

Huron Perth Healthcare Alliance

GOVERNANCE POLICIES



VALUES | Compassion, Accountability, Integrity

Huron Perth Healthcare Alliance

Governance Policies

Table of Contents

Section 1 Ensure Program Quality and Effectiveness

Quality, Patient Safety and Risk Management
Performance Measurement & Monitoring
Public Reporting and Oversight of Quality and Patient Safety Indicators

Section 2 Provide for Excellent Management

Board/Management Relationships
President & Chief Executive Officer Management Policy
Delegation to the President & Chief Executive Officer
President & Chief Executive Officer Performance Evaluation
Chief of Staff Performance Evaluation
Freedom of Information & Protection of Privacy Act (FIPPA)
Delegation of Authority

Section 3 Foster Relationships

Board Accountability Statement
Communication & Public Relations

Section 4 Ensure Board Effectiveness

Governance Accountability
Board and Individual Director Responsibilities
Nomination Process for Board of Directors
Board of Directors Code of Conduct
Confidentiality
Conflict of Interest
Annual Director Declaration and Consent
Board Meeting Agenda
Board Meetings – Open Sessions
Board Meetings – In-Camera Sessions
Elected Directors Roundtable Session
Board Committees
Community Members for Board Committees
Board Development
Board Evaluation
Governance Policy Review

Section 5 Financial Viability

Corporate Code of Business Ethics
Financial Condition and Performance



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Quality, Patient Safety and Risk Management
Section 1.0 – Ensure Program Quality & Effectiveness
Original Issue Date: April 2014
Last Revision Date: June 7, 2018, February 6, 2025

Purpose

Ensuring patient safety is a fundamental element of high quality healthcare, consistent with the *Public Hospitals Act* and Regulation 965(1) and the *Excellent Care for All Act (2010)*, this policy outlines the Huron Perth Healthcare Alliance's (HPHA) commitment to Quality, Patient Safety and Risk Management and highlights Governance roles and accountabilities.

The Program will advance the HPHA's commitment to:

- Patient safety
- Quality of coordinated care programs and supportive services
- Enhanced and equitable access to care and services
- Appropriate standardization
- Effective management of risk management

The goals of the Program include:

- Strengthening the culture of patient safety
- Strengthening a customer service culture
- Meeting and exceeding accepted standards of care
- Ensuring a patient services plan that reflects the health care needs of the population served
- Promoting the Alliance as a strong partner and advocate in the broader health care system
- Ensuring a robust risk management framework

Definitions

Risk Management - the continuous, standardized approach to risk assessment, mitigation, implementation, and evaluation of management strategies.

Quality - the best possible experience with the best possible outcome of patient care, treatment and services, with the least risk to all stakeholders within available resources.

Dimensions of Quality

HPHA provides services that are consistent with the six Quality dimensions of Health Quality Ontario:

Dimension	Patient perspective	Provider perspective
Safe	I will not be harmed by the health system.	The care my patient receives does not cause the patient to be harmed.
Effective	I receive the right treatment for my condition, and it contributes to improving my health.	The care I provide is based on best evidence and produces the desired outcome.
Patient centred	My goals and preferences are respected. My family and I are treated with respect and dignity.	Decisions about my patient's care reflect the goals and preferences of the patient and their family or caregivers.
Efficient	The care I receive from all practitioners is well coordinated and efforts are not duplicated.	I deliver care to my patients using available human, physical, and financial resources efficiently, with no waste to the system.
Timely	I know how long I have to wait to see a doctor or for tests or treatments I need and why.	My patient can receive care within an acceptable time after the need is identified.
Equitable	No matter who I am or where I live, I can access services that benefit me. I am fairly treated by the health care system.	Every individual has access to the services they need, regardless of their location, age, gender, or socio-economic status.

Principles

The principles providing a broad foundation for Quality, Patient Safety and Risk Management include:

- The voice of the patient is the most important voice and the patient experience is equally as important as the patient's outcome
- Every staff member, director and associate of the Huron Perth Healthcare Alliance is accountable for Quality and Patient Safety, and Risk Management
- The environment and culture will embody the organization's values
- Risk will continuously be assessed with measures to mitigate, implement and evaluate.

Management Accountability

The Board delegates to the President & Chief Executive Officer the following accountabilities:

- Design, implementation and monitoring of the Quality, Patient Safety and Risk Management Plan
- Coordination of the Quality, Patient Safety and Risk Management processes
- Implementation of tools and reporting formats
- Analysis of trends and risks

The above accountabilities will be achieved through each Leader's commitment to the following responsibilities:

- Provision of education to physicians and employees regarding safety issues and practices where needed
- Involvement of staff in identification of system flaws and any potential corrective action required through the sharing of errors, reports and data
- Engagement of Patient Partners in review of patient feedback for identification of quality improvement opportunities
- Support and participation in Safety Rounds and monthly unit safety inspections
- Promotion of a culture that encourages the blame-free reporting of errors and events
- Compliance with licensing and/or regulatory bodies where applicable
- Implementation of and support for appropriate corrective measures and plans to prevent similar events from occurring where possible
- Implementation of, support for and sustainability of unit-level quality improvements
- Implementation of, support for and sustainability of organizational safety strategies
- Monitoring of organizational trends to identify improvement opportunities
- Effective use of performance management tools to clearly define improvement opportunities and effectively plan and evaluate progress

Governance

The role of the Board is to oversee and provide advice to management on the design and implementation of quality, patient safety and risk management processes.

The Board of Governor's accountabilities include:

- Ensuring regular evaluation of quality
- Ensuring programs are evaluated in relation to accepted standards
- Ensuring principle risks of the corporation are identified and managed
- Developing a Strategic Plan
- Ensuring the organizational Quality Plan is aligned with the Strategic Plan
- Evaluating Board quality and performance in accordance with Accreditation Canada Governance standards
- Receiving and monitoring ongoing safety reports
- Receiving and monitoring patient relations reports
- Supporting strategies that will foster a strong culture of safety within the organization
- Encouraging open communication and a just culture regarding patient safety issues, incidents, and potential problems



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Performance Measurement & Monitoring
Section 1.0 – Ensure Program Quality & Effectiveness
Original Issue Date: April 2014
Last Revision Date: June 7, 2018

The Board of Directors is responsible for establishing a process and a schedule for monitoring and assessing performance in areas including:

- Fulfillment of 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; and
 - Board effectiveness.

With respect to performance monitoring and measurement, the Board is responsible for:

- Ensuring that management has identified appropriate performance metrics (measure of performance);
- Monitoring hospital and board performance against board approved performance targets and metrics; and
- Ensuring that management has plans in place to address variances from performance targets and overseeing implementation of remediation plans.

The Board will ensure that management implements an effective performance management system based on performance metrics for measuring and continuously improving the hospital's performance. The Board will approve the targets and performance metrics for monitoring organizational performance in achieving financial, quality, safety and human resource targets using best practices and benchmarks.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Public Reporting and Oversight of Quality and Patient Safety Indicators
Section 1.0 – Ensure Program Quality & Effectiveness
Original Issue Date: June 2014
Last Revision Date: Spring 2018, June 7, 2018, February 6, 2025

Policy

The Huron Perth Healthcare Alliance (HPHA) Board of Directors is responsible for overseeing quality and safety of the organization and ensuring that the hospital establishes appropriate structures and processes to monitor quality and patient safety.

Responsibilities

The Board will establish policies, processes and plans related to quality and patient safety, including the approval and oversight of the hospital's annual Quality Improvement Plan.

To comply with public reporting and monitoring of quality and patient safety indicators, the Board will:

- Establish a Quality Committee whose mandate includes monitoring the delivery of health care and services, and regular reports to the Board.
- Ensure that quality improvement is an integral component of the hospital's governance and management processes.
- Ensure key indicators of quality and appropriate benchmarks are established to evaluate and trend the Hospital's performance.
- Ensure the Hospital has effective processes in place for monitoring patient experience and responding to identified improvement opportunities.
- Ensure the Hospital has an effective process for reviewing and responding to adverse events.
- Ensure policies and improvement plans are in place related to quality of care, patient safety, patient experience and patient access and flow.
- Monitor quality performance against the board-approved Quality Improvement Plan, performance standards and indicators.
- Ensure management has and implements remediation plans to address performance standards and indicators variances.
- Ensure that the HPHA collects data and publicly reports required information on the HPHA website in compliance with legislative requirements and Ministry directives.
- Oversee compliance with quality related standards and legislation, including accreditation and the *Excellent Care for All Act (2010)*.

The Board delegates the responsibility and authority to the President & Chief Executive Officer and the Chief of Staff to develop, implement, monitor and evaluate a Quality Improvement Plan and quality and patient safety program consistent with the goals and objectives of the HPHA's Commitments to Our Communities.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Board/Management Relationships
Section 2.0 – Provide for Excellent Management
Original Issue Date: December 2013
Last Revision Date: June 7, 2018

The Huron Perth Healthcare Alliance Board of Directors maintains a clear distinction between Board and Management roles, while recognizing the interdependencies between them and complying with legislative requirements, policies and directives.

- The Board is responsible for the overall governance affairs of the corporation.
- Directors are responsible for acting honestly, in good faith and in the best interests of the corporation and, in doing so, support the organization in fulfilling its mission and discharging its accountabilities.
- The President & Chief Executive Officer is accountable to the Board and is the Board's sole official connection to the operations of the organization, its achievements and conduct.

The Board provides direction to the President & Chief Executive Officer in accordance with policies established by the Board and subject to the direction of the Board. The Board delegates responsibility and authority to the President & Chief Executive Officer for hospital administration and operations.

- Individual judgments by directors, of the Board's performance and/or that of other directors will be directed to the Board Chair, except as required to provide input into the board evaluation and governance review process.
- Individual judgments by the President & Chief Executive Officer and/or staff, of the board's performance and/or that of directors will be directed through the President & Chief Executive Officer to the Board Chair, except as required to provide input into the board evaluation and governance review process.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: President & Chief Executive Officer Management Policy
Section 2.0 – Provide for Excellent Management
Original Issue Date: August 2003
Last Revision Dates: June 7, 2018, February 3, 2022, February 6, 2025

Policy

The Huron Perth Healthcare Alliance (HPHA) President & Chief Executive Officer (CEO) is appointed by, reports to and is accountable to the HPHA Board of Directors.

