

	<b>Policy/Procedure Name:</b>	<b>Board Committees and Terms of Reference</b>
<b>Manual:</b> Governance	<b>Number:</b>	
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This Policy is intended to supplement the Corporate By-Law provisions applicable to Board Committees, including Standing Committees and Special Committees.

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### Standing Committees

The following Board Standing Committees will be established:

- Governance Committee;
- Nominations Committee;
- Resources & Audit Committee;
- Performance Management Committee;
- Quality & Patient Safety Committee; and
- Muskoka and Area Ontario Health Team Committee.

### Committee Principles

- The following principles apply to all Committees, irrespective of whether they are included in Terms of Reference.
- The Board will determine the duties and membership of each Committee.
- The Board, on the recommendation of each respective Standing Committee, will approve the terms of reference of the Standing Committees annually and from time to time as required.
- The Board, on the recommendation of each of the respective Standing Committees, will approve the annual work plans of the Standing Committees.
- The Board will establish Special Committees, where necessary or desirable, to do the work of the Board in circumstances where a Standing Committee is not suitable for such mandate. The Board, on the recommendation of each respective Special Committee, will approve the terms of reference and work plans of the Special Committees.
- The Board will monitor the performance of its Committees through a report by the Committee Chair at each regular Board meeting after the Committee meets. Minutes of Committee meetings will be provided to the Board in draft through the Consent Agenda of the In-Camera Board meeting package.
- Committees are empowered to request that legal, accounting and/or other similar consulting services be retained, as reasonably required, to carry out their mandate. The engagement of legal, accounting and/or other similar consulting services will be coordinated through the Corporation's management in accordance with Muskoka

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Algonquin Healthcare’s Procurement Policy with the scope, budget and oversight subject to the approval of the Chief Executive Officer, or designate in collaboration with the Board Chair, or Board as deemed appropriate.

- Notwithstanding the above, in the event that legal, accounting and/or other similar consulting services need to be retained independent of management, such services may only be engaged with the prior written approval of the Board Chair or designate and be in accordance with Muskoka Algonquin Healthcare’s Procurement Policy.
- Unless otherwise specified, Board Committees may not speak or act for the Board, commit or bind the Corporation to any course of action, and no decision of a Committee is binding on the Board until approved or ratified by the Board.

### Mandate for Committees

- The number and type of Committees should support the Board in fulfilling its defined responsibilities and maximizing the participation of individual Directors.
- The Board as a whole is responsible and accountable for the work that is done on its behalf by the Board Committees.

### Membership of Committees

- Committee terms of reference should specify a defined number of members including Directors and Committee Appointee Members as appropriate.
- In accordance with the Corporate By-Law Article 7.3, a majority of the members of any Board committee shall be elected Directors with the exception of the following:
  - Quality and Patient Safety Committee provided that at least one third of the members of the Committee are Elected Directors.
  - Capital Redevelopment Steering Committee; and,
  - Local Share Committee
- In accordance with the Corporate By-Law, Committees may include individuals who are not Directors (other than a committee referred to in section 7.5 of the Corporate By-law or an audit committee (if any))<sup>1</sup>, provided that the Chair of every Committee is a Director.
- Unless otherwise designated, a quorum shall consist of a majority of the members of the Committee.
- The Board Chair and the President and Chief Executive Officer are *ex-officio* voting members of all Board Committees.

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- Unless otherwise designated, all members of Committees will be considered voting members and, except for the Board Chair and the President and Chief Executive Officer, all members will count towards quorum. Proxy voting will not be permitted.
- Committees are enabled to meet in person or virtually as circumstances require. Should a meeting be scheduled as an in-person meeting, and circumstance arise that a Member requires connection electronically, it shall be accommodated with notification to the Committee Chair or Board Chair as applicable.
- Guests may attend Committee meetings upon the invitation of the Committee Chair or as otherwise specified.
- Committee meetings will provide for the accessibility requirements of all members (and invited guests on their request) pertaining to meeting formats/locations, documentation, scheduling, and voting practices, and including, but not limited to, the need for structural, physical, verbal, visual, and auditory accommodations.
- Each Committee will be supported by appropriate professional and administrative staff resources.
- Committees may, in their discretion, establish subcommittees or working groups to assist with Committee work, but the responsibility of the work rests with the Committee as a whole.

