


North Bay Regional Health Centre  Centre régional de santé de North Bay	Policy/Procedure
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1.0 Policy Statement

A pandemic is an emergency situation with a long time frame in which the Senior Leadership Team (SLT) will be under extreme time pressures and stress as they respond to constantly changing government directives. For this reason the priorities and work of the Board of Directors have to change to focus on where they can add value and be agile and responsive, while minimizing any unnecessary burden on management. The Board needs to reset its objectives according to changing requirements and defer all Board work that is either not related to supporting the organization through the pandemic/crisis, or not urgently critical to the long-term success and sustainability of the organization.

2.0 Procedure/Process

2.1 During a pandemic the Board of Directors will temporarily redefine its key priorities to:

- Making mission critical decisions that require a Board decision in the most efficient manner possible.
- Ensuring that there are current succession plans in place for key leadership roles including Board leaders to cover a temporary unexpected absence.
- Identify key Board processes that must occur.
- Monitor the physical and mental wellbeing of the CEO/Chief of Staff (COS) through information/communication between the CEO and Board Chair.

2.2 The Board and its Committees (with the exception of the Medical Advisory Committee) should evaluate the frequency and the density of Board committee agendas to manage the volume of work. Committee work plans should be reviewed and streamlined for six months. In the absence of regularly scheduled meetings, the oversight role of committees will be managed by meetings between the administrative lead and the Committee Chair, as required. Any critical matter requiring a Board decision will be routed to the Board Chair by the Chair of the Committee. The Board Chair will provide Directors with regular reports/status updates flowing from the Chair and CEO communication, which is ongoing and occurs two to three times per week or more. Meetings will be held by electronic means as much as possible. The Senior Leadership Team, Board Chair and/or a subset of members will attend in person, with appropriate PPE, on occasion for specific matters. The Board presence on-site shall not be precluded or restricted, as the Board are the owners.

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- 2.3 Routine reporting to the Board on indicators will be deferred and re-evaluated. Metrics related to the Pandemic are directed by the Province and will take temporary prudence. The Board Chair, in consultation with the CEO, will determine what information needs to come forward to the Board. Together the Board Chair and CEO will determine if the full Board should be convened.
- 2.4 The Board will prioritize the following:
- Status of top risks
 - Compliance with Government and regulator directives
 - Ethical dilemmas requiring Board input
 - Significant Human Resource issues including SLT and Board succession needs
 - Education needs of new Directors – making sure that they understand the Pandemic/Crisis Policy
- 2.5 The Annual General Meeting can be deferred if required.
- 2.6 The Board will work together with the CEO and senior leadership to bring the work of the Board and the organization to its new future state, locking in positive change and learning, time saving measures, and efficiency of process.

3.0 References

NBRHC Board Administrative By-laws (June 2020)

Article: Anne Corbett, Borden Ladner Gervais LLP (BLG) (April 2020). Governance Advice During COVID 19

4.0 Stakeholder Review

Primary Stakeholders	Month/Year Reviewed
Manager – Risk, Patient Experience, Accreditation	June 2020
Committee Stakeholders	Month/Year Reviewed
Board of Directors	March 2021

5.0 Approval

Signing Authority Signature	Date Signed
Board Chair	May 4, 2021

6.0 Appendix

Governance Advice During COVID 19

What Should the Hospital Board and Board Leaders Be Doing?

1. Re-Define Board Objectives

The board needs to re-set its priorities and defer all board work that is either not related to supporting the organization through the COVID-19 crisis, or not critical to the long term success and sustainability of the organization. The board should focus on where it can add value and be agile and responsive, while minimizing any unnecessary burden on management. The board might now define its key priorities as:

- i. Ensuring the physical and mental health of its employees and professional staff as this will best ensure the organization delivers on its mission to provide patient care.
- ii. Making mission critical decisions that require a board decision in the most efficient manner possible such as decisions to support the availability of resources, both human and physical resources.
- iii. Ensuring that there are succession plans in place for key leadership roles including board leaders to cover a temporary unexpected absence.
- iv. Reducing the management resources required to support the board and its committees. At this time more than ever, the value the board brings to the organization must outweigh the costs (in terms of management's time and energy) of supporting the board.

