

Board Committee Meeting

AGENDA

Wednesday, September 8, 2010

1:00 pm – 4:00 pm

South West LHIN, Main Board Room

Agenda Item	Lead	Time Allotted
1. Call to Order – Welcome and Introductions	Chair	
2. Declaration of Conflict of Interest	Chair	
3. Approval of Agenda	Chair	1:00-1:05
4. Strategic Items		
4.1 Mental Health Divestment	S Whittall	1:05-1:25
5. Board Committee Terms of Reference Review	Chair	1:25-1:40
6. Guide to Good Governance Overview Presentation	Chair	1:40-1:55
7. Back to Basics Overview Presentation	M Barrett	1:55-2:25
8. Governance		
8.1 LHIN Guide to Good Governance Implementation	Chair	2:25 -3:40
8.2 Task/Committee Membership	Chair	
8.2 (a) Governance	Chair/L Stevenson	
8.2 (b) Audit	J McEwen	
8.2 (c) Board Nomination	Chair	
8.2 (d) CEO Performance	Chair	
8.3 Board Retreat – Fall 2010	Chair	
8.4 Communication Policy	J White	3:40-3:50
9. Date and Location of Next Meeting		
➤ Board of Director’s Meeting – September 22, 2010 St Marys Golf & Country Club	Chair	
10. Adjournment	Chair	4:00

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South West Local Health Integration Network Board Committee Terms of Reference

Role

The Board Committee is the entire membership of the South West LHIN Board of Directors sitting as a committee. The purpose of the Committee is to deal with complex issues in greater detail than what would be possible in a regular Board meeting. These issues are not formally adopted or endorsed, but may be presented to a subsequent meeting of the Board of Directors as a recommendation. The function of the Board Committee is deliberation, not decision.

Key Responsibilities

In general, the Board Committee shall review, discuss and deliberate information and reports that are to go forward to the South West LHIN Board of Directors for a decision.

Governance

1. Board Director Recruitment and Re-Appointment

- Advise the Board of current Board members' re-appointments prior to the determination of a public recruitment process.
- Ensure a Nominating Committee is recommended to the Board that will undertake a public invitation, pursuant to the Act, to potential Directors as vacancies arise on the Board.

2. Board, Committee and Director Evaluation

- Review and recommend to the Board the annual allocation of members to committees and task forces, in consultation with the Chair and individual Board members who may have expressed personal interests, ensuring continuity of committee and task force members.
- Review and recommend to the Board the mandate, scope, duties and responsibilities of task forces and committees;
- Review and make recommendations to the Board for the establishment or disbanding of any task force or committee.
- Pursuant to the Ministry-LHIN Accountability Agreement (MLAA) and with the assistance of the Chair, establish and conduct an annual evaluation for the Board, Board Committees, and Directors that is consistent with the evaluation process for all LHIN Boards.
- Ensure succession planning for the office of Board Chair and the chairperson of each committee.

3. Board Development

- Develop, recommend and organize development/education priorities for the Board.
- Recommend and organize education and development opportunities resulting from the annual evaluation.

4. Chief Executive Officer Performance Evaluation

- Ensure a committee or task force is established which will undertake, on behalf of the Board, an annual performance evaluation of the CEO.
- Oversee and monitor CEO performance in conjunction with annual work plans identified in the evaluation process, and monitor consistency with work plans developed for the Board, CEO and senior leadership.

5. Governance Principles and Policies

- Develop and recommend to the Board, policies and procedures to maintain high standards of governance;
- Monitor governance best practices in order to make recommendations to the Board for improvements to the Board's governance system;
- Oversee processes related to evaluation of Board effectiveness.
- Review and recommend by-laws.
- Review and recommend Board policies and procedures.
- Such matters as may be referred by the Board, from time to time.

Finance

1. Budget planning and oversight

- Ensure that there are processes in place for the development of an annual operating budget and capital budget;
- Review and recommend to the Board financial assumptions used to develop the operating budget, capital budget and strategic plan;
- Review and recommend to the Board the annual operating plan and budget, and the capital plan and budget;
- Review the monthly financial performance of the LHIN and compare actual performance against budget;
- Review and recommend to the Board plans developed by management to address variances between budget and actual performance; and
- Monitor implementation of plans to address variances and report to the board.