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## **Governance Committee**

### ***Role***

The Governance Committee supports the Board in fulfilling its responsibilities to ensure best practices in governance and Board effectiveness.

### ***Responsibilities***

#### ***Board Goals and Annual Work Plan***

- Review and recommend to the Board the annual work plan and ensure that the Board receives timely and appropriate information to support informed policy formulation, decision-making, and monitoring.
- Review and recommend to the Board the Annual Board Governance Improvement Goals, monitor achievement of these goals, and report to the Board on a quarterly basis.

#### ***Board Recruitment, Succession Planning and Board Committees***

- Annually review the process with the Board Chair for:
  - the recommendation to the Board of the candidates for appointment as Board Officers.
  - succession planning for Board Officers.
  - the recommendation to the Board of the slate of candidates for Committee Chairs, Vice Chairs (if any), and Director members of Committees as a result of a systematic and transparent process.
- Require Committees to review Board governance policies periodically and to make recommendations for amendments as required to the Board.

#### ***Board Education***

- Support the Board in ensuring its ongoing effectiveness through a comprehensive Board orientation program and ongoing Board education.

#### ***Evaluations***

- Ensure there is a policy and process for evaluating the performance of the Board as a whole, including individual Director performance, performance of the Chair, and the Committees and Committee Chairs.
- Periodically review and where necessary, recommend amendments to the By-laws of the Corporation.

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- Prepare and submit the Governance Self-Assessment and Governance Functioning Tool related to the Sustainable Governance standard of Accreditation Canada every four years and develop action plans for area of improvement identified through completion of this tool.

*Other*

- Perform such other duties as requested by the Board from time to time.

**Membership**

- At least three Directors, one of whom shall be the Committee Chair.
- Such other Committee Appointee Members as appointed by the Board.

**Meeting Schedule**

The Committee shall meet at least quarterly and at the call of the Committee Chair.

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## **Nominations Committee**

### ***Role***

The Nominations Committee is responsible for recruiting and recommending to the Board individuals to fill vacancies on the Board and Committee Appointee Member positions on Board Committees.

### ***Responsibilities***

- Review annually the Board profile of Directors in relation to the skills matrix, identifying any gaps in skills and expertise and vacant positions to be filled in the annual nominations process.
- Identify, in consultation with Committee Chairs, vacant Committee Appointee Member positions on Committees and skill sets required to be filled in the annual nominations process.
- Recruit and recommend to the Board individuals to fill vacancies on the Board and Committee Appointee Member positions on Committees as a result of a systematic and transparent nominations process.
- Consult with the Board Chair on mentors for new Directors. For certainty, the Board Chair shall be responsible for assigning mentors to new Directors.
- Periodically review policies as assigned by the Governance Committee and recommend amendments to the Board, as necessary.
- Perform such other duties as requested by the Board from time to time.

### ***Membership***

- Three Elected Directors who are not seeking re-election for a subsequent term, one of whom shall be the Committee Chair.

### ***Meeting Schedule***

The Nominations Committee shall meet at the call of the Committee Chair.

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## **Resources & Audit Committee**

### ***Role***

The Resources & Audit Committee is responsible for timely, diverse, and thoughtful advice, oversight and recommendations as it relates to the Corporation’s financial affairs, human resource management, information technology, and capital resources.

### ***Responsibilities***

#### ***Budget Planning and Oversight***

- Ensure there are processes in place for the development of an annual operating budget and capital budget.
- Review and recommend to the Board financial assumptions used to develop the operating budget, capital budget, and strategic plan.
- Review and recommend to the Board the annual operating plan and budget, and the capital plan and budget.
- Review quarterly (at minimum) financial performance and compare actual performance against budget.
- Review and recommend to the Board plans developed by management to address substantive variances between budget and actual performance.
- Monitor implementation of plans to address variances and report to the Board.

#### ***Long Term Planning***

- Review and recommend to the Board long-term financial goals and long-term revenue and expense projections, as requested by the Board.
- Review, with management, industry developments and legislative changes that may have an impact on financial resources or performance and report to the Board.

#### ***Asset Management***

- Ensure there are processes in place to manage the assets of the Corporation.
- Review and make recommendations concerning material asset acquisitions not contemplated in the annual capital budget.