The Board's responsibility includes candidate selection, annual President & CEO goal setting, performance evaluation, support for the President & CEO's personal development plans and preparation for the succession of an incumbent.

The Governance, Community Relations & System Transformation Committee, on behalf of the Board of Directors, is responsible for overseeing:

- Expectations that the Corporation has of the President & CEO;
- The evaluation and performance expectations of the President & CEO;
- Administration of the Executive Compensation Program; and
- The establishment of a President & CEO transition plan.

The Board delegates the accomplishment of these tasks as defined in the following Procedures.

Procedures

Expectations of the President & Chief Executive Officer (CEO)

The President & CEO is accountable to the Board for achieving the goals of the organization and carrying out the corporation's policies and decisions. As part of the President & CEO performance evaluation process, the President & CEO will develop annual goals and objectives in collaboration with the Board Chair.

The President & CEO is responsible for meeting the requirements of the executive employment contract and job description. The contract agreement of April 1, 2003 will be the template for the requirements. Any changes to the template are to be presented in writing to the Governance, Community Relations & System Transformation Committee for recommendation for approval by the Board of Directors.

President & CEO Compensation:

The Governance, Community Relations & System Transformation Committee will, through the establishment of an Executive Compensation Sub-Committee, recommend the compensation for the President and Chief Executive Officer to the Board of Directors. In establishing and reviewing compensation, the Committee will ensure compliance with the Executive Compensation Framework contained in a regulation issued under the Broader Public Sector Executive Compensation Act, 2014. This process supersedes the compensation process

outlined in the April 1st, 2003 Executive Employment Contract signed between the President and Chief Executive Officer and the Huron Perth Healthcare Alliance.

Termination:

Termination occurs for the following reasons: death, retirement, the President & CEO's decision to pursue other opportunities, or forced termination. If the last option is exercised, the conditions as outlined in the executive employment contract will be followed.

President & CEO Transition Plan:

The Board of Directors is a responsible and accountable unit of the organization. Amongst its responsibilities is to recruit and retain an appropriately skilled President & CEO. The following procedures are intended to ensure appropriate succession planning and recruitment strategies in the event of an emergency executive succession of the President & CEO or a planned succession of the President & CEO.

President & CEO Succession Planning

Succession planning ensures the continuity of leadership, management and oversight of the corporation in the event of a planned, unplanned or temporary absence of the President & CEO. The plan encompasses the event of unexpected, temporary or planned vacancy.

The succession planning process should ensure continuity of leadership for the corporation during a temporary vacancy or during recruitment of a new President & CEO. The plan should encourage leadership growth and development within the organization. The succession plan offers an opportunity to evaluate the key responsibilities of the President & CEO and should plan for interim fulfillment of those responsibilities, as well as informing a recruitment strategy.

Emergency Succession

- 1) In order to protect the Board from sudden loss of chief executive services, the Board maintains a limitation policy requiring the President & Chief Executive Officer to have no fewer than two other executives familiar with Board and chief executive issues and processes.
- 2) One Board meeting a year will be conducted under the leadership of one of the two executives prepared for emergency succession.
- 3) The President & Chief Executive Officer will annually advise the Board of the executives who are in place for emergency succession.
- 4) The identification of an executive available for emergency succession does not convey any entitlement to the ongoing President & Chief Executive Officer role in the event of an emergency succession.

Planned President & Chief Executive Officer Succession

The Board will strike an ad hoc President & Chief Executive Officer Search Committee consisting of a minimum of three elected Board members, one of whom will be the Board Vice-Chair, the Chief of Staff and a Patient/Caregiver Partner.

The ad hoc President & Chief Executive Officer Search Committee will:

- 1) Be empowered by the Board within budget limitations, if deemed necessary after consultation with Human Resources, to seek out an appropriate executive search counsel following the hospital's competitive pricing policy.
- 2) Develop a consultative process for the selection of the President & Chief Executive Officer which will provide opportunity for medical staff input, staff input and external stakeholder input. The process for the search and selection of a Chief Executive Officer will be approved by the Board prior to the implementation of the search.
- 3) Bring forward to the full Board for approval, the name of a candidate for the President & Chief Executive Officer position that is supported by the Search Committee.
- 4) Establish the initial President & Chief Executive Officer contract including rates of remuneration and other benefits within a range set by the Board of Directors.

Note: Policy has been harmonized with the Huron Perth & Area Ontario Health Team Policy "Executive Leader Succession Planning Policy"



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Delegation to the President & Chief Executive Officer
Section: 2.0 – Provide for Excellent Management
Original Issue Date: December 2003
Last Revision Date: June 7, 2018

As the sole employee of the Board, the President & Chief Executive Officer (CEO) is charged with ensuring the administrative and organizational integrity of the organization. No single Board member or committee has authority over the President & CEO as this responsibility rests with the entire Board. Through its role in advising and supporting the President & CEO, the Board ensures the implementation of all Board policies.

In delegating the administrative and organizational integrity of the Alliance to the President & CEO, the Board is recognizing that all other employees of the Alliance are employees of the President & CEO and, as such, receive their direction from the President & CEO. This direction ranges from hiring to firing and is only brought to the attention of the Board if deemed necessary by the Chair of the Board and the President & CEO. Only in cases of extreme risk will the full Board be apprised.

To ensure that the President & CEO discharges his/her delegated responsibilities in a manner consistent with the Mission, Vision and Values of the Alliance, regular Performance Appraisals will take place.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: President & Chief Executive Officer Performance Evaluation
Section 2.0 – Provide for Excellent Management
Original Issue Date: February 6, 2025
Last Revision Date: February 6, 2025

Policy

The President & CEO's performance evaluation process is undertaken to ensure high quality administration and management leadership of the organization and to support an effective relationship between the Board and the President & CEO.

The evaluation is guided by the following principles:

- To recognize strong performance;
- To identify under-performance and process improvements;
- To set clear performance objectives linked to the HPHA's Commitments to Our Communities, corporate plans and organizational priorities.

The performance evaluation process will occur annually and is based on five (5) key components:

1. The annual President & CEO Performance Evaluation Survey;
2. The President & CEO's annual goals and objectives;
3. The HPHA's Commitments to Our Communities;
4. The Quality Improvement Plan with targets, measures and timelines; and
5. The expectations set out in the President & CEO position description and contract.

Performance Evaluation Process Cycle	
January	<ul style="list-style-type: none"> • Governance, Community Relations & System Transformation Committee reviews and finalizes annual performance evaluation survey tool.
March	<ul style="list-style-type: none"> • President & CEO drafts goals and objectives for the upcoming corporate fiscal year in discussion with the Board Chair and Vice Chair.
March/April	<ul style="list-style-type: none"> • President & CEO Performance Evaluation Survey is conducted.
April	<ul style="list-style-type: none"> • Board Chair and Vice Chair meets with President & CEO to review the Performance Evaluation Survey results and finalize annual goals and objectives.
May/June	<ul style="list-style-type: none"> • Performance Evaluation results are presented to the Governance, Community Relations & System Transformation Committee/Board of Directors.

	<ul style="list-style-type: none"> President & CEO annual goals and objectives are presented to the Governance, Community Relations & System Transformation Committee/Board of Directors.
Reporting	
July/August	<ul style="list-style-type: none"> President & CEO quarter one performance progress report to Governance, Community Relations & System Transformation Committee/Board of Directors.
October/November	<ul style="list-style-type: none"> President & CEO quarter two performance progress report to Governance, Community Relations & System Transformation Committee/Board of Directors.
January/February	<ul style="list-style-type: none"> President & CEO quarter three performance progress report to Governance, Community Relations & System Transformation Committee/Board of Directors.
May/June	<ul style="list-style-type: none"> President & CEO quarter four/year-end performance progress report to Governance, Community Relations & System Transformation Committee/Board of Directors.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Chief of Staff Performance Evaluation
Section 2.0 – Provide for Excellent Management
Original Issue Date: June 7, 2018
Last Revision Date: February 3, 2022, February 6, 2026

Policy

Per the Huron Perth Healthcare Alliance (HPHA) Professional Staff By-Laws, the Board of Directors appoints a member of the active Medical Staff to be the Chief of Staff after giving consideration to the recommendations of a selection committee established by the Board.

Subject to annual confirmation by the Board, the appointment of the Chief of Staff is for a term of three (3) years, which is renewable. The Chief of Staff shall hold office until a successor is appointed. The duties of the Chief of Staff are outlined in the Professional Staff By-Laws.

The Governance, Community Relations & System Transformation Committee, on behalf of the Board of Directors, is responsible for evaluating the Chief of Staff's performance. The evaluation will be performed on an annual basis, reflecting on his/her roles and responsibilities as Chief of Staff of the Huron Perth Healthcare Alliance.

Evaluation

The Chief of Staff Performance Evaluation is undertaken to ensure high quality administration and leadership of the medical staff.

The evaluation is guided by the following principles:

- To recognize strong performance;
- To identify under-performance and process improvements;
- To set clear performance objectives linked to the HPHA's Commitments to Our Communities, corporate plans and organizational priorities.

The performance evaluation process will occur annually and is based on five (5) key components:

1. The annual Chief of Staff Performance Evaluation Survey;
2. The Chief of Staff's annual goals and objectives;
3. The HPHA's Commitments to Our Communities;
4. The Quality Improvement Plan with targets, measures and timelines; and
5. The expectations set out in the Chief of Staff position description and contract.

