

Huron Perth Healthcare Alliance

GOVERNANCE POLICIES



*Clinton Public Hospital
St. Marys Memorial Hospital
Seaforth Community Hospital
Stratford General Hospital*

VALUES | Compassion, Accountability, Integrity

Huron Perth Healthcare Alliance

Governance Policies

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SECTION 1

**Ensure Program Quality
and Effectiveness**



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Quality, Patient Safety and Risk Management	
Section 1.0 – Ensure Program Quality & Effectiveness	Number: 1.1
Original Issue Date: March 2004	
Last Revision Date: Spring 2018	Next Review Date: Fall 2020
Approved By: HPHA Board of Directors	Date: June 7, 2018

Purpose

Ensuring patient safety is a fundamental element of high quality healthcare, consistent with the Public Hospitals Act and Regulation 965(1) and the *Excellent Care for All Act (2010)*, this policy outlines the Huron Perth Healthcare Alliance's (HPHA) commitment to Quality, Patient Safety and Risk Management. It also highlights the Governance roles and accountabilities. The Quality, Patient Safety & Risk Management program consists of three focus area including quality and patient safety initiatives, risk management and utilization management.

The Program will advance the HPHA's commitment to:

- Patient safety
- Excellent quality of coordinated care programs and supportive services
- Enhanced access to care and services
- Appropriate standardization
- Quality, risk management, leadership and team work

The goals of the program include:

- Strengthening the culture of patient safety
- Strengthening and establishing a customer service culture
- Meeting and exceeding accepted standards of care
- Ensuring a patient services plan that reflects the health care needs of the population served
- Promoting the Alliance as a strong partner and advocate in the broader health care system
- Ensuring a robust risk management framework

Definition of Quality

Quality is best defined as the best possible experience with the best possible outcome of patient care, treatment and services, with the least risk to all stakeholders within available resources.

Dimensions of Quality

Consistent with Health Quality Ontario, the following six dimensions reflect quality within the Huron Perth Healthcare Alliance:

Elements of Quality Care		
Element	Patient meaning	Provider meaning
Safe	I will not be harmed by the health system.	The care my patient receives does not cause the patient to be harmed.
Effective	I receive the right treatment for my condition, and it contributes to improving my health.	The care I provide is based on best evidence and produces the desired outcome.
Patient centred	My goals and preferences are respected. My family and I are treated with respect and dignity.	Decisions about my patient's care reflect the goals and preferences of the patient and his or her family or caregivers.
Efficient	The care I receive from all practitioners is well coordinated and efforts are not duplicated.	I deliver care to my patients using available human, physical, and financial resources efficiently, with no waste to the system.
Timely	I know how long I have to wait to see a doctor or for tests or treatments I need and why.	My patient can receive care within an acceptable time after the need is identified.
Equitable	No matter who I am or where I live, I can access services that benefit me. I am fairly treated by the health care system.	Every individual has access to the services they need, regardless of his or her location, age, gender, or socio-economic status.

Quality Principles

The principles providing a broad foundation for Quality, Patient Safety and Risk Management include:

- The voice of the patient is the most important voice and the patient experience is equally as important as the patient's outcome
- Every staff member, director and associate of the Huron Perth Healthcare Alliance is accountable for Quality and Patient Safety
- The environment and culture will embody the organization's values

Management Accountability

The Board delegates to the President & Chief Executive Officer the following accountability:

- Design, implementation and monitoring of the Quality, Patient Safety and Risk Management Plan
- Coordination of the Quality, Patient Safety and Risk Management processes
- Implementation of tools and reporting formats
- Analysis of trends and risks

The above accountabilities will be achieved through each manager's commitment to the following responsibilities:

- Provide education to physicians and employees regarding safety issues and practices where needed
- Involve staff in identification of system flaws and any potential corrective action required through the sharing of errors, reports and data
- Engage patient partners in and review of patient feedback for identification of quality improvement opportunities
- Support and participate in Safety Rounds and monthly unit safety inspections
- Promote a culture that encourages the open reporting of errors and events
- Focus on "how" – a patient or employee incident occurred rather than "who" may have contributed to it
- Maintain compliance with licensing and/or regulatory bodies where applicable
- Implement and support appropriate corrective measures and plans to prevent similar events from occurring where possible
- Implement, support and sustain unit level quality improvements
- Implement, support and sustain organizational safety strategies throughout all areas of the facility as applicable
- Monitor organizational trends to identify improvement opportunities
- Effectively use performance management tools to clearly define improvement opportunities and effectively plan and evaluate progress

Governance

The role of the Board is to oversee and provide advice to management on the design and implementation of quality, patient safety and risk management processes.

The Board of Governor's accountability include:

- Ensuring regular evaluation of quality
- Ensuring programs are evaluated in relation to accepted standards
- Ensuring principle risks of the corporation are identified and managed
- Developing a Strategic Plan
- Ensuring the organizational quality plan is aligned with the Strategic plan
- Evaluating Board Quality and participating on the Accreditation Canada Governance team
- Receiving and monitoring ongoing safety reports
- Receiving and monitoring patient relations reports
- Supporting safety strategies that will foster a strong culture of safety within the organization
- Encouraging open communication and blame-free dialogue regarding patient safety issues, incidents, and potential problems



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Performance Measurement & Monitoring	
Section 1.0 – Ensure Program Quality & Effectiveness	Number: 1.2
Original Issue Date: June 2014	
Last Revision Date: Spring 2018	Next Review Date: Fall 2020
Approved By: HPHA Board of Directors	Date: June 7, 2018

The Board of Directors is responsible for establishing a process and a schedule for monitoring and assessing performance in areas including:

- Fulfillment of strategic directions in a manner consistent with the mission, vision and values.
 - Oversight of management performance;
 - Quality of patient care and hospital services;
 - Financial conditions;
 - External relations; and
 - Board effectiveness.

With respect to performance monitoring and measurement, the Board is responsible for:

- Ensuring that management has identified appropriate performance metrics (measure of performance);
- Monitoring hospital and board performance against board approved performance targets and metrics; and
- Ensuring that management has plans in place to address variances from performance targets and overseeing implementation of remediation plans.

The Board will ensure that management implements an effective performance management system based on performance metrics for measuring and continuously improving the hospital's performance. The Board will approve the targets and performance metrics for monitoring organizational performance in achieving financial, quality, safety and human resource targets using best practices and benchmarks.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Public Reporting of Quality and Patient Safety Indicators	
Section 1.0 – Ensure Program Quality & Effectiveness	Number: 1.3
Original Issue Date: June 2014	
Last Revision Date: Spring 2018	Next Review Date: Fall 2020
Approved By: HPHA Board of Directors	Date: June 7, 2018

The Board of Directors is accountable for ensuring that the hospital establishes appropriate structures and processes to monitor quality and patient safety.

Quality Oversight

The Board is responsible for establishing policies and plans related to quality, including the Quality Improvement Plan.

To comply with public reporting and monitoring of quality and patient safety indicators, the Board will:

- Establish a Quality Committee whose mandate includes monitoring the delivery of health care and services.
- Ensure that quality improvement is an integral component of the hospital's governance and management processes.
- Ensure key indicators of quality and appropriate benchmarks are established to evaluate and trend the Hospital's performance.
- Ensure policies and plans related to quality, including the Quality Improvement Plan are in place.
- Ensure policies and improvement plans are in place related to quality of care, patient safety, patient experience and access.
- Monitor quality performance against board-approved quality improvement plans, performance standards and indicators.
- Ensure management has plans in place to address variances from performance standards indicators, and the board oversees implementation of remediation plans.
- Ensure that the Huron Perth Healthcare Alliance (HPHA) is collecting data and publicly reporting the information on the HPHA website in compliance with legislative requirements and Ministry directives.
- Oversee compliance with quality related standards and legislation, including accreditation and the *Excellent Care for All Act (2010)*.

The Board delegates responsibility and authority to the President & Chief Executive Officer and the Chief of Staff to develop, implement, monitor and evaluate a quality improvement plan and program consistent with the goals and objectives of the HPHA Strategic Plan.

SECTION 2

Provide for Excellent Management



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Board/Management Relationships	
Section 2.0 – Provide for Excellent Management	Number: 2.1
Original Issue Date: December 2013	
Last Revision Date: Spring 2018	Next Review Date: Fall 2020
Approved By: HPHA Board of Directors	Date: June 7, 2018

The Huron Perth Healthcare Alliance Board of Directors maintains a clear distinction between Board and Management roles, while recognizing the interdependencies between them and complying with legislative requirements, policies and directives.

- The Board is responsible for the overall governance affairs of the corporation.
- Directors are responsible for acting honestly, in good faith and in the best interests of the corporation and, in doing so, support the organization in fulfilling its mission and discharging its accountabilities.
- The President & Chief Executive Officer is accountable to the Board and is the Board's sole official connection to the operations of the organization, its achievements and conduct.

The Board provides direction to the President & Chief Executive Officer in accordance with policies established by the Board and subject to the direction of the Board. The Board delegates responsibility and authority to the President & Chief Executive Officer for hospital administration and operations.

- Individual judgments by directors, of the Board's performance and/or that of other directors will be directed to the Board Chair, except as required to provide input into the board evaluation and governance review process.
- Individual judgments by the President & Chief Executive Officer and/or staff, of the board's performance and/or that of directors will be directed through the President & Chief Executive Officer to the Board Chair, except as required to provide input into the board evaluation and governance review process.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Delegation to the President & Chief Executive Officer		
Section: 2.0 – Provide for Excellent Management		Number: 2.2
Original Issue Date: December 2003		
Last Revision Date: Spring 2018	Next Review Date: Fall 2020	
Approved By: HPHA Board of Directors	Date: June 7, 2018	

As the sole employee of the Board, the President & Chief Executive Officer (CEO) is charged with ensuring the administrative and organizational integrity of the organization. No single Board member or committee has authority over the President & CEO as this responsibility rests with the entire Board. Through its role in advising and supporting the President & CEO, the Board ensures the implementation of all Board policies.

In delegating the administrative and organizational integrity of the Alliance to the President & CEO, the Board is recognizing that all other employees of the Alliance are employees of the President & CEO and, as such, receive their direction from the President & CEO. This direction ranges from hiring to firing and is only brought to the attention of the Board if deemed necessary by the Chair of the Board and the President & CEO. Only in cases of extreme risk will the full Board be apprised.

