

<p style="text-align: center;"><i>North Simcoe Muskoka</i> LOCAL HEALTH INTEGRATION NETWORK RÉSEAU LOCAL D'INTÉGRATION DES SERVICES DE SANTÉ <i>de Simcoe Nord Muskoka</i></p>	Policy:	CEO Performance & Compensation Committee Charter
	Number:	1-GEN-060
Approved by: Board Chair	Manual:	Governance
Signature: <i>Original signed by Ruben Rosen</i>	Section:	I - General
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Purpose

The CEO Performance and Compensation Committee is a committee of the Board of Directors whose purpose is to provide assistance and guidance to the Chair and the Board in fulfilling their responsibilities in regard to the CEO's performance and compensation in accordance with the Memorandum of Understanding and the CEO's Employment Agreement.

Key Duties

The CEO Performance and Compensation Committee shall:

- Work with the CEO to develop annual CEO performance deliverables and recommend these to the Board for approval;
- In consultation with the Chair, Board members, staff, providers, the CEO and others as appropriate, evaluate the CEO's performance against the annual deliverables;
- Review on an annual basis, the CEO compensation level to determine whether it is appropriate, fair and reasonable given the CEO's role and responsibilities. Recommend salary level, pay for performance and proposed changes to the Board, through the Chair;
- Report to the Board following each meeting of the Committee, and more often if requested by the Board;
- With approval of the Board Chair, retain experts as necessary or advisable to appropriately discharge its duties and responsibilities;
- In consultation with the CEO, consider such matters as business and leadership continuity and succession planning.

Additional Duties

a. Accountability

- The Committee is accountable to the Board of Directors and shall maintain and foster open communications between members of the Committee, the Board, Board Chair and CEO.
- The Committee will run its meetings in accordance with the Act and the Board's bylaw on public meetings.

b. Membership

- The CEO Performance and Compensation Committee shall be comprised of three Board members plus the Board Chair.
- Committee members and the Committee Chair shall be recommended by the Board Chair and approved by the Board.

c. Meetings and Quorum

- The Committee shall meet at least three times each year. The Committee may choose to hold additional meetings, if considered necessary, to carry out its responsibilities effectively;
- Minutes and relevant documentation of meetings shall be communicated to the Board of Directors;

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- A quorum at all meetings shall include a majority of Committee members who are Board Directors.

d. Term of Office

- Committee members shall serve for a term of one year and may be reappointed by the Board, provided that no term of office may exceed the term of any applicable Order-in-Council appointment.

e. Committee Performance

- The performance and effectiveness of the CEO Performance and Compensation Committee and its individual members shall be assessed as part of the Board's annual evaluation process.

f. Amendment

- This charter shall be approved initially and amended by the Board periodically.

g. Other

The Committee shall:

- Develop, review and update annually a committee work plan which is informed by and supports achievements of the Board's objectives for the LHIN;
- Periodically carry out other activities as may be requested by the Board of Directors.