

<p style="text-align: center;"><i>North Simcoe Muskoka</i>  <b>LOCAL HEALTH INTEGRATION NETWORK</b>  <b>RÉSEAU LOCAL D'INTÉGRATION DES SERVICES DE SANTÉ</b>  <i>de Simcoe Nord Muskoka</i></p>	<b>Policy:</b>	<b>Governance Committee Charter</b>
	<b>Number:</b>	<b>1-GEN-080</b>
<b>Approved by: Board Chair</b>	<b>Manual:</b>	<b>Governance</b>
<b>Signature: <i>Original signed by R. Rosen</i></b>	<b>Section:</b>	<b>I - General</b>
	<b>Page:</b>	<b>1 of 6</b>

## Purpose

1. To act on behalf of the Board of Directors in overseeing all governance matters of the LHIN.
2. 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.
3. The Governance Committee will have the responsibility to perform the statutory requirements of the Nominating Committee as referred to in the LHSIA 2006 and the related regulations.

## Key Duties

The Governance Committee shall carry various activities and exercise oversight in the following areas, and make recommendations to the Board, as appropriate.

### 1. Board Recruitment Activities

- Develop a process and selection criteria for recruiting prospective Board members including a description of the desired skill sets, experience and qualities;
  - Consider skills, experience, qualities and cultural and geographic diversity of current directors to determine Board needs;
- Identify and recruit independent, non-Board member candidates for possible appointment to Board committees, as required;
- Follow the process required as per the Order In Council (OIC) Appointment Process.

### 2. Board Education Oversight

- Provide a comprehensive orientation program to all new Board members
- Maintain current reference material for use by Board members;
- Continue ongoing Board education, including Board retreats, covering all aspects of the LHINs responsibilities and operations

### 3. Board Committees Oversight

- The process for periodic review and evaluation of Board committee performance and charters

Effective Date: January 26, 2009	Revised Date: August 23, 2010	Version: 2
Archived: L:\A. Governanc\Charters		

Policy: Governance Committee Charter	Number: I-GEN-080	Manual: Governance Section: General	Page: 2 of 6
--------------------------------------	-------------------	-------------------------------------	--------------

#### 4. Board Performance and Evaluation Activities

- Establish and implement a program to evaluate on a regular basis and at least annually, Board performance, including Chair and individual Directors, and performance of Board committees and committee chairs.
- Review the following:
  - Board composition
  - Board structures
  - Board policies and procedures
  - Board attendance
  - Bylaw amendments and governance related issues pertaining to the Memorandum of Understanding and LHIN Accountability Agreement with the Ministry
- Consider the results of Board evaluations in connection with renewal of the terms of existing directors.

#### 5. CEO Performance and Evaluation Activities

- Work with the CEO to develop annual CEO performance deliverables
- Evaluate the CEO's performance against the annual deliverables;
- Review CEO compensation level on an annual basis relative to the market and performance
- 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.

#### 6. Other Oversight and Activities

- Such other matters that may be required by the Board, from time to time.

### 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 Governance Committee shall be comprised of three Board members and the Board Chair.
- Committee members and the Committee Chair shall be recommended by the Board Chair and approved by the Board.

Effective Date: January 26, 2009	Revised Date: August 23, 2010	Version: 2
Archived: L:\A. Governanc\Charters		

**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;
- 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 Governance 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.

Policy: Governance Committee Charter	Number: I-GEN-080	Manual: Governance Section: General	Page: 4 of 6
--------------------------------------	-------------------	-------------------------------------	--------------

## Local Health System Integration Act, 2006

### ONTARIO REGULATION 417/06

#### *No Amendments*

#### COMMITTEES OF THE BOARD OF DIRECTORS OF A LOCAL HEALTH INTEGRATION NETWORK

**Notice of Currency:**\* This document is up to date.

\*This notice is usually current to within two business days of accessing this document. For more current amendment information, see the Table of Regulations – Legislative History Overview.

***This is the English version of a bilingual regulation.***

#### **Required committees**

1. The board of directors of every local health integration network shall establish, by by-law, the following committees:

1. Audit Committee.
2. Community Nominations Committee. O. Reg. 417/06, s. 1.

#### **Accountability**

2. The committees listed in section 1 shall report to and be accountable to the board of directors of the local health integration network. O. Reg. 417/06, s. 2.

#### **Duties of committees**

3. (1) The Audit Committee of a local health integration network shall review and provide advice and recommendations to the board of directors of the network on,

- (a) the network's obligations with respect to appropriate accounting and financial reporting;
- (b) whom the network should appoint annually as its auditor;
- (c) the annual audit plan of the network;
- (d) the audited financial statements of the network;
- (e) appropriate risk management activities; and
- (f) whom a health service provider should appoint as its auditor to audit its accounts and financial transactions, if the network directs the service provider under section 21 of the Act to have such an auditor. O. Reg. 417/06, s. 3 (1).

