Huron Perth Healthcare Alliance

RESOURCES, AUDIT & DIGITAL INNOVATION COMMITTEE

Terms of Reference

ROLE
Oversee the human resource, workplace health, audit, financial, digital innovation, information technology and cybersecurity aspects of Alliance operations, including the effective stewardship of organizational resources and oversight of related enterprise risks.

MEMBERSHIP
Board Treasurer (Committee Chair)
Board Chair
Board Vice Chair
Board Members x 2
Skills-Based Community Members x 4 (1/Site Catchment)
Patient & Caregiver Partner
President & Chief Executive Officer
Medical Staff President, or Medical Leadership Delegate
Vice-President, Performance, Finance and Digital Innovation

RESOURCE MEMBERS
Vice President Partnerships, Transformation and CNE
Director, Human Resources
Director, Finance & Decision Support
Manager, Finance
Senior Project Manager, HIS Renewal

FREQUENCY OF MEETINGS
The Committee shall meet a minimum of 4 times/year and at the call of the Chair.

VOTING
- Board Members (elected and ex-officio) may vote at Board Sub-Committee Meetings.
- Community members, Patient & Caregiver Partner and Executive Staff Members are entitled to vote, provided the Board Members (elected and ex-officio) comprise a majority.

QUORUM
- The majority of voting members.

RESPONSIBILITIES

The Resources, Audit & Digital Innovation Committee is responsible to the Board for the following:

Human Resources, Workplace Health & Safety

- Ensuring that the services provided by the Hospital have appropriately qualified staff and appropriate facilities.
- Ensuring that a Joint Occupational Health and Safety Committee is appointed and functioning as required by the *Occupational Health and Safety Act* and the *Public Hospitals Act*.
- Monitoring significant human resource, workforce and workplace health and safety risks and matters that may impact the Alliance.

Financial Oversight & Resources

- Examining and considering the financial statements of the Alliance and reviewing, on a continuing basis, the financial status of the organization.
- Reviewing and recommending the annual Operating Plan, including operating and capital revenues and expenditures for the ensuing fiscal year, to the Board of Directors for approval.
- Reviewing and recommending the Service Accountability Agreements, including the Hospital Service Accountability Agreement and Multi-Sector Service Accountability Agreement, to the Board of Directors for approval.
- Recommending the acquisition, development or disposal of land and the modification of existing structures or construction of new structures to the Board of Directors for approval.
- Reviewing sole-source and single-source procurement contracts as required.

Enterprise Risk & Internal Controls

- Overseeing management's identification and assessment of the principal enterprise risks of the Alliance and ensuring that appropriate systems and processes are in place to manage and mitigate those risks.
- Overseeing the integrity and effectiveness of the Alliance's internal control and management information systems.
- Reviewing significant areas of business and organizational risk and ensuring that management has appropriate policies, procedures, controls and compliance processes in place.
- Monitoring significant or emerging risks that may materially affect the Alliance's operations, financial sustainability, quality of care, reputation or ability to achieve its strategic objectives.

Digital Innovation & Information Technology

- Overseeing the Alliance's digital strategy, digital innovation priorities and major information technology initiatives to ensure alignment with the Alliance's strategic directions, clinical priorities and organizational needs.
- Reviewing significant investments in information technology and digital solutions, including major digital transformation initiatives, and monitoring their implementation, sustainability, benefits and organizational impacts.
- Monitoring the effectiveness, resilience and sustainability of the Alliance's information technology infrastructure, systems and digital assets.

- Monitoring emerging technologies and digital innovation opportunities, including their potential benefits, risks and implications for patient care, organizational performance, workforce, financial sustainability and strategy.
- Receiving regular reports from management on significant digital initiatives, technology performance, implementation risks and achievement of anticipated outcomes.

Cybersecurity, Privacy & Digital Risk

- Overseeing the Alliance's cybersecurity and information technology risk-management program, including the identification, assessment and mitigation of material cyber and technology risks.
- Receiving regular reports from management regarding cybersecurity risks, organizational preparedness, controls, cyber maturity, significant threats or incidents, mitigation strategies and improvement plans.
- Ensuring that management accountability for cybersecurity is clearly established and that appropriate governance, policies, systems and controls are in place.
- Overseeing management's preparedness for significant technology or cybersecurity disruptions, including business continuity, incident response, recovery and organizational resilience.
- Monitoring compliance with applicable cybersecurity, privacy, digital health and information-management legislation, regulations, directives and standards.
- Ensuring that significant cybersecurity incidents, privacy breaches or technology risks with material organizational implications are appropriately escalated to the Board.

Audit

- Annually reviewing the financial statements of the Corporation with management and the external auditors to gain reasonable assurance that the statements are accurate, complete and fairly represent the organization's financial position.
- Ensuring that auditors for the Corporation are appointed by Members annually and that such auditors are appropriately licensed.
- Setting the parameters for the annual audit review, including:
    - discussing changes in audit requirements; and
    - discussing changes in presentation.
- Examining and considering, at least annually, the report of the auditors of the Corporation.
- Acting as a liaison between the Board and the Auditor.
- Meeting with the Auditor to consider any matter the Auditor believes should be brought to the attention of the Committee.

Other

- Addressing any other audit, financial, resource, human resource, digital innovation, information technology, cybersecurity or enterprise risk matters referred by the Board of Directors.