To ensure that the President & CEO discharges his/her delegated responsibilities in a manner consistent with the Mission, Vision and Values of the Alliance, regular Performance Appraisals will take place.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: President & Chief Executive Officer Management Policy	
Section 2.0 – Provide for Excellent Management	Number: 2.3
Original Issue Date: August 2003	
Last Revision Dates: Spring 2018, June 7, 2018	Next Review Date: Fall 2025
Approved By: HPHA Board of Directors	Date: February 3, 2022

Policy

The Huron Perth Healthcare Alliance (HPHA) President & Chief Executive Officer (CEO) is appointed by, reports to and is accountable to the HPHA Board of Directors. As per the Alliance Agreement signed April 2003 and subsequent revisions to that Agreement, the President & Chief Executive Officer of the Huron Perth Healthcare Alliance is also the President & CEO of each of the four hospital partners (Clinton Public Hospital, St. Marys Memorial Hospital, Seaforth Community Hospital, Stratford General Hospital).

The Board's responsibility includes candidate selection, annual CEO goal setting, performance evaluation, support for the CEO's personal development plans and preparation for the succession of an incumbent.

The Governance & Stakeholder Relations Committee, on behalf of the Board of Directors, is responsible for overseeing:

- Expectations that the Alliance has of the President & CEO;
- The evaluation and performance expectations of the President & CEO;
- Administration of the Executive Compensation Program; and
- The establishment of a President & CEO transition plan.

The Board delegates the accomplishment of these tasks as defined in the following Procedures.

Procedures

Expectations of the President & Chief Executive Officer (CEO)

The President & CEO is accountable to the Board for achieving Alliance goals and carrying out Alliance policies and decisions. The President & CEO will develop strategies for the accomplishment of these tasks and will present these strategies to the Governance & Stakeholder Relations Committee on an annual basis for Board approval. The President & CEO will also develop personal goals annually in collaboration with the Board Chair.

The President & CEO is responsible for meeting the requirements of the executive employment contract and job description. The contract agreement of April 1, 2003 will be the template for the requirements. Any changes to the template are to be presented in writing to the

Governance & Stakeholder Relations Committee for recommendation for approval by the Board of Directors.

Performance Evaluation of the President & Chief Executive Officer (CEO)

The President & CEO's performance evaluation process is undertaken to ensure high quality administration and management leadership of the organization and to support an effective relationship between the Board and the President & CEO.

The evaluation is guided by the following principles:

- To recognize strong performance;
- To identify under-performance and process improvements;
- To set clear performance objectives linked to the strategic plan, corporate plans and organizational priorities.

The performance evaluation process will occur annually and is based on five (5) key components:

1. The annual President & CEO Performance Evaluation Survey;
2. The President & CEO's annual goals and objectives;
3. The HPHA's Commitments to Our Communities;
4. The Quality Improvement Plan with targets, measures and timelines; and
5. The expectations set out in the President & CEO position description and contract.

Performance Evaluation Process Cycle	
January	<ul style="list-style-type: none"> Governance & Stakeholder Relations Committee reviews and finalizes annual performance evaluation survey tool.
March	<ul style="list-style-type: none"> President & CEO drafts goals and objectives for the upcoming corporate fiscal year in discussion with the Board Chair and Vice Chair.
March/April	<ul style="list-style-type: none"> President & CEO Performance Evaluation Survey is conducted.
April	<ul style="list-style-type: none"> Board Chair and Vice Chair meets with President & CEO to review the Performance Evaluation Survey results and finalize annual goals and objectives.
May/June	<ul style="list-style-type: none"> Performance Evaluation results are presented to the Governance & Stakeholder Relations Committee/Board of Directors. President & CEO annual goals and objectives are presented to the Governance & Stakeholder Relations Committee/Board of Directors.
Reporting	
July/August	<ul style="list-style-type: none"> President & CEO quarter one performance progress report to Governance & Stakeholder Relations Committee/Board of Directors.

October/November	<ul style="list-style-type: none"> President & CEO quarter two performance progress report to Governance & Stakeholder Relations Committee/Board of Directors.
January/February	<ul style="list-style-type: none"> President & CEO quarter three performance progress report to Governance & Stakeholder Relations Committee/Board of Directors.
May/June	<ul style="list-style-type: none"> President & CEO quarter four/year-end performance progress report to Governance & Stakeholder Relations Committee/Board of Directors.

President & CEO Compensation:

The Governance & Stakeholder Relations Committee will, through the establishment of an Executive Compensation Sub-Committee, recommend the compensation for the President and Chief Executive Officer to the Board of Directors. In establishing and reviewing compensation, the Committee will ensure compliance with the Executive Compensation Framework contained in a regulation issued under the Broader Public Sector Executive Compensation Act, 2014. This process supersedes the compensation process outlined in the April 1st, 2003 Executive Employment Contract signed between the President and Chief Executive Officer and the Huron Perth Healthcare Alliance.

Termination:

Termination occurs for the following reasons: death, retirement, the President & CEO's decision to pursue other opportunities, or forced termination. If the last option is exercised, the conditions as outlined in the executive employment contract will be followed.

President & CEO Transition Plan:

The Board of Directors is a responsible and accountable unit of the organization. Amongst its responsibilities is to recruit and retain an appropriately skilled President & CEO. The following procedures are intended to ensure appropriate succession planning and recruitment strategies in the event of an emergency executive succession of the President & CEO or a planned succession of the President & CEO.

Emergency Succession

- 1) In order to protect the Board from sudden loss of chief executive services, the Board maintains a limitation policy requiring the President & Chief Executive Officer to have no fewer than two other executives familiar with Board and chief executive issues and processes.
- 2) One Board meeting a year will be conducted under the leadership of one of the two executives prepared for emergency succession.
- 3) The President & Chief Executive Officer will annually advise the Board of the executives who are in place for emergency succession.

- 4) The identification of an executive available for emergency succession does not convey any entitlement to the ongoing President & Chief Executive Officer role in the event of an emergency succession.

Planned Chief Executive Officer Succession

The Board will strike an ad hoc President & Chief Executive Officer Search Committee consisting of a minimum of three elected Board members, one of whom will be the Board Vice-Chair, the Alliance Chief of Staff and a Patient Partner.

The ad hoc President & Chief Executive Officer Search Committee will:

- 1) Be empowered by the Board within budget limitations, if deemed necessary after consultation with Human Resources, to seek out an appropriate executive search counsel following the hospital's competitive pricing policy.
- 2) Develop a consultative process for the selection of the President & Chief Executive Officer which will provide opportunity for medical staff input, staff input and external stakeholder input. The process for the search and selection of a Chief Executive Officer will be approved by the Board prior to the implementation of the search.
- 3) Bring forward to the full Board for approval, the name of a candidate for the President & Chief Executive Officer position that is supported by the Search Committee.
- 4) Establish the initial President & Chief Executive Officer contract including rates of remuneration and other benefits within a range set by the Board of Directors.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Alliance Chief of Staff Performance Evaluation	
Section 2.0 – Provide for Excellent Management	Number: 2.4
Original Issue Date: June 7, 2018	
Last Revision Date: June 7, 2018	Next Review Date: Fall 2025
Approved By: HPHA Board of Directors	Date: February 3, 2022

Policy

Per the Huron Perth Healthcare Alliance (HPHA) Professional Staff By-Laws, the Board of Directors appoints a member of the active Medical Staff to be the Alliance Chief of Staff after giving consideration to the recommendations of a selection committee established by the Board.

Subject to annual confirmation by the Board, the appointment of the Alliance Chief of Staff is for a term of three (3) years, which is renewable. The Chief of Staff shall hold office until a successor is appointed. The duties of the Alliance Chief of Staff are outlined in the Professional Staff By-Laws.

The Governance & Stakeholder Relations Committee, on behalf of the Board of Directors, is responsible for evaluating the Alliance Chief of Staff's performance. The evaluation will be performed on an annual basis, reflecting on his/her roles and responsibilities as Chief of Staff of the Huron Perth Healthcare Alliance.

Evaluation

The Alliance Chief of Staff Performance Evaluation is undertaken to ensure high quality administration and leadership of the medical staff.

The evaluation is guided by the following principles:

- To recognize strong performance;
- To identify under-performance and process improvements;
- To set clear performance objectives linked to the strategic plan, corporate plans and organizational priorities.

The performance evaluation process will occur annually and is based on five (5) key components:

1. The annual Alliance Chief of Staff Performance Evaluation Survey;
2. The Alliance Chief of Staff's annual goals and objectives;
3. The HPHA's Commitments to Our Communities;
4. The Quality Improvement Plan with targets, measures and timelines; and
5. The expectations set out in the Alliance Chief of Staff position description and contract.

Performance Evaluation Process Cycle	
January	<ul style="list-style-type: none"> Governance & Stakeholder Relations Committee reviews and finalizes annual performance evaluation survey tool.
March	<ul style="list-style-type: none"> Alliance Chief of Staff drafts goals and objectives for the upcoming corporate fiscal year in discussion with the Board Chair and Vice Chair.
March/April	<ul style="list-style-type: none"> Alliance Chief of Staff Performance Evaluation Survey is conducted.
April	<ul style="list-style-type: none"> Board Chair and Vice Chair meets with Alliance Chief of Staff to review the Performance Evaluation Survey results and finalize annual goals and objectives.
May/June	<ul style="list-style-type: none"> Performance Evaluation results are presented to the Governance & Stakeholder Relations Committee/Board of Directors. Alliance Chief of Staff annual goals and objectives are presented to the Governance & Stakeholder Relations Committee/Board of Directors.
Reporting	
July/August	<ul style="list-style-type: none"> Alliance Chief of Staff quarter one performance progress report to Governance & Stakeholder Relations Committee/Board of Directors.
October/November	<ul style="list-style-type: none"> Alliance Chief of Staff quarter two performance progress report to Governance & Stakeholder Relations Committee/Board of Directors.
January/February	<ul style="list-style-type: none"> Alliance Chief of Staff quarter three performance progress report to Governance & Stakeholder Relations Committee/Board of Directors.
May/June	<ul style="list-style-type: none"> Alliance Chief of Staff quarter four/year-end performance progress report to Governance & Stakeholder Relations Committee/Board of Directors.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Freedom of Information – Delegation of Authority and Oversight	
Section 2.0 – Provide for Excellent Management	Number: 2.5
Original Issue Date: June 2014	
Last Revision Date: Spring 2018	Next Review Date: Fall 2020
Approved By: HPHA Board of Directors	Date: June 7, 2018

The Huron Perth Healthcare Alliance (HPHA) Board of Directors is responsible for fostering relationships and pursuant to the requirements of the *Freedom of Information and Protection of Privacy Act* (FIPPA), is responsible for ensuring that the Hospital's policies and processes comply with FIPPA.

The HPHA Board of Directors authorizes and directs the HPHA President & Chief Executive Officer to allocate adequate personnel and resources to permit the Hospital to fulfil its obligations in respect of access to information and protection of privacy, and to implement appropriate and effective processes to ensure that the hospital is in compliance with FIPPA.

The President & Chief Executive Officer will:

- Ensure that the hospital meets its reporting obligations to the Information and Privacy Commission.
- Provide regular updates to the Board of Directors on FIPPA compliance and FIPPA-related activities that are particularly significant.