2. Board and Committee Meetings and Making Mission Critical Decisions

The board and its committees will not be meeting in person. Do they need to meet at all? Here are some considerations with respect to meetings:

- i. **Required Board meetings:** There is no prescribed number of board meetings that must be held annually. You will need to check your by-laws if there are any specific requirements but this would be unusual.
- ii. **Committees.** The only required committees are the Medical Advisory Committee (MAC) and the Quality Committee.
 - The MAC is required to meet 10 times per year and it will likely be meeting more frequently than usual. It is required to report in writing to the board at every board meeting but those reports can come whenever the board next meets.
 - There is no mandated meeting frequency required for the Quality Committee.
- iii. **Other Committees.** No other board committees are required. They are established as a governance mechanism to assist the board with board work. Committees generally do not make decisions but rather

identify and evaluate matters that require a board decision. Committees also play a valuable role in exercising oversight. We make some comments below on how the board can continue to exercise an appropriate level of oversight in a manner that lightens the responsibility of management to support committees.

- iv. **Resolutions in writing in lieu of a meeting.** A resolution in writing may substitute for a board meeting but it must be unanimous. If board members are not all immediately available this is not a practical way to get a quick decision.
- v. **Electronic Meetings:** A meeting by electronic means may be a better option than a unanimous written resolution as long as you can get quorum. If you think there is a risk of not getting quorum then consider establishing an Executive Committee with broad delegated powers from the board. Some boards do not like to use Executive Committees however you can always revisit this once the crisis is over.
- vi. **Executive Committee.**
 - a. Not all boards have an Executive Committee but your by-laws may enable one to be formed by the board and to have delegated decision making authority.
 - b. You will want to ensure you can get a quorum of the Executive Committee together on short notice if required. Review the membership and consider if the current membership has the availability to participate on short notice or if some members are now fully occupied in their own organizations.
 - c. Review the terms of reference and consider if you need to expand the Executive Committee's authority so it has broad delegated authority to make decisions on behalf of the board.
 - d. If you don't have an Executive Committee you can establish one if the by-laws authorise the board to do so. The OHA prototype by-law contains an enabling provision authorizing the establishment of an Executive Committee.
- vii. **Management Committee under the Public Hospitals Act.** If you don't have a provision in your by-law enabling an Executive Committee, you can rely on section 15 of the Public Hospitals Act (PHA) to pass a bylaw enabling the board to elect a management committee and delegate any powers of the board to such committee. That by-law does not require member confirmation at a members meeting and accordingly it can be acted on immediately. While it has always been unclear why the PHA uses the term "management committee" and the Corporations Act uses the term "executive committee", both appear to be available options to create a subcommittee of the board with delegated authority.

Practical Advice:

- *Consider suspending all regularly scheduled board committee meetings for the foreseeable future. MAC will continue to meet as needed.*
- *Replace the oversight role of committees with individual meetings between the administrative lead to the committee and the committee Chair and Vice-Chair. For example, the Chair and Vice Chair of the Finance and Resources Committee could have a conversation with the CFO on financial matters that are mission critical and identify any needed board action such as a decision to draw down on a line of credit. A brief written note to the board could then be provided but it could be a communication prepared by the Chair of the Finance Committee to*

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lighten the load on the administrative lead. Any mission critical decision requiring a board decision should be directed to the board Chair.