#### ***Financial Transactions***

- Review and make recommendations to the Board concerning banking arrangements.

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- Review and make recommendations to the Board regarding lines of credit and long-term debt.

#### *Donations and Bequests*

- Advise the Board with respect to donations including the terms of any donor recognition agreements.

#### *Investments*

- Review and recommend to the Board the organization’s investment policy.
- Monitor investment performance for compliance with the investment policy.
- As appropriate, review the performance of investment counsel.

#### *Internal Controls and Risk Management*

- Review resource risk and issues, and make recommendations to the Board, as appropriate, in respect of:
  - accountability agreements;
  - capital funding allocations;
  - forecasting/planning;
  - litigation;
  - enterprise risk policies, processes, and indicators;
  - human resources plan and key human resource issues;
  - environmental, social, and governance (ESG) issues (subject to further direction from the Ontario Hospital Association and/or other organizations in the healthcare sector); and
  - technology.
- Oversee and make recommendations to the Board concerning management’s enterprise risk management processes.
- Review and make recommendations to the Board regarding the adequacy of financial resources.
- Obtain reasonable assurance from management that the Corporation’s financial accounting systems and financial reporting systems, including fraud prevention and risk

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management, are appropriately designed and that the prescribed internal controls are operating effectively.

- Review and make recommendations to the Board regarding the Corporation’s insurance coverage.
- Identify unusual risks and oversee management’s plan to address unusual or unanticipated risks and make recommendations to the Board.
- Review and make recommendations concerning the quality and integrity of management’s internal controls.

#### *Human Resources*

- Oversee the development and implementation of the human resources strategy which aligns with the mission, vision, values, and strategy for MAHC.
- Monitor the results of engagement surveys and ensuring an effective talent management process is in place.
- Oversee compliance with statutory obligations relating to employees including the *Employment Standards Act* and *Workplace Health & Safety Act*, and other Board oversight activities relating to human resource planning.
- Review reports from management at least twice per year regarding general union activity and review the identified parameters prior to the initiation of bargaining of any collective agreements.
- Oversee the implementation of a formal diversity and inclusion strategy, and receive reports periodically from the operational Inclusion, Diversity, Equity and Anti-Racism Committee regarding its activities.

#### *Information Technology*

- Review periodic reports from management related to major projects of information management technology functions and future planning.
- Review processes in place to safeguard information sources including patient confidentiality.

#### *Audit Subcommittee*

- Annually establish and appoint the members of an Audit Subcommittee, and oversee the work of the Audit Subcommittee.

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- Through the Audit Subcommittee, oversee the integrity of the Corporation’s internal accounting controls and reporting processes by:
  - recommending to the Board, the auditors for appointment or re-appointment by the Members at the annual Members’ meeting.
  - reviewing and making recommendations to the Board on the auditor’s engagement, including the audit fee and expenses.
  - reviewing non-audit services provided by the auditor and other factors that might compromise the auditor’s independence and make recommendations to the Board.
  - overseeing performance of the audit as required, including receipt of the audit planning report and ensuring auditors are receiving the assistance of management.
  - monitoring and evaluating the performance of the external auditors.
  - ensuring the Audit Subcommittee meets with the external auditors without the presence of management (including the President and Chief Executive Officer and the Chief Financial Officer) with regard to the adequacy of internal accounting controls and management’s responses to ascertain if there are concerns that should be brought to the attention of the Audit Subcommittee.
  - ensuring the Audit Subcommittee meets with senior management (without the external auditors being present) to ensure that management does not have any concerns about the conduct of the audit.
  - reviewing the audited financial statements and the auditor’s report and making recommendations to the Board.
  - ensuring the Audit Subcommittee meets with the auditors, and receiving and reviewing recommendations with respect to management, accountability systems, and internal control issues.
  - monitoring management’s response to the auditor’s recommendations and subsequent follow up on any identified issues in the accountability and internal control systems.
  - receiving from the Audit Subcommittee a report on the discussions with management, with the auditor present, regarding the integrity and effect of the Corporation’s policies regarding the financial operations, systems of internal control and reporting mechanisms and confirming that they are in accordance

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with the Canadian public sector accounting standards to minimize potential financial risks.