HURON PERTH HEALTHCARE ALLIANCE
“Exceptional People, Exceptional Care”

Policy Name: Freedom of Information & Protection of Privacy Act (FIPPA) Delegation of Authority	
Section: 2.0 – Provide for Excellent Management	Number: 2.6
Effective Date: November 7, 2019	
Last Revision Date: n/a	Next Revision Date: Fall 2020
Approval By: Huron Perth Healthcare Alliance Board of Directors	

Purpose

As part of its responsibility for fostering relationships and pursuant to the requirements of the Freedom of Information and Protection of Privacy Act (“FIPPA”), the Huron Perth Healthcare Alliance (HPHA) Board of Directors is responsible for ensuring that the Hospital’s policies and processes comply with FIPPA. This policy sets out processes to support the Board in fulfilling this responsibility.

FIPPA Fundamental Principles:

Ontario’s *Freedom of Information and Protection of Privacy Act (FIPPA)* applies to Ontario hospitals. FIPPA has two main principles:

1. Access: to provide the public with a right of access to information in the custody or under the control of institutions; and
2. Privacy: to protect the privacy of individuals’ personal information held by institutions and provide a right of access by individuals to their own personal information.

Policy:

FIPPA specifically identifies the Head of the Hospital as the Chair of the Board of Directors. For practical and operational purposes, the Head can formally delegate all of his/her powers and duties relating to Privacy and Freedom of Information to a staff member for compliance with FIPPA.

HPHA’s Board Chair has formally delegated their authority relating to Privacy and FIPPA compliance to the Vice President Performance & Chief Financial Executive unless he/she is not reasonably available. In the event that the Vice President, Performance and Chief Financial Executive is not reasonably available (due to illness, vacation or conflict of interest), then all Privacy and FIPPA powers and duties shall be designated to the Vice President, People and Chief Quality Executive. The Head shall review this delegation annually and with the appointment of a new Head.

Freedom of Information and Protection of Privacy Act (FIPPA) Delegation of Authority

I _____ (Print) as Board Chair of the Huron Perth Healthcare Alliance (Clinton Public Hospital, St. Marys Memorial Hospital, Seaforth Community Hospital, Stratford General Hospital) delegate all of the Protection of Privacy and Freedom of Information duties and powers under the Freedom of Information (FIPPA) to _____ (Print) Vice President, Performance and Chief Financial Executive.

In the event that the Vice President, Performance and Chief Financial Executive is not reasonably available (due to illness, vacation or conflict of interest) then all of the Protection of Privacy and Freedom of Information duties and powers under the Freedom of Information (FIPPA) shall be designated to _____ (Print) Vice President, People and Chief Quality Executive.

Signature, Board Chair of the Huron Perth Healthcare Alliance

Signature, Vice President, Performance and Chief Financial Executive

Signature, Vice President, People and Chief Quality Executive

Dated this _____ day of _____, 20____

SECTION 3

Foster Relationships



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Board Accountability Statement	
Section 3.0 – Foster Relationships	Number: 3.1
Original Issue Date: December 2013	
Last Revision Date: Spring 2018	Next Review Date: Fall 2020
Approved By: HPHA Board of Directors	Date: June 7, 2018

The Huron Perth Healthcare Alliance (HPHA) Board of Directors is to make decisions that are in the best interests of the corporation. Decisions that are in the best interests of the corporation will be decisions that further the hospital's mission, move it toward its vision, are consistent with its values but also discharge its accountabilities.

To guide the Board in making decisions in the best interests of the corporation, the Board has confirmed the following accountabilities of the corporation:

To the patients and communities we serve	<ul style="list-style-type: none"> o Quality services, patient safety and patient and family centred care. o Operating in a fiscally responsible manner within resources. o Efficient utilization of resources, regulation and policies, transparent processes and advocacy. o Engaging the communities we serve in planning activities and priority setting.
To the staff and volunteers of HPHA	<ul style="list-style-type: none"> o Establishing and communicating expectations. o Providing a safe work environment.
To the Government of Ontario, government agencies and institutional partners	<ul style="list-style-type: none"> o Compliance with applicable legislation, regulation and policies.
To the South West Local Health Integration Network (LHIN)	<ul style="list-style-type: none"> o Building relationships and collaborating with the LHIN, health system partners and the community to identify gaps and opportunities, integrate services and provide care in an efficient, effective and coordinated manner. o Ensuring operations are aligned with provincial plans and the LHIN's Integrated Health Services Plan. o Achieving the performance standards set out in the Accountability Agreements.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Communications	
Section 3.0 – Foster Relationships	Number: 3.2
Original Issue Date: September 2004	
Last Revision Date: Spring 2018	Next Review Date: Fall 2020
Approved By: HPHA Board of Directors	Date: June 7, 2018

The Huron Perth Healthcare Alliance Board of Directors recognizes the importance of being transparent, including communicating to members, stakeholders and the public and making information available upon request. The Board will ensure that the President & Chief Executive Officer puts an effective communication and stakeholders relationship plan in place which will be reviewed on an annual basis.

The Board will ensure information on the hospital website is posted including:

- i. The membership of the Board of Directors;
- ii. The nominations process for Board Directors and non-Director members of Board Standing and Ad Hoc Committees;
- iii. The hospital By-laws; and
- iv. Board Standing and Ad Hoc Committees, including terms of reference and membership.

Mechanisms for regular communication to the public on the activities of the Board may include but are not limited to:

- Posting on the hospital website minutes and highlights of the open meetings of the Board of Directors;
- Annual Report; and
- Annual Report to the Community.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Board Communications	
Section 3.0 – Foster Relationships	Number: 3.3
Original Issue Date: Fall 2013	
Last Revision Date: Spring 2018	Next Review Date: Fall 2020
Approved By: HPHA Board of Directors	Date: June 7, 2018

The Huron Perth Healthcare Alliance (HPHA) values open and honest communication and is committed to maintaining positive relationships with its stakeholders and the public.

The HPHA is accessible and responsive to its stakeholders by providing those who express an interest in its affairs with a meaningful opportunity to communicate with an appropriate representative of the organization. The HPHA respects the confidentiality and integrity of personal information relating to patients, employees, donors and others, unless it has permission to release such information in accordance with applicable legislation.

The President & Chief Executive Officer and Board Chair (or delegate) are given, by the Board, the authority to make statements to the news media or public about matters brought before the Board or regarding the Alliance.

The President & Chief Executive Officer is responsible for providing information and counsel to the Board, in a timely fashion. The President & Chief Executive Officer provides assurances to the Board of Directors of the Alliance's compliance with legislative Acts, standards and codes which affect either the short- or long-term operations and viability of the Corporation. This information to the Board will focus on a number of areas, and may include:

- impact on governance
- relevant trends
- anticipated media coverage
- changes in the assumptions or policies previously established

While it is not common practice for the President & Chief Executive Officer to discuss all issues of the operation of the Alliance with the Board, in instances where a situation may negatively impact the public's perception of the Alliance, the President & Chief Executive Officer will follow the following course of action:

- Discuss the situation, and the appropriate level of disclosure, with the Chair of the Board of Directors.
- If deemed necessary by the Chair, discuss appropriate details with the Officers of the Board.
- If deemed necessary by the Chair and Officers of the Board, inform the full Board of Directors of appropriate details.

Regardless of the process followed, the President & Chief Executive Officer is not required to seek prior approval for initiating action that involves the day-to-day operations of the Alliance.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Patient, Family and Staff Engagement	
Section 3.0 – Foster Relationships	Number: 3.4
Original Issue Date: February 7, 2019	
Last Revision Date: n/a	Next Review Date: Fall 2020
Approved By: HPHA Board of Directors	Date: February 7, 2019

Purpose

To enhance patient experience, improve the work life of care providers, improve population health and reduce per capita cost of healthcare.

To support an engagement capable environment as outlined in the Patient, Family and Staff Experience Framework.

To create an environment where the “engagement” of staff, physicians, volunteers, patients, families and community members is encouraged.

Engagement Definition

Engagement is an approach where a broad spectrum of people with varying experiences, are motivated to contribute to organizational success and enables the conditions in which these individuals offer more of their capability and potential.

Engagement focuses on the relationship between patients, families, healthcare providers and the community as they work together to promote and support active patient and public involvement in health and healthcare and to strengthen their influence on healthcare decisions at both the individual and collective levels. Engagement occurs when people and organizations that are impacted by a decision participate in the process of making that decision.

The Carmen Framework is the guide used by the Huron Perth Healthcare Alliance (HPHA) to assess progress towards a fully engaged organization. <https://www.healthaffairs.org/doi/full/10.1377/hlthaff.2012.1133>

Engagement Philosophy

Promoting engagement across the HPHA is consistent with the organizational values of *compassion, accountability and integrity; the Mission “Collaborating for Exceptional Care”; and the Vision “Innovating for Exceptional Health”*. It is an approach that is designed to promote trust, fairness and mutual respect that results in the empowerment and commitment of staff, physicians, volunteers, patients, families, and community partners collaborating to achieving excellence.

Creating a quality healthcare system of excellence can only be achieved if those within the system derive satisfaction and joy from what they do. Satisfaction and joy are inextricably linked not only to each other but also to improving the experience of patients, families, staff, physicians

and volunteers within the HPHA and broader system of care. Intentional engagement at every level of the organization can achieve this. <https://www.hqontario.ca/Blog/quality-improvement/finding-joy-in-work>

Levels of Engagement:

- Individual/patient level: where the patient is actively involved in their healthcare planning and decision making.
- Organizational level: where patients, families, staff, physicians, and volunteers, and leaders are engaged in the design, development and evaluation of healthcare programs and activities
- System level: where patients, families, staff, physicians, and internal and external leaders are engaged in policy development and strategic planning targeted at improving the system of care.

Value of Engagement

- Patients engaged in their health will aid in the management of their chronic diseases, improving their quality of life and reducing healthcare costs.
- Creates an environment where patients, families, volunteers and hospital staff work together as partners to improve quality and safety of hospital and system care.
- Improving hospital/system performance; including safer transfer of information at transitions, enhanced medication management, improved infection control initiatives, observation of care processes, improved patient outcomes, reduction of complications, reduced lengths of stay, and reduction of waste.
- Reducing number of patient and family complaints.
- Engaged employees experience a positive emotional state and better health at work which leads them to improve personal resources and contribute to organizational performance.
- Highly engaged employees transfer their enthusiasm to other employees at work creating an overall healthy work environment and better performance outcomes.
- Engaged employees contribute to a positive employee experience which leads to a positive patient/family experience.
- It is the right thing to do.

Principles of Engagement:

At a broad level, engagement is a process that brings people together, either in person or virtually, to support decision making.