2. Long-Term Planning

- Review and recommend to the Board long-term financial goals and long-term revenue and expense projects; and
- Review with management health care developments and legislative changes that may have an impact on financial resources or performance (health service providers and operating) and report to the Board.

3. Asset management

- Ensure there are processes in place to management assets of the LHIN; and
- Review and make recommendations concerning material asset acquisitions not contemplated in the annual operating plan.

4. Internal Controls and Risk Management

- Review and make recommendations concerning the adequacy of financial resources;
- Review and make recommendations concerning insurance coverage;
- Identify unusual risks and oversee management's plan to address unusual or unanticipated risks and make recommendations to the board; and
- Review and make recommendations concerning the quality and integrity of management's internal controls.

5. System-Wide Management and Risk Reporting

- Report to the board the investigation and follow-up by staff of health service providers' financial concerns and their impact on service delivery.

Other

The Board Committee shall:

- Perform other such duties delegated to it by the Board;
- Review and up-date its mandate on a regular basis.

Membership

- The Board Committee shall be comprised of the full Board.
- The chairperson of the Board Committee shall be the Board Chair. The Board Committee Chair shall recommend a proposed agenda of the meetings in consultation with the CEO.

Meetings and Quorum

- The meetings of the Board Committee shall be open to the public, with the exception of those items requiring a closed session
- Committee should meet as often as necessary to transact business, but not less than 8 times per year.
- Minutes of each meeting must be prepared and circulated to the Board of Directors; and
- A quorum at all meetings must include a majority of Directors of the LHIN.

Communication

The Committee shall:

- Be accountable to all stakeholders of the LHIN
- Have open communication with management, other committee members and advisors, as applicable, to strengthen the Committee's knowledge of current and prospective issues; and
- Insist on open discussions with management about issues of quality and integrity.

Committee Performance

The performance and effectiveness of the Committee and its individual members shall be assessed annually as part of the Board's evaluation process. The activities of the Board Committee shall be assessed in relation to its mandate. In this way, the Committee will be continually improving and updating its mandate to meet the current issues of the LHIN and the environment in which it operates.

Amendments

These terms of reference may be amended by the Board.

Approval Date: September 9, 2009

Last Review Date: _____

Guide to Good Governance Overview

South West LHIN Board of Directors Committee Meeting
September 9, 2010

John Van Bastelaar, Board Chair (A)

A Healthier Tomorrow

Background

- Final report Sept. 16, 2009
- Document developed by Ministry for use by all LHIN Board members and stakeholders
- Goal to provide guidance based on leading best practices
- 5 key areas of focus
 1. Leading practice in Board Governance
 2. LHIN Board member roles and responsibilities
 3. Board scenarios
 4. Board evaluations
 5. Checklists and policy documents

Leading practices in Board Governance

Board effectiveness is dependant on both Board structure and processes & the quality of the directors

Leading practices include:

- Board appointments based on skills, competency & behavioral characteristics
- Clearly defined roles and responsibilities
- Efficient & effective Board meetings
- Efficient use of committees
- Clear codes of ethical conduct
- Clear defined approaches to policy, strategic planning and risk management
- Continuing ongoing professional development
- Board and director assessment

Leading practices in Board Governance

- LHIN Boards facilitate local governance of the health care system in Ontario
- Each LHIN is set up as a Crown Corporation and has a 9-member Board
- Chair and Board members receive financial compensation for the hours they spend on LHIN activities
- LHIN Board authority is defined by the Ministry, but decisions are made at the local level

LHIN Board member roles & responsibilities

- To foster long and short-term success consistent with the LHIN's mandated objectives & accountability to Ministry, service providers & communities
- Board oversees affairs of LHIN, supervises management (which is responsible for day-to-day operations) & through CEO sets standards of organizational conduct
- Board's role in policy-making, guidance of strategic planning and performance management is separate from day-to-day management

