# Board of Governors, Statement of Roles and Responsibilities

**Section:** Corporate- Administration
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**PURPOSE**
To ensure that the Board has a shared understanding of its governance role, the Board has adopted this Statement of the Roles and Responsibilities of the Board.

**RESPONSIBILITY OF THE BOARD**
The Board is responsible for the overall governance of the affairs of the Hospital.

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

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

1. achieving fulfillment of the strategic directions in a manner consistent with the mission, vision and values;
2. monitoring the quality of patient care and hospital services;
3. monitoring financial performance;
4. overseeing management performance;
5. fostering external relations;
6. ensuring the Board's own effectiveness; and
7. identifying and creating a plan for risk management.

**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 its mission and values, and 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 operations for consistency with the strategic plan and strategic directions.

The Board receives regular briefings or progress reports on the implementation of strategic directions and initiatives and establishes annual objectives which are the means through which the strategic directions are achieved.

The Board ensures that its decisions are consistent with the strategic plan and the mission, vision and values.

**<u>Quality Oversight</u>**
The Board is responsible for establishing policies and plans related to quality, including the Quality Improvement Plan.

The Board ensures that policies and improvement plans are in place related to quality of care, patient safety, patient experience, access and integrations.

The Board monitors quality performance against the Board-approved quality improvement plan, 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.

**<u>Financial Oversight</u>**
The Board is responsible for stewardship of financial resources, including ensuring availability and overseeing the allocation of financial resources.

The Board approves financial policies, 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.

**Risk Identification and Oversight**

The Board is responsible to be knowledgeable about risks inherent in the organization's operations and ensure that appropriate risk analysis is performed as part of Board decision-making.

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 and for ensuring that there are plans in place to prevent and manage such risks.

**Oversight of Management**

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 the CEO's performance;
- determining CEO compensation;
- ensuring succession planning is in place for the CEO and senior management; and
- exercising 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 followed.

The Board reviews the Chief of Staff's performance and sets the Chief of Staff's compensation.

The Board develops, implements, and maintains a process for the selection of department chiefs and other medical leadership positions, as required under the Hospital's by-laws or the *Public Hospitals Act*.

**Stakeholder Communication and Accountability**

The Board identifies the organization's 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, 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 Governor performance.

The Board is responsible for the recruitment of a skilled, experienced and qualified Board.

The Board ensures ongoing Board training and education.

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.

**Legal Compliance**

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