- *If a committee Chair and the administrative lead feel a committee meeting is required, then it could be called for a specific purpose either COVID related or mission critical.*
- *Defer or at least re-evaluate routine reporting to the board on indicators. Determine, in consultation with the CEO, what is or should be being tracked internally at this time and what the board should see.*
- *When a board decision is required on short notice consider if it can be made by an Executive Committee or if the full board is required. Limit the meeting agenda to critical business. For example, you can approve the minutes of your last meeting at a later date.*
- *Some boards have a concern that Executive Committees lead to a “board within a board”. To address this concern of board members, consider calling an electronic meeting of the full board and notifying the board that if quorum is not achieved but there is a quorum on the phone for an Executive Committee, the meeting will proceed as an Executive Committee meeting with the other directors who are on the call participating but only Executive Committee members voting. This will give management the benefit of a wider range of board views while allowing prompt and timely decisions.*
- *Remind board members that these are temporary measures. The Executive Committee can be a time limited committee.*

3. Deciding What to Decide

Determining what requires a board decision is generally an art and not a science. Boards tend to receive information for three main purposes:

- To exercise their **oversight** role. This information includes committee reports, management reports and performance indicators. No decision is required to receive this oversight information.
- To **educate and inform** the board often with a view to the board making a future specific decision or setting strategic priorities. No decision is required to receive this information.
- To make a **decision**.

What requires a board decision? In addition to specific matters that might be set out in the by-laws or board policy, the matters that would typically require a board decision include:

- Approvals above managements delegated authority which is usually a contract or transaction above a dollar threshold.
- Matters where a third party wants evidence of the board’s approval. For example banks will require a board resolution to establish signing authorities.
- Hiring the CEO (administrator) and Chief of Staff Chair (or MAC for some Hospitals).
- Appointing board officers.
- Establishing committees unless the by-laws have permitted the Chair to establish an ad hoc committee (this would be rare in our experience).
- Approving by-laws (subject to member approval).
- Appointing and re-appointing the members of the professional staff
- Approving the annual audited financial statements. The board does not need to approve the quarterly statements.
- Approving the strategic plan.

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- Any fundamental changes to governance such as the name of the corporation, the size of the board.

When is a board decision prudent but not necessary? This is a harder question to answer for most board and management teams. It would typically involve an analysis of a combination of factors such as:

- Are there any unusual risks to the organization including reputational risk?
- Does it conflict with prior decisions of the board?
- Does it put other strategic priorities at risk?

The board might also be asked to become involved in some COVID 19 specific issues such as ethical decision frameworks and human resource issues.

Practical Advice:

- **Required decisions in the next 30-60 days:** Look at the board and committees annual work plans and ask what is mission critical in the next 30-60 days and what can be deferred.
- **Annual Audit.** Consider if the annual audit can be deferred. This is normally a labour intensive matter. External auditors should not be on your premises in any event. Subject to your by-laws, the requirement in the Public Hospitals Act under Regulation 965 is to hold your annual meeting by July 31. It is possible the government could extend that date.
- **Annual Meeting Planning.** We will advise separately on AGM timelines and holding virtual meetings. It is important to note the minimum requirement for an Annual Meeting is to place the financial statements before the members and appoint the auditors. The directors could be elected at a general meeting held at a later date—perhaps in September.
- **Board Stability.** Consider extending the terms of the current directors, decreasing the size of the board or tolerating some vacancies. This would avoid distracting management with supporting the board recruiting new directors and this is probably not the best time to “on board” a new director.
- **Appointing Professional Staff Members.** The OHA Prototype Professional Staff by-law, which many hospitals have adopted, allows for the CEO to make temporary appointments to the professional staff. If you have this provision in your by-laws, the CEO can make the appointment in the CEO's discretion and bring it to the next MAC and continue it beyond that meeting until the next board meeting on the recommendation of MAC.
- **Annual Quality Improvement Plan.** Many organizations would be developing these at this time of year. Consider if that work should be suspended temporarily.

4. Assess Board Members Ability to Contribute and Ensuring Continuity

Hospital management should have access to board leaders when needed. Some board members may themselves have less time available given the increased demands in their professional and personal lives. Some might need to step back from a board leadership role and allow someone else to step in.