LHIN Board member roles & responsibilities

Board Chair: Strategic leadership

- Provides key linkage between the CEO and Board to enhance the clarity and mutual understanding
- Ensures there is common understanding between CEO and Board regarding roles to enhance clarity and mutual understanding
- Reviews and discusses with the CEO any issues of concern to the Board or confronting the LHIN
- Develops processes and standards of interaction to ensure independence of the Board from management
- & more

LHIN Board member roles & responsibilities

Board Member: Independent & objective oversight

- Responsible for oversight in setting goals and objectives and strategic directions for the LHIN within its mandate defined by LHSIA, MLPA and the Memorandum of Understanding
- Oversee direction & performance of the LHIN and are accountable to the Board as a whole and the Minister of Health and Long-Term Care

Scenarios to enhance LHIN Governance

Core competencies

- Strategy Development
 - Strategic Leadership
 - Impact/Influence
 - Stewardship
 - Integrity/Ethics/Values
 - Managing for Results
- Accountability & Performance Management
 - Impact/Influence
 - Partnership/Relationship Building
 - Stewardship
 - Integrity/Ethics/Values

Board Evaluations

- Boards must evaluate themselves to ensure that Board structure, composition, infrastructure and behaviors support good governance
- Boards must ensure evaluation mechanisms are comprehensive and are embraced
- Third party evaluation is essential to ensure that process is and remains robust, neutral and objective

Board Evaluation Framework

- An evaluation framework developed against the 3 elements: skills & competencies of Board members, accountability & performance mechanisms and behaviors of Board members.
- Evaluation questions developed in these formats:
 - Self assessment by LHIN Board members
 - Peer assessment of all LHIN Board members
 - Chair assessment by all LHIN Board members
 - Assessment of the LHIN Board
 - Stakeholder assessment
 - Chair assessment
 - CEO assessment

Checklists & Policy Documents

Board Structure:

- Legislation – Local Health System Integration Act (LHSIA), 2006
- LHIN By-laws – Provided in LHIN Governance Manual, 2005
- Number of Board members – determined by LHSIA, 2006

Board Membership:

- Board appointments
- Board composition
- Board diversity
- Board renewals

Checklists & Policy Documents

Board Process:

- Board meetings
- Board agendas
- Open Board meetings
- Board calendar
- Conflict of Interest Guidelines
- Board communications
- Board Code of Conduct
- Delegations of Authority
- Board checklists
- Procurement processes

Checklists & Policy Documents

Skills & Competencies of Board members:

- Skills matrix
- Orientation, Training

Behaviours of Board members:

- Board behaviours
- Strategic discussions

Accountabilities and Performance mechanisms:

- Memorandums of Understanding
- Ministry-LHIN Performance Agreements

June 15, 2010

Honourable Deb Matthews
Minister of Health and Long-Term Care- MINISTER'S OFFICE
Hepburn Block
10th Flr
80 Grosvenor St
Toronto ON M7A2C4

Dear Minister Matthews,

In response to your request, I am pleased to update you on the progress of the South West LHIN Board of Directors on the implementation of the LHIN Guide to Good Governance.

Our Board participated in a workshop with Graham Bentley of the Bay Consulting Group on March 24, 2010. On April 28, 2010, we held an education session where we reviewed the report he provided and the Draft Action Framework he had developed. At that time, we identified the following areas of focus:

Governance Process and Procedures

- Risk Management;
- Communications
- Integration;
- System Performance Measures/Benchmarking;
- CEO Performance Policy/Process; and,
- Board Recruitment and Orientation.

Board Effectiveness

- Meeting Structure;
- Governance Policy Manual Review;
- Board Evaluation; and,
- Board Calendar.

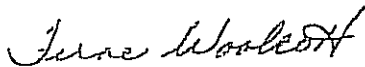
An Action Plan, identifying the actions, participants, and expected completion dates was subsequently developed to address these areas of focus. Over the next few months, the South West LHIN Board of Directors and staff will work towards completing the tasks as defined in the Action Plan.

