



BOARD MANUAL

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SUBJECT: **Terms of Reference – Governance and Community Engagement Committee**

Role

To support the board in developing and maintaining good governance processes. The committee conveys its findings and recommendations to the Board of Directors for consideration and, where required, decision by the board.

Membership

- A minimum of three directors, one of which to be appointed by the board as Committee Chair (voting)
- Community Members, to a maximum of two (voting)
- Board Chair (ex-officio member, voting)
- CEO (ex-officio member, non-voting)
- Chief of Staff (ex-officio member, non-voting)

Resources: annually appointed at the discretion of the CEO

Responsibilities

1. *Strategic Matters*

- a. Support the strategic planning process with board involvement and final approval by the board.
- b. Develop a longer-term succession plan for board and board committee leadership positions for use by GCEC as applicable when carrying out annual election of officers and board committee member's recommendations to the board.
- c. Lead the development of a board work plan in alignment with the strategic plan.
- d. Monitor and evaluate board progress against the work plan, ensuring that board activities focus on the Strategic Plan.

- e. Review and recommend to the Board any proposed major changes to current governance practices based on hospital performance, Waterloo Wellington Local Health Integration Network (WWLHIN) strategies, legislative changes or trends in health care governance.
- f. Recommend to the board and monitor advocacy and engagement strategies for the hospital's mission and vision in the external environment and to promote achievement of effective community engagement.
- g. Monitor policies and directions related to community engagement as it pertains to the hospital's strategic directions and report findings to the board.

2. Governance and Community Engagement Processes

- a. Develop and recommend an annual Governance and Community Engagement Committee (GCEC) work plan.
- b. Review the board Work Plan.
- c. Monitor compliance by the hospital with all applicable regulations, legislation, and By-laws and report findings to the board.
- d. Review and recommend any changes to the hospital's By-laws.
- e. Monitor the cost centre of the board.
- f. Facilitate the board's participation in strategic planning.
- g. Develop, recommend and maintain governance policies to promote effective functioning of the board and committees.
- h. Maintain a current Board Manual.
- i. Implement an annual evaluation of board performance including individual director performance, performance of the Chair, board committees and Committee Chairs.
- j. Make recommendations to the board concerning: board composition, board size, board structures, board policies and procedures, By-law amendments, and board attendance.
- k. Work with committees to analyze and improve their effectiveness. Provide advice and counsel to the Chair of the Board regarding ways to enhance board performance and contributions.
- l. Annually review the board committees' terms of reference and make recommendations to the board.
- m. Annually review the committee's performance evaluation and implement appropriate action for improvement.

3. Board Recruitment

- a. Recommend and maintain board recruitment and selection methods, including the development of criteria for board and committee membership.
- b. Evaluate and recommend an appropriate skill set for the board.
- c. Review and make recommendations to the board regarding the appointment or removal of members in midterm.
- d. Oversee a succession planning process for officers of the board.
- e. Provide input based on the skills matrix and the environmental context to the Nominations Sub-Committee for consideration.
- f. Recommend to the board at any time, the appointment of special directors.
- g. Nominate a person for election by the members of the corporation, to fill any vacancy.
- h. Select and propose to the Board of Directors:
 - Members and Chairs of all board committees from the list of current and nominated directors;
 - Board committee community members
 - Officers of the board
- i. Conduct the annual election of officers at a special meeting of the Board of Directors.
- j. Annually appoint the Nominating Sub-Committee as a sub-committee of GCEC to carry out board recruitment tasks.

4. Risk Management

- a. Oversee, receive reports on, make recommendations to the Audit Committee concerning the corporation's risk identification and risk management processes for compliance and reputation risks, and assess the adequacy of management's plan to address identified risks.
- b. No less than semi-annually, receive a report from management on the status of the risk mitigation plans identified through the Enterprise Risk Management Assessment (ERMA) plan regarding compliance and reputation risks identified within the enterprise risk management framework.
- c. Annually receive a report from management on hospital activities under the Freedom and Protection of Privacy Act, prior to the report's submission to the Information and Privacy Commission of Ontario.

5. Relationship Management

- a. Encourage and support the board initiatives in developing collegial working relationships with governors of other health service providers and the WWLHIN.

6. Board Education

- a. With staff assistance, plan a comprehensive orientation and continuing education sessions for all board and board committee community members;
- b. Organize, with the input of the CEO and Board Chair, the board's annual retreat.
- c. Provide orientation and continuing education for the effective functioning of the GCEC and its members.
- d. Annually report on the level of GRH supported education for all board and community members to identify any educational gaps and financial costs.

Procedures

1. The board will appoint members to serve on the committee for a one-year term. The board may reappoint any members of the committee for additional one-year terms.
2. The board will appoint the Chair from among the voting director members of the committee.
3. A majority of voting members will constitute a quorum.
4. Committee Chair is a voting member and shall be included in the determination of a quorum, but shall only vote to break a tie, or when a vote is by written ballot.
5. The Board Chair is an ex-officio, voting member of all board committees and shall be included in the determination of a quorum.
6. Committee meetings are not public meetings.
7. A director may attend any committee meeting but only committee members may vote. The Committee Chair may invite staff and other persons to attend committee meetings.
8. Refer to relevant board policies, including the following, for further guidance on procedures:
 - 3-A-10: Corporate By-law No. 2016-1
 - Section 3-B
 - 4-B-4 Rules of Procedure at Board Meetings

Reporting and Accountability to the Board

Following each committee meeting, the committee will report to the board on the activities, findings and any recommendations for the board. This will be accomplished by:

- The distribution of the minutes of all committee meetings to the board as part of the board meeting package;
- A written or verbal report at the next scheduled board meeting; and
- A motion and supporting documents as applicable for each matter requiring a decision by the board.

Sub-Committee: Nominations Committee