

Board of Trustees roles and responsibilities for Royal Ottawa Health Care Group (ROHCG/The Royal)

1. Purpose

To ensure that the members of the Board of Trustees of the Royal Ottawa Health Care Group (ROHCG/The Royal) have a shared understanding of their governance role, ensuring that each Trustee acts in accordance with the organization's mission, vision and values.

2. Policy statement

The Board is responsible for the overall governance of the affairs of the ROHCG. Each Trustee is responsible to act honestly, in good faith and in the best interests of the ROHCG and in so doing, supports the ROHCG in fulfilling its mission and discharging its accountabilities.

3. Scope

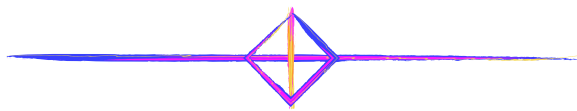
This policy applies to all Board of Trustees at the ROHCG.

4. Guiding principles

The Board's governance role encompasses fiduciary, strategic and generative responsibilities; namely,

- **Fiduciary Responsibilities:** Ensuring the organization's financial health, legal compliance, and ethical integrity.
- **Strategic Responsibilities:** Setting and monitoring the strategic direction of the ROHCG, including the approval and evaluation of strategic plans.
- **Generative Responsibilities:** Engaging in proactive thinking to identify challenges and opportunities that may impact the organization's future.

5. Definitions



Board of Trustees roles and responsibilities CONTINUED

6. Procedure

6.1 Roles and responsibilities

6.1.1 *Approve strategic goals and directions:*

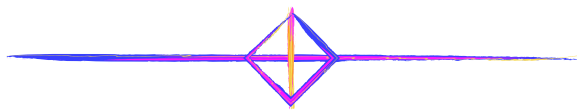
- The Board participates in the formulation and adoption of the ROHCG's Mission, Vision and Values.
- The Board ensures that the ROHCG develops and adopts a strategic plan including strategic goals and directions that are consistent with its mission and values, and which will enable the organization to realize its vision. The Board participates in the development of, and ultimately approves, the strategic plan.
- The Board oversees operations for alignment with the strategic plan including strategic goals and strategic directions.
- The Board receives regular briefings or progress reports on the implementation of strategic directions and initiatives.
- The Board ensures that its decisions are consistent with the strategic plan and the Mission, Vision and Values unless there is a sound rationale to do otherwise.
- The Board annually conducts a review of the strategic plan including strategic goals and directions as part of a regular annual planning cycle. This is in addition to the quarterly review and the creation of a new plan every five years.

6.1.2 *Establish a framework for performance oversight:*

The Board is responsible for establishing a framework 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 and risks;
- Oversight of enterprise risks inherent in the ROHCG's operations;
- Stakeholder relations; and
- The Board's own effectiveness.

The Board ensures that management has identified appropriate measures of performance.



Board of Trustees roles and responsibilities CONTINUED

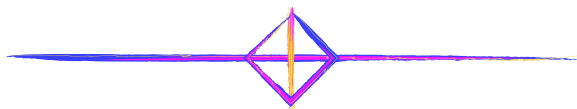
6.1 Roles and responsibilities CONTINUED

6.1.3 *Quality and patient safety oversight:*

- The Board is responsible for establishing policies and plans related to the quality improvement plan.
- The Board ensures that policies and improvement plans are in place related to quality of care, patient safety, consumer experience and access.
- The Board monitors quality performance against the Board-approved quality improvement plan, performance standards and indicators.
- The Board ensures that management has plans in place to address variances from performance standard indicators, and the Board oversees implementation of remediation plans.
- The Board reviews critical incidents and events presented by the President and CEO or the Chief of Staff and any action plans to improve ROHCG systems and processes.