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While we are committed to the successful implementation of the LHIN Guide to Good Governance, we recognize that the timeline for the completion of some of the tasks may need to be extended to accommodate the changes in Board leadership and membership. We want you to be assured, however, that we are committed to achieving excellence in LHIN governance, to provide strong, effective leadership for our Health Service Providers, and to build an accessible, quality, and sustainable health care system for our residents.

Thank you for your commitment to and support of our work as a Board.

Sincerely,



Ferne Woolcott
Board Chair (A)

Cc: Michael Barrett, CEO, South West LHIN
Kathryn McCulloch, A/Director, LHIN Liaison Branch

Implementation of the LHN Guide to Good Governance
Action Framework

Identified Area	Action	Participants	Anticipated Completion Date
Meeting Structure	<ul style="list-style-type: none"> • Review the current meeting structure; • Review Terms of Reference for the Board Committee; • Develop an Agenda format for the Board Committee that aligns with the Terms of Reference; • Board Committee Meetings be held in the LHN office with strategic discussion as the focus; • Board Committee Terms of Reference include the operational finance responsibilities; • Investigate (and schedule as appropriate) quarterly Board to Board meetings in each of the 3 regions of the LHN. 	<p>CEO and Board</p> <p>CEO and Board</p> <p>Corporate Coordinator and Board Chair</p> <p>CEO, Corporate Coordinator and Board Chair</p> <p>Corporate Coordinator and Board Chair</p> <p>CEO and Senior Director-PICE</p>	<p>May 26, 2010</p> <p>May 26, 2010</p> <p>September 8, 2010</p> <p>September 8, 2010</p> <p>September 8, 2010</p> <p>Fall, 2010</p>

<p>Governance Policy Manual</p>	<ul style="list-style-type: none"> Review existing policies against the LHN Guide to Good Governance; Identify areas of deficiency and draft necessary changes and/or additions; Bring recommendations to the SW LHN Board Committee for consideration. 	<p>Governance Policy Manual Review Task Force – Board Chair, one Board member, Corporate Coordinator</p>	<p>September 8, 2010</p>
<p>Board Evaluation</p>	<ul style="list-style-type: none"> Policy and Procedures to be developed and included in the Governance Policy Manual; 	<p>Governance Policy Manual Review Task Force – Board Chair, one Board member – Linda Stevenson, Corporate Coordinator</p>	<p>September 8, 2010</p>
<p>Board Recruitment and Orientation</p>	<ul style="list-style-type: none"> Policy and Procedures to be developed and included in the Governance Policy Manual; 	<p>Governance Policy Manual Review Task Force – Board Chair, one Board member – Linda Stevenson, Corporate Coordinator</p>	<p>September 8, 2010</p>
<p>Board Planning Calendar</p>	<ul style="list-style-type: none"> Prepare a calendar identifying upcoming topics and issues that will require Board education and strategic discussion; 	<p>Corporate Coordinator</p>	<p>TBD</p>
<p>Risk Management</p>	<ul style="list-style-type: none"> Increase Board 	<p>CEO and Senior Director -</p>	<p>July, 2010</p>

	<p>members' knowledge and understanding of Risk Management; • Development of an Enterprise Risk Management Plan for the South West LHIN;</p>	<p>PCA CEO and Senior Director - PCA</p>	<p>Fall 2010</p>
<p>Board Communications</p>	<ul style="list-style-type: none"> Review existing Communications Policy against the LHIN Guide to Good Governance; Identify areas of deficiency and draft necessary changes and/or additions; Bring recommendations to the SW LHIN Board Committee for consideration. 	<p>Director, Communications & Customer Service and Senior Director - PICE</p>	<p>TBD</p>
<p>Integration</p>	<p>No Action Required.</p> <ul style="list-style-type: none"> Policies are already in place and posted on the web site; Will be monitored through System Performance Measures Plan. 	<p>N/A</p>	<p>N/A</p>
<p>System Performance Measures / Benchmarking</p>	<ul style="list-style-type: none"> Development of the Implementation Plan for our Vision 2022 	<p>CEO Senior Director – PCA Senior Director - PICE</p>	<p>June 2010</p>

