

TITLE:	Board Roles and Responsibilities		
Manual/Policy#:	Board of Directors # V-A-1	Division:	CPDMH
Original Issue:	November 2017	Issued by:	Board Chair and Board Secretary
Date Reviewed:	March 2019	Approved by:	Board of Directors
Last Date Reviewed:	March 2020	Cross Reference(s)	

1. POLICY STATEMENT

The Board of Directors is responsible for the overall governance of the affairs of Carleton Place & District Memorial Hospital. To that end, the Board performs the following roles:

Strategic Direction/ Policy Formulation - Determine the ends, goals and policies which provide guidance to those empowered with the responsibility to manage organization operations

Decision-Making - Choose from alternatives which advance the ends and goals of the organization and that are consistent with Board policies

Oversight - Monitor and assess organization processes/ outcomes and exercise accountability for results

Relationship Development - Build relationships with the organization’s key stakeholders

The Board adheres to a model of governance through which it provides strategic leadership and direction to the organization, while always maintaining a clear distinction between Board and management roles and recognizing the interdependencies between them.

Each Director is responsible for acting honestly in good faith and in the best interest of the organization and in so doing, supporting the organization in fulfilling its mission and discharging its accountabilities.

2. SCOPE

This policy applies to the work of the Board and its committees and to every member of the Board whether a voting or non-voting member.

3. GUIDING PRINCIPLES

N/A

4. DEFINITIONS

N/A

5. PROCEDURE

In order to fulfill its roles, the Board has the following responsibilities:

Strategic Planning and Mission, Vision and Values

The Board will:

- Participate in the formulation, adoption and periodic review of the organization's mission, vision and value
- Ensure that the organization develops and adopts a strategic plan that is consistent with the organization's mission and values, which will enable the organization to realize its vision
- Participate in the development of and ultimately approves the strategic plan.
- Participate in at least one Carleton Place & District Memorial Hospital Foundation event in a twelve month period
- Oversee organization's operations for consistency with the strategic plan and strategic directions
- Receive regular briefings or progress reports on implementation of strategic directions and initiatives
- Ensure that its decisions are consistent with the strategic plan and the organization's mission, vision and values
- Conduct a bi-annual review of the strategic plan as part of a regular annual planning cycle
- Work collaboratively with community and health system partners, educational institutions, the Local Health Integration, the Ministry of Health and Long Term Care and others as required

Quality and Performance Measurement and Monitoring

The Board will:

- Establish a process and a schedule for regular monitoring and assessing performance in areas of Board responsibility including:
 - Fulfilment of the strategic directions in a manner consistent with the mission, vision and values
 - Oversight of management performance
 - Quality of patient care and organization services
 - Financial conditions
 - External relations
 - Board's own effectiveness
- Ensure that management has identified appropriate measures of performance
- Monitor organization and Board performance against Board-approved performance standards and indicators

- Ensure that management has plans in place to address variances from performance standards and indicators, and oversee implementation of remediation plans
- Ensure that the organization maintains its status as an accredited organization

Financial Oversight

The Board will:

- Steward the organization's financial resources including ensuring availability of, and overseeing the allocation of, financial resources
- Approve policies for financial planning and approve the annual operating and capital budgets
- Monitor financial performance against budget
- Approve investment policies and monitor compliance
- Ensure the accuracy of financial information through oversight of management and approval of annual audited financial statements
- Ensure management has put measures in place to safeguard the integrity of internal controls

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

The Board will:

- Ensure the effective management of the operations, and the human and financial resources of the corporation
- In accordance with the terms of the CEO Purchase of Service agreement between Almonte General Hospital and Carleton Place & District Memorial Hospital, participate in the recruitment and supervision of the shared CEO:
- Compensation of the CEO will be determined in accordance with the Executive Compensation Framework approved by both Boards of Directors and with applicable legislation
- Recruit and supervise the Chief of Staff by:
 - Developing and approving the Chief of Staff job description
 - Undertaking a recruitment process and selecting the Chief of Staff
 - Reviewing and approving the Chief of Staff's annual performance goals
 - Reviewing Chief of Staff performance and determining compensation
- Delegate responsibility and authority to the CEO and Chief of Staff to manage and operate the organization, each within his/her realm of responsibility in accordance with the *Public Hospitals Act*
- Ensure succession planning is in place for the CEO and the Chief of Staff

- Ensure that the CEO and Chief of Staff establish an appropriate succession plan for both management and professional staff members
- Ensure that a process is developed, implemented and maintained for the selection of department chiefs and other medical leadership positions as required under the organization's by-laws or the *Public Hospitals Act*

Risk Identification and Oversight

The Board will:

- Be knowledgeable about risks inherent in organization operations and ensure that appropriate risk analysis is performed as part of Board decision-making
- Ensure that appropriate programs and processes are in place to protect against risk
- Identify unusual risks to the organization and ensure that there are plans in place to prevent and manage such risks

Stakeholder Communication and Accountability

The Board will:

- Identify organization stakeholders and understand stakeholder accountability
- Ensure the organization appropriately communicates with stakeholders in a manner consistent with accountability to stakeholders
- Contribute to the maintenance of strong stakeholder relationships
- Perform advocacy on behalf of the organization with stakeholders where required in support of the mission, vision and values and strategic directions of the organization
- Work collaboratively with health system partners and other community agencies and institutions in meeting the health care needs of the communities served by the organization
- Demonstrate accountability for its responsibility at the Annual General Meeting of the corporation

Governance

The Board is responsible for the quality of its own governance and will:

- Establish governance structures to facilitate the performance of the Board's role and enhance individual Director performance
- Recruit a skilled, experienced and qualified Board
- Ensure ongoing Board training and education
- Regularly assess and review its governance by 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

Legal Compliance

The Board will ensure that appropriate processes are in place to ensure compliance with relevant legislation and regulatory requirements.

6. REFERENCES

N/A

7. APPENDIXES

N/A

Evaluation

This policy will be reviewed every two years.