Performance Evaluation Process Cycle	
January	<ul style="list-style-type: none"> Governance, Community Relations & System Transformation Committee reviews and finalizes annual performance evaluation survey tool.
March	<ul style="list-style-type: none"> Chief of Staff drafts goals and objectives for the upcoming corporate fiscal year in discussion with the Board Chair and Vice Chair.
March/April	<ul style="list-style-type: none"> Chief of Staff Performance Evaluation Survey is conducted.
April	<ul style="list-style-type: none"> Board Chair and Vice Chair meets with Chief of Staff to review the Performance Evaluation Survey results and finalize annual goals and objectives.
May/June	<ul style="list-style-type: none"> Performance Evaluation results are presented to the Governance, Community Relations & System Transformation Committee/Board of Directors. Chief of Staff annual goals and objectives are presented to the Governance, Community Relations & System Transformation Committee/Board of Directors.
Reporting	
July/August	<ul style="list-style-type: none"> Chief of Staff quarter one performance progress report to Governance, Community Relations & System Transformation Committee/Board of Directors.
October/November	<ul style="list-style-type: none"> Chief of Staff quarter two performance progress report to Governance, Community Relations & System Transformation Committee/Board of Directors.
January/February	<ul style="list-style-type: none"> Chief of Staff quarter three performance progress report to Governance, Community Relations & System Transformation Committee/Board of Directors.
May/June	<ul style="list-style-type: none"> Chief of Staff quarter four/year-end performance progress report to Governance, Community Relations & System Transformation Committee/Board of Directors.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Freedom of Information – Delegation of Authority and Oversight
Section 2.0 – Provide for Excellent Management
Original Issue Date: June 2014
Last Revision Date: June 7, 2018

The Huron Perth Healthcare Alliance (HPHA) Board of Directors is responsible for fostering relationships and pursuant to the requirements of the *Freedom of Information and Protection of Privacy Act* (FIPPA), is responsible for ensuring that the Hospital's policies and processes comply with FIPPA.

The HPHA Board of Directors authorizes and directs the HPHA President & Chief Executive Officer to allocate adequate personnel and resources to permit the Hospital to fulfil its obligations in respect of access to information and protection of privacy, and to implement appropriate and effective processes to ensure that the hospital is in compliance with FIPPA.

The President & Chief Executive Officer will:

- Ensure that the hospital meets its reporting obligations to the Information and Privacy Commission.
- Provide regular updates to the Board of Directors on FIPPA compliance and FIPPA-related activities that are particularly significant.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Freedom of Information & Protection of Privacy Act (FIPPA)
Delegation of Authority
Section 2.0 – Provide for Excellent Management
Effective Date: November 7, 2019
Last Revision Date: June 6, 2024

Purpose

Pursuant to the requirements of the Freedom of Information and Protection of Privacy Act (“FIPPA”), the Huron Perth Healthcare Alliance (HPHA) Board of Directors is responsible for ensuring that the Hospital's policies and processes comply with FIPPA. This policy sets out processes to support the Board in fulfilling this responsibility.

FIPPA - Fundamental Principles:

Ontario's *Freedom of Information and Protection of Privacy Act (FIPPA)* applies to all hospitals in Ontario. FIPPA has two main principles:

1. Access: to provide the public with a right of access to information in the custody or under the control of institutions; and
2. Privacy: to protect the privacy of individuals' personal information held by institutions and provide a right of access by individuals to their own personal information.

Policy:

FIPPA specifically identifies the Head of the Hospital as the Chair of the Board of Directors. For practical and operational purposes, the Head can formally delegate all of their powers and duties relating to Privacy and Freedom of Information to a staff member for compliance with FIPPA.

HPHA's Board Chair has formally delegated their authority relating to Privacy and FIPPA compliance to the Vice President People, Engagement & Social Accountability unless they are not reasonably available. In the event that the Vice President, People, Engagement & Social Accountability is not reasonably available (due to illness, vacation or conflict of interest), then all Privacy and FIPPA powers and duties shall be delegated to the Vice President, Performance, Finance and Digital Innovation. The Head shall review this delegation annually and with the appointment of a new Head.

The HPHA Board of Directors authorizes and directs the HPHA President & Chief Executive Officer to allocate adequate personnel and resources to permit the Hospital to fulfil its obligations in respect of access to information and protection of privacy, and to implement appropriate and effective processes to ensure that the hospital is in compliance with FIPPA.

The President & Chief Executive Officer will:

- Ensure that the hospital meets its reporting obligations to the Information and Privacy Commission (IPC).
- Provide regular updates to the Board of Directors on FIPPA compliance and FIPPA-related activities that are particularly significant.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Board Accountability Statement
Section 3.0 – Foster Relationships
Original Issue Date: December 2013
Revision Dates: June 7, 2018, February 1, 2024

Purpose

The Huron Perth Healthcare Alliance (HPHA) Board of Directors is to make decisions that are in the best interests of the corporation. Decisions that are in the best interests of the corporation will be decisions that further the hospital's mission, move it toward its vision, are consistent with its values but also discharge its accountabilities.

Policy

To guide the Board in making decisions in the best interests of the corporation, the Board has confirmed the following accountabilities of the corporation:

To the patients and communities we serve	<ul style="list-style-type: none"> o Quality services, patient safety and patient and family centred care. o Operating in a fiscally responsible manner within resources. o Efficient utilization of resources, regulation and policies, transparent processes and advocacy. o Engaging the communities we serve in planning activities and priority setting.
To the staff and volunteers of HPHA	<ul style="list-style-type: none"> o Establishing and communicating expectations. o Providing a safe work environment.
To Ontario Health	<ul style="list-style-type: none"> o Building relationships and collaborating with Ontario Health, the Huron Perth & Area Ontario Health Team, health system partners and the community to identify gaps and opportunities, integrate services and provide care in an efficient, effective and coordinated manner. o Ensuring operations are aligned with regional and provincial plans. o Achieving the performance standards set out in Accountability Agreements.
To the Government of Ontario, government agencies and institutional partners	<ul style="list-style-type: none"> o Compliance with applicable legislation, regulation and policies.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Communications & Public Relations
Section 3.0 – Foster Relationships
Original Issue Date: Fall 2013
Last Revision Date: June 7, 2018, February 6, 2025

Policy

The Huron Perth Healthcare Alliance (HPHA) values open and honest communication and is committed to maintaining positive relationships with its stakeholders, the media and the public.

Procedure

The HPHA is committed to being accessible and responsive to its stakeholders, the media and the public. The HPHA ensures that individuals who express an interest in the affairs of the organization have a meaningful opportunity to communicate with an appropriate representative of the organization. The HPHA upholds the confidentiality and integrity of personal information related to patients, employees, donors and others, unless authorized to release such information in accordance with applicable legislation.

The President & Chief Executive Officer and Board Chair (or their delegate) are given, by the Board, the authority to make statements to the news media or the public regarding matters addressed by the Board or related to the organization. Board Members approached by the news media, stakeholders or the public are to refer these inquiries to the designated spokespersons. The HPHA's Communications Specialist will coordinate all media activities for the organization.

The President & Chief Executive Officer is responsible for providing timely information and counsel to the Board. The President & Chief Executive Officer will assure the Board of Directors that the organization complies with legislative Acts, standards and codes affecting the Corporation's short- or long-term operations and viability. This information shall cover various areas, including:

- Impact on governance;
- Relevant trends;
- Anticipated media coverage; and
- Changes in previously established assumptions or policies.

While it is not common practice for the President & Chief Executive Officer to discuss all operational issues of the organization with the Board, in cases where a situation may negatively impact the public's perception of the organization, the President & Chief Executive Officer will take the following course of action:

- Discuss the situation and the appropriate level of disclosure with the Board Chair;
- If deemed necessary by the Chair, discuss pertinent details with the Officers of the Board; and
- If deemed necessary by the Chair and Officers of the Board, inform the full Board of Directors about relevant details.

Regardless of the process followed, the President & Chief Executive Officer is not required to seek prior approval for initiating action that pertains to the day-to-day operations of the organization.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Governance Accountability
Section 4.0 – Ensure Board Effectiveness
Original Issue Date: December 2003
Last Revision Date: June 7, 2018

Governance Philosophy

The Board of Directors of the Huron Perth Healthcare Alliance is entrusted with the stewardship of considerable community resources to provide health care services.

The Board of Directors recognizes its responsibility to develop and maintain healthy relationships among key constituencies, especially the health care providers of Huron & Perth. It provides a link for the community to the Alliance and the Alliance to the community, receiving and disseminating information to ensure the optimization of quality, accessibility, and coordination of each patient's care. It promotes and supports the Huron Perth Healthcare Alliance as an avenue for maximizing the efficiency and effectiveness of the use of scarce health care resources.

The Board of Directors honours the long-standing traditions and culture of the organizations it represents but, at the same time, embraces the changing health care environment to ensure that the corporation's business is conducted in a way that reflects the Alliance's Mission. It strives to rise above politics and economics in following this Mission.

Governing Style

In the spirit of forward-looking pro-active strategic leadership, the Board will:

1. Focus chiefly on broader long term issues, not on the administrative or programmatic means to obtaining those ends.
2. Direct, control and inspire the Alliance through the careful establishment of the broadest organizational values and policies. Policies will address:
 - a) **Ends** - what benefits, for which needs, at what costs;
 - b) **Executive Limitations** - the boundaries of prudence and ethics to be observed by the staff;
 - c) **Governance Process** - Board roles and responsibilities; and
 - d) **Board/Physician/Staff Relationships** - linkages between the Board, physicians and staff.
3. Enforce upon itself whatever guidelines are needed to govern with excellence and with minimal risk to the organization. The following guidelines will apply to:
 - a) ensuring acceptable attendance at Board and Committee meetings;
 - b) adhering to policy-making principles;
 - c) working together with fellow Board members, physicians and staff in an atmosphere of mutual respect;
 - d) conducting "no surprise" meetings, i.e., giving fellow Board members, physicians, and staff adequate opportunity to prepare data and responses to difficult or contentious issues;

- e) speaking with "one voice", i.e., supporting Board decisions which are made by a democratic process, even though the individual may not have personally supported the decision in the voting process;
 - f) self-policing any tendency to stray from rigorous governance; and
 - g) agreeing to place the good of the Alliance in the decision-making process before the interests of the group that appointed the member to the Board of Directors.
4. Be accountable for competent, conscientious and effective accomplishment of its obligations as a body. No officer, individual or Committee of the Board will usurp this role or hinder this discipline.
 5. Monitor and discuss regularly its own process and performance to ensure the continuity of Board improvements and the ability of members to govern. This will include each member completing an annual Board Evaluation questionnaire and attendance at the Annual Retreat.

