


North Bay Regional Health Centre  Centre régional de santé de North Bay	<b>Policy/Procedure</b>
<b>Title</b> Responsibilities of the Board	<b>Policy Number</b> ADM-BO-020
<b>Developer</b>  Governance Committee	<b>Category</b>   Board
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## 1.0 Scope of Policy/Procedure

The purpose of this policy is to ensure that the Board has a shared understanding of all aspects of its governance role, including the adjustments that need to be made according to urgent circumstances, i.e. pandemic.

## 2.0 Principles

### 2.1 Duty of Care

- Each Director is responsible to act in the best interest of the corporation by acting honestly, in good faith, exercising power honestly; maintaining loyalty; and respecting confidentiality.

### 2.2 Fiduciary Responsibility

#### Governance

- Establish structures to facilitate the performance of the Board's role and to enhance individual Director performance;
- Recruit a skilled, experienced and qualified Board;
- Ensure ongoing Board training and education;
- Evaluate annually Board structure, including Board recruitment processes, Board composition, committee evaluations, Terms of Reference review, processes for appointment of committee chairs, processes for appointment of Board officers and other processes and structures;
- Complete Board member evaluations annually;

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- Complete overall Board functioning evaluation annually;
- Complete a Board Chair evaluation annually;
- Undertake a Chief Executive Officer (CEO) recruitment and selection process, and/or CEO removal process, if necessary;
- Evaluate the Chief Executive Officer as per policy ADM-BO-005 – President & CEO Performance Evaluation;
- Support the President & CEO in the process of Chief of Staff appointment ;
- Annually evaluate the Chief of Staff;
- Ensure a current emergency succession plan for the CEO and senior management is available;
- Ensure that the CEO and Chief of Staff have succession plans for senior management and physician leaders;
- Review all Board policies and procedures once every two years;
- Review and approve the Administrative By-laws annually at the Annual General Meeting;
- Review and approve the Professional Staff By-laws annually at the Annual General Meeting;
- Approve appointments and re-appointments of Medical Staff as recommended by the Medical Advisory Committee;
- Be prepared for meetings, and ask pertinent questions to continuously improve the quality of the Board discussion;
- Develop and maintain the Board work plan.

### 2.3 Strategic and Generative Responsibilities

- Together with management, lead in the formulation and adoption of the organization's mission, vision and values;
- Review regular briefings and progress reports on the implementation of the strategic directions and initiatives;
- Ensure that organization decisions are consistent with the strategic plan, mission, vision and values, and the Ethical Decision Making Framework;
- Annually conduct a review of the strategic plan as part of the Board planning cycle;
- Support partnerships for system level planning and services;
- Maintain a good working relationship with the North Bay Regional Health Centre Foundation, as per relationship agreement.

### 2.4 Quality and Operational Performance

- Ensure that management has in place robust systems for ensuring quality and performance monitoring;
- Approve the Quality Improvement Plan, ensuring it meets legislative requirements;
- Review significant issues relating to care practices, safety, and clinical risks;
- Ensure analysis of critical incidents, and approve recommendations and action plans through the Quality Committee;
- Ensure that management has adequate plans and processes to maintain high performance standards relative to Accreditation Canada;
- Assess processes for surveying patient and staff satisfaction and approve resulting action plans;
- Monitor, based on Human Resource reporting and policy libraries, the effectiveness of staff safety;
- Monitor the organization's activity and performance reported on by external quality review bodies;
- Review annually the organization's quality and satisfaction systems;
- Receive enterprise Risk Management reports and maintain and monitor Board's own risk registry.

### 2.5 Financial Condition and Assets

- Review and approve an annual budget for capital and operating revenues and expenditures for the ensuing fiscal year;
- Review and approve Service Agreements, including the Hospital Service Accountability Agreement (H-SAA), and Multi-Sectoral Service Agreement (MSAA), and any agreement exceeding management's level of authority;
- Review monthly financial statements;

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- Review and approve financial risk management and financial matters, including but not limited to insurance coverage and premium renewal, banking and credit facilities;
- Ensure management has processes to continuously evaluate and adopt best practice peer comparative data;
- Ensure management has a plan for a safe, efficient and functional physical environment;
- Recommend to members approval of an Auditor on an annual basis.

### 3.0 References

President & CEO Performance Evaluation (October 22, 2020), Board of Directors Policy ADM-BO-005  
 Board Operations During a Pandemic/Crisis (September 2020), Board of Directors Policy ADM-BO-029

### 4.0 Stakeholder Review

Committee Stakeholders	Month/Year Reviewed
Governance Committee	February 2021
Board of Directors	March 2021

### 5.0 Approval

Signing Authority Signature	Date Signed
Board Chair	May 4, 2021