Together, these partnerships will:

1. Be founded on common understandings and be non-judgmental;
2. Have a deep commitment to respect, dignity and leverage the differences among partners;
3. Recognise the Quadruple Aim will be achieved through the engagement of patients, families (Patient Partners), caregivers and leaders at all levels.
<https://www.hqontario.ca/Blog/quality-improvement/the-next-step-for-better-quality-care;>
4. Realize person-centeredness takes place across all levels and works to ensure that the motto *“Nothing about me, without me,”* is respected and realized;
5. Recognize engagement needs to work for patients, families, caregivers and staff.

6. Include mutual knowledge sharing and exchange for the mutual benefit of all parties;
7. Foster meaningful change to achieve individual, community and system goals;
8. Be driven by patient, family, caregiver and staff experiences;
9. Use co-design techniques that actively involve all stakeholders (employees, patients, families, caregivers, providers, leaders, citizens, and health-sector organizations) in the design process to help ensure the results meet their needs and are usable;
10. Measure progress by what has been demonstrated and achieved.

Opportunities for Patient/Family/Staff/Physician/Volunteer Engagement at the HPHA

1. Employing a person centered approach to care delivery at the bedside through care plans suitable for the patient and caregivers. E.g. Inter-disciplinary Collaborative Care Plans.
2. Patient partner recruitment and onboarding.
3. Patient partner participation in staff/leader interviews and organizational orientation.
4. Program Council and Committee membership.
5. Patient and staff experience surveys and focus group.
6. Patient partners engaged within governance structure.
7. Inter-professional Collaborative Team
8. Patient Partnership Council
9. In the moment surveying of patients and families
10. Leader rounding on patients and staff
11. Daily Huddles
12. Patient Experience week Celebrations
13. Planning and delivering education
14. Patient stories at the Board of Directors

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Patient, Family & Staff Experience Framework



SECTION 4

Ensure Board Effectiveness



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Board Committees	
Section 4.0 – Ensure Board Effectiveness	Number: 4.1
Original Issue Date: September 2006	
Last Revision Date: Spring 2018	Next Review Date: Fall 2020
Approved By: HPHA Board of Directors	Date: June 7, 2018

Committees of the Board are an important element of the Huron Perth Healthcare Alliance's (HPHA) governance process that aid it in the fulfilment of its governance role. Board Committees are tasked with assisting with the work of the Board and provide leadership and direction to the hospital's executive, while overseeing key aspects of performance and management.

The Huron Perth Healthcare Alliance establishes the following Board Committees at the first meeting following the Annual General Meeting:

- Executive Committee
- Fiscal Advisory Committee
- Governance & Stakeholder Relations Committee
- Local Advisory Committees for each Hospital
- Medical Advisory Committee
- Quality Committee
- Resources & Audit Committee

The Terms of Reference for the Board Committees are posted on the HPHA website

The Board may establish other Committees as it determines are necessary for the execution of the Board's responsibilities and will prescribe the composition and Terms of Reference for any such committees. These committees may be dissolved by resolution at any time.

- The Board shall appoint a Chair and members of Board Committees.
- Members of the Board shall Chair Board Committees with the exception of the Fiscal Advisory and Local Advisory Committees.
- The Chair of the Board and President & Chief Executive Officer shall be ex officio members of all Board Committees, other than the Medical Advisory Committee.
- Quorum for Board Committee meetings or any Committee established by the Board shall be the majority of voting members of the Committee. Unless specifically listed as members of the Committee, the Chair of the Board shall only count towards quorum if they are present.
- Board Committee meetings are closed to guests, unless invited by resolution of the Committee or the Committee's Chair.

Appointment of Community Members to Committees

- The Board shall encourage and promote the appointment of members who are not Directors to the standing and special Committees, except the Executive and Medical Advisory Committees.
- Community members appointed shall have full voting rights.
- Participation by a Committee member who is not a Director is conditional on that individual signing an Annual Director Declaration and Consent.

Committee Guiding Principles:

- Committee Terms of Reference will outline clear areas of responsibility and will be reviewed annually
- Committees will develop annual work plans aligned with the HPHA Board of Directors' responsibilities and informing the Board's annual work plan
- Committees will report to the HPHA Board of Directors on a regular basis, submitting a report providing meeting highlights
- Recommendations from Board Committees that require a board decision will include detailed information for the Board to make an informed decision
- Board meetings will not repeat the work of Board Committees.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Board Meeting Process	
Section 4.0 – Ensure Board Effectiveness	Number: 4.2
Original Issue Date: December 2012	
Last Revision Date: Spring 2018	Next Review Date: Fall 2020
Approved By: HPHA Board of Directors	Date: June 7, 2018

To create an atmosphere of openness surrounding the business of the Board and improve public awareness of the challenges and issues facing the hospital, meetings of the Board of Directors are open by invitation to the public and to the press subject to the procedures established by the Board as outlined herein. The purpose of this policy is to describe the manner in which meetings of the Board of Directors are conducted and the distribution of Board materials.

Policy:

Admission

1. The Board and Committees will in the ordinary course of business meet at one of the Huron Perth Healthcare Alliance sites (Clinton Public Hospital, St. Marys Memorial Hospital, Seaforth Community Hospital, Stratford General Hospital). The Chair or Vice Chair of the Board or Committee may call special meetings of the Board. Notice of a special meeting must specify the purpose of the meeting at least twenty-four (24) hours in advance of the meeting.
2. Subject to Section 3, Board meetings are open to the public and the Hospital's employees, except where the subject matter of the meeting relates to one or more of the exemptions identified in Section 6 below.
 - (a) Guests must attend the meeting in person at the site hosting the meeting. Guests cannot attend by videoconference and/or telephone or other electronic means.
 - (b) Guests may not participate in the meeting discussions unless explicitly invited to do so by the Chair.
 - (c) Guests attending Board meetings will be asked to identify themselves and whether they have any affiliations (e.g. by providing the name of a media outlet or health agency) and will be asked to sign an attendance sheet.
 - (d) No photographic, television and/or taping equipment will be permitted at any meeting unless explicitly authorized by the Chair.
 - (e) Guests will be asked to leave a Board meeting if they are conducting themselves improperly or if they are otherwise disrupting the meeting, as determined by the Chair, and they may be prohibited from attending future meetings.

3. Board Committee meetings shall be closed unless a motion is approved by the Committee to open the meeting to the public.
4. A list of regularly scheduled Board meeting dates and the open Board meeting agenda is available from the Executive Assistant (Board) and published on the Hospital's website.
5. The public may be excluded from any part of the Board meeting where the Board wishes to discuss matters in-camera including but not limited to matters relating to the following:
 - (a) advice or information received or being provided to government or a government agency that could reasonably be expected to be prejudicial to the Corporation's relations with the Government of Ontario;
 - (b) the preparation of the Hospital's Annual Planning Submissions to the Local Health Integration Network and/or Government of Ontario;
 - (c) charitable fundraising activities of the Hospital including any information relating to its donors or the Foundation;
 - (d) personal matters about an identifiable individual, including without limitation, personal health information or information about an employee or agent of the Hospital;
 - (e) information protected by the Excellent Care for All Act. ;
 - (f) the economic interests or other interests of the Hospital;
 - (g) information relating to a third party that has been disclosed in confidence that could reasonably be expected to be prejudicial to the third party or to the Corporation;
 - (h)
 - (i) information or advice that is subject to solicitor client privilege; or
 - (ii) information prepared for legal counsel in giving legal advice or in contemplation of or for use in a civil, criminal, administrative, or other type of proceeding;
 - (i) information relating to an investigation by a law enforcement agency or by an agency or person who has the authority to investigate or enforce a legislative or regulatory requirement;
 - (j) the history, supervision or release of a person held under the Corporation's forensic program;
 - (k) information that could reasonably threaten the safety or health of a person;
 - (l) labour relation or employment related matters;
 - (m) any matter that is subject to an exemption or exclusion under the *Freedom of Information and Protection of Privacy Act* ("FIPPA"); or

- (n) for discussion of any matters that must be disclosed under the FIPPA.
6. A separate agenda shall be prepared for any meeting or portion of a meeting of the Board that is to be held in-camera indicating the items to be considered. The timing of the in-camera meeting will be indicated on the open Board agenda. The agenda and any other supporting materials shall be marked confidential and handled in such a manner that respects the confidential nature of the material. The minutes of any in-camera meeting shall be clearly marked confidential and handled securely. The minutes shall clearly record the decision. Approval of the minutes of any closed session shall be obtained at a subsequent closed meeting. The minutes and supporting materials should not be made available to the public. The Board shall determine what communication, if any, is appropriate in respect of the business conducted in the “in-camera portion of the meeting”.

Delegations by Guests

1. The following are general guidelines that must be followed by guests who wish to make delegations to the Board:
 - (a) individuals will only be permitted to address the Board with respect to matters of governance. Matters within the purview of the management shall be referred to the Chief Executive Officer;
 - (b) to be included on the agenda, the guest must apply in writing to the Secretary no later than 16:00 hours on the third Monday of the month for consideration on the next month's agenda. In the letter the guest must provide an outline or information on the topic he/she will be addressing as well as any written material that he/she wish to place before the Board. The Secretary reserves the right to refer the presentation to the most appropriate Board or management committee depending on the nature of the request;
 - (c) the Board or Committee will endeavour to hear delegations as early as possible in the meeting. For this reason it is suggested the delegation arrive at the start time of the Board meeting, usually 19:00 hours. At the end of the presentation, the Chair may invite members of the Board to ask questions of the delegation to clarify points raised in their presentation. Once these are answered, the delegation's appearance is complete. Presentations will be limited to a reasonable amount of time. The number of presentations at any given Board or Committee meeting will be limited to three (3), or at the discretion of the Chair, based on pertinence of the presentation to the meeting agenda.
 - (d) it should be noted that except in urgent cases, the Board may not respond immediately to the request for a meeting. As noted above, the Secretary reserves the right to refer the request to the most appropriate Board or management committee. Usually, the matter will be taken under consideration and dealt with at a later meeting. The Board may also wish to have a report from the Chief Executive Officer, especially on something of a technical nature which may require some research;

- (e) the Board or Committee is not obligated to respond to the presentation. The Board or Committee accepts the delegation's right to express a particular point of view, but may neither accept nor support it.