Roles & Responsibilities of the Board

All Not-For-Profit Boards have their responsibilities, duties and liabilities outlined in law (see By-Laws). Specific areas to consider include, but are not limited to:

- Corporations Act
- Public Hospitals Act
- Common Law governing the Hospital
- The Articles of Incorporation and By-Laws of the Hospital

Regardless of legal requirements of Boards, the roles and responsibilities of the Board of Directors can be split into ten (10) main areas as follows:

- Determining the organization's Mission, Vision and Values.
- Participating in the selection of the President & Chief Executive Officer.
- Supporting the President & Chief Executive Officer and members of the Leadership Team and participating in the review of their performance.
- Ensuring the implementation of effective organizational planning.
- Ensuring that adequate resources are allocated to meet the Mission, Vision and Values.
- Managing resources effectively through preparation of the Annual Operating Plan.
- Determining and monitoring the organization's programs and services and ensuring that they are consistent with the Alliance's Vision.
- Enhancing the organization's public image.
- Serving as a Court of Appeal.
- assessing its own performance.

In addressing each of these roles and responsibilities, the Board of Directors must recognize the difference between GOVERNING and MANAGING. Although the distinction is at times ambiguous, the general rule of thumb is that Governance looks outwards to the community while Management deals internally with the organization.

Roles & Responsibilities of Individual Board Members

The responsibilities of the individual Board members include:

General:

- Have a good understanding of the structure of the Alliance, the roles of the various sites, and how the sites relate to the other healthcare providers in the Alliance's catchment area;
- Take leadership roles, special assignments willingly and enthusiastically;
- Follow Board policies and adhere to the Board member roles and responsibilities and code of conduct;
- Bring a sense of humour to the Board's deliberations;
- Exercise the utmost good faith in all dealings with and for the organization and be prepared to prove good faith if necessary;
- Suggest suitable nominees for Board membership; and
- Follow trends in the organization's field of interest.

Meetings:

- Prepare for and participate in meetings fully; if meetings must be missed, be certain that a valid reason has been conveyed to the Committee Chair or Administration;
- Ensure that meeting minutes accurately reflect the business conducts and the decisions made;
- Register dissent when in major disagreement with Board action; be certain that it is made a matter of record in the minutes of the meeting;
- Ask timely and substantive questions consistent with your conscience and convictions, while supporting the majority decision;
- Maintain confidentiality, and speak for the Board or organization only when authorized to do so; and
- Suggest agenda items to address policy-related issues.

Relationship with Staff:

- Support and guide the President & Chief Executive Officer; and
- Avoid asking special favours of staff without prior consultation with the President & Chief Executive Officer, Board, or appropriate Committee Chairperson.

Avoid Conflicts:

- Serve the organization as a whole rather than any special constituency;
- Avoid any appearance of conflict that might embarrass the Board, and declare any possible conflicts to the Board in a timely fashion;
- Maintain independence, objectivity, sense of fairness, and ethical and personal integrity; and
- Never accept (or offer) gifts from or favours to those who do business with the organization.

Fiduciary Responsibilities:

- Exercise prudence with the Board regarding finances;
- Faithfully read and understand the organization's financial statements; and
- Assure complete and accurate disclosure of details of financial transactions.

Liability Issues for Board Members:

- By carefully following the roles and responsibilities guidelines, a Board member can minimize personal liability and protect against successful litigation by avoiding certain conduct that might be the basis of a suit and by ensuring that adequate records of decision-making are kept.

Board Objectives

1. Structure Board meetings to allow adequate time for discussion.
2. Strengthen our relationship with the other healthcare Boards throughout Huron and Perth.
3. Maintain a corporate Governance Manual to clearly define Board and individual responsibilities.
4. Develop outreach programs with other providers of services to increase Board awareness of their respective roles.
5. Review credentialing processes of the Alliance.
6. Increase Board quality processes (i.e., Board evaluations) and continuous monitoring of our performance to support accreditation processes, etc., through the Quality Committee.
7. Hold regular Board Advances to allow for focused discussion on key strategic issues.
8. Keep aware of human relation issues in the Alliance through regular reports presented at meetings of the Resources & Audit Committee and, ultimately, the Board.
9. Encourage more visibility by the Board at general staff activities during the year.
10. Examine ways and means of improving accountability to the various communities we serve in the region through development of a variety of feedback mechanisms.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Board and Individual Director Responsibilities
Section 4.0 – Ensure Board Effectiveness
Original Issue Date: April 2014
Last Revision Date: June 7, 2018, November 7, 2024

The Board, and its individual Directors, shall govern and supervise the management of the affairs of the Corporations in a manner consistent with the requirements of the Legislation and any other legislation applicable to the Board or the Corporation. For further clarification, the Board will ensure the establishment and maintenance of Governance Charters and Policies in the following key areas:

- (a) Responsibilities of the Board;
- (b) Responsibilities of Individual Directors;
- (c) Principles of Governance; and
- (d) Director's Performance Review.

and shall ensure that said policies are reviewed at least annually by the Board.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Nomination Process for Board of Directors
Section 4.0 – Ensure Board Effectiveness
Original Issue Date: June 2016
Last Revision Date: Spring 2018, June 4, 2020

Purpose

The Huron Perth Healthcare Alliance (HPHA) Board of Directors undertakes an open and transparent process for the recruitment of qualified individuals for nomination to the Board of Directors that will ensure that the Board is comprised of the collective competencies required to govern the Huron Perth Healthcare Alliance effectively.

Policy

The HPHA Board of Directors follows a process to attempt to ensure that at least four (4) Directors are eligible for a term re-appointment or retire from the Board each year. Directors shall retire after serving 12 years on the Board. The Board undertakes a recruitment and nomination process to fill any vacancies identified, ensuring that the Board of Directors has the right skills, experience, personal qualities and diversity to complement the existing members, address the needs and provide oversight and strategic leadership for the organization and our communities.

Process

The HPHA Board of Directors through its Governance, Community Relations & System Transformation Committee will form an Ad Hoc Nominating Committee and utilize a process for board renewal which includes:

- Reviewing the Board's skills matrix to identify gaps and areas of focus for recruitment of new members to complement the skill base of the current board.
- Developing a communication and advertising strategy to recruit prospective candidates.
- Hosting an Information Session for interested individuals that includes an overview of the HPHA and the governance structure, and reviewing the role, responsibilities and accountabilities for Directors.
- Inviting formal applications from interested individuals.
- Reviewing applications and considering individuals that possess the identified skill, talent and experience and who are not Excluded Persons (per the HPHA By-laws).
- Interviewing prospective qualified individuals.
- Providing a recommendation of a slate of officers to the HPHA Board of Directors through the Governance & Stakeholder Relations Committee.

Board Composition

The HPHA Board of Directors has eleven (11) elected directors who reside or work in the catchment areas as follows:

- One (1) Director from the catchment area served by the Clinton Site;
- One (1) Director from the catchment area served by the St. Marys Site;

- One (1) Director from the catchment area served by the Seaforth Site;
- One (1) Directors from the City of Stratford; and
- seven (7) Directors from the catchment area served by the corporation.

The HPHA Board of Director has Nine (9) non-voting, ex officio Directors as follows:

- the Chief of Staff;
- the Site Chief from each of the Hospital Sites that are not represented by the Chief of Staff;
- the President of the Medical Staff;
- the President & Chief Executive Officer;
- the Chief Nursing Executive;
- a Patient and Caregiver Partner recommended by the Patient and Caregiver Partner Steering Committee.

Note: Policy has been harmonized with the Huron Perth & Area Ontario Health Team Policy "Nomination of a Board Director Policy"



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Board of Directors Code of Conduct
Section 4.0 – Ensure Board Effectiveness
Original Issue Date: December 2013
Last Revision Date: June 7, 2018, February 1, 2024

Purpose

The Huron Perth Healthcare Alliance (HPHA) Board of Directors is committed to ensuring that in all aspects of its affairs it maintains the highest standards of public trust and integrity.

The Code of Conduct applies to all directors, including ex-officio directors, and non-director Board Committee members. All directors and non-director Board Committee members will complete the Annual Director Declaration and Consent to confirm their commitment and compliance with this code of conduct.

Policy

Fiduciary Duty and Duty of Care

As a fiduciary of the Corporation, a director acts honestly and in good faith with a view to the best interests of the Corporation, and exercises the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. In so doing, a director supports the Corporation in fulfilling its mission and discharging its responsibilities. All directors, including ex-officio directors, are held to the same duties and standard of care.

A director does not represent the specific interests of any constituency or group. A director acts and makes decisions that are in the best interests of the Corporation as a whole.

Exercise of Authority

A director carries out the powers of office only when acting during a duly constituted meeting of the Board or one of its committees. A director respects the responsibilities delegated by the Board to the President & Chief Executive Officer, avoiding interference with their duties but insisting upon accountability to the Board and reporting mechanisms for assessing organizational performance.

A director adheres to the Values, Mission & Vision of the Corporation, applicable law, the Hospital by-laws, and Board-approved policies.

Conflict of Interest

Every director, including ex-officio directors and non-director Board Committee members, must comply with the conflict of interest provisions in the *Not-for-Profit Corporations Act, 2010* (the “Act”), the Hospital by-laws, and Board-approved policies.

Confidentiality

Every director, including ex-officio directors and non-director Board Committee members, must respect the confidentiality of the information of the Corporation, including matters brought before

the Board and Board committees, keeping in mind that unauthorized disclosure or use of information could adversely affect the interests of the Corporation. Directors shall not disclose or use for their own purpose confidential information concerning the activities and affairs of the Corporation unless otherwise authorized by the Board. It is recognized that the role of a director may include representing the Corporation in the community. However, such representation must be respectful of and consistent with the director's duty of confidentiality.

Board Solidarity and Director Dissent

Every director, including ex-officio directors and non-director Board Committee members, support the decisions of the Board in discussions with persons beyond the Board/Board Committee, even if the individual holds another view or voiced another view during a Board/Board Committee discussion or was absent from the Board/Board committee meeting. In accordance with the Act, an individual who is present at a Board/Board committee meeting is deemed to have consented to any resolution passed or action taken at the meeting, unless:

- (a) the individual's dissent is entered in the meeting minutes;
- (b) the individual requests that their dissent be entered in the meeting minutes;
- (c) the individual gives their dissent to the secretary of the meeting before the meeting is terminated; or
- (d) the individual submits their written dissent to the secretary immediately after the meeting is terminated.

An individual who votes for or consents to a resolution is not entitled to dissent.

An individual who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven days after becoming aware of the resolution, the individual:

- (a) causes their written dissent to be placed with the meeting minutes; or
- (b) submits their written dissent to the secretary.

