



## **BOARD OF DIRECTORS' POLICY NO. 1**

### **CODE OF CONDUCT**

#### **Purpose**

The Hospital is committed to ensuring that in all aspects of its affairs it maintains the highest standards of public trust and integrity.

#### **Application**

This policy applies to all Directors, including ex-officio Directors and non Board members of Board committees. Directors are also required to comply with the Hospital's policy on Code of Ethics and Code of Conduct, which applies to employees and professional staff.

#### **Directors' Duties**

All Directors of the Hospital stand in a fiduciary relationship to the Hospital Corporation. As fiduciaries, Directors must act honestly, in good faith, and in the best interests of the Hospital Corporation.

Directors will be held to strict standards of honesty, integrity and loyalty. A Director shall not put personal interests ahead of the best interests of the Corporation.

Directors must avoid situations where their personal interests will conflict with their duties to the Corporation. Directors must also avoid situations where their duties to the Corporation may conflict with duties owed elsewhere.

In addition, all Directors must respect the confidentiality of information about the Corporation.

#### **Best Interests of the Corporation**

Directors must act solely in the best interests of the Corporation. All Directors, including ex-officio Directors are held to the same duties and standard of care. Directors who are nominee of a particular group must act in the best interests of the Corporation, even if this conflicts with the interests of the nominating party.

#### **Confidentiality**

It is recognized that the role of Director may include representing the Hospital in the community. However, such representations must be respectful of and consistent with the Director's duty of confidentiality. In addition, the Chair is the only official spokesperson for the Board. Every Director, officer and employee of the corporation shall respect the confidentiality of information about the Hospital whether that information is received in a

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meeting of the Board or of a committee or is otherwise provided to or obtained by the Director.

A Director is in breach of his or her duties with respect to confidentiality when information is used or disclosed for other than the purposes of the Hospital Corporation.

### **Board Spokesperson**

The Board has adopted a policy with respect to designating a spokesperson on behalf of the Board. Only the Chair or designate may speak on behalf of the Board. The President and Chief Operating Officer, or the Chief of Staff or their designates may speak on behalf of the organization.

No Director shall speak or make representations on behalf of the Board unless authorized by the Chair of the Board. When so authorized, the Director's representation must be consistent with accepted positions and policies of the Board.

### **Media Contact and Public Discussion**

News media contact and responses and public discussion of the Hospital Corporation's affairs should only be made through the Board's authorized spokespersons. Any Director 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 bring to the Board diverse background skills and experience. 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.

### **Obtaining Advice of Counsel**

Request to obtain outside opinions or advice regarding matters before the Board may be made through the Chair.

### **Vacancy and Termination**

The office of a Director shall be vacated if a Director knowingly fails to comply with the Public Hospital Act, the Corporations Act, the Corporation's Letter Patent, Bylaw, Rules, Regulations, Policies and Procedures, including without limitation, the confidentiality, conflict of interest and standard of care requirement as set out in Bylaw, section 4.05.

### **Amendment**

This policy may be amended by the Board.

**APPROVED BY: BOARD OF DIRECTORS**

**DATE: MAY 25, 2006**



## **BOARD OF DIRECTORS' POLICY NO. 2**

### **ROLES AND RESPONSIBILITIES OF THE BOARD**

#### **Purpose**

To ensure that the Board has a shared understanding of its governance role, the Board has adopted this statement of roles and responsibilities of the Board.

#### **Application**

This policy applies to all Directors, including ex-officio Directors.

#### **Responsibility of the Board**

The Board is responsible for the overall governance of the affairs of the Hospital.

Each Director is responsible to act honestly, in good faith and in the best interests of the Hospital and in so doing, to support the Hospital in fulfilling its mission and discharging its accountabilities.