- receiving from the Audit Subcommittee a report on the discussions with management, with the auditor present regarding any changes in the financial systems and controls during the year.
- receiving from the Audit Subcommittee a report on the discussions with management, with the auditor present, regarding any changes in the financial systems and controls during the year.
- receiving from the Audit Subcommittee a report on the discussions with management, with the auditor present, regarding any major financial risks faced by the Corporation and the appropriateness of related controls to minimize their impact and providing recommendations to the Resources & Audit Committee.
- considering from time to time (and no less than every five years) the engagement of a different auditor and the process for the recruitment of the auditor.

*Other*

- Oversee the annual implementation of the Board Award of Excellence program.
- Oversee compliance with the *Broader Public Sector Accountability Act* and other applicable legislation as directed by the Board.
- For areas and/or functions subject to oversight of the Committee, monitor applicable Strategic Plan initiatives.
- Periodically review policies as assigned by the Governance Committee and recommend amendments to the Board, as necessary.
- Perform such other duties as requested by the Board from time to time.

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### **Membership**

- The Treasurer of the Board, who shall serve as the Committee Chair.
- At least two other Elected Directors.
- One Credentialed Staff member of the Medical Advisory Committee; provided this individual shall attend committee meetings as an invited guest without a vote.<sup>2</sup>
- One Committee Appointee Member; provided this individual shall attend committee meetings as an invited guest without a vote.<sup>3</sup>

At least one Elected Director member must have a professional accounting designation or financial experience or acumen that the Board deems appropriate. In addition to basic financial literacy, all committee members must have demonstrated deeper experience in one or more of the following: financial, human resources, and information technology. Financial literacy is defined as an ability to read and understand a set of financial statements that present the breadth and depth of complexity of accounting issues that are generally comparable to those raised by the Corporation’s financial statements.

In accordance with the *Not-for-Profit Corporations Act, 2010*, the Resources & Audit Committee must be comprised of one or more directors and a majority of Resources & Audit Committee members must not be officers or employees of the Corporation or any of its affiliates.<sup>4</sup>

Notice of the time and place of Resources & Audit Committee meetings shall be given to the Corporation’s external auditor. The external auditor shall be entitled to attend Resources & Audit Committee meetings and to be heard and shall attend every Resources & Audit Committee meeting if requested to do so by a Committee member.

### **Meeting Schedule**

Bi-monthly and at the call of the Committee Chair. Meetings may also be held at the call of the external auditor or a Committee member.

<sup>2</sup> ONCA, s. 80(1).

<sup>3</sup> *Ibid.*

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## Audit Subcommittee

### *Role*

The Audit Subcommittee is a subcommittee of the Resources & Audit Committee and is responsible for overseeing the integrity of the Corporation’s internal accounting controls and reporting processes, and the Corporation’s external audit.

### **Responsibilities**

#### *Audit*

- Recommend to the Resources & Audit Committee, the auditors for appointment or re-appointment by the Members at the annual Members’ meeting.
- Review and make recommendations to the Resources & Audit Committee, on the auditor’s engagement, including the audit fee and expenses.
- Review non-audit services provided by the auditor and other factors that might compromise the auditor’s independence and make recommendations to the Resource & Audit Committee.
- Oversee performance of the audit as required, including receipt of the audit planning report and ensuring auditors are receiving the assistance of management.
- Monitor and evaluate the performance of the external auditors.
- Meet with the external auditors without the presence of management (including the President and Chief Executive Officer and the Chief Financial Officer) with regard to the adequacy of internal accounting controls, and management’s responses to ascertain if there are concerns that should be brought to the attention of the Audit Subcommittee.
- Meet with senior management (without the external auditors being present) to ensure that management does not have any concerns about the conduct of the audit.
- Review the audited financial statements and the auditor’s report and make recommendations to the Resources & Audit Committee.
- Meet with the auditors and receive and review recommendations with respect to management, accountability systems, and internal control issues.
- Monitor management’s response to the auditor’s recommendations and subsequent follow up on any identified issues in the accountability and internal control systems.
- Discuss with management, with the auditor’s present, the Corporation’s policies regarding the financial operations, systems of internal control and reporting mechanisms

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and confirm with the auditors that they are in accordance with Canadian public sector accounting standards to minimize potential financial risks.