Board Spokesperson

The Board Chair shall be the spokesperson for the Board. The President and Chief Executive Officer or the Chief of Staff or their designate, may speak on behalf of the Corporation. News media responses and public discussion of the Corporation's activities and affairs should only be made through the Board's authorized spokespersons. Any individual who is questioned by news reporters or other media representatives should refer such individuals to the appropriate representatives of the Corporation.

Respectful Conduct

It is recognized that directors, including ex-officio directors and non-director Board Committee members, bring diverse backgrounds, skills and experience to the Board and its Committees. Directors will not always agree with one another on all issues. All debates shall take place in an atmosphere of mutual respect and courtesy. The authority of the Chair must be respected by all directors.

Time and Commitment

Directors, including ex-officio directors and non-director Board Committee members, are expected to commit the necessary time required to fulfill Board/Board committee responsibilities, including preparation for and attendance at meetings, as well as attendance at the Corporation's public events when possible.

Participation

A director expects to receive relevant information in advance of meetings, reviews pre-circulated material, comes prepared to Board and Board Committee meetings, asks informed questions and makes a constructive contribution to discussions.

Education

Directors, including ex-officio directors and non-director Board Committee members, are expected to seek opportunities to be educated and informed about the Corporation and the key issues related to the Corporation and the healthcare system through participation to include orientation and ongoing education.

Evaluation

Directors, including ex-officio directors and non-director Board Committee members, participate in the evaluation of the performance of the Board/Board Committee and of their own performance as members.

Obtaining Advice of Counsel

Requests to obtain outside opinions or advice regarding matters of the Board/Board Committees must be made through the Board chair.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Confidentiality
Section 4.0 – Ensure Board Effectiveness
Original Issue Date: December 2013
Last Revision Date: June 7, 2018

Purpose

To ensure that confidential matters are not disclosed until disclosure is authorized by the Board.

Policy

Every Director, Officer, Professional Staff member, employee of a Corporation and every member of a Committee appointed or authorized by the Board shall respect the confidentiality of matters brought before the Board or any such Committee or coming to his or her attention in the course of his or her duties, keeping in mind that unauthorized statements may adversely affect the interests of the corporations.

No statements respecting such matters shall be made to the public or the press by any such Director, Officer, Professional Staff member, employee or committee member, except as authorized by the Board.

Persons, other than persons referred to in this policy, permitted to attend any meeting of the Board or any meeting of a Committee established or authorized by the Board shall be advised that they are required to respect the confidentiality of all matters coming to their attention during any such meeting and shall undertake accordingly.

Confidential Matters

All matters that are subject of closed sessions of the Board are confidential until disclosed in an open session of the Board.

All matters that are before a committee or task force of the board are confidential, unless they have been determined not to be confidential by the chair of the relevant committee or task force, or by the Board. All matters that are the subject of open session of the board are not confidential.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Conflict of Interest
Section 4.0 – Ensure Board Effectiveness
Original Issue Date: December 2013
Last Revision Date: June 7, 2018, February 1, 2024

Purpose

All directors have a duty to ensure that the integrity of the decision-making processes of the Board of Directors (The “Board”) are maintained by ensuring that they and other directors are free from conflict or potential conflict in their decision-making. It is inherent in a director’s fiduciary duty that conflicts of interest be avoided. It is important that all directors and officers understand their obligations when a conflict of interest or potential conflict of interest arises.

The Conflict of Interest policy applies to all directors, include ex-officio directors, officers, and non-director Board Committee members.

“Officers” means officers appointed by the Board under the *Not-for-Profit Corporations Act, 2010* (the “Act”) and the by-laws, including:

- Chair
- Vice Chair
- Treasurer

Policy

Directors, officers, and non-director Board Committee members shall avoid situations in which they may be in a position of a conflict of interest or perceived conflict of interest. In addition to the conflict of interest provisions in the Act and the by-laws, which must be strictly adhered to, the process set out in this policy shall be followed when a conflict or potential conflict arises.

Description of Conflict of Interest

A conflict of interest arises in any situation where a director's duty to act solely in the best interests of the Corporation and to adhere to their fiduciary duties is compromised or impeded by any other interest, relationship, or duty of the director. A conflict of interest also includes circumstances where the director's duties to the Corporation are in conflict with other duties owed by the director such that the director is not able to fully discharge the fiduciary duties owed to the Corporation.

The situations in which a potential conflict of interest may arise cannot be exhaustively set out. Conflicts generally arise in the following situations:

- 1) Transacting with the Corporation
 - When a director transacts with the Corporation directly or indirectly.
 - When a director has a material direct or indirect interest in a transaction or contract with the Corporation.
- 2) Interest of a Relative

When the Corporation conducts business with suppliers of goods or services or any other party of which a relative or member of the household of a director is a principal, officer, or representative.

3) Gifts

When a director or a member of the director's household or any other person or entity designated by the director, accepts gifts, payments, services, or anything else of more than a token or nominal value from a party with whom the Corporation may transact business (including a supplier of goods or services) for the purposes of (or that may be perceived to be for the purposes of) influencing an act or decision of the Board.

4) Acting for an Improper Purpose

When directors exercise their powers motivated by self-interest or other improper purposes. Directors must act solely in the best interest of the Corporation. Directors who are nominees of a particular group must act in the best interest of the Corporation even if this conflicts with the interests of the nominating party.

5) Appropriation of Corporate Opportunity

When a director diverts to their own use, an opportunity or advantage that belongs to the Corporation.

6) Duty to Disclose Information of Value to the Corporation

When directors fail to disclose information that is relevant to a vital aspect of the Corporation's affairs.

7) Serving on Other Corporations

A director may be in a position where there is a conflict of "duty and duty". This may arise where the director serves as a director of two corporations that are competing or transacting with one another. It may also arise where a director has an association or relationship with another entity. For example, if two corporations are both seeking to take advantage of the same opportunity, a director may be in possession of confidential information received in one boardroom or related to the matter that is of importance to a decision being made in the other boardroom. The director cannot discharge the duty to maintain such information in confidence while at the same time discharging the duty to make disclosure. The director cannot act to advance any interests other than those of the Corporation.

Process for Resolution of Conflict Addressing Breaches of Duty

Disclosure of Conflicts

A director, officer, or non-director Board Committee member who is in a position of conflict or potential conflict, shall immediately disclose such conflict to the Board by notification to the Board Chair or Vice Chair. Where the Chair has a conflict, notice shall be given to the Vice Chair. A non-director Board Committee member, who is in a position of conflict or potential conflict, shall immediately disclose such conflict to the Board by notification to the Committee Chair. The disclosure shall be sufficient to disclose the nature and extent of the interest. Disclosure shall be made at the earliest possible time and, where possible, prior to any discussion and vote on the matter.

- The disclosure must be made, at a minimum, in the case of a director:

- at the meeting where a matter in which the director has a conflict is first considered;
 - if the director was not then interested in a matter, at the first meeting after the director becomes so interested;
 - if the director becomes interested after a matter has been approved, at the first meeting after the director becomes so interested; or
 - if an individual who has a conflict in a matter later becomes a director, at the first meeting after the individual becomes a director.
- The disclosure must be made, at a minimum, in the case of an officer:
 - forthwith after the officer becomes aware that a matter in which the officer has a conflict is to be considered or has been considered by the Board;
 - if the officer becomes interested after a matter has been approved by the Board, forthwith after the officer becomes so interested; or
 - if an individual who has a conflict in a matter later becomes an officer, forthwith after the individual becomes an officer.
- The disclosure must be made, at a minimum, in the case of a non-director Board Committee member:
 - at the committee meeting where a matter in which the Board Committee member has a conflict is first considered;
 - if the Board Committee member was not then interested in a matter, at the first committee meeting after the Board Committee member becomes so interested;
 - if the Board Committee member becomes interested after a matter has been approved, at the first committee meeting after the Board Committee member becomes so interested;
 - if an individual who has a conflict in a matter later becomes a Board Committee member, at the first committee meeting after the individual becomes a Board Committee member.
- If a director or officer has a conflict of interest in a matter that, in the ordinary course of the Corporation's business, would not require approval of the Board or members, the director or officer shall disclose the conflict of interest to the Board Chair or Vice Chair, or request to have entered in the minutes of Board meetings, the nature and extent of their interest forthwith after the director or officer becomes aware of the matter.

Continuing Disclosure

A director, officer, or non-director Board Committee member may provide a general notice to the Board disclosing their relationships and interests in entities or persons that give rise to conflicts.

Leave the Meeting and Do Not Vote

A director, officer, or non-director Board Committee member who has declared a conflict shall not attend any part of a meeting during which the matter in which they have a conflict is discussed, and shall not vote on any resolution to approve the matter.

Exceptions are made if the matter relates to a contract or transaction for indemnity or insurance under section 46 of the Act.

Referral

A director may be referred to the process outlined below where any director believes that they or another director:

- a) has breached their duties to the Corporation;
- b) is in a position where there is a potential breach of duty to the Corporation;
- c) is in a situation of actual or potential conflict of interest; or
- d) has behaved or is likely to behave in a manner that is not consistent with the highest standards of trust and integrity and such behaviour may have an adverse impact on the Corporation.

Process for Resolution

- a) The matter shall be referred to the Chair or where the issue may involve the Chair, to the vice Chair, with notice to the chief executive officer.
- b) The Chair (or vice Chair, as the case may be) may either:
 - (i) attempt to resolve the matter informally; or
 - (ii) refer the matter to either the executive committee or to a special committee of the Board established by the Chair (or vice Chair, as the case may be) which shall report to the Board.
- c) If the Chair or vice Chair elects to attempt to resolve the matter informally and the matter cannot be resolved to the satisfaction of the Chair (or vice Chair as the case may be), the directors referring the matter, and the director involved, then the Chair or vice Chair shall refer the matter to the process in (b) (ii) above.
- d) A decision of the Board by majority resolution shall be determinative of the matter.

It is recognized that if a conflict or other matter referred cannot be resolved to the satisfaction of the Board (by simple majority resolution) or if a breach of duty has occurred, a director may be asked to resign or may be subject to removal pursuant to the by-laws and the Act.

