

DEEP RIVER AND DISTRICT HEALTH

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| Terms of Reference: Governance Committee | |
| Original Date: 2016-09-21 | Policy Manual Governance |
| Approved by: <input checked="" type="checkbox"/> Board of Directors <input type="checkbox"/> Chief Executive Officer <input type="checkbox"/> Chief Financial Officer <input type="checkbox"/> Chief Nursing Executive | |

Purpose

The Governance Committee shall ensure that appropriate governance processes are in place within the organization and within the Board to enable the Board to perform its role effectively, and to ensure that the Hospital, Long-Term Care Home and Family Health Team are managed and operated efficiently and effectively.

Objectives

The Committee is responsible to the Board of Directors for the following:

- Establishing on an annual basis, the Board work plan based on input from the other Committees, the Board Chair, the CEO and the CNE.
- Ensuring a process is in place to annually evaluate the Board, its individual Directors', and its Committees' performance in relation to its responsibilities, goals and objectives. The Committee will also ensure a process is in place to act on the results of evaluations, feedback, and other opportunities to improve governance functioning.
- Conducting a review of the By-Laws of the Corporation as required.
- Conducting a review of one-third of the governance policies annually.
- Conducting a review of the governance structure of the organization annually.
- Ensuring Board continuity and capability through a structured Board Member recruitment and appointment process, including Board Officers for election and Committee Membership.
- Ensuring an effective Board orientation program and the continuing education of the members of the Board.
- Ensuring that there is a process in place for the regular review of organizational policies and procedures.
- Preparing for the Annual Meeting including development of an Annual Report if required.
- Conducting a review of the Terms of Reference of all Board Committees on an annual basis and making recommendations to the Board.
- Provide oversight of ethics activities across the organization, including use of ethical frameworks, ethics education, resources, and activities for the governing body.
- Performing other duties as directed by the Board of Directors.

Membership

- Board Chair, voting
- Board Vice-Chair, voting

- Past Chair, if applicable, voting
- Two additional Board Members, voting
- Chief Executive Officer, voting

Chairperson

- A Chairperson will be appointed by the Executive of the Board.

Recorder

- Executive Assistant

Terms of Appointment

- Based on position
- All Board Committee Members will be appointed annually, by the Board Chair.

Quorum

- A majority of Members (50% plus 1) entitled to vote shall constitute a quorum.

Frequency and Format of Meetings

- The Committee will meet a minimum of 4 times a year, or at the call of the Chair.
- The length of each meeting shall not normally exceed one and a half hours.
- The Committee may hold meetings in-person or virtually.

Circulation

- Minutes will be circulated to all Committee members with the forthcoming agenda - no less than seven days prior to the meeting.
- All minutes and agendas will be posted electronically in the document management system.

Reporting Relationship

- The Committee reports to the Board of Directors.

Confidentiality

- In the course of Committee business, confidential information about staff and/or patients and/or residents may become known to Committee Members. Members have the responsibility to keep such information confidential.

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| Reference Documents | • |
| Acknowledgements | • |
| Review Process | <ul style="list-style-type: none"> • Governance Committee: 2023-09-13 • Board of Directors: 2023-09-27 |
| Revision Approval Date: | • Board of Directors: 2023-09-27 |