#### **Strategic Planning and Mission, Vision and Values**

- The Board participates in the formulation and adoption of the Hospital's mission, vision and values.
- The Board ensures that the Hospital develops and adopts a strategic plan that is consistent with the Hospital's mission and values, which will enable the Hospital to realize its vision. The Board participates in the development of and ultimately approves the strategic plan.
- The Board oversees hospital operations for consistency with the strategic plan and strategic directions.
- The Board receives regular briefings or progress reports on implementation of strategic directions and initiatives.
- The Board ensures that its decisions are consistent with the strategic plan and the Hospital's mission, vision and values.
- The Board annually conducts a review of the strategic plan as part of a regular annual planning cycle.

#### **Quality and Performance Measurement and Monitoring**

- The Board is responsible for establishing a process and a schedule for monitoring and assessing performance in areas of Board responsibility including:
  - Fulfilment of the strategic directions in a manner consistent with the mission, vision and values

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- Oversight of management performance
  - Quality of patient care and hospital services
  - Financial conditions
  - External relations
  - Board's own effectiveness
- The Board ensures that management has identified appropriate measures of performance.
  - The Board monitors Hospital and Board performance against Board approved performance standards and indicators
  - The Board ensures that management has plans in place to address variances from performance standards indicators, and the Board oversees implementation of remediation plans.

### **Financial Oversight**

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

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

- The Board recruits and supervises the CEO by:
  - Developing and approving the CEO job description
  - Undertaking a CEO recruitment process and selecting the CEO
  - Reviewing and approving the CEO's annual performance goals
  - Reviewing CEO performance and determining CEO compensation
- The Board ensures succession planning is in place for the CEO and senior management.
- The Board exercises oversight of the CEO's supervision of senior management as part of the CEO's annual review.
- The Board develops a process for selection and review of the Chief of Staff and ensures the process is implemented and following.
- The Board reviews Chief of Staff performance and sets Chief of Staff compensation.
- The Board develops, implements and maintains a process for the selection of Medical Directors and other medical leadership positions as required under the hospital's bylaw or the Public Hospitals Act.

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### **Risk Identification and Oversight**

- The Board is responsible to be knowledgeable about risk inherent in Hospital operations and ensure that appropriate risk analysis is performed as part of Board decision-making.
- The Board oversees management's risk management process.
- The Board ensures that appropriate programs and processes are in place to protect against risk.
- The Board is responsible for identifying unusual risks to the organization for ensuring that there are plans in place to prevent and manage such risks.

### **Stakeholder Communication and Accountability**

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

### **Governance**

- The Board is responsible for the quality of its own governance
- The Board establishes governance structures to facilitate the performance of the Board's role and enhance individual Director performance.
- The Board is responsible for the recruitment of a skilled, experienced and qualified Board.
- The Board ensures ongoing Director training and education.
- The Board periodically assesses and reviews its governance through periodically evaluating Board structures including Director recruitment processes and Board composition and size, number of committees and the terms of reference, processes for appointment of committee chairs, processes for appointment of Directors and other governance processes and structures.

### **Legal Compliance**

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

### **Amendment**

This policy may be amended by the Board.

**APPROVED BY: BOARD OF DIRECTORS**

**DATE: MAY 25, 2006**



## **BOARD OF DIRECTORS' POLICY NO. 3**

### **CONFIDENTIALITY**

#### **Purpose**

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

#### **Application**

This policy applies to all Directors, including ex-officio Directors and non Directors members of Board committees.

#### **Policy**

The Directors owe to the Hospital a duty of confidence not to disclose or discuss with another person or entity, or to use for their own purpose, confidential information concerning the business and affairs of the Hospital received in their capacity as Directors unless otherwise authorized by the Board.

Every Director shall ensure that no statement not authorized by the Board is made by him or her to the press or public.

#### **Confidential Matters**

1. All matters that are the subject of closed sessions of the Board are confidential until disclosed in an open session of the Board.
2. All matters that are before a committee or task force of the Board are not confidential unless they have been determined to be confidential.
3. All matters that are the subject of open sessions of the Board are not confidential.