Perceived Conflicts

It is acknowledged that not all conflicts or potential conflicts may be satisfactorily resolved by strict compliance with the by-laws. There may be cases where the perception of a conflict of interest or breach of duty (even where no conflict exists or breach has occurred) may be harmful to the Corporation notwithstanding that there has been compliance with the by-laws. In such circumstances, the process set out in this policy for addressing conflicts and breaches of duty shall be followed.

It is recognized that the perception of a conflict or breach of duty may be harmful to the Corporation even where no conflict exists or breach has occurred and it may be in the best interests of the Corporation that the director or non-director Board Committee member be asked to resign.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Annual Director Declaration and Consent
Section 4.0 – Ensure Board Effectiveness
Original Issue Date: April 2014
Last Revision Date: June 7, 2018, June 2, 2022, February 1, 2024

Purpose

The Huron Perth Healthcare Alliance (HPHA) Board of Directors is committed to ensuring that those involved with the Corporation represent, act and make decisions that are in the best interest of the Corporation as a whole.

Policy

Every Director, including ex-officio directors and non-director Board Committee members, acknowledges and accepts that they are accountable to the:

- Patients and the communities we serve for:
 - Quality services, patient safety and patient and family centered care.
 - Operating in a fiscally responsible manner within resources.
 - Efficient utilization of resources, regulation and policies, transparent processes and advocacy.
 - Engaging the communities we serve in planning activities and priority setting.
- Staff and Volunteers for:
 - Establishing and communicating expectations.
 - Providing a safe work environment.
- The Government of Ontario, government agencies and institutional partners for:
 - Compliance with applicable legislation, regulation and policies.
- Ontario Health and the South West Region for:
 - Building relationships and collaborating with health system partners and the community to identify gaps and opportunities, integrate services and provide care in an efficient, effective and coordinated manner.
 - Ensuring operations are aligned with provincial plans.
 - Achieving the performance standards set out in provincial Accountability Agreements.

Every Director, including ex-officio directors and non-director Board Committee members, acknowledges and accepts that they must adhere to the Values, Mission & Vision of the Corporation, applicable law, the Hospital by-laws, and Board-approved policies.

Annual Director's Declaration

All Huron Perth Healthcare Alliance Directors, including ex-officio directors and non-director Board Committee members are required to complete, sign and deliver this Annual Director's Declaration Form to the Chair of the Board.

I am: (Check Appropriate Box)

- ☐ Member, Board of Directors
- ☐ Member, Board Committee

Consent

- ☐ I am an individual elected or appointed to the Board and hereby acknowledge and declare that I:
 - (a) am at least 18 years of age;
 - (b) have not been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
 - (c) have not been found to be incapable by any court in Canada or elsewhere;
 - (d) do not have the status of an undischarged bankrupt; and
 - (e) am not an "ineligible individual" as defined in the *Income Tax Act* (Canada) or any regulations made under it.

Meeting Participation Consent

- ☐ I consent to the holding of Board and Board Committee meetings by telephonic or electronic means that permit all persons participating in the meeting to communicate adequately with each other during the meeting. I also consent to the participation by any director or Board Committee member at a Board or Board Committee meeting by such telephonic or electronic means.

Compliance with Policies

- ☐ I confirm that I have read and understand all of the Board-approved policies and codes of conduct and any other applicable policies of the Corporation, as amended or supplemented from time to time (the "**Policies**"), including but not limited to:
 - ✓ Conflict of Interest
 - ✓ Confidentiality
 - ✓ Code of Conduct
- ☐ I agree to comply with the *Not-for-Profit Corporations Act, 2010* (the "**Act**") and the Corporation's articles, by-laws, and Policies ("**Governance Documents**").

Conflicts

In accordance with the Act and the Corporation's Governance Documents, I make the following disclosure:

I have an interest, directly or indirectly, in the following entities, persons, or matters, which includes entities in which I am a director or officer:

This disclosure is a general notice of interest pursuant to the Act and the Corporation's Governance Documents, and accordingly, I should be regarded as interested in any of the above entities, persons, or matters.

I acknowledge that this disclosure is in addition to my obligations to comply with the Act and the Corporation's Governance Documents in respect of any specific conflict that may arise.

I declare the above information to be true and accurate as of the date hereof.

Notice

Notice for Board and/or Board committee meetings may be sent to me at the address set out below:

Address: _____

Email: _____

Telephone: _____

Attention: _____

Dates this _____ day of _____, 20__.

Name (please print)

Signature

Date



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Board Meeting Agenda
Section 4.0 – Ensure Board Effectiveness
Original Issue Date: December 3, 2015
Revision Dates: June 7, 2018, February 1, 2024

Policy

The Huron Perth Healthcare Alliance (HPHA) Board of Directors' agenda packages should be accurate, timely, balanced, sufficiently detailed and ensure that each Board meeting contributes effectively to the discharge of the Board's governance role.

Purpose

The purpose of this policy is:

- To ensure that Board members understand the process for the development of, and have an opportunity to have input into Board agendas.
- To facilitate productive, efficient and effective board meetings.
- To ensure agendas are structured to align with the specific roles and responsibilities of the Board, clearly indicating those matters that require decision, discussion or information.
- To ensure agendas are structured to align with the Board's Work Plan and the Strategic Directions of the organization, as approved by the Board from time to time.

Policy

The Board elects to use a Consent Agenda for Board of Director meetings, streamlining the process for approval of regular, routine issues that come to the Board, allowing more time for education, decision-making and focused strategic discussion. A Consent Agenda groups the routine, procedural and non-controversial items not requiring discussion or independent action as one agenda item.

- Consent Agenda items may include, but are not limited to:
 - Approval of previous minutes;
 - Routine reports from the Chief of Staff, Chief Nursing Executive and President & Chief Executive Officer (CEO);
 - Reports provided for information; and
 - Correspondence requiring no action.

Guidelines for Board Agenda Development & Consent Agenda Procedure

1. The Chair, in consultation with the President & Chief Executive Officer will develop the agenda for each Board meeting.
2. Consent Agenda Items and supporting documents will be clearly identified, included in the meeting package and provided to members in sufficient time to be read prior to the meeting.

3. The Board Agenda will be approved by the Board at the beginning of each meeting. Members may request that items be added, deleted or that the order of items be moved. The Chair shall make a decision on each request.
4. If it is determined that an item on the consent portion of the agenda requires discussion, action or a decision, Board members will have the opportunity at the Board Meeting, upon review of the agenda, to request any items from the Consent Agenda to be removed and placed on the regular agenda.
5. Items requiring a decision that are expected to require no discussion or debate may, at the Chair's option, be placed on the Consent Agenda.

The HPHA Board of Directors will receive the Meeting Notice and link to the Board Portal to access the agenda packages for the open and in-camera meetings at least five days prior to the scheduled meeting. The agenda for the open board meeting will be posted on the Hospital's website.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Board Meetings – Open Sessions
Section 4.0 – Ensure Board Effectiveness
Original Issue Date: February 1, 2024
Last Revision Date: n/a

Purpose

The Huron Perth Healthcare Alliance (HPHA) Board of Directors Meetings are open to the public, except for matters determined by the Board to be dealt with during the in-camera session of the Board in accordance with the “Board Meetings – In-Camera Sessions” Policy. Open Board meetings create an atmosphere of openness, transparency and accountability surrounding the business of the Board, and improves public awareness of the challenges and issues facing the hospital.

Policy

- Notice of Meeting
 - At the beginning of each Board year, meeting dates, times and locations for all regularly scheduled meetings is prepared and available from the Board Secretary and posted on the HPHA’s website.
 - The Board will meet at one of the HPHA sites (Clinton Public Hospital, St. Marys Memorial Hospital, Seaforth Community Hospital, Stratford General Hospital).
 - Meeting agendas identifying all items requiring the action of the Board, and aligned with the Board Work Plan, will be prepared and available at least five days prior to the meeting. The open Board Meeting agenda will be posted on the Hospital website.
- Agendas and Board Materials
 - Copies of the agenda for the open portion of the meeting will be distributed at the meeting and may be obtained from the Board Secretary or their designate prior to the meeting.
 - Supporting material will be circulated to the Board only.
- Minutes of Open Board Meetings
 - Minutes of open board meetings will be recorded by the Board Secretary or designate in the absence of the Secretary.
 - Approved minutes are retained by the Board Secretary and posted on the Hospital website.
- Guest Attendance at Open Sessions
 - Guests must provide at least 24 hours’ notice to the Board Secretary and attend the meeting in person at the site hosting the meeting.
 - Guests cannot attend by videoconference and/or telephone or other electronic means.
 - Guests may not participate in the meeting discussions unless explicitly invited to

- do so by the Chair.
- Guests attending Board meetings will be asked to identify themselves and their affiliation (if any).
- No photographic, television and/or taping equipment will be permitted at any meeting unless authorized by the Chair.
- Guests will be asked to leave a Board meeting if they are conducting themselves improperly or if they are otherwise disrupting the meeting, as determined by the Chair, and they may be prohibited from attending future meetings.
- Delegations by Guests
 - Individuals will only be permitted to address the Board with respect to matters of governance.
 - Guests must apply in writing to the Board Secretary no later than 16:00 hours on the third Monday of the month for consideration on the next month's agenda. A brief description of the specific matter to be addressed must be submitted to the Board Secretary who reserves the right to refer the presentation to the most appropriate Board Committee or management committee depending on the nature of the request.
 - The Board Chair may limit the number of presentations at any one meeting.
 - Delegates will be provided ten (10) minutes to address the Board. The Chair may invite members of the Board to ask questions of the delegation to clarify points raised in their presentation.
 - The Board is not obligated to respond to the delegation. The Board accepts the delegation's right to express a particular point of view, but may neither accept nor support it.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Board Meetings – In-Camera Sessions
Section 4.0 – Ensure Board Effectiveness
Original Issue Date: February 1, 2024
Last Revision Date: n/a

Purpose

The Huron Perth Healthcare Alliance (HPHA) Board of Directors Meetings are open to the public, except for matters determined by the Board to be dealt with during the in-camera session. In-Camera sessions allow for consideration of confidential matters when the potential harm from public disclosure outweighs the benefits of transparency.

Procedure

The Board may at its discretion and without notice, hold all or part of any regular or special Board meeting *in camera*. Only those persons authorized by the Board to remain at the *in camera* meeting will be permitted to remain. Other persons will be excused from the *in camera* meeting.