Practical Advice:

- **Board Availability.** The Chair should ask all board members what their availability is to support the work of the board when needed and consider sharing roles between board members for

continuity purposes. For example, if there is no Vice Chair of a committee then ask a committee member to “shadow” the Committee Chair.

- **Board Chair Availability.** The Chair needs to assess whether they have the time to support the board and the CEO and consider either greater Vice Chair involvement or asking another board member to be involved.
- **Management Succession plans.** The Chair and Vice Chair or another board member should understand the management succession plan in the event key senior team members become ill and cannot work. This would include the plan to have an acting CEO. The plan should also contemplate who would stand in line behind the acting CEO.
- **Board Leadership Succession plans.** Typically by-laws provide for the Vice Chair to perform the role of the Chair in the absence of the Chair. The board should have a contingency plan for replacing both the Chair and Vice Chair on short notice
- **Being available to Management.** Where possible, and without delaying the CEO’s access to the board Chair, both the Chair and Vice Chair should be involved in key discussions with the senior team so there is continuity should one become unavailable, however, both must be able to promptly respond to management and if both cannot be available at the same time the meeting with management needs to go forward on management’s timetable and availability and the Chair or Vice Chair should brief the other as required after the fact to stay current.

5. Communication and Director Due Diligence

Is there a role for board leaders in managing the information flow to and from management and the board?

If the board suspends its board and committee meetings, directors will feel a responsibility to ensure they are exercising their own personal due diligence at this time. Directors may want more frequent reporting from management as the situation rapidly changes yet this is a time when management has less time to prepare such reports.

Consider if board leaders can take responsibility to prepare weekly briefing notes to update the board. Similarly, directors need to know that they can raise their questions and concerns but these could be directed through the Chair to management.

If an Executive Committee is established, there should be reports prepared by the Chair to the board from the Executive Committee following each meeting. If the Chair and Vice Chair are having regular sessions with management, there should also be reports from the Chair to the board. These should also be prepared by the Chair if possible. Committee Chairs who are checking in with their administrative leads should also provide reporting to the full board in consultation with the Chair.

6. Stakeholder Relations

The board should turn its mind to key stakeholder relationships and what role the board can do to support those relationships. For example, is there a role for the board in staff and volunteer appreciation?

There may be a role for board members with the Foundation and its fundraising efforts at this time as the case to fund equipment has never been more compelling.

7. Eye to the Future

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COVID 19 requires boards to suspend current priorities. Some directors may have a harder time setting that work down and others may want to pick it up sooner. Board members and board leadership will need to have tolerance for the different reactions of individual board members.

At some point in the future the board will need to start thinking about the hospital after COVID 19 and get back to a longer vision. Those are important board roles and the board will need to be ready to evolve back to something closer to business as usual. It is however likely that a return to “business as usual” may not mean simply picking up where we left off. It is too early to say. When the time is right, the board will need to work together and with management to bring the work of the board and the organization to its new future state, however, at the present time the board needs to ensure its focus is to support leadership to manage the COVID 19 crisis.

Author

Anne Corbett

T 416.367.6013
acorbett@blg.com

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blg.com

BLG Offices

Calgary

Centennial Place, East Tower
520 3rd Avenue S.W.
Calgary, AB, Canada
T2P 0R3

T 403.232.9500
F 403.266.1395

Ottawa

World Exchange Plaza
100 Queen Street
Ottawa, ON, Canada
K1P 1J9

T 613.237.5160
F 613.230.8842

Vancouver

1200 Waterfront Centre
200 Burrard Street
Vancouver, BC, Canada
V7X 1T2

T 604.687.5744
F 604.687.1415

Montréal

1000 De La Gauchetière Street West
Suite 900
Montréal, QC, Canada
H3B 5H4

T 514.954.2555

F 514.879.9015

Toronto

Bay Adelaide Centre, East Tower
22 Adelaide Street West
Toronto, ON, Canada
M5H 4E3

T 416.367.6000

F 416.367.6749

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