Procedures

1. The Board may, from time to time, make such additional rules as it may deem necessary or desirable for the better functioning of Board meetings, provided that any such rule shall conform with the provisions set out in the Hospital's By-Law and all applicable laws.
2. Members of the public may also address the Board by providing a letter or memorandum addressed to the Chair of the Board, c/o the Office of the Chief Executive Officer. Each letter or memorandum will be considered first by the Secretary in order to determine whether it is a matter of governance or management. While the Board may consider matters raised in such correspondence, it is not obligated to respond to it and may instead refer the matter to the Chief Executive Officer to respond to.
3. Any questions of procedure at or for any meeting of the Corporation, of the Board, of the Medical or Professional Staff, or of any committee, which have not been provided for in the By-Law or *Public Hospitals Act* or Regulations, or the Medical Staff rules, shall be determined by the Chair of the meeting in accordance with the rules of procedure adopted by resolution of the Board.
4. The Board and its Committees will keep clear and neutral minutes of each meeting which shall reflect:
 - (a) the meeting date, time, duration, location and means (e.g. teleconference);
 - (b) the nature (regular or special) of the meeting;
 - (c) a list of participants, separating officers and directors from invited staff, advisors and guests and those absent;
 - (d) presence (or lack of presence) of a quorum;
 - (e) the names of all individuals making specific presentations;
 - (f) a list of all material distributed for or at the meeting and confirmation (where accurate) that the Board received the materials in advance of the meeting.
 - (g) the general items of discussion;
 - (h) time allocated to the decisions;
 - (i) confirmation of all action taken, including adoption of resolutions;
 - (j) declarations of conflicts of interests or dissents; and
 - (k) votes cast by the respective Board and Committee members.

5. Minutes of each meeting of the Board and its Committees will be made available on the Hospital's website after they have been approved by the Chair of the Board or its Committee. Minutes of in-camera Board or Board Committee meetings will not be made available.
6. A member of the Audit Committee shall be appointed to oversee compliance by the Board with its obligations under this policy.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Board Meeting Agenda	
Section 4.0 – Ensure Board Effectiveness	Number: 4.3
Original Issue Date: December 3, 2015	
Last Revision Date: Spring 2018	Next Review Date: Fall 2020
Approved By: HPHA Board of Directors	Date: June 7, 2018

The Huron Perth Healthcare Alliance (HPHA) Board of Directors' agenda packages should be accurate, timely, balanced, sufficiently detailed and ensure that each Board meeting contributes effectively to the discharge of the Board's governance role.

The purpose of this policy is:

- To ensure that Board members understand the process for the development of, and have an opportunity to have input into Board agendas.
- To facilitate productive, efficient and effective board meetings.
- To ensure agendas are structured to align with the specific roles and responsibilities of the Board, clearly indicating those matters that require decision, discussion or information.
- To ensure agendas are structured to align with the Strategic Directions as approved by the Board from time to time.

The Board elects to use a Consent Agenda for Board of Director meetings, streamlining the process for approval of regular, routine issues that come to the Board, allowing more time for education, decision-making and focussed strategic discussion. A Consent Agenda groups the routine, procedural and non-controversial items not requiring discussion or independent action as one agenda item.

Consent Agenda items may include, but are not limited to:

- Approval of previous minutes;
- Routine reports from the Site Chief, Alliance Chief of Staff, Chief Nursing Executive and President & Chief Executive Officer (CEO);
- Reports provided for information; and
- Correspondence requiring no action.

Guidelines for Board Agenda Development & Consent Agenda Procedure

- 1) The Chair, in consultation with the President & Chief Executive Officer will develop the agenda for each Board meeting.
- 2) Consent Agenda Items and supporting documents will be clearly identified, included in the meeting package and provided to members in sufficient time to be read prior to the meeting.
- 3) Items requiring a decision that are expected to require no discussion or debate may, at the Chair's option, be placed on the Consent Agenda.

- 4) The Board Agenda will be approved by the Board at the beginning of each meeting. Members may request that items be added, deleted or that the order of items be moved. The Chair shall make a decision on each request.
- 5) If it is determined that an item on the consent portion of the agenda requires discussion, action or a decision, Board members will have the opportunity at the Board Meeting, upon review of the agenda, to request any items from the Consent Agenda to be removed and placed on the regular agenda.

The HPHA Board of Directors' agenda package, together with supporting materials, will be distributed to Board members by email the Friday prior to the scheduled meeting. The Board of Directors' In-Camera agenda package will be distributed at the meeting.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Elected Directors Roundtable Sessions	
Section 4.0 – Ensure Board Effectiveness	Number: 4.4
Original Issue Date: May 2013	
Last Revision Date: Spring 2018	Next Review Date: Fall 2020
Approved By: HPHA Board of Directors	Date: June 7, 2018

The Board of Directors is committed to conducting business in open session. From time-to-time, at the discretion of the Board Chair, elected Directors may request the opportunity to address issues of a sensitive nature in an “Elected Directors Roundtable Session” without staff or management present.

The purpose of this policy is to:

- Ensure the Board exercises independent oversight of management.
- Provide an opportunity to assess Board processes.
- Provide an opportunity for the Board Chair to discuss areas where the performance of directors could be strengthened.
- Build relationships of confidence and cohesion among Board members.

Elected Directors Roundtable Sessions will allow Directors to:

- Participate in an information sharing opportunity.
- Seek information and clarification on information the Board received/discussed.
- Express candid views or opinions on matters that pertain to the Board.
- Discuss matters identified by the Chair or Directors that would not normally be on the Board agenda.
- Evaluate governance processes and opportunities for improvements.

The Board Chair shall convene an “Elected Directors Roundtable Session” if requested or required.

- Elected Directors Roundtable Sessions will be held following the adjournment of a regularly scheduled Board of Directors meeting, at the discretion of the Chair.
- Sessions will normally be limited to elected Directors only and others may attend upon invitation by the Chair.
- Board members must abide by the By-Laws as they pertain to Confidentiality.
- Minutes will not be kept, but the Chair may keep notes of the discussion. (see attached sample log sheet).
- The Chair will normally communicate with the President & CEO, any relevant matters raised during the meeting.

Note: Elected Directors are those individuals elected per the Administrative By-Laws of the Corporation.

Elected Directors Roundtable Session Record of Discussion

Date:		
Recorded By:		
Topic	Discussion/Outcomes	Decision/Action



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: In-Camera Meetings – Guest Attendance	
Section 4.0 – Ensure Board Effectiveness	Number: 4.5
Original Issue Date: December 2005	
Last Revision Date: Spring 2018	Next Review Date: Fall 2020
Approved By: HPHA Board of Directors	Date: June 7, 2018

As per the Huron Perth Healthcare Alliance By-Laws, initially approved and effective June 30, 2003, and subsequent amendments, the Board may at its discretion and without notice, hold all or part of any regular or special Board meeting *in camera*. Guests may attend all or part of the *in camera* portions of Board meetings by resolution of the Board and in the Board's discretion.

All *in camera* discussions are subject to confidentiality. Guests must agree to respect the confidentiality of *in camera* discussions and sign the "Guest's Acknowledgement of Confidentiality" form.

PROCEDURES

Prior to adjournment to an *in camera* portion of a meeting the Board will decide whether it is appropriate for any or all the senior team members to attend all or part of the *in camera* portion of the meeting and the Chair of the meeting will call for a resolution to allow such attendance.

The Board will further decide whether it is appropriate for any or all the Local Advisory Committee (LAC) members to attend all or part of the *in camera* portion of the meeting and the Chair of the meeting will call for a resolution to allow such attendance.

Senior team members attending board meetings by videoconference will ensure that only invited guests and/or Board members remain for the *in camera* portion of the meeting.

Each invited guest to the *in camera* portion of the meeting shall sign a copy of the attached Guest's Acknowledgement of Confidentiality form.

Following signing of the confidentiality form, each invited guest will be provided with the required information from the *in camera* package to review prior to the *in camera* portion of the meeting.

Failure to maintain confidentiality may lead to the requirement that the person breaching confidentiality be disqualified as a Board member or, if that person is a LAC representative, refused further attendance at Board meetings.

Guest's Acknowledgement of Confidentiality

I have been invited by the Board to attend, as a guest, a confidential portion of today's Board meeting.

I agree to respect the confidentiality of the matters discussed in this confidential portion of the Board meeting. This means I will not discuss or disclose these matters outside this Board room unless the Board specifically passes a resolution allowing information to be disclosed. In that case, I will only discuss or disclose those matters that the Board specifically permits to be disclosed.

I have read the above and agree to the terms.

[illegible]



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Code of Conduct	
Section 4.0 – Ensure Board Effectiveness	Number: 4.6
Original Issue Date: December 2013	
Last Revision Date: Spring 2018	Next Review Date: Fall 2020
Approved By: HPHA Board of Directors	Date: June 7, 2018

Purpose

The Huron Perth Healthcare Alliance (HPHA) Board of Directors is committed to ensuring that in all aspects of its affairs it maintains the highest standards of trust and integrity. The Code of Conduct applies to all directors, including ex officio directors, and non-board members of board committees. Directors are also required to comply with the hospital's Code of Conduct Policy which applies to all employees, volunteers and professional staff of the organization.

Directors' Duties

All directors stand in a fiduciary relationship to the Alliance and as fiduciaries, must act honestly, in good faith, and in the best interests of the Alliance.

Directors will be held to strict standards of honesty, integrity and loyalty. A director shall not put personal interests ahead of the best interests of the corporation.

Directors must avoid situations in which their personal interest will conflict with their duties to the corporation. Directors must also avoid situations in which their duties to the corporation may conflict with duties owed elsewhere. Where conflicts of interest arise, directors will comply with the requirements of the HPHA By-laws and applicable legislation.

In addition, all directors must respect the confidentiality of the information about the corporation.

Best Interests of the Corporation

Directors must act solely in the best interests of the corporation. Directors who are nominees of a particular group must act in the best interests of the corporation, even if this conflicts with the interests of the nominating party.

Confidentiality

Directors and committee members owe a duty to the corporation to respect the confidentiality of information about the corporation whether that information is received in a meeting of the board or of a committee or is otherwise provided to or obtained by the director of a committee member. Directors and committee member shall not disclose or use for their own purpose confidential information concerning the business and affairs of the corporation unless otherwise authorized by the board. Specifically, they will respect the confidentiality of *in-camera* Board discussions and information and such other Board discussions and information as deemed to be confidential by the Board, and comply with the confidentiality provisions of the By-laws.

It is recognized that the role of director may include representing the Alliance in the community. However, such representation must be respectful of and consistent with the director's duty of confidentiality. In addition, the Chair is the only official spokesperson for the Board. Every director and committee member shall ensure that no statement not authorized by the Board is made by him or her to the press or public.

A director is in breach of his or her duties in respect to confidentiality when information is used or disclosed for other than the purposes of the hospital corporation.

Board Spokesperson

The Board has adopted a policy with respect to designating a spokesperson on behalf of the Board. Only the Chair or designate may speak on behalf of the board. The President and Chief Executive Officer, or the Chief of Staff or his/her designates, may speak on behalf of the organization.

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.

Media Contact and Public Discussion

News media contact and responses and public discussion of the hospital corporation's affairs should only be made through the board's authorized spokespersons. Any director who is questioned by news reporters or other media representatives should refer such individuals to the appropriate representatives of the corporation.

Respectful Conduct

It is recognized that directors bring to the Board and its committees diverse backgrounds, skills, experience and opinions. All discussions and interactions will take place in an atmosphere of mutual respect and courtesy.