#### **Procedure for Maintaining Minutes**

1. Minutes of closed sessions of the Board shall be recorded by the secretary or designate or if the secretary or designate is not present, by a Director designated by the Chair of the Board.
2. All minutes of closed sessions of the Board shall be marked confidential and shall be handled in a secure manner.
3. Notwithstanding that information disclosed or matters dealt with in an open session are not confidential, no Director shall make any statement to the press or the public in his/her capacity as a Director unless such statement has been authorized by the Board.

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**Vacancy and Termination**

Should a Director knowingly fail to comply to the above, Hospital Bylaw, Section 4.05, shall be enacted.

**Amendment**

This policy may be amended by the Board.

**APPROVED BY: BOARD OF DIRECTORS**

**DATE: MAY 25, 2006**



## **BOARD OF DIRECTORS' POLICY NO. 4**

### **CONFLICT OF INTEREST**

#### **Purpose**

All Directors have a duty to ensure that the trust and confidence of the public in the integrity of the decision-making processes of the Board are maintained by ensuring that they and other members of the Board are free from conflict or potential conflict in their decision-making. It is important that all Directors understand their obligations when a conflict of interest or potential conflicting interest arises.

#### **Application**

This policy applies to all Directors, including ex-officio Directors and non Directors members of Board committees.

#### **Policy**

Directors and non-Directors committee members shall avoid situations in which they may be in a position of conflict of interest. The bylaw contains provisions with respect to conflict of interest that must be strictly adhered to. In addition to the bylaw, the process set out in this policy shall be followed when a conflict or potential conflict arises.

#### **Description of Conflict of Interest**

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

##### ***1. Interest of a Director "Wearing Two Hats"***

When a Director transacts with the Corporation directly or indirectly. When a Director has a significant 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 Directors.

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### ***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 his or her 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.

## **Process for Resolution of Conflicts and Addressing Breaches of Duty**

### ***Disclosure of Conflicts***

A Director who is in a position of conflict or potential conflict shall immediately disclose such conflict to the Directors by notification to the Chair or any Vice Chair of the Board. The disclosure shall be sufficient to disclose the nature and extent of the Director's interest. Disclosure shall be made at the earliest possible time and prior to any discussion and vote on the matter.

### ***Abstain from Discussions***

The Director shall comply with the requirements of the Bylaw. It is acknowledged that not all conflicts or potential conflicts may be satisfactorily resolved by strict compliance with the bylaw. There may be cases where the perception of a conflict of interest or breach of duty may be harmful to the corporation notwithstanding that there has been compliance with the bylaw.

A Director may be referred to the process outlined below in any of the following circumstances:

### ***1. Circumstances for Referral***

Where any Director believes that that Director or another Director:

- a) has breached his or her 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 public trust and integrity and such behaviour may have an adverse impact on the Corporation.

### ***2. Process for Resolution***

The matter shall be referred to the following process:

- a) Refer matter to Chair or where the issue may involve the Chair, to any Vice Chair, with notice to the CEO.

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- b) Chair (or Vice-Chair as the case may be) may either (i) attempt to resolve the matter informally, or (ii) refer the matter to an ad hoc sub-committee of the Board established by the Chair which sub-committee shall report to the Board.
- c) If the matter cannot be informally resolved to the satisfaction of the Chair (or Vice Chair as the case may be), the Director referring the matter and the Director involved then the Chair shall refer the matter to the process in (b) above.

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 terminated pursuant to the bylaw and the Corporations Act.

**Amendment**

This policy may be amended by the Board.

**APPROVED BY: BOARD OF DIRECTORS**

**DATE: MAY 25, 2006**



## **BOARD OF DIRECTORS' POLICY NO. 5**

### **MEETING ATTENDANCE**

#### **Purpose**

To ensure that Directors and committee members contribute their expertise and judgement to the business and affairs of the Hospital by attending and participating in Board and committee meetings.