(2) The Community Nominations Committee of a local health integration network shall,

- (a) give notice to the public of vacancies on the board of directors of the network;
- (b) inform the public about the objects and role of the network;
- (c) identify potential appointees to the board of directors of the network through a local community nomination process; and
- (d) recommend to the board of directors of the network potential appointees to the board of directors of the network. O. Reg. 417/06, s. 3 (2).

Effective Date: January 26, 2009	Revised Date: August 23, 2010	Version: 2
Archived: L:\A. Governanc\Charters		

## ORDER IN COUNCIL (OIC) APPOINTMENT PROCESS LHIN BOARD MEMBERS

### Stage I

- Using Public Appointments Secretariat (PAS)<sup>i</sup> ad template, LHIN drafts advertisement seeking candidates to address identified gaps/needs in board skill set. LHIN forwards ad to the Public Appointments Unit (PAU)<sup>ii</sup> and recommends posting start and end dates. (Note: If LHIN intends to post ad in community papers, community ad should include the same posting dates and must include a note to submit applications directly to the PAS website. It would be helpful to quote the PAS job ad number.)
  - Following reviews by PAU, the Minister's Office (MO) and PAS, the draft ad is returned by PAU to the LHIN for any changes, along with PAS job ad number.
  - LHIN submits final ad in both English and French to PAU.
  - Once approved by MO and PAS, the ad is posted on the PAS Web site, following which local community postings may occur.
  - Candidates submit applications online to PAS web site. Applications must be sent to PAS in order to be considered.
  - MO and PAU review applications submitted to PAS and select candidates whose qualifications match the skills required for the position.
  - PAU forwards the applications of skill-matched candidates to the LHIN Chair for consideration.
- \*\*\* Four to six week timeline

### Stage II

- LHIN reviews applications and makes recommendation to Minister. Chair's letter must include three candidates for Minister's consideration with a summary for each candidate of the responses to the six questions. The letter may also list other considerations that support the recommendation or issues that the Minister should be aware of.
  - PAU asks potential candidates to complete a Personal and Conflict of Interest Disclosure Statement.
  - PAU conducts basic interview with LHIN recommended candidate and provides comments to the Minister's Office. PAU interview consists of a series of standard questions, asked of recommended candidates for all boards, to ensure basic familiarity with the responsibilities of board membership.
- \*\*\* Four week timeline

### Stage III

- Minister determines preferred candidate.
  - Canadian Police Information Centre (CPIC) check conducted.
  - Minister recommends candidate to Cabinet, which reviews and approves the appointment.
  - Standing Committee on Government Agencies reviews proposed new appointments with terms of more than one year. Proposed appointee may be requested to appear before the Committee to discuss their qualifications.
  - When their review process is completed, the Standing Committee releases the OIC to the Lieutenant Governor for signature. Once signed, an OIC becomes approved and ordered.
  - PAU receives a copy of the signed OIC and forwards it to the LHIN Chair.
  - LHIN Chair notifies the successful candidate, and the Minister sends a congratulatory letter and a copy of OIC to the new appointee.
- \*\*\* Six to eight week timeline

Policy: Governance Committee Charter	Number: I-GEN-080	Manual: Governance Section: General	Page: 6 of 6
--------------------------------------	-------------------	-------------------------------------	--------------

**Note:** The Vice Chair of a LHIN board must be designated by the Lieutenant Governor in Council. Please see subsection 7(6) of the *Local Health System Integration Act, 2006*.

---

<sup>i</sup> The Premier's Public Appointments Secretariat processes all appointment applications, supports the Premier in administering the public appointments process, ensures appointments are in compliance with legislative requirements, serves as the focal point for queries from agencies, ministries and the public regarding the government's appointments process and monitors appointee terms and expiration dates.

<sup>ii</sup> MOHLTC's Public Appointments Unit (PAU) is responsible for processing, monitoring and administering the ministry's public appointments. The unit monitors terms and expirations; ensures appointments are in compliance with existing legislation; and prepares Orders-in-Council and Ministerial Appointment Letters. The PAU serves as the focal point for inquiries from the ministry's agencies, boards and commissions, program areas and the public regarding the ministry's appointments process. It also retains resumes and applications from individuals interested in seeking a public appointment. In addition, the unit provides advice to ministry program areas regarding protocols for establishing agencies and facilitating appointments.

Effective Date: January 26, 2009	Revised Date: August 23, 2010	Version: 2
Archived: L:\A. Governanc\Charters		