The following matters will be dealt with *in camera* including but not limited to matters relating to the following:

- Internal Board governance matters;
- Professional Staff appointments, re-appointments and any matters relating to suspensions, revocations or altering of privileges;
- Property matters;
- Executive compensation;
- Recruitment, retention, evaluation of the President & CEO and Chief of Staff;
- Personal matters about an identifiable individual, including without limitation, personal health information or information about an employee or agent of the Hospital;
- Information protected by the Excellent Care for All Act;
- The economic interests or other interests of the Hospital;
- Advice or information received or being provided to government or a government agency that could reasonably be expected to be prejudicial to the Corporation's relations with the Government of Ontario;
- The preparation of the Hospital's Annual Planning Submissions to Ontario Health;
- Information relating to a third party that has been disclosed in confidence that could reasonably be expected to be prejudicial to the third party or to the Corporation;
- Information or advice that is subject to solicitor client privilege or information prepared for legal counsel in giving legal advice or in contemplation of or for use in a civil, criminal, administrative, or other type of proceeding;
- Information relating to an investigation by a law enforcement agency or by an agency or person who has the authority to investigate or enforce a legislative or regulatory requirement;

- The history, supervision or release of a person held under the Corporation's forensic program;
- Information that could reasonably threaten the safety or health of a person;
- Labour relation or employment related matters; and
- Any matter that is subject to an exemption or exclusion under the *Freedom of Information and Protection of Privacy Act* ("FIPPA") or for discussion of any matters that must be disclosed under the FIPPA.
- Charitable fundraising activities of the Hospital including any information relating to its donors or the Foundation;

Agenda and Minutes

- The Chair of the Board determines the items to be discussed during the *in camera* meeting and ensures the *in camera* agenda is prepared in advance.
- The agenda and any other supporting materials shall be marked confidential and handled in such a manner that respects the confidential nature of the material.
- The minutes of any *in camera* meeting shall be clearly marked confidential, handled securely. The minutes and supporting materials are not to be made available to the public. The minutes shall clearly record the decision. Approval of the minutes of any closed session shall be obtained at a subsequent closed meeting.
- Matters before the Board at an *in camera* session will remain confidential and the Board shall determine what communication, if any, is appropriate in respect of the business conducted in the *in camera* portion of the meeting.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Elected Directors Roundtable Sessions
Section 4.0 – Ensure Board Effectiveness
Original Issue Date: May 2013
Last Revision Date: June 7, 2018, November 7, 2024

The Board of Directors is committed to conducting business in open session. From time-to-time, at the discretion of the Board Chair, elected Directors may request the opportunity to address issues of a sensitive nature in an “Elected Directors Roundtable Session” without staff or management present.

The purpose of this policy is to:

- Ensure the Board exercises independent oversight of management.
- Provide an opportunity to assess Board processes.
- Provide an opportunity for the Board Chair to discuss areas where the performance of directors could be strengthened.
- Build relationships of confidence and cohesion among Board members.

Elected Directors Roundtable Sessions will allow Directors to:

- Participate in an information sharing opportunity.
- Seek information and clarification on information the Board received/discussed.
- Express candid views or opinions on matters that pertain to the Board.
- Discuss matters identified by the Chair or Directors that would not normally be on the Board agenda.
- Evaluate governance processes and opportunities for improvements.

The Board Chair shall convene an “Elected Directors Roundtable Session” if requested or required.

- Elected Directors Roundtable Sessions will be held following the adjournment of a regularly scheduled Board of Directors meeting, at the discretion of the Chair.
- Sessions will normally be limited to elected Directors only and others may attend upon invitation by the Chair.
- Board members must abide by the By-Laws as they pertain to Confidentiality.
- Minutes will not be kept, but the Chair may keep notes of the discussion. (see attached sample log sheet).
- The Chair will normally communicate with the President & CEO, any relevant matters raised during the meeting.

Note: Elected Directors are those individuals elected per the Administrative By-Laws of the Corporation.

Elected Directors Roundtable Session Record of Discussion

Date:		
Recorded By:		
Topic	Discussion/Outcomes	Decision/Action



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Board Committees
Section 4.0 – Ensure Board Effectiveness
Original Issue Date: September 2006
Last Revision Date: June 7, 2018, November 7, 2024

Committees of the Board are an important element of the Huron Perth Healthcare Alliance's (HPHA) governance process that aid it in the fulfilment of its governance role. Board Committees are tasked with assisting with the work of the Board and provide leadership and direction to the hospital's executive, while overseeing key aspects of performance and management.

The Huron Perth Healthcare Alliance establishes the following Board Committees at the first Board of Directors' meeting:

- Executive Committee
- Fiscal Advisory Committee
- Governance, Community Relations & System Transformation Committee
- Medical Advisory Committee
- Quality & Social Accountability Committee
- Resources, Audit & Digital Innovation Committee

The Terms of Reference for the Board Committees are posted on the HPHA website

The Board may establish other Committees as it determines are necessary for the execution of the Board's responsibilities and will prescribe the composition and Terms of Reference for any such committees. These committees may be dissolved by resolution at any time.

- The Board shall appoint a Chair and members of Board Committees.
- Members of the Board shall Chair Board Committees with the exception of the Fiscal Advisory and Medical Advisory Committees.
- The Chair of the Board and President & Chief Executive Officer shall be ex-officio members of all Board Committees, other than the Medical Advisory Committee.
- Voting:
 - Board Members (elected and ex officio) may vote at Board Sub-Committee Meetings.
 - Community members and Executive Staff Members are entitled to vote, provided Board Members (elected and ex-officio) comprise a majority.
- Quorum for Board Committee meetings or any Committee established by the Board shall be the majority of voting members of the Committee.
- Board Committee meetings are closed to guests, unless invited by resolution of the Committee or the Committee's Chair.

Appointment of Community Members to Committees

- The Board shall encourage and promote the appointment of members who are not Directors to the standing and special Committees, except the Executive and Medical Advisory Committees.
- The Board will ensure that the Committees reflect the communities the Corporation serves.
- Community members appointed shall have full voting rights but are not eligible to serve as the chair of any Committee to which they are appointed.
- Participation by a Committee member who is not a Director is conditional on that individual completing and signing an Annual Director Declaration and Consent.

Board Committee Guiding Principles:

- Committee Terms of Reference will outline clear areas of responsibility and will be reviewed annually.
- Committees will develop annual work plans aligned with the HPHA Board of Directors' responsibilities and informing the Board's annual work plan.
- Committees will report to the HPHA Board of Directors on a regular basis.
- Recommendations from Board Committees that require a board decision will include detailed information for the Board to make an informed decision.
- Board meetings will not repeat the work of Board Committees.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Community Members For Board Committees
Section 4.0 – Ensure Board Effectiveness
Original Issue Date: February 6, 2025
Last Revision Date: February 6, 2025

Purpose

The Huron Perth Healthcare Alliance (HPHA) Board of Directors is dedicated to fostering community engagement. In support of this commitment, community members are members on the HPHA Board Committees.

Policy

The HPHA Board of Directors actively recruits community members to serve as voting members of the following Board Committees:

- Governance, Community Relations & System Transformation Committee
- Quality and Social Accountability Committee
- Resources, Audit & Digital Innovation Committee

The involvement of community members includes:

- Contributing their community perspective as voting members of Board Committees.
- Enhancing the skill sets and expertise on Board Committees.
- Offering input on health care planning and decision-making processes.
- Serving as a “training ground” for potential future Board members.

Process

The HPHA Board of Directors through its Governance, Community Relations & System Transformation Committee will establish an Ad Hoc Nominating Committee. This committee will oversee the recruitment and appointment process for community members to join the Board Committees.

- Community members recruitment and appointment will be conducted in the same manner as Director recruitment (refer to Policy – Nomination Process for Board of Directors).
- Community Members will be appointed for two-year terms, renewable to a total of six years.
- Community Members are not eligible to be a Committee Chair.
- Community Members will be selected for skills and characteristics that advance the interests of the organization and complement the skill base of the current Board.
- Community members will adhere to the Board’s policies and procedures and the organization’s By-law.

Community Member Composition

The Board of Directors will make efforts to include community members who reside or work within the following catchment areas on the HPHA Board Committees:

- Three (3) members from Clinton & Area;
- Three (3) members from St. Marys Site & Area;
- Three (3) members from Seaforth & Area; and
- Three (3) members from Stratford & Area.

Efforts will be made such that the membership of each Board Committee will include four community members, (1) community member from each of the catchment areas.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Board Development
Section 4.0 – Ensure Board Effectiveness
Original Issue Date: January 2004
Last Revision Date: June 7, 2018, February 6, 2025

Purpose

The Huron Perth Healthcare Alliance (HPHA) Board of Directors recognizes the importance of education of its members for effective governance. Continuous learning ensures that Directors are well-informed and possess the necessary knowledge and skills to make sound and informed decisions.

Policy

Orientation for new Directors and ongoing development for all Board members is a priority.

Key topics of educational focus include:

- Knowledge about the health care environment and ongoing system changes;
- Insight into hospital operations;
- Knowledge about Board governance processes; and
- Relationships with stakeholders and the community.

The Board and Hospital Leadership are dedicated to the continuous education of its Board of Directors. The educational needs of Board members will be identified and informed through the following methods:

- Individual Directors' self-assessment using Board evaluation tools and/or observation;
- Alignment with the current strategic goals of the organization;
- New and emerging directions in healthcare legislation; and
- Adoption of new trends and practices in Board Governance.

Directors are expected to participate ongoing education and actively identify their educational needs. They should also develop a plan to address and fulfil these needs to ensure their continuous growth and effective contribution to the Board.

Newly Elected Directors will be provided with a formal orientation process that is provided by hospital leadership. New Directors are strongly encouraged to participate in the Ontario Hospital Association's program for new directors. This program provides essential education to support new governors and enhances their understanding of the legal, governance and funding frameworks associated with Ontario hospitals.

Opportunities for ongoing relevant skills development are made available to Directors and Local Advisory Committee members on a regular basis throughout the year by way of separate educational sessions, educational sessions during regular board meetings, or as part of the annual Board Advance. Other opportunities exist through the Ontario Hospital Association Governance Centre of Excellence (www.thegca.ca).

