

ROLES AND RESPONSIBILITIES OF THE BOARD

Responsibility of the Board

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

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

Strategic Planning and Mission, Vision and Values

The Board

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

Quality and Performance Measurement and Monitoring

The Board

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

Legal Compliance

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

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

The Board

- recruits and supervises the President and CEO by:
 - developing and approving the President and CEO position description
 - undertaking a President and CEO recruitment process and selecting the President and CEO
 - reviewing and approving the President and CEO's annual performance goals
 - reviewing President and CEO performance and determining President and CEO compensation
- exercises oversight of the President and CEO's supervision of senior management as part of the President and CEO's annual review

The Board

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

Risk Identification and Oversight

The Board

- is responsible to be knowledgeable about risks inherent in hospital operations and ensure that appropriate risk analysis is performed as part of Board decision-making
- 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 for ensuring that there are

plans in place to prevent and manage such risks

Stakeholder Communication and Accountability

The Board

- identifies hospital stakeholders and understands stakeholder accountability
- 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 hospital with stakeholders where required in support of the mission, vision and values and strategic directions of the hospital

Governance

The Board

- is responsible for the quality of its own governance
- 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
- periodically assesses and reviews its governance through periodically evaluating Board structures including Board recruitment processes and Board composition and size, number of committees and their Terms of Reference, processes for appointment of committee chairs, processes for appointment of Board officers and other governance processes and structures.