- Discuss with management, with the auditor’s present, any changes in the financial systems and controls during the year.
- Discuss with management, with the auditor’s present, any major financial risks faced by the Corporation and the appropriateness of related controls to minimize their impact, and provide recommendations to the Resources & Audit Committee.
- Consider from time to time (and no less than every five years) the engagement of a different auditor and the process for the recruitment of the auditor.

*Other*

- Annually review the terms of reference for the Audit Subcommittee and make recommendations to the Resources & Audit Committee, as necessary.
- Develop and recommend to the Resources & Audit Committee the annual work plan of the Audit Subcommittee.
- Perform such other duties as may be assigned by the Resources & Audit Committee from time to time.

**Membership**

- The Committee Chair, who shall be an Elected Director with a recognized accounting designation or financial experience or acumen that the Board deems appropriate, and who is either the Chair of the Resources & Audit Committee or an Elected Director member of the Resources & Audit Committee.
- At least one other Elected Director.
- Two other individuals who may be Elected Directors or Committee Appointee Members who must have either a recognized accounting designation or financial experience and acumen that the Resources & Audit Committee deems to be appropriate. Committee Appointee Members (if any) shall attend Audit Subcommittee meetings as invited guests without a vote.<sup>5</sup>

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In accordance with the *Not-for-Profit Corporations Act, 2010*, the Audit Subcommittee must be comprised of one or more directors and a majority of Audit Subcommittee members must not be officers or employees of the Corporation or any of its affiliates.<sup>6</sup>

Notice of the time and place of Audit Subcommittee meetings shall be given to the Corporation's external auditor. The external auditor shall be entitled to attend Audit Subcommittee meetings and to be heard, and shall attend every Audit Subcommittee meeting if requested to do so by a Committee member.

***Accountability and Reporting Relationship***

The Audit Subcommittee is accountable to and reports to the Resources & Audit Committee. The Audit Subcommittee shall submit regular reports of its meetings to the Resources & Audit Committee.

***Meeting Schedule***

At least twice per year and at the call of the Committee Chair. Meetings may also be held at the call of the external auditor or a Committee member.

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## Performance Management Committee

### **Role**

To oversee performance, compensation, and succession planning for the President and Chief Executive Officer and the Chief of Staff.

To act on behalf of the Board on matters of administrative urgency.

### **Responsibilities**

- Develop a process to oversee the performance of the President and Chief Executive Officer and the Chief of Staff:
  - developing a position description for the President and Chief Executive Officer and the Chief of Staff;
  - developing and conducting a process to review the performance of the President and Chief Executive Officer and the Chief of Staff, and reporting the results to the Board;
  - reviewing and recommending to the Board the annual performance objectives of the President and Chief Executive Officer and the Chief of Staff, and reviewing progress at least semi-annually;
  - overseeing, in consultation with the Corporation’s most senior leader of the Human Resources Department, President and Chief Executive Officer and Chief of Staff compensation, and make recommendations to the Board for approval.
- Ensure succession planning for the President and Chief Executive Officer and the Chief of Staff.
- Oversee the President and Chief Executive Officer’s and Chief of Staff’s supervision of management and management succession plans.
- Make decisions binding on the Board in situations where it is not possible or practical to call a meeting of the Board, after all reasonable efforts have been exhausted to call a meeting of the Board or where the Board has authorized the Performance Management Committee to act and report the decision at the next Board meeting; provided that, in accordance with the *Not-for-Profit Corporations Act, 2010*, the Performance Management Committee may not exercise any of the following Board powers:
  - submitting to the Members any question or matter requiring the approval of the

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- filling a vacancy among the Directors or in the position of auditor;
  - appointing additional Directors;
  - issuing debt obligations, except as authorized by the Directors;
  - approving the financial statements of the Corporation;
  - adopting, amending, or repealing the By-laws of the Corporation; and
  - establishing contributions to be made, or dues to be paid, by the Members.
- Periodically review policies as assigned by the Governance Committee and recommend amendments to the Board, as necessary.
  - Perform such other duties as requested by the Board from time to time.

**Membership**

- The Board Chair, who shall serve as the Committee Chair.
- The Board Vice Chair(s).
- The Treasurer.
- The Chairs of the Standing Committees.

