



Board of Directors
Policy Manual

Subject: **ROLES & RESPONSIBILITIES
OF THE BOARD**

Policy # 5-290

Approved by: Board of Directors

Issue Date: Apr 2007

Revised (R) / Reconfirmed (RC) Dates

Nov 2010 (rc), Feb 2015 (r), Feb 2019 (r)

POLICY

The Board is responsible for the overall governance of the affairs of the Hospital. The Board will carry out the responsibility in accordance with the Statement of the Roles and Responsibilities of the Board.

In fulfilling this role, 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.

PURPOSE

The Board has adopted the Statement of the Roles and Responsibilities of the Board to ensure that Directors have a shared understanding of the Board's governance role.

PROCEDURE - STATEMENT OF THE ROLES AND RESPONSIBILITIES OF THE BOARD

Strategic Planning and Mission, Vision and Values

1. The Board collaborates with management in the formulation of the Hospital's mission, vision and values, approves them, and oversees their adoption by the Hospital.
2. 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.
3. The Board ensures Hospital operations are consistent with the strategic plan, receiving regular briefings and progress reports on implementation of strategic directions and initiatives.
4. The Board ensures that its decisions are consistent with the strategic plan and the Hospital's mission, vision and values.
5. The Board conducts a review of the strategic plan as part of a regular annual planning cycle.

Performance Measurement and Monitoring

1. The Board collaborates with management in the identification and selection of key performance indicators and provides oversight of the Hospital's performance against these indicators.
2. The Board ensures that management has plans in place to address variances from key performance targets, and the Board oversees implementation of remediation/ mitigation plans.
3. The Board establishes a process and a schedule for monitoring and assessing its own performance in areas of Board responsibility:

- a) Setting and fulfilling strategic directions in a manner consistent with the mission, vision and values.
- b) Oversight of management performance.
- c) Quality of patient care and Hospital services.
- d) Financial conditions.
- e) External relations.

Quality Oversight

1. The Board is responsible for establishing the Hospital's standards of patient care, patient safety, patient experience and access, and ensures that policies according with these standards are in place.
2. The Board approves a Quality Improvement Plan, monitors and assesses the Hospital's performance against this plan, updates it annually.
3. The Board ensures that management has plans in place to address variances from performance standards, and the Board oversees implementation of remediation plans.
4. The Board collaborates with management to promote a culture of quality and patient focus.
5. The Board ensures that Hospital policies respect, promote and protect employee health and safety in the workplace.

Financial Oversight

1. The Board is responsible for stewardship of financial resources including ensuring availability and allocation of financial resources in accordance with the strategic plan, the Quality Improvement Plan and the Hospital's vision, mission and values.
2. The Board approves policies for financial planning and approves the annual operating and capital budget.
3. The Board provides guidance to the Campbellford Memorial Hospital Foundation board to promote consistency between the foundation's fundraising goals and the Hospital's capital plans.
4. The Board monitors financial performance against budget and ensures management has established appropriate plans for responding to variances.
5. The Board approves investment policies and monitors compliance.
6. The Board ensures the accuracy of financial information and the integrity of internal controls through oversight of management, engagement of external auditors, approval of the annual audit plan and approval of annual audited financial statements.

Risk Identification and Oversight

1. The Board is responsible to be informed about risks, including unique risks inherent in Hospital operations, and to ensure that appropriate risk analysis is performed as part of Board decision-making.
2. The Board ensures that management has structured programs and processes in place for identifying, monitoring and managing the Hospital's business risks and that management provides regular briefings and updates to the Board.
3. The Board oversees the Hospital's risk management program.

Oversight of Management

1. The Board recruits and supervises the CEO by:
 - a) Developing and approving the CEO job description.
 - b) Undertaking a CEO recruitment process and selecting the CEO.
 - c) Reviewing and approving the CEO's annual performance goals.
 - d) Reviewing CEO performance and determining CEO compensation.
2. The Board ensures succession planning is in place for the CEO and senior management. The Board approves management's succession plan annually or more often if needed, ensuring the succession plan is consistent with the Hospital's By-Laws and strategic plan and all relevant statutes and regulations.
3. The Board establishes a process for selection and appointment of the Chief of Staff, reviews Chief of Staff performance and sets Chief of Staff compensation.
4. The Board oversees the CEO's supervision of senior management.
5. The Board establishes and monitors a credentialing process that ensures medical staff are qualified for the privileges that they are being granted.

Stakeholder Communication and Accountability

1. The Board identifies Hospital stakeholders, understands its accountability to stakeholders and maintains strong relationships with stakeholders.
2. The Board considers the Hospital's accountability to stakeholders in its decision-making.
3. The Board ensures the Hospital appropriately communicates with stakeholders in a manner consistent with its accountability to them.
4. The Board performs advocacy on behalf of the Hospital with stakeholders where required in support of the Hospital's strategic directions and its mission, vision and values.
5. The Board participates, as appropriate, in Hospital fundraising and morale raising activities.

Governance

1. The Board is responsible for the quality of its own governance through effective performance measurement and monitoring.
2. The Board establishes governance structures that facilitate the performance of the Board's role and enhance individual director performance.
3. The Board ensures its recruitment plans support the development of a skilled, experienced and qualified Board.
4. The Board develops and periodically updates its own succession plan, including ensuring individual Directors receive the mentoring and progressive development opportunities that will prepare them for committee and board leadership.
5. The Board ensures ongoing Board and individual Director training and education that is responsive to the particular strategic plans, risks and challenges that may be faced by the Hospital from time to time.
6. The Board assesses and reviews its governance by periodically evaluating Board structures, including Board recruitment processes and Board composition and size, number of committees and their Terms of Reference, processes for appointment of committee chairs, processes for appointment of Board officers and other governance processes and structures.

7. The Board establishes a process for the periodic review of individual Director performance and the provision of feedback accordingly.

Legal Compliance

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