#### **Application**

This policy applies to all Directors, including ex-officio Directors and non Directors members of Board committees.

#### **Policy**

Directors are expected to attend all Board meetings and all meetings of the committees to which they are assigned.

It is recognized that Directors may be unable to attend some meetings due to conflicts with other commitments or other unforeseen circumstances. An attendance rate of at least 75% is acceptable.

#### **Process**

Where a Director or committee member fails to attend 75% of the meetings of the Board or of a committee in a 12-month period, or is absent for three consecutive meetings, the Chair shall discuss the reasons for the absences with the member and may ask the individual to resign.

A member's record of attendance shall be considered with respect to renewal of Directors term or future assignment to a committee.

Where the Director or committee member is an ex-officio member of the Board, the Chair may discuss the member's attendance with the organization the member is affiliated with, and such organization may be requested to remove the member and appoint a new ex-officio member to the Board.

The Chair shall, in the Chair's sole discretion, determine if a Director or committee member's absences are excusable and may grant a Director or committee member a limited period of time to rearrange their schedule so that there are no conflicts with regularly scheduled Board or committee meetings.

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**Amendment**

This policy may be amended by the Board.

**APPROVED BY: BOARD OF DIRECTORS**

**DATE: MAY 25, 2006**



## **BOARD OF DIRECTORS' POLICY NO. 6**

### **BOARD ORIENTATION AND CONTINUING EDUCATION PROGRAM**

#### **Application**

This policy applies to all Directors, including ex-officio Directors and non Directors members of Board committees.

#### **Policy**

All new members of the governing body shall participate in a Board orientation program. The orientation shall be co-ordinated by the President and CEO and completed in a timely manner.

Continuing education is available to all Directors and provides opportunities for members to expand their knowledge and understanding of governance and health care issues.

Evaluation of orientation and educational development activities through participant feedback and Board Evaluation Questionnaire shall be reviewed by the Governance Committee of the Board.

#### **Orientation Program**

Upon election or appointment to the Board of Directors of Renfrew Victoria Hospital, a formal orientation is organized for the new Director who will receive:

- A letter of welcome from the Board Chair
- Bylaw
- Public Hospital's Act
- Corporations Act
- Board Policies
- Hospital Code of Ethics
- Hospital Code of Conduct
- List and composition of the various committees of the Board and discussion of current issues
- List of senior administrative staff (departments within the hospital)
- A copy of the Annual Report including financial and statistical report for the preceding year
- Statement of Mission

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- Organizational Chart
- A formal tour of the Hospital conducted by the President & CEO at a mutually convenience time preferably during the day to meet Nurse Managers/Department Heads and observe departments in operation.
- Informal sessions are held with new Directors members for further briefing depending on their background and committee membership.

### **Continuing Education**

- Directors receive notices of the various Educational Seminars sponsored by the Ontario Hospital Association.
- Directors receive financial support and are encouraged to attend the Annual Ontario Hospital Convention.
- Individual Nurse Managers/Department Heads are invited from time to time to make presentations at the regularly scheduled Board meeting to outline the functions of their departments and assist with the long range planning process of the hospital.

### **Amendment**

This policy may be amended by the Board.

**APPROVED BY: BOARD OF DIRECTORS**

**DATE: SEPTEMBER 26, 1991      REVISED: MAY 25, 2006**



**BOARD OF DIRECTORS' POLICY NO. 7**

**PRESS ATTENDANCE AT BOARD MEETINGS**

The Renfrew Victoria Hospital Board of Directors meets on a bi-monthly basis except for the months of July, August and December. These meetings are open to the public and the press.

The press will be provided with an agenda and appropriate information.

Matters dealing with labour relations, salaries, confidential patient and medical staff data will be deferred to a closed session.

**Amendment**

This policy may be amended by the Board.

**APPROVED BY: BOARD OF DIRECTORS**

**DATE: JANUARY 24, 1991**

**REVISED: MAY 25, 2006**