORS POLICY



Policy Name: Ethical Behaviour

Number: EL-12

Policy Type: Executive Limitations

Date Approved: February 4, 2010

Date Revised: May 5, 2011; May 5, 2017

The CEO shall not operate without internal processes that ensure a high degree of ethical behaviour at all levels of the organization.

Further, without limiting the scope of the above by the following list, the CEO shall not:

1. Operate without an internal Code of Conduct, of which all staff are made aware, that clearly outlines the rules of expected behaviour for all employees.
 - 1.1. Operate without written policies which prevent conflict of interest.
2. Operate without providing employees and others with an effective mechanism for confidential reporting of alleged or suspected improper activities, without fear of retaliation.
 - 2.1. Permit any staff to be adversely affected because the employee refuses to carry out a directive which would result in an improper activity.
 - 2.2. Allow the Board to be uninformed about any potential reputation exposure related to these matters.
 - 2.3. Neglect to maintain detailed records of all matters raised under this Policy or deal with these matters in a timely manner.
3. Operate without an ethical framework that defines patient care, the timeliness of investigation and resolution of those concerns, and formal processes for managing ethics-related issues and concerns related to patient care.
 - 3.1 Permit research studies and/or experimentation involving patients to be done in an unethical manner or without appropriate informed consent.