The authority of the Chair must be respected by all directors.

Corporate Obedience – Board Solidarity

Directors acknowledge that properly authorized Board actions must be supported by all directors. The board speaks with one voice. Those directors who have abstained or voted against a motion must adhere to and support the decision of a majority of the directors.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Confidentiality	
Section 4.0 – Ensure Board Effectiveness	Number: 4.7
Original Issue Date: December 2013	
Last Revision Date: Spring 2018	Next Review Date: Fall 2020
Approved By: HPHA Board of Directors	Date: June 7, 2018

Purpose

To ensure that confidential matters are not disclosed until disclosure is authorized by the Board.

Policy

Every Director, Officer, Professional Staff member, employee of a Corporation and every member of a Committee appointed or authorized by the Board shall respect the confidentiality of matters brought before the Board or any such Committee or coming to his or her attention in the course of his or her duties, keeping in mind that unauthorized statements may adversely affect the interests of the corporations.

No statements respecting such matters shall be made to the public or the press by any such Director, Officer, Professional Staff member, employee or committee member, except as authorized by the Board.

Persons, other than persons referred to in this policy, permitted to attend any meeting of the Board or any meeting of a Committee established or authorized by the Board shall be advised that they are required to respect the confidentiality of all matters coming to their attention during any such meeting and shall undertake accordingly.

Confidential Matters

All matters that are subject of closed sessions of the Board are confidential until disclosed in an open session of the Board.

All matters that are before a committee or task force of the board are confidential, unless they have been determined not to be confidential by the chair of the relevant committee or task force, or by the Board. All matters that are the subject of open session of the board are not confidential.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Conflict of Interest	
Section 4.0 – Ensure Board Effectiveness	Number: 4.8
Original Issue Date: December 2013	
Last Revision Date: Spring 2018	Next Review Date: Fall 2020
Approved By: HPHA Board of Directors	Date: June 7, 2018

Members of the Huron Perth Healthcare Alliance (HPHA) Board of Directors have a duty to ensure that the trust and confidence of the public in the integrity of the decision-making processes of the Board are maintained by ensuring that they and other members of the Board are free from conflict or potential conflict in their decision-making. It is inherent in a director's fiduciary duty that conflicts of interest be avoided. It is important that all directors understand their obligations when a conflict of interest or potential conflicting interest arises. Conflict of Interest is outlined in Article 4.06 of the HPHA Administrative By-Laws.

PURPOSE

To protect the rights and interests of the Huron Perth Healthcare Alliance and to stipulate the responsibility of Board members, Corporation members, professional staff and employees to disclose situations of conflict of interest.

POLICY

Board members and employees must disclose situations where their interest might be, or be perceived to be, in conflict with the interests of the Alliance. Board members and employees must also disclose situations which would prevent them from acting objectively on behalf of the Alliance.

DEFINITION

Conflict of Interest" is a term used to suggest a clash between public (organizational) interest and private interest of an individual concerned. Conflict of interest arises when an elected/appointed representative's or employee's personal or financial interest conflicts or appears to conflict with his/her assigned responsibilities.

The following are situations which may have potential conflict:

- Engaging in an activity, whether personal or public interest in nature, in such a manner that it conflicts with the time they are expected to be undertaking their duties. In making judgments with respect to conflicts involving time, the Alliance will take into consideration any irregular time demands which are incorporated into this position.
- Use of privileged, proprietary or confidential information for personal gain which may be detrimental to the Alliance or against the law.
- Association with outside organizations/businesses whose products or services compete with the Alliance's services.
- Failure to disclose any information which could be detrimental to the interests of the Alliance.

- Making specific referrals to individuals or agencies not authorized by the Alliance.
- Entering into any business arrangement relating to the purchase of property, goods or services with the Alliance unless authorized by the Executive Director for employees, and the Board Chair for Board members.
- Owing a loyalty to another organization (e.g. employer, provincial society or regulatory body) which is in some way competitive with the duty owed to the Alliance.

PROCEDURE

1. Employees must disclose to their Director/Manager any business or financial interest which might reasonably be construed as being in actual or potential conflict of interest with the Alliance.
2. Board members must disclose to the Chair of the Board any business or financial interest which might reasonably be construed as being in actual or potential conflict interest with the Alliance.
3. Board members and/or employees must not use their position of trust and confidence to further their personal financial interests. In this respect, the practice of Board members or employees pursuing private referrals of business from patients and/or staff to their own business ventures off-site is not permitted.
4. Employees who breach this policy may be subject to discipline, up to and including discharge.
5. Board members who breach policy may be subject to withdrawal of Board privileges and terminated as a Corporate Member of the Alliance.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Board and Local Advisory Committee Development	
Section 4.0 – Ensure Board Effectiveness	Number: 4.9
Original Issue Date: January 2004	
Last Revision Date: Spring 2018	Next Review Date: Fall 2020
Approved By: HPHA Board of Directors	Date: June 7, 2018

The Huron Perth Healthcare Alliance (HPHA) Board of Directors recognizes the importance of continuing education of its members for effective governance, ensuring that Directors are fully informed and knowledgeable with respect to background and context of the decisions that they are called upon to address. A firm commitment to continuing education is the responsibility of each Director and Local Advisory Committee member. In these regards, orientation for new members and ongoing development for all Board and Local Advisory Committee members shall be a priority.

Key topics of educational focus should include:

- Knowledge about the health care environment and ongoing system changes.
- Insight into hospital operations.
- Knowledge about Board governance processes.
- Relationships with stakeholders and the community.

It is expected that Directors and Local Advisory Committee members participate in the ongoing education process. Individuals shall identify their educational needs and develop a plan to meet those needs.

Newly Elected Directors are encouraged to attend the Essentials Certificate in Hospital Governance for New Directors offered through the Ontario Hospital Association's (OHA) Governance Centre of Excellence.

For members interested in an Officer position on the Board, a specific education plan through the OHA's Governance Centre of Excellence will be developed, in consultation with the Board Chair.

Ex officio members of the Board (i.e. physician members), are encouraged to pursue Physician Leadership Training through HPHA and/or comparable external leadership courses.

Notwithstanding the above, all Elected Board members are strongly encouraged, in consultation with the Chair of the Board, to develop an education plan using the OHA's Governance Centre of Excellence.

Opportunities for ongoing relevant skills development are made available to Directors and Local Advisory Committee members on a regular basis throughout the year by way of separate educational sessions, educational sessions during regular board meetings, or as part of the annual Board Advance. Other opportunities exist through the Ontario Hospital Association Governance Centre of Excellence (www.thegca.ca).

Funds will be made available through the Alliance's annual budget for development opportunities. Pre-approval for attendance at an educational session/program is required, with such approvals being coordinated through the Executive Assistant in the President & Chief Executive Officer's office. Board and Local Advisory Committee members will be reimbursed for personal expenses incurred for attending educational events per the Huron Perth Healthcare Alliance's Travel, Meal, Hospitality Expenses Reimbursement Policy.

References

Ontario Hospital Association – Governance Centre of Excellence

- <http://www.thegce.ca>



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Board Evaluation	
Section 4.0 – Ensure Board Effectiveness	Number: 4.10
Original Issue Date: June 2014	
Last Revision Date: Spring 2018	Next Review Date: Fall 2020
Approved By: HPHA Board of Directors	Date: June 7, 2018

Annual Board Evaluation

The Huron Perth Healthcare Alliance Board of Directors undertakes an annual Board Evaluation process using the Governance Centre of Excellence (GCE) Board Self-Assessment Tool. This tool provides Board Members with an opportunity to evaluate the overall functioning of the Board, supports governance improvement and strengthens members' commitment to effective governance practices. Evaluation is the key in creating and sustaining an open and transparent culture of performance and accountability within a board.

Evaluation of the board's performance provides a means to:

- Ensure the organization is effectively and efficiently governed;
- Ensure continuous improvement of the Board and its committees;
- Promote continuous improvement for performance of individuals members of the Board and committees;
- Measure the Board's effectiveness in achieving the results required as defined by the Board's roles and responsibilities;
- Assess how well the Board worked together as a team.

Board members are personally responsible for taking an active role in the evaluation process by:

- Completing all assessments openly, honestly, thoughtfully, and in a timely fashion.
- Taking the time for thoughtful reflection on past performance for making constructive suggestions for improvement.
- Being thorough and detailed in self-assessment responses.

Process

The Board Self-Assessment Tool, along with the Pre-Survey Checklist (completed by the Executive Assistant, President & CEO and Board Chair) will be distributed to HPHA Board Members for completion.

The GCE will provide HPHA with the "Board Self-Assessment Board Report", comparing HPHA's results with the average of all participating boards. These results will be circulated and discussed by the Governance & Stakeholder Relations Committee. A summary of the results and recommendations will be brought forward to the full Board, to stimulate discussion and identify future goal setting and Board development opportunities.

Board Meeting Evaluation

The Huron Perth Healthcare Alliance Board of Directors completes a regular monthly meeting evaluation, to evaluate the overall effectiveness of the meetings and to gain feedback about any improvements for consideration going forward.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Governance Policy Review	
Section 4.0 – Ensure Board Effectiveness	Number: 4.11
Original Issue Date: June 2014	
Last Revision Date: Spring 2018	Next Review Date: Fall 2020
Approved By: HPHA Board of Directors	Date: June 7, 2018

The Huron Perth Healthcare Alliance (HPHA) Board of Directors recognizes the importance of ensuring that policies are current and relevant.

Therefore, policies will be added to the Governance Policy Manual on an ongoing basis with a full review to be completed every three (3) years. The full review will be completed by a sub-committee appointed by the Governance & Stakeholder Relations Committee, with recommendations brought forward from the Governance & Stakeholder Relations Committee to the Board of Directors for consideration/approval.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Nomination Process for Board of Directors	
Section 4.0 – Ensure Board Effectiveness	Number: 4.12
Original Issue Date: June 2016	
Last Revision Date: Spring 2018, June 2020	Next Review Date: Fall 2020
Approved By: HPHA Board of Directors	Date: June 4, 2018, June 4, 2020

The Huron Perth Healthcare Alliance (HPHA) Board of Directors, with the assistance of the Governance & Stakeholder Relations Committee and the Ad Hoc Nominating Committee, will recommend a slate of candidates for approval by voting members of the Corporation at the Annual General Meeting of the Corporation.

Process:

Each year, the HPHA Board of Directors will follow a process to attempt to ensure that at least four (4) Directors are eligible for a term re-appointment or retire from the Board after completing their 12 year term. Once vacancies, if any, are identified, the HPHA Board of Directors will undertake a recruitment and nomination process.