	<p>Blueprint</p> <ul style="list-style-type: none"> • Creation of a system-wide data repository for system performance and benchmarking • Development of plan to address cancer surgery wait times 		<p>Spring 2011</p> <p>Fall 2010</p>
<p>CEO Performance Evaluation</p>	<ul style="list-style-type: none"> • Develop a Policy and Procedure that aligns with the LHN Guide to Good Governance; • Bring recommendations to the SW LHN Board Committee for consideration; 	<p>CEO Performance Appraisal Task Force – Board Chair, two Board members, and Corporate Coordinator</p>	<p>Fall, 2010</p>

**South West LHIN
Board of Directors
Committee Membership**

- 2010 -

Audit Committee

Kerry Blagrave
Murray Bryant
Janet McEwen
~~Ferne Woolcott*~~

CEO Performance Task Force

~~Barrie Evans*~~
John Van Bastelaar
~~Ferne Woolcott*~~

Board to Board Reference Group

~~Barrie Evans*~~
~~Ferne Woolcott*~~

Nominating Committee

Janet McEwen
~~Ferne Woolcott*~~

Retreat Planning Task Force

Murray Bryant
John Van Bastelaar
~~Ferne Woolcott*~~

Governance Review Task Force

? form task group
? membership

*Requires new board member to fill position

Report to the Board Committee Communication Policy

Meeting Date: September 8, 2010

Submitted By: Julie White, Director, Communications & Customer Service

Submitted To: Board of Directors Board Committee

Purpose: Information Decision

1. PURPOSE / INTRODUCTION

The purpose of the Communications Policy is to establish best practices to ensure messages are delivered consistently and appropriately to key stakeholders. This policy is developed in accordance with the *Local Health System Integration Act (2006)*, the Memorandum of Understanding between the South West LHIN and the Ministry of Health and Long-Term Care, the Bylaws of the South West LHIN, the *LHIN Guide to Good Governance* and the Ontario government's Communications in French Directive.

The South West LHIN Board is committed to communicating with the Minister, and Ministry of Health and Long-Term Care, other LHIN Boards of Directors, Health Service Provider Boards, MPPs, municipal officials, communities, the general public and LHIN staff.

This policy will become part of the South West LHIN Governance Policy Manual (September 2009) and complements existing governance-related policies, including:

Policy A-6: Chair's roles and responsibilities (which includes being the only Board member authorized to speak for the Board, other than in specifically-authorized instances)

Policy B-1: Board Meetings (which includes public access, notification for agenda packages, etc)

Policy C-2: CEO Communication and Counsel to the Board

The policy manual is located here: L:\A. GOVERNANCE\Board of Directors\Orientation\2010 BOARD ORIENTATION\6-SW LHIN Governance Policies

2. APPLICABILITY

This policy applies to the South West LHIN.

3. POLICY

3.1. Minister and Ministry of Health and Long-Term Care: The LHIN is responsible for understanding and communicating issues and events impacting our local health care system. Incidents or issues should be reported to the Minister, the Minister's office staff, the Deputy Minister and the LHIN Liaison Branch, as deemed appropriate by the LHIN Board Chair or Chief Executive Officer.

The Board Chair or designate communicates by phone or e-mail issues that could be raised in the legislature to the Minister. Issues could include Ministry initiatives, significant issues that have an immediate impact on the community or a health service provider or issues reported in the local media or by an MPP or elected official.

At an operational level, there are weekly teleconference and e-mail exchanges between LHIN Communication staff, the Communications and Information Branch of the Ministry of Health and Long-Term Care and the LHIN Liaison Branch.

3.2. Other LHIN Boards: Communication with other LHIN Boards is detailed in the LHINs Chairs' group Charter: *Leading and Working Together*, prepared by TNG. The Charter includes capacity building, LHIN-wide response, communication between LHIN Boards and the Minister's Office, and communication with Boards of other provincial organizations.

LHIN Board Chairs meet on a monthly basis. LHIN CEOs meet with LHIN Board Chairs on a quarterly basis or when necessary.