Funds will be made available through the Alliance's annual budget for development opportunities. Pre-approval for attendance at an educational session/program is required, with such approvals being coordinated through the Executive Assistant in the President & Chief Executive Officer's office. Board and Local Advisory Committee members will be reimbursed for personal expenses incurred for attending educational events per the Huron Perth Healthcare Alliance's Travel, Meal, Hospitality Expenses Reimbursement Policy.

References

Ontario Hospital Association – Governance Centre of Excellence
- <http://www.thegce.ca>



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Board Evaluation
Section 4.0 – Ensure Board Effectiveness
Original Issue Date: June 2014
Last Revision Date: Spring 2018, June 7, 2018, April 4, 2024

Purpose

The Huron Perth Healthcare Alliance (HPHA) Board of Directors strives to continually monitor and improve performance. Board and individual board member evaluation provides powerful and valuable feedback mechanisms for improving effectiveness, maximizing strengths and highlight areas of opportunity for further development or improvement.

Policy

The HPHA Board of Directors conducts assessments of the Board and individual Board members' performance on an annual basis.

The HPHA Board of Directors conducts a Board Meeting Evaluation Survey following each Board of Directors' Meeting.

Evaluations promote continuous improvement in Board activities, explore and maximize effectiveness of the Board as a unit and provide opportunities to review board composition, diversity and skills mix.

Evaluation areas considered include:

- Assessing skills mix, experience and knowledge of members required, in the context of developing and delivering the strategy, identifying challenges and opportunities;
- Ensuring principal risks facing the organization are addressed;
- Evaluating the clarity of, and leadership given to, the Vision, Mission and Values of the organization;
- Ensuring succession and development plans in place;
- Assessing how the board works together as a unit, and the tone set by the Board Chair and/or Leadership;
- Effectiveness of key board relationships, particularly Chair/President & CEO, Chair/Board Directors, Board/President & CEO;
- Effectiveness of Board sub-committees;
- Board processes, including appropriate time allotment for questions/discussion for decision-making;
- Clarity of the decision-making processes and authorities;
- Processes for identifying and reviewing risks;
- How the board communicates with, listens, and responds to key stakeholders; and
- How the board evaluates itself as a whole, board meetings and of individual board members.

Evaluations and Outcomes

The following evaluations are conducted:

- Ontario Hospital Association Board Self-Assessment Tool – Annually
- Board Self-Evaluation Survey – Annually
- Board Meeting Evaluation – Monthly

The results of evaluations are shared with the Board and action plans are developed as required. The results provide a better understanding of the Board's effectiveness and help inform the work of the Board in regards to its procedures, effectiveness, composition and other relevant areas.

Note: Policy has been harmonized with the Huron Perth & Area Ontario Health Team Policy "Board Effectiveness Policy"



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Governance Policy Review
Section 4.0 – Ensure Board Effectiveness
Original Issue Date: June 2014
Last Revision Date: June 7, 2018

The Huron Perth Healthcare Alliance (HPHA) Board of Directors recognizes the importance of ensuring that policies are current and relevant.

Therefore, policies will be added to the Governance Policy Manual on an ongoing basis with a full review to be completed every three (3) years. The full review will be completed by a sub-committee appointed by the Governance & Stakeholder Relations Committee, with recommendations brought forward from the Governance, Community Relations & System Transformation Committee to the Board of Directors for consideration/approval.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Corporate Code of Business Ethics
Section 5.0 – Financial Viability
Original Issue Date: Fall 2008
Last Revision Date: Spring 2018, June 7, 2018

The Huron Perth Healthcare Alliance (HPHA) Code of Business Ethics describes the behaviour that is to be exhibited by all those to whom the Code applies. The following principles govern this behaviour at the HPHA:

We obey the law.

At the HPHA, we obey all applicable laws. However, you are expected to be aware of and follow laws that affect the way you do your job. If you have any questions about legal issues affecting your job, you should refer them to your supervisor or to the Vice President, People & Chief Quality Executive at 519-272-8206.

We behave in a way that is appropriate for charitable organizations.

As charitable tax-exempt organizations, we have a legal and ethical obligation to use our resources in a way that promotes the public good rather than the private or personal interests of any individual or group. Therefore, we ensure our compensation arrangements are competitive, fair and aligned with our mission, vision and values, we accurately report payments to appropriate taxing authorities, and file all tax and information returns consistent with applicable laws.

HPHA is organized and operated exclusively for charitable purposes to serve the healthcare needs of the communities, and therefore it is exempt from the payment of federal or provincial income tax. All of its assets are used exclusively to further the HPHA's charitable purposes. Such assets may not be used to benefit any individual or person who is in a position to exercise influence over the business concerns of the HPHA. Political contributions by individuals should not be made in the name of HPHA.

We are honest in our communications and business relationships.

You are expected to be honest in your communication with patients and families, attorneys, staff members, auditors and with all of those with whom we do business.

You are expected to be honest and accurate in coding for services rendered, filing claims for reimbursement, and in seeking payment for services. If you have any responsibilities in this area, it is expected that you will be absolutely honest and accurate in submitting claims and bills.

The HPHA's financial records are expected to accurately describe and fully reflect all HPHA transactions in accordance with Public Sector Accounting Board and other industry accounting standards.

We do not offer financial inducements.

You shall not offer any financial inducement, gift, payoff, kickback, or bribe to induce, influence, or reward favorable decisions of any government personnel or representative, any customer, contractor, or vendor in a commercial transaction, or any person in a position to benefit the HPHA or other staff members in any way. Gifts of any substantial value should not be accepted from those with whom we do business. You are strictly prohibited from engaging in any corrupt business practice either directly or indirectly.

We provide you with assets to make your job more efficient.

We will make available to you assets and equipment necessary to conduct our business including such items as computer hardware and software, including internet and external email (outlook) access where appropriate, office supplies, and various types of medical equipment. You are required to use these assets in a prudent, appropriate and effective manner. Our property should not be used for personal reasons or be removed from the HPHA without approval from a department manager.

We respect confidentiality and privacy.

In the course of your job, you may have access to confidential information about patients and families, your co-workers, or business practices of the HPHA. You are expected to keep this information confidential and not discuss it with anyone without prior authorization. The HPHA has a comprehensive personal health information privacy program to comply with the provincial Personal Health Information Protection Act (PHIPA-November 2004).

We do what is right for the organization when entering into agreements.

A conflict of interest may occur if your outside activities, personal financial interests, or other personal interests influence or appear to influence your ability to make objective decisions in the course of your job responsibilities. You are obligated to ensure you remain free of conflicts of interest in the performance of your job. Board members, senior management, and other individuals with applicable decision making authority are required to disclose actual and potential conflicts related to decisions that arise during the year. All actual and potential conflicts will be reviewed and appropriate actions taken.

We promote a workplace that is safe and free of discrimination or harassment.

At the HPHA you can expect to be treated respectfully, fairly and equitably without regard to race, color, religion, age, sex, ethnic origin, disability, sexual orientation or any other protected status. This applies to hiring and other human resource practices, and to the way we treat each other on a daily basis. We also expect that you will treat our patients and families, your co-workers and everyone else with whom you come in contact at work in this same way.

The HPHA will conform with all applicable laws and regulations pertaining to workplace health and safety and we expect our staff, physicians and volunteers to comply with our policies to protect their own health and safety.

We do not tolerate any form of harassment. This includes disruptive behavior or threats, derogatory comments and sexual harassment.

We respect the environment.

The HPHA is subject to many legal requirements under a variety of environmental laws concerning the handling, release, reporting, transporting and disposal of hazardous materials and wastes. If you handle or are responsible for hazardous materials or waste, you must be knowledgeable about these materials and the environmental regulations affecting them.

In addition, we respect our environment and conserve natural resources. Therefore, it is important that you use resources appropriately and efficiently, recycle where possible, and dispose of all waste in accordance with applicable laws and regulations.

In summary. . .

These principles form the basis for our commitment to ethical behavior that complies with all legal requirements. However, we cannot include in this document every legal or ethical issue that may arise. You must also use your own judgment.

If you have a concern about a legal or ethical issue, please seek advice from your supervisor, or senior management if a satisfactory response is not received.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Financial Condition and Performance
Section 5.0 – Financial Viability
Original Issue Date: January 2004
Last Revision Date: Spring 2018, June 7, 2018, June 6, 2024

The Huron Perth Healthcare Alliance Board of Directors has fiduciary accountability for the financial condition and performance of the organization. This accountability is carried out through three main actions:

- ✓ Objective setting;
- ✓ Assessment of performance and condition;
- ✓ Control.

A. Finance/Resource Objectives

The Board of Directors has the overall objective of providing quality care to the communities the Alliance serves in a fiscally responsible manner.

In general, it is the Board's financial objective that the Alliance:

- ✓ Operate as a cost-efficient organization through cost, service and utilization efficiencies, while maintaining appropriate quality care
- ✓ Meet Ministry of Health and Ontario Health Accountability objectives, where appropriate
- ✓ Maintain financial capacity to meet the ongoing operating and capital requirements of the organization

B. Assessment

To ensure objectives are met, the Board of Directors are accountable to assess, in a timely manner, the Alliance's performance. Assessment occurs through:

- ✓ Monitoring timely and relevant performance indicators and measures against targets and benchmarks
- ✓ Monitoring variations occurring and/or anticipated to occur from various financial plans, which affect either the short or long term operations and viability of the organization

C. Control

For the Board of Directors to fulfill its fiduciary responsibility, and safeguard the Alliance's assets, the Board must make certain that:

- i) Comprehensive internal management controls and information systems to support appropriate decision-making are in place, by ensuring:
 - ✓ That accounting systems are in place to supply accurate and timely information
 - ✓ That transactions are properly authorized, executed, and recorded
 - ✓ That independent external auditors are appointed and the audit's scope, approach and associated audit fees are reviewed and approved
 - ✓ That the Auditors formal opinion and management letter is reviewed;
 - ✓ That management devises and executes plans to correct any deficiencies identified, where warranted;

- ii) Comprehensive operational and financial planning and reporting processes to support appropriate decision-making are in place, by ensuring:
- ✓ That the organization's planning is tied to achieving its strategic objectives;
 - ✓ That annually, the organization creates a detailed operational plan with associated financial operating and capital needs;
 - ✓ That the organization engages in multi-year planning where appropriate;