In recommending the slate of nominees for appointment to the HPHA Board of Directors, the Ad Hoc Nominating Committee will:

- a) Seek nominations from the Local Advisory Committees, which will be given particular consideration;
- b) Seek candidates by advertising in the local media and on the HPHA website;
- c) Host an Information Session for interested individuals, providing an overview of the Alliance and the governance structure, reviewing roles, responsibilities, accountabilities and expectations of Directors;
- d) Invite the submission of a formal application from interested individuals;
- e) Review applications and proceed with interviews of selected individuals; and
- f) Provide a recommendation of a slate of officers to the HPHA Board of Directors through the Governance & Stakeholder Relations Committee.

Board Composition:

The Board for the Alliance and each of the Corporations shall be composed as follows:

- a) Eleven (11) elected Directors, selected as follows:
 - One (1) Director from the catchment area served by the Clinton Public Hospital;
 - One (1) Director from the catchment area served by the St. Marys Memorial Hospital;
 - One (1) Director from the catchment area served by the Seaforth Community Hospital;
 - One (1) Directors from the City of Stratford; and
 - seven (7) Directors from the catchment area served by the Alliance.

- b) Nine (9) non-voting, ex officio Directors as follows:
- the Alliance Chief of Staff;
 - the Site Chief for Clinton, who shall also serve as the President of the Medical Staff at Clinton;
 - the Site Chief for Seaforth, who shall also serve as the President of the Medical Staff at Seaforth;
 - the Site Chief for St. Marys, who shall also serve as the President of the Medical Staff at St. Marys;
 - the Site Chief for Stratford, who shall also serve as the Vice-President of the Medical Staff at Stratford; and
 - the President of the Medical Staff at Stratford
 - the President & Chief Executive Officer
 - the Chief Nursing Executive
 - A Patient Partner recommended by the “Patient Partnership Council” and approved by the Board

Qualifications and Requirements:

No Excluded Person shall be eligible to serve on the Board, except where the Board by a two-thirds (2/3) vote, determine that an individual who is an Excluded Person per the By-laws, may serve on the Board because there is greater benefit to the Alliance in that individual serving on the Board than the conflict of interest posed by the individual's relationship with an employee of the Alliance or a member of the Professional Staff.

- Every Director shall be eighteen (18) years of age or more.
- No person who is not an Individual shall be a Director.
- No person who has been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property shall be a Director.
- No person who has been found to be incapable by any court in Canada or elsewhere shall be a Director.
- A person who has the status of bankrupt.

All new Directors will be required to participate in orientation programs as determined by the Board from time to time.

Term of Office Restrictions:

Except for the Physicians serving as ex officio Directors, no person may be elected or appointed a Director for more terms than will constitute twelve (12) consecutive years of service; provided, however, that following a break in the continuous service of at least one year the same person may be re-elected or re-appointed a Director. The ex officio Directors shall hold office until their successors are appointed in accordance with the By-Laws of the Corporations.

No Remuneration:

The Directors of the Corporations shall serve as such without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties as a Director. Provided further that the ex officio Directors required to serve as Directors of the Corporations in accordance with the *Public Hospitals Act* or this By-Law may be paid for their services to the Corporations in any other capacity.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Board and Individual Director Responsibilities	
Section 4.0 – Ensure Board Effectiveness	Number: 4.13
Original Issue Date: April 2014	
Last Revision Date: Spring 2018	Next Review Date: Fall 2020
Approved By: HPHA Board of Directors	Date: June 7, 2018

The Board, and its individual Directors, shall govern and supervise the management of the affairs of the Corporations in a manner consistent with the requirements of the Legislation and any other legislation applicable to the Board or the Hospital. For further clarification, the Board will ensure the establishment and maintenance of governance policies in the following key areas:

- (a) Responsibilities of the Board;
- (b) Responsibilities of Individual Directors;
- (c) Principles of Governance; and
- (d) Director's Performance Review.

and shall ensure that said policies are reviewed at least annually by the Board.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Governance Accountability	
Section 4.0 – Ensure Board Effectiveness	Number: 4.14
Original Issue Date: December 2003	
Last Revision Date: Spring 2018	Next Review Date: Fall 2020
Approved By: HPHA Board of Directors	Date: June 7, 2018

Governance Philosophy

The Board of Directors of the Huron Perth Healthcare Alliance is entrusted with the stewardship of considerable community resources to provide health care services.

The Board of Directors recognizes its responsibility to develop and maintain healthy relationships among key constituencies, especially the health care providers of Huron & Perth. It provides a link for the community to the Alliance and the Alliance to the community, receiving and disseminating information to ensure the optimization of quality, accessibility, and coordination of each patient's care. It promotes and supports the Huron Perth Healthcare Alliance as an avenue for maximizing the efficiency and effectiveness of the use of scarce health care resources.

The Board of Directors honours the long-standing traditions and culture of the organizations it represents but, at the same time, embraces the changing health care environment to ensure that the corporation's business is conducted in a way that reflects the Alliance's Mission. It strives to rise above politics and economics in following this Mission.

Governing Style

In the spirit of forward-looking pro-active strategic leadership, the Board will:

1. Focus chiefly on broader long term issues, not on the administrative or programmatic means to obtaining those ends.
2. Direct, control and inspire the Alliance through the careful establishment of the broadest organizational values and policies. Policies will address:
 - a) **Ends** - what benefits, for which needs, at what costs;
 - b) **Executive Limitations** - the boundaries of prudence and ethics to be observed by the staff;
 - c) **Governance Process** - Board roles and responsibilities; and
 - d) **Board/Physician/Staff Relationships** - linkages between the Board, physicians and staff.
3. Enforce upon itself whatever guidelines are needed to govern with excellence and with minimal risk to the organization. The following guidelines will apply to:
 - a) ensuring acceptable attendance at Board and Committee meetings;
 - b) adhering to policy-making principles;
 - c) working together with fellow Board members, physicians and staff in an atmosphere of mutual respect;

- d) conducting "no surprise" meetings, i.e., giving fellow Board members, physicians, and staff adequate opportunity to prepare data and responses to difficult or contentious issues;
 - e) speaking with "one voice", i.e., supporting Board decisions which are made by a democratic process, even though the individual may not have personally supported the decision in the voting process;
 - f) self-policing any tendency to stray from rigorous governance; and
 - g) agreeing to place the good of the Alliance in the decision-making process before the interests of the group that appointed the member to the Board of Directors.
4. Be accountable for competent, conscientious and effective accomplishment of its obligations as a body. No officer, individual or Committee of the Board will usurp this role or hinder this discipline.
 5. Monitor and discuss regularly its own process and performance to ensure the continuity of Board improvements and the ability of members to govern. This will include each member completing an annual Board Evaluation questionnaire and attendance at the Annual Retreat.

Roles & Responsibilities of the Board

All Not-For-Profit Boards have their responsibilities, duties and liabilities outlined in law (see By-Laws). Specific areas to consider include, but are not limited to:

- Corporations Act
- Public Hospitals Act
- Common Law governing the Hospital
- The Articles of Incorporation and By-Laws of the Hospital

Regardless of legal requirements of Boards, the roles and responsibilities of the Board of Directors can be split into ten (10) main areas as follows:

- Determining the organization's Mission, Vision and Values.
- Participating in the selection of the President & Chief Executive Officer.
- Supporting the President & Chief Executive Officer and members of the Leadership Team and participating in the review of their performance.
- Ensuring the implementation of effective organizational planning.
- Ensuring that adequate resources are allocated to meet the Mission, Vision and Values.
- Managing resources effectively through preparation of the Annual Operating Plan.
- Determining and monitoring the organization's programs and services and ensuring that they are consistent with the Alliance's Vision.
- Enhancing the organization's public image.
- Serving as a Court of Appeal.
- assessing its own performance.

In addressing each of these roles and responsibilities, the Board of Directors must recognize the difference between GOVERNING and MANAGING. Although the distinction is at times ambiguous, the general rule of thumb is that Governance looks outwards to the community while Management deals internally with the organization.

Roles & Responsibilities of Individual Board Members

The responsibilities of the individual Board members include:

General:

- Have a good understanding of the structure of the Alliance, the roles of the various sites, and how the sites relate to the other healthcare providers in the Alliance's catchment area;
- Take leadership roles, special assignments willingly and enthusiastically;
- Follow Board policies and adhere to the Board member roles and responsibilities and code of conduct;
- Bring a sense of humour to the Board's deliberations;
- Exercise the utmost good faith in all dealings with and for the organization and be prepared to prove good faith if necessary;
- Suggest suitable nominees for Board membership; and
- Follow trends in the organization's field of interest.

Meetings:

- Prepare for and participate in meetings fully; if meetings must be missed, be certain that a valid reason has been conveyed to the Committee Chair or Administration;
- Ensure that meeting minutes accurately reflect the business conducts and the decisions made;
- Register dissent when in major disagreement with Board action; be certain that it is made a matter of record in the minutes of the meeting;
- Ask timely and substantive questions consistent with your conscience and convictions, while supporting the majority decision;
- Maintain confidentiality, and speak for the Board or organization only when authorized to do so; and
- Suggest agenda items to address policy-related issues.

Relationship with Staff:

- Support and guide the President & Chief Executive Officer; and
- Avoid asking special favours of staff without prior consultation with the President & Chief Executive Officer, Board, or appropriate Committee Chairperson.

Avoid Conflicts:

- Serve the organization as a whole rather than any special constituency;
- Avoid any appearance of conflict that might embarrass the Board, and declare any possible conflicts to the Board in a timely fashion;
- Maintain independence, objectivity, sense of fairness, and ethical and personal integrity; and
- Never accept (or offer) gifts from or favours to those who do business with the organization.

Fiduciary Responsibilities:

- Exercise prudence with the Board regarding finances;
- Faithfully read and understand the organization's financial statements; and
- Assure complete and accurate disclosure of details of financial transactions.

Liability Issues for Board Members:

- By carefully following the roles and responsibilities guidelines, a Board member can minimize personal liability and protect against successful litigation by avoiding certain conduct that might be the basis of a suit and by ensuring that adequate records of decision-making are kept.

Board Objectives

1. Structure Board meetings to allow adequate time for discussion.
2. Strengthen our relationship with the other healthcare Boards throughout Huron and Perth.
3. Maintain a corporate Governance Manual to clearly define Board and individual responsibilities.
4. Develop outreach programs with other providers of services to increase Board awareness of their respective roles.
5. Review credentialing processes of the Alliance.
6. Increase Board quality processes (i.e., Board evaluations) and continuous monitoring of our performance to support accreditation processes, etc., through the Quality Committee.
7. Hold regular Board Advances to allow for focused discussion on key strategic issues.
8. Keep aware of human relation issues in the Alliance through regular reports presented at meetings of the Resources & Audit Committee and, ultimately, the Board.
9. Encourage more visibility by the Board at general staff activities during the year.
10. Examine ways and means of improving accountability to the various communities we serve in the region through development of a variety of feedback mechanisms.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Annual Director Declaration and Consent – Board of Directors	
Section 4.0 – Ensure Board Effectiveness	Number: 4.15
Original Issue Date: April 2014	
Last Revision Date: June 7, 2018	Next Review Date: Fall 2025
Approved By: HPHA Board of Directors	Date: June 2, 2022

I understand that as a member of the Huron Perth Healthcare Alliance (HPHA) Board of Directors I will represent the best interests of the HPHA and will consider the best interests of the HPHA to guide my decision making.