3.3. Health Service Provider Boards: Board members play an important role in supporting the South West LHIN's mandate to engage within our region and deliver our vision: *A health care system that helps people stay healthy, delivers good care to them when they are sick and will be there for their children and grandchildren.*

South West LHIN Board members are expected to engage with provider boards during engagement sessions that are arranged in concert with monthly LHIN Board meetings. Formal engagement also takes place with the Board-to-Board Reference Group as well as during individual meetings to address ongoing and/or timely issues that are arranged through the Corporate Coordinator.

3.4. MPPs: The South West LHIN Board and CEO have worked to build relationships between the LHIN and elected officials to ensure that they are apprised of emerging issues and key information about LHIN activities and events.

Every spring, a face-to-face session is arranged with MPPs from across the LHIN for a briefing at Queen's Park. An effort is made by the LHIN to schedule individual face-to-face meetings with those who may not be able to attend. In addition, there are periodic briefings with MPPs which are held throughout the year, as deemed appropriate by the Chair.

From an operational perspective, MPPs may be provided with heads up notification regarding press releases or announcements and requesting quotes for press releases pertaining to their riding. In addition, regular issues of the one-pager *LHINfo Minute* are also provided to MPP offices to help keep them abreast of successes within the LHIN.

3.5. Communities and the general public: Board members will often be invited to attend LHIN-sponsored community engagement functions such as information meetings, municipal government presentations, focus groups, consultations, and speaking engagements. Attendance is at the discretion of the Chair and other Board members.

To ensure that citizens/stakeholders have access to information that is accurate, relevant, appropriate, and easy to understand, groups/agencies and general public will find the following information on the South West LHIN website:

- Board By Laws
- The *Local Health System Integration Act (2006)*
- Notice of Board meetings: The date, location and time of Board Meetings are available on the South West LHIN website in advance of every Board meeting. The full Board package is also posted the Friday prior to the Board meeting and includes public presentations and documents presented at the open board meeting. It doesn't include confidential materials presented during in-camera sessions.
- Approved Minutes are posted within 30 days of their approval.
- Board Meeting Highlights are available two days after the Board Meeting.

3.6 LHIN staff: Two-way communication between the Board and LHIN staff occurs through the CEO.

3.7 Board Spokesperson: Only the Chair or designate may speak on behalf of the Board. No director shall speak or make representations on behalf of the Board unless authorized by the Chair or the Board. When so authorized, the Board member's representations must be consistent with accepted positions and policies of the Board.

3.8 Media Relations: The South West LHIN has two designated spokespersons: the Chair of the Board and the Chief Executive Officer, who may designate a member of the senior team or other staff member as spokesperson as circumstances allow. All media calls are coordinated and tracked through the Communications team. If a reporter contacts a member of the Board

or staff directly, they are to be advised to contact the Communications team to make their request.

3.9 Correspondence: Correspondence includes letters, faxes, e-mails, and referrals. All correspondence to Board members should be directed to the Corporate Coordinator and answered within 15 working days of receipt. (See South West LHIN Inquiries – Issues Management Protocol)

3.10 Patient/Client Concerns/Complaints: Complaints are tracked for trends and problems with integration and the quality of health care system in the South West. All personal information is kept confidential. (See South West LHIN Inquiries – Issues Management Protocol)

3.11 Communication & Community Engagement Plan: A corporate communication and community engagement plan is developed and evaluated internally on an annual basis. Communication strategies that fit within the structure of the overall corporate plan are developed and implemented as required.

3.12 Communications in French: Classified agencies of the Ontario government are required to seek out improvements in how they communicate with Francophones. The LHIN will adhere to relevant processes and legislative requirements, notably the *French Language Services Act*, in the active offer and delivery of French language services. The Francophone community's specific needs will be considered when developing strategic communication plans.

4. DEFINITIONS

- 4.1. **LHIN** means the South West Local Health Integration Network.
- 4.2. **Board Directors** refers to each individual who sits on the South West LHIN Board.
- 4.3. **Board Meeting** means a meeting of the Board for the purpose of making a decision or recommendation, the taking of an action or the giving of advice in respect of any matter within the Board's jurisdiction. A meeting of Board Members for social, education or purposes other than conducting Corporation business is not a Board Meeting.