**Quorum**

A quorum shall consist of a majority of the members of the Committee. The Committee Chair shall be included when determining if a quorum is present. For certainty, the President and Chief Executive Officer shall not be included when determining if a quorum is present.

**Meeting Schedule**

The Performance Management Committee shall meet at least three times annually and at the call of the Committee Chair.

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## Quality & Patient Safety Committee

### **Role**

The Quality & Patient Safety Committee operates under the authority of the Board and is the quality committee for the purposes of the *Excellent Care for All Act, 2010* (the “Act”). The Quality & Patient Safety Committee is responsible for:

- assisting the Board in the performance of the Board’s governance role for the quality of patient care and services; and
- performing the functions of the quality committee under the Act.

### **Responsibilities**

The Quality & Patient Safety Committee, in accordance with the responsibilities in the Act, shall:

#### *Quality Oversight and Quality Improvement*

- Monitor and report to the Board on quality issues and on the overall quality of services provided at MAHC, with reference to appropriate data including:
  - performance indicators used to measure quality of care and services and patient safety;
  - reports received from the Medical Advisory Committee making recommendations regarding systemic or recurring quality of care issues;
  - publicly reported patient safety indicators;
  - critical incident reports;
  - quality of care issues identified by the operational Quality Council, Quality of Care Committee, and the Medical Quality Assurance Committee identifying recommendations resulting from any quality of care reviews; and
  - disclosure of Patient Safety Incidents Policy.
- Regularly review and approve the quantitative and qualitative performance metrics and targets by which the quality of services delivered by MAHC is monitored by the Committee, with onward reporting to the Board. This includes the ongoing review and refinement of reporting templates and accompanying tables and data (e.g., definitions, benchmark information etc.) to support analysis and understanding.

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- Consider and make recommendations to the Board regarding quality improvement initiatives and policies.
- Ensure that best practices information supported by available scientific evidence is translated into materials that are distributed to employees, members of the professional staff and persons who provide services within the Corporation, and subsequently monitor the use of these materials by such persons.
- Recommend to the Board the priorities for quality and patient safety improvement at the Corporation, oversee the preparation of the Corporation’s annual quality improvement plan (QIP) ensuring that the QIP is prepared with reference to the Corporation’s annual operating plan with goals, specific quality indicators and strategies for achievement to be reviewed and monitored periodically by the Board.
- Ensure that the QIP is made available to the public and monitor performance against QIP targets at least on a quarterly basis.
- Monitor ongoing improvement to the quality of the patient experience by overseeing the implementation of the patient and family centred care philosophy that fosters an atmosphere of collaboration among all parties, and work to embed this philosophy into all policies, procedures and programs at the Corporation’s hospitals.
- review and report periodically to the Board on the outcomes of patient satisfaction surveys and any issues to be addressed
- Oversee the implementation of procedures to encourage potential organ donation, and to make potential donors and their families aware of the options of organ and tissue donation. The Quality & Patient Safety Committee shall receive a report with respect to these activities at least annually.
- Perform such other responsibilities as may be provided under regulations under the Act.

*Critical Incidents*

“Critical incident” means any unintended event that occurs when a patient receives treatment at the Corporation:

- (a) that results in death, or serious disability, injury or harm to the patient; and
- (b) does not result primarily from the patient’s underlying medical condition or known risk inherent in providing treatment.

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In accordance with Regulation 965 under the *Public Hospitals Act*, receive from the President and Chief Executive Officer, at least twice a year, aggregate critical incident data related to critical incidents occurring at the Corporation since the previous aggregate data was provided to the Quality & Patient Safety Committee.

Annually review and report to the Board on the Corporation’s system for ensuring that, at an appropriate time following disclosure of a critical incident, there be disclosure as required by Regulation 965 under the *Public Hospitals Act* of systemic steps, if any, that the Corporation is taking or has taken to avoid or reduce the risk of further similar critical incidents.

The Quality & Patient Safety Committee shall review reports of critical incidents and oversee any plans developed to address, prevent or remediate such events.

*Compliance*

Monitor the Corporation’s compliance with legal requirements and applicable policies of funding and regulatory authorities related to quality of patient care and services.

*Financial Matters*

As and when requested by the Board, provide advice to the Board on the implications of budget proposals on the quality of care and services.

