

Roles and Responsibilities of the Board

Responsibility of the Board

The Board is responsible for the overall governance of the affairs of the Corporation.

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

Strategic Planning and Mission, Vision and Values

The Board

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

Performance Measurement and Monitoring

The Board

- is responsible for establishing a process and a schedule for monitoring and assessing performance in areas of Board responsibility including:
 - Fulfillment of the strategic directions in a manner consistent with the mission, vision and values.
 - Oversight of management performance.
 - Quality of programs and patient services.
 - Financial conditions.
 - External relations.
 - Board's own effectiveness.
- ensures that management has identified appropriate measures of performance.

Program and Quality Oversight

The Board

- is responsible for establishing policies and plans related to program effectiveness and quality.
- ensures that policies and improvement plans are in place related to program quality, client safety, client experience and access.
- monitors quality performance against the Board-approved program and service improvement plan, performance standards and indicators.
- ensures that management has plans in place to address variances from performance standards indicators, and the Board oversees implementation of remediation plans.

Financial Oversight

The Board

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

Risk Identification and Oversight

The Board

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

Oversight of Management

The Board recruits and supervises the President and Chief Executive Officer by:

- Developing and approving the President and Chief Executive Officer job description;
- Undertaking a President and Chief Executive Officer recruitment process and selecting the Chief Executive Officer;
- Reviewing and approving the President and Chief Executive Officer's annual performance goals;
- Reviewing President and Chief Executive Officer performance and determining President and Chief Executive Officer compensation;
- Ensuring succession planning is in place for the President and Chief Executive Officer and senior management; and
- Exercising oversight of the President and Chief Executive Officer's supervision of senior management as part of the President and Chief Executive Officer's annual review.

Stakeholder Communication and Accountability

The Board

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

Governance

The Board

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

their Terms of Reference, processes for appointment of committee chairs, processes for appointment of Board officers and other governance processes and structures.

Credentialing

One of the most important governance roles undertaken by hospital Boards is credentialing of Professional Staff (including physicians, dentists, midwives and extended class nurses).

The Board

- Appoints and re-appoints the Professional Staff as well as revokes or suspends appointments and cancels or suspends any member of the Medical Staff who no longer meets the hospital's qualifications or who contravenes any applicable by-laws, rules, regulations or statutes (PHA).
- Determines the scope of any privileges granted to a member of the Professional Staff (PHA).
- Reviews temporary appointments made by the CEO and recommended by the MAC to continue (PHA).
- Holds hearings on Medical Staff privileges issues (and on privileges issues relating to other members of the Professional Staff, where the by-laws provide for these types of Board-Appointed Professional Staff members) (PHA).
- Complies with the rules for privileges hearings established by the Public Hospitals Act (PHA).
- Represents the hospital at appeals to the Health Professions Appeal and Review Board (HPARB) in Medical Staff privileges matters (PHA).
- Approves Rules and Regulations for the Professional Staff.
- Approves policies and procedures that are applicable to the Professional Staff.
- Makes decisions about the granting of a leave of absence for Professional Staff where there will be a suspension or restriction of privileges (or, alternatively, approving a leave of absence policy to be administered by the Chief of Staff/Chair of the MAC).
- Monitors activities in the hospital and taking such measures as it considers necessary to ensure compliance with the Public Hospitals Act, its regulations and the hospital by-laws (PHA).
- Passes by-laws to set standards for appointing and re-appointing members of the Professional Staff (PHA).
- Appoints the Chief of Staff who chairs the MAC (PHA).
- Establishes the MAC to assess credentials, health records, patient care, infection control, the utilization of hospital facilities and all other aspects of health care and treatment at the hospital (PHA).
- Establishes sub-committees of the MAC, and appointing non-Medical Staff members of those sub-committees as appropriate (PHA).
- Receives reports from the MAC through its Chair respecting the work of the MAC.
- Appoints the Chiefs of Service (PHA).

The Board

- develops a process for selection and review of the Chief of Staff and ensures the process is implemented and followed.
- reviews Chief of Staff performance and sets Chief of Staff compensation.
- delegates responsibility and concomitant authority to the Chief of Staff for the operation of the general clinical organization of the Hospital and the supervision of the practice of medicine in the Hospital; and requires accountability to the Board.
- develops, implements and maintains a process for the selection of service chiefs and other medical leadership positions as required under the hospital's by-law or the Public Hospitals Act.
- appoints and reappoints physicians to the Professional Staff of the Hospital, and delineates the respective privileges after considering the recommendations of the Medical Advisory

- Committee, in accordance with legislative and by-law requirements;
- appoints the Chief of Staff as follows:
 - The Board shall, after considering the recommendation of the Medical Advisory Committee, appoint a member of the Active Professional Staff to be Chief of Staff, provided that where a recommendation is not accepted, it shall be referred to the Governance Committee.
 - Subject to annual confirmation by the Board, the appointment shall be for a term of two years, but the Chief of Staff shall hold office until a successor is appointed.
 - The maximum number of terms shall be four years, provided however that following a break in the continuous service of at least one year, the same person may be reappointed.

Legal Compliance

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

Amendment

This statement may be amended by the board.