



<b>TITLE:</b>	<b>Board Director Roles and Responsibilities</b>		
<b>Manual/Policy#:</b>	MRHA Boards of Directors # V-A-1	<b>Entity:</b>	AGH/ CPDMH
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**1. POLICY STATEMENT**

The Allied Boards are responsible for the overall governance of the affairs of the Almonte General Hospital Corporation and the Carleton Place & District Memorial Hospital Corporation (“the Corporations”). To that end, the Allied Boards perform the following roles:

*Strategic Direction/ Policy Formulation* - Determine the ends, goals and policies which provide guidance to those empowered with the responsibility to manage Corporations operations

*Decision-Making* - Choose from alternatives which advance the ends and goals of the Corporations and that are consistent with Board policies

*Oversight* - Monitor and assess Corporations processes/ outcomes and exercise accountability for results

*Relationship Development* - Build relationships with the key stakeholders of the Corporations

The Allied Boards adhere to a model of governance through which it provides strategic leadership and direction to the Corporations, while always maintaining a clear distinction between board and management roles and recognizing the interdependencies between them.

Each Director is responsible for acting honestly in good faith and in the best interest of the Corporations and in so doing, supporting the Corporations in fulfilling its mission and discharging its accountabilities.

**2. SCOPE**

This policy applies to the work of the Allied Boards and its Committees and to every member of the Allied Boards whether a voting or non-voting member.

**3. GUIDING PRINCIPLES**

N/A

**4. DEFINITIONS**

N/A

**5. PROCEDURE**

In order to fulfill its roles, the Allied Boards has the following responsibilities:

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***Strategic Planning and Mission, Vision and Values***

The Allied Boards will:

- Participate in the formulation, adoption and periodic review of the mission, vision and values of the Corporations
- Ensure that the Corporations develop and adopt a strategic plan that is consistent with the mission and values of the Corporations, which will enable the Corporations to realize its vision
- Participate in the development of and ultimately approves the strategic plan.
- Participate in at least one Almonte General Hospital-Fairview Manor Foundation and one Carleton Place & District Memorial Foundation event in a twelve month period
- Oversee operations of the Corporations for consistency with the strategic plan and strategic directions
- Receive regular briefings or progress reports on implementation of strategic directions and initiatives
- Ensure that its decisions are consistent with the strategic plan and the mission, vision and values of the Corporations
- Conduct a bi-annual review of the strategic plan as part of a regular annual planning cycle
- Work collaboratively with community and health system partners, educational institutions, the Local Health Integration, the Ministry of Health and Long Term Care and others as required

***Quality and Performance Measurement and Monitoring***

The Allied Boards will:

- Establish a process and a schedule for regular monitoring and assessing performance in areas of the Allied Boards responsibility including:
  - Fulfilment of the strategic directions in a manner consistent with the mission, vision and values
  - Oversight of management performance
  - Quality of patient care and Corporations services
  - Financial conditions
  - External relations
  - Allied Boards own effectiveness
- Ensure that management has identified appropriate measures of performance
- Monitor Corporations and Allied Boards performance against board approved performance standards and indicators
- Ensure that management has plans in place to address variances from performance standards and indicators, and oversee implementation of remediation plans
- Ensure that the Corporations maintain its status as an accredited Corporations

***Financial Oversight***

The Allied Boards will:

- Steward the Corporations' financial resources including ensuring availability of, and overseeing the allocation of financial resources
- Approve policies for financial planning and approve the annual operating and capital budgets
- Monitor financial performance against budget
- Approve investment policies and monitor compliance
- Ensure the accuracy of financial information through oversight of management and approval of annual audited financial statements
- Ensure management has put measures in place to safeguard the integrity of internal controls
- Ensure management has put measures in place to ensure the integrity of infrastructure

***Oversight of Management Including Selection, Supervision and Succession Planning for the CEO and Chiefs of Staff***

The Allied Boards will:

- Ensure the effective management of the operations, and the human and financial resources of the corporations
- In accordance with the terms of the CEO Purchase of Service agreement between Almonte General Hospital and Carleton Place & District Memorial Hospital, recruit and supervise the CEO by:
  - Developing and approving the CEO job description
  - Undertaking a recruitment process and selecting the CEO
  - Reviewing and approving the CEO's annual performance goals
  - Reviewing CEO performance
- Compensation of the CEO will be determined in accordance with the Executive Compensation Framework approved by the Allied Boards and with applicable legislation
- Recruit and supervise the Chiefs of Staff by:
  - Developing and approving the Chief of Staff job descriptions
  - Undertaking a recruitment process and selecting the Chiefs of Staff
  - Reviewing and approving the Chiefs of Staff's annual performance goals
  - Reviewing Chiefs of Staff performance and determining compensation
- Delegate responsibility and authority to the CEO and Chief of Staff to manage and operate the Corporations, each within their realm of responsibility in accordance with the *Public Hospitals Act*
- Ensure succession planning is in place for the CEO and the Chiefs of Staff
- Ensure that the CEO and Chiefs of Staff establish an appropriate succession plan for both management and professional staff members
- Ensure that a process is developed, implemented and maintained for the selection of department chiefs and other medical leadership positions as required under the MRHA Common Administrative By-laws or the *Public Hospitals Act*

***Risk Identification and Oversight***

The Allied Boards will:

- Be knowledgeable about risks inherent in the Corporations operations and ensure that appropriate risk analysis is performed as part of the Allied Boards decision-making
- Ensure that appropriate programs and processes are in place to protect against risk
- Identify unusual risks to the Corporations and ensure that there are plans in place to prevent and manage such risks

***Stakeholder Communication and Accountability***

The Allied Boards will:

- Identify Corporations stakeholders and understand stakeholder accountability
- Ensure the Corporations appropriately communicate with stakeholders in a manner consistent with accountability to stakeholders
- Contribute to the maintenance of strong stakeholder relationships
- Perform advocacy on behalf of the Corporations with stakeholders where required in support of the mission, vision and values and strategic directions of the Corporations
- Work collaboratively with health system partners and other community agencies and institutions in meeting the health care needs of the communities served by the Corporations
- Demonstrate accountability for its responsibility at the Annual General Meeting of the Corporations

***Governance***

The Allied Boards are responsible for the quality of its own governance and will:

- Establish governance structures to facilitate the performance of the Allied Boards role and enhance individual director performance
- Recruit skilled, experienced and qualified board directors
- Ensure ongoing Director training and education
- Regularly assess and review its governance by evaluating the Allied Boards structure including the Allied Boards recruitment process and the Allied Boards composition and size, number of committees and their terms of reference, processes for appointment of committee chairs, processes for appointment of the Allied Boards officers and other governance processes and structures

***Legal Compliance***

The Allied Boards will ensure that appropriate processes are in place to ensure compliance with relevant legislation and regulatory requirements.

6. **REFERENCES:** N/A

7. **APPENDIXES:** N/A

**Evaluation:** This policy will be reviewed annually.