*Hospital Services Accountability Agreement and Hospital Annual Planning Submission*

As and when requested by the Board, provide advice to the Board on the quality and safety implications of the Corporation’s annual planning submission and quality indicators proposed to be included in the Corporation’s service accountability agreement or in any other funding agreement.

*Risk Management*

Review and make recommendations with respect to:

- the Corporation’s standards on emergency preparedness;
- policies for risk management related to quality of patient care and safety; and
- areas of unusual risk and the Corporation’s plans to protect against, prepare for, and/or prevent such risks and services.

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### *Accreditation*

- Oversee the Corporation’s plan to prepare for accreditation.
- Review accreditation reports and any plans that need to be implemented to improve performance and correct deficiencies.
- Advocate for required resources (impact analysis) to meet Accreditation Canada Standards..

### *Policy Implementation*

Oversee implementation of policies, processes, and programs to ensure quality objectives are met and maintained.

### *Other*

- Monitor the implementation of policies, processes and programs that provide a framework for addressing ethical issues arising from clinical care, education, and research and make recommendations to the Board, as appropriate.
- Periodically review policies as assigned by the Governance Committee and recommend amendments to the Board, as necessary.
- Perform such other duties as requested by the Board from time to time.

### *Membership*

- At least two Elected Directors, one of whom shall be the Committee Chair.
- One physician member of the Medical Advisory Committee.
- The Chief of Staff.
- The Chief Nursing Executive.
- One person who works in the hospital and who is not a physician or nurse. This individual can be either a manager or an individual who provides direct care.
- An ex-officio member of MAHC’s Patient and Family Advisory Council.
- Such other persons as appointed by the Board, provided that at least one third of the members of the Committee shall be Elected Directors.

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***Meeting Schedule***

The Committee shall meet at least five times annually and more frequently at the call of the Chair or as requested by the Board.

***Privilege and Confidentiality***

Quality of care information prepared for and reviewed by the Committee under the *Quality of Care Information Protection Act, 2016*.

Regarding information provided in confidence to, or records prepared with the expectation of confidentiality by the Committee for the purpose of assessing or evaluating the quality of health care and directly related to programs and services provided by MAHC: if the assessment or evaluation is for the purposes of improving the care and programs and services, this information or records are subject to an exemption from access under the *Freedom of Information and Protection of Privacy Act*.

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## Muskoka and Area Ontario Health Team (“MAOHT”) Committee

### **Role**

To oversee and make recommendations to the Board on MAOHT governance, planning, and decision-making.

### **Responsibilities**

- Provide oversight and direction on the Corporation’s involvement in the evolution of the MAOHT, including:
  - the interim through end-state governance structure of the MAOHT;
  - the impact on the Corporation’s financial affairs, human resource management, and information technology; and
  - the identification of any risks to the achievement of the Corporation’s strategy and compliance with any funding agreements, including its HSAA.
- Monitor and review evolving guidance on Ontario Health Teams and provide updates and reports to the Board, as necessary.
- Provide the Board with periodic updates on MAOHT plans, status, risks, and issues.
- Engage and consult with the MAOHT and the Boards of MAOHT partners.
- Engage and consult with Board Standing and Special Committees to the extent it is relevant to the Committee’s responsibilities.
- Conduct the required review and due diligence to recommend decisions to the MAHC Board on matters relating to the MAOHT.
- Periodically review policies as assigned by the Governance Committee and recommend amendments to the Board, as necessary.
- Perform such other duties as requested by the Board from time to time.

### **Membership**

- The Committee shall consist of Elected Directors, one of whom shall be the Committee Chair, with skills related to governance, finance, risk management, technology, strategic planning, law, and the health system.
- Such other Committee Appointee Members as appointed by the Board.

### **Meeting Schedule**

The Committee shall meet at least quarterly and at the call of the Committee Chair.

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## Local Share Committee

### *Role*

The Local Share Committee is a Special Committee established to provide a forum for the “Partners” to work collaboratively to develop and support an equitable and achievable financial approach to the raising of “local share” funds required to support the construction of the two new hospitals as detailed in the Corporation’s Stage One Proposal, submitted to the Ministry of Health.

The “Partners” include the municipalities within the Muskoka Region and the East Parry Sound area, the South Muskoka Hospital Foundation, the Huntsville Hospital Foundation, and the Corporation.

### *Responsibilities*

- To work collaboratively to develop a financial approach and funding model that is satisfactory to the Corporation, to the Partners and the Ministry of Health for funding the “local share” required for construction of new hospitals in Bracebridge and Huntsville.
- To provide background information, and other documentation as required, to support the financial approach and funding developed.
- To develop, in alignment with the submission requirements and for approval by the Board, a written summary of the local share financial approach and funding model developed for inclusion in the Corporation’s capital planning submissions to the Ministry of Health, identifying and confirming municipal and foundation support for the “local share”.
- To assist the Board with details of the funding model as the approvals process for the two new hospitals processes.

### **Membership**

The Committee will be composed of 13 members representing the Partners, as appointed by the respective governing bodies, and shall include:

- Two Directors, one of whom shall be an Elected Director and shall serve as the Committee Chair.
- An elected director of the South Muskoka Hospital Foundation board of directors.
- An elected director of the Huntsville Hospital Foundation board of directors.
- The Head of Council (or designate) from the following municipalities:

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- Representative from the Almaguin Highlands Health Council representing municipalities of the Almaguin Highlands.
- Town of Bracebridge
- Town of Huntsville
- Town of Gravenhurst
- Town of Lake of Bays
- Township of Muskoka Lakes
- Township of Georgian Bay
- The Chief Administrative Officer, or designate of the District of Muskoka.

Each Committee member may provide an alternate to attend and vote in their absence. The alternate may attend a maximum of two consecutive meetings on behalf of the representative. There is an expectation that the Committee member will brief their alternate before the meeting(s) and receive a debrief from the alternate after the meeting.

**Quorum**

A quorum shall consist of a majority of the members (or alternates) of the Committee.

**Meeting Schedule**

Monthly and at the call of the Committee Chair.

**Staff and Resource Support**

For continuity purposes, each Committee member is invited to bring one staff person to accompany them to meetings as non-voting observers.

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## **Capital Redevelopment Steering Committee**

### ***Role***

The Capital Redevelopment Steering Committee operates as a Special Committee under the authority of the Board of Directors and provides the governance oversight for the MAHC capital redevelopment project for the future building of hospitals in Huntsville and South Muskoka.

### ***Responsibilities***

- Oversee the successful completion of each of the five Stages of the Ministry of Health Capital Planning Process.
- Review and recommend to the Board of Directors a formal Project Charter for each Stage.
- Monitor, discuss and make recommendations to the Board of Directors on matters related to capital redevelopment, including but not limited to: project status, schedule and budget.
- Ensure the Board of Directors is advised of all risks related to the redevelopment and applicable mitigating strategies.
- Approve the Terms of Reference of the Capital Redevelopment Operations Committee (CROC)
- Provide guidance and advice to the CROC on matters related to capital redevelopment.
- Review, approve and monitor an engagement strategy, as recommended by the CROC, that includes a comprehensive advocacy strategy and communications plan.
- Ensure the Local Share Committee develops a financial approach and funding model for the “local share” portion required for the construction of new hospitals in Bracebridge and Huntsville that aligns with the submission requirements of the Province.
- Ensure that these Terms of Reference are updated and aligned with the framework and planning parameters as outlined by the Ministry for each of the five Stages.
- Provide a written report to the Board of Directors after each meeting.

### ***Membership***

- At least five Directors, one of whom shall be the Board Chair as Committee Chair.
  - The Board Chair may designate the Committee Chair position to an Elected Director member of the Capital Redevelopment Steering Committee.
- Committee Appointee Member that has relevant experience with hospital redevelopment.

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*Ex-Officio, Voting Members:*

- President and Chief Executive Officer
- Chief of Staff
- Vice President, Corporate Services, Planning and CFO
- Vice President, Integrated Care, Patient Care, Quality and Chief Nursing Executive
- A representative of the Patient and Family Advisory Council, as appointed by the President and CEO.

*Support Staff (non-voting)*

- Director, Communications and Stakeholder Relations

*Community Members (non-voting)*

- Two credentialed staff representatives, as appointed by the Chief of Staff.

**Meeting Schedule**

The Committee shall meet monthly and at the call of the Committee Chair.

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