6.1.4 *Human resources plan for professional staff and credentialing process oversight:*

- The Board reviews and approves the Chief of Staff's human resource plan for Medical Staff annually.
- The Board reviews the credentialing process for Medical Staff annually and receives assurance from the Chief of Staff as to the effectiveness and fairness of the process.
- The Board ensures that performance reviews of Medical Staff are undertaken as part of the reappointment process and that there is a process for more robust, periodic reviews.
- The Board appoints the senior officers and medical staff leaders who are responsible for the process (i.e., Chief of Staff).
- The Board receives reports and briefings from the Chief of Staff on the overall credentialing process to satisfy itself that the process is fair, thorough, etc.
- The Board reviews the performance of the senior officers and medical staff leaders.
- The Board establishes the Medical Advisory Committee and ensures the establishment of a credentialing process.
- The Board exercises oversight to ensure the established process is followed. The Board approves appointments, re-appointments, and changes in privileges.
- The Board holds hearings and decides on contested matters involving professional staff appointments, where required.



Board of Trustees roles and responsibilities CONTINUED

6.1 Roles and responsibilities CONTINUED

6.1.5 Financial condition and resources oversight:

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

6.1.6 Integrated risk management framework oversight:

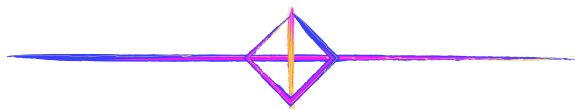
- The Board is responsible for being knowledgeable about risks inherent in the ROHCG's operations and ensuring that appropriate risk analysis and mitigation is performed as part of Board decision-making.
- The Board oversees the organization's integrated risk management program, including a review of risks relative to their likelihood and potential impact.
- The Board ensures that management has appropriate programs and processes in place to protect against risks including emerging risks.

6.1.7 Leadership oversight:

The Board recruits and has oversight of the President and CEO and the Chief of Staff by:

- Developing and approving the job descriptions for the President and CEO and the Chief of Staff;
- Undertaking a President and CEO and a Chief of Staff recruitment process and selecting the President and CEO and Chief of Staff;
- Reviewing and approving the annual performance goals of the President and CEO and the Chief of Staff;
- Reviewing the performance of both the President and CEO and the Chief of Staff, and determining compensation;
- Ensuring succession planning is in place for both the President and CEO and the Chief of Staff; and
- Exercising oversight of the President and CEO's development of senior management as part of the President and CEO's annual review.

The Board develops, implements and maintains a process for selecting medical leadership positions as required under the ROHCG's By-laws or the Public Hospitals Act.



Board of Trustees roles and responsibilities CONTINUED

6.1 Roles and responsibilities CONTINUED

6.1.8 Stakeholder relationships oversight:

- The Board ensures that the organization appropriately communicates with stakeholders in a manner consistent with accountability to stakeholders and to promote engagement.
- The Board contributes to the maintenance of strong stakeholder relationships.
- The Board performs advocacy on behalf of the ROHCG with stakeholders where required, in support of the vision, mission, values and strategic directions of the organization.

6.1.9 Manage the Board's own governance:

- The Board is responsible for the quality of its own governance.
- The Board establishes governance structures to evaluate the performance of the Board and individual trustees that fosters continuous improvement.
- The Board is responsible for the recruitment of a skilled, experienced and qualified Board. The Board ensures ongoing training and education for trustees.
- The Board assesses and reviews its governance by periodically evaluating Board structures, including Board recruitment processes and Board composition and size, number of Committees and Committee Terms of Reference; processes for appointment of Committee chairs, and appointment of Board Chair and Vice-chair(s), and other governance processes and structures.
- Implementing ongoing training and development programs to ensure trustees are equipped with the knowledge and skills required for effective governance.

6.2 Legal Compliance

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

7. Related practices and/or legislations

This policy is guided by relevant legislation, including the Public Hospitals Act and other applicable statutes. It is aligned with best practices in governance as outlined in the Ontario Hospital Association's Governance Toolkit and other recognized frameworks for effective Board governance.

8. References

Queensway Carleton Hospital, Ottawa Ontario, Board Governance Manual, December 2021

9. Appendices

N/A