I acknowledge and accept that the Board of Directors is accountable to:

- Patients and the communities we serve for:
 - Quality services, patient safety and patient and family centered care.
 - Operating in a fiscally responsible manner within resources.
 - Efficient utilization of resources, regulation and policies, transparent processes and advocacy.
 - Engaging the communities we serve in planning activities and priority setting.
- Staff and Volunteers for:
 - Establishing and communicating expectations.
 - Providing a safe work environment.
- Members of the Corporation for:
 - Complying with the by-laws and applicable legislation as it governs the corporation, and for the achievement of its mission and vision in a manner consistent with its values and accountabilities.
- The Government of Ontario, government agencies and institutional partners for:
 - Compliance with applicable legislation, regulation and policies.
- Ontario Health and the South West Region for:
 - Building relationships and collaborating with health system partners and the community to identify gaps and opportunities, integrate services and provide care in an efficient, effective and coordinated manner.
 - Ensuring operations are aligned with provincial plans.
 - Achieving the performance standards set out in provincial Accountability Agreements.

Annual Director's Declaration

All members of the HPHA Board of Directors and all non-Board Members of Board committees are required to complete, sign and deliver this Annual Declaration Form to the Chair of the Board. If you have any questions regarding this form, please contact the Huron Perth Healthcare Alliance Board Chair or President & Chief Executive Officer.

I am: (Check Appropriate Box)

- ☐ Member, HPHA Board of Directors
- ☐ HPHA Board Committee Member

Consent

- ☐ I am an individual elected or appointed to the Board or a Board committee and hereby acknowledge and declare that I:
- (a) am at least 18 years of age;
 - (b) have not been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
 - (c) have not been found to be incapable by any court in Canada or elsewhere;
 - (d) do not have the status of an undischarged bankrupt; and
 - (e) am not an "ineligible individual" as defined in the *Income Tax Act* (Canada) or any regulations made under it.

Meeting Participation Consent

- ☐ I consent to the holding of Board and Board committee meetings by telephonic or electronic means that permit all persons participating in the meeting to communicate adequately with each other during the meeting. I also consent to the participation by any director or Board committee member at a Board or Board committee meeting by such telephonic or electronic means.

Compliance with Policies

- ☐ I confirm that I have read and understand all of the Board-approved policies and codes of conduct and any other applicable policies of the Corporation, as amended or supplemented from time to time (the "**Policies**"), including but not limited to:

I declare that I have read and understand the following HPHA policies:

- ✓ Conflict of Interest
- ✓ Confidentiality
- ✓ Code of Conduct

- ☐ I agree to comply with the *Not-for-Profit Corporations Act, 2010* (the "**Act**") and the Corporation's articles, by-laws, and Policies ("**Governance Documents**").

Conflicts

In accordance with the Act and the Corporation's Governance Documents, I make the following disclosure:

I have an interest, directly or indirectly, in the following entities, persons, or matters, which includes entities in which I am a director or officer:

This disclosure is a general notice of interest pursuant to the Act and the Corporation's Governance Documents, and accordingly, I should be regarded as interested in any of the above entities, persons, or matters.

I acknowledge that this disclosure is in addition to my obligations to comply with the Act and the Corporation's Governance Documents in respect of any specific conflict that may arise.
I declare the above information to be true and accurate as of the date hereof.

Notice

Notice for Board and/or Board committee meetings may be sent to me at the address set out below:

Address: _____

Email: _____

Telephone: _____

Attention: _____

Name

Signature

Date



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Hospital Board Proceedings	
Section 4.0 – Ensure Board Effectiveness	Number: 4.16
Original Issue Date: June 7, 2018	
Last Revision Date: n/a	Next Review Date: Fall 2020
Approved By: HPHA Board of Directors	Date: June 7, 2018

Policy Statement

The Board of Directors (the “Board”) of Huron Perth Healthcare Alliance (the “Alliance”) will from time to time hold hearings under the *Public Hospitals Act* (the “PHA”) or the Alliance’s By-Law (the “By-Law”) to determine the privileges of Professional Staff members. The Board is committed to securing the just, most expeditious and cost effective determination of every privileges proceeding before it on its merits. The Board is authorized under the *Statutory Powers Procedure Act* (the “SPPA”) to establish Rules of Procedure governing the practice and procedure before it, including Rules for the holding of written hearings and motions. The SPPA grants certain procedural rights to parties to proceedings before administrative tribunals in Ontario.

Rules of Procedure for Board Hearings

In order to implement the above Policy Statement, the Board has established *Rules of Procedure for Board Hearings* (the “Rules”) governing the practice and procedure before it for privileges hearings required by the PHA or granted under the By-Law. Although the SPPA only applies to hearings “required by law” (i.e., by the PHA), the Board has freely adopted the SPPA (and the Rules) to govern all privileges proceedings before it.

The Rules provide for both written and oral hearings. The Rules provides for the possibility of presumption for written hearings in respect of all Applications for Appointment, unless a party can satisfy the Board that that there is a good reason for not holding a written hearing (e.g., where extraordinary and exceptional circumstances exist in the nature of systemic or recurring issues affecting the Alliance). The principles governing the presumption of written hearings are set out in the Rules and include (a) the Alliance’s mandate to maximize the allocation of its scarce resources to the provision of healthcare, and (b) the extensive pre-hearing procedural rights and post-hearing appeal rights granted to Professional Staff members under the By-Law and the PHA.

The Rules are established under the authority of Section 25.1 of the SPPA and will be liberally construed in accordance with the Policy Statement above to secure the just, most expeditious and cost-effective determination of every privileges proceeding on its merits. The Rules may be of general or particular application and may be amended from time to time by the Board. The Rules are to be read in conjunction with the By-Law, the PHA, and the SPPA. In case of any inconsistency, the order of paramountcy is the PHA, the SPPA, the By-Law and the Rules.

***See Rules of Procedures for Board Hearing – attached*



RULES OF PROCEDURE FOR BOARD HEARINGS

HURON PERTH HEALTHCARE ALLIANCE

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RULE 1 GENERAL MATTERS

1.1 INTERPRETATION AND APPLICATION OF THE RULES

- (a) These Rules apply to hearings (i) required by or under the *Public Hospitals Act* (Ontario), or (ii) granted by or under the By-Law. These Rules are established by the Board under the authority of section 25.1 of the *Statutory Powers Procedure Act* (Ontario).
- (b) These Rules shall be liberally construed to secure the just, most expeditious and cost-effective determination of every proceeding on its merits. *PHA SPPA*
- (c) These Rules are to be read in conjunction with the By-Law, the *PHA*, and the *SPPA*, where applicable. In case of any inconsistency, the order of paramountcy shall be the *PHA*, the *SPPA*, the By-Law and these Rules.

1.2 DEFINITIONS

- (a) “Alliance” means the Alliance of the Corporations created by the Alliance Agreement dated April 23, 2003 among the Corporations, as amended from time to time;
- (b) “**Appeal Board**” means the Health Professions Appeal and Review Board under the *Ministry of Health and Long-Term Care Appeal and Review Boards Act, 1998* (Ontario);
- (c) “**Board**” means the Board of Directors of the Corporations;
- (d) “**By-Law(s)**” unless otherwise specified, means the by-laws of the Corporations;
- (e) “**Chair**” means the Chair of the Tribunal;
- (f) “**Corporation**” means each of The Clinton Public Hospital, St. Marys Memorial Hospital, Seaforth Community Hospital and Stratford General Hospital, and “Corporations” means all of them;
- (g) “**Director**” means the board of directors of the Corporations;
- (h) “**FIPPA**” means the *Freedom of Information and Protection of Privacy Act* (Ontario), and, where the context requires, includes the regulations made under it;
- (i) “**ILC**” means independent legal counsel retained by the Tribunal from time to time for hearings under these Rules;
- (j) “**Lawyer**” means a member of the Law Society of Upper Canada;
- (k) “**MAC**” means the Medical Advisory Committee of the Alliance appointed by the Board and constituted in accordance with the *Public Hospitals Act*;
- (l) “**PHA**” means the *Public Hospitals Act* (Ontario), and, where the context requires, includes the regulations made under it;
- (m) “**PHIPA**” means the *Personal Health Information Protection Act* (Ontario), and, where the context requires, includes the regulations made under it;
- (n) “**Professional Staff member**” means (i) a Professional Staff member as defined in the By-Law, or, for the purposes of these Rules only (ii) an original applicant for privileges under Article 12 of the By-Law, in either case who has requested a hearing under these Rules;
- (o) “**Rules**” means these Rules of Procedure;
- (p) “**SPPA**” means the *Statutory Powers Procedures Act* (Ontario), and, where the context requires, includes the regulations made under it; and
- (q) “**Tribunal**” means an *ad hoc* panel comprised of all, or a subset, of the members of the Board constituted for the purpose of holding a hearing under these Rules.

1.3 POWERS OF THE TRIBUNAL

- (a) Subject to Rule 1.4, the Tribunal shall hold hearings under these Rules. The Tribunal may exercise any of its powers under these Rules at the request of a party or on its own initiative, except where these Rules state otherwise.
- (b)
 - (i) The Tribunal may be a subset of the Board comprising not less than three (3) Directors, as determined by the Board. All procedural issues and motions shall be delegated to and determined by the Chair, unless the Tribunal orders otherwise.
 - (ii) The Corporations may determine to conduct a joint hearing.
- (c) The Tribunal may:
 - (i) lengthen or shorten any time limit in these Rules;
 - (ii) add or remove a party;
 - (iii) allow any filing to be amended;
 - (iv) schedule a proceeding, with or without consultation with the parties;
 - (v) direct that a proceeding be expedited;
 - (vi) make orders regarding the scheduling of proceedings where two or more proceedings involve common questions of law or fact, or relate to the same or similar issues;
 - (vii) make orders regarding the combining or consolidating the proceedings or any part of them where two or more proceedings involve common questions of law or fact, or relate to the same or similar matters or issues;
 - (viii) determine the location of a proceeding;
 - (ix) determine whether any proceeding other than a written hearing will be held, in whole or in part, and if so, whether an oral hearing or an electronic hearing, or any combination thereof, in whole or in part, will be held;
 - (x) direct the order in which issues in a proceeding will be considered and determined;
 - (xi) define and narrow the issues;
 - (xii) determine and direct the order in which evidence or submissions will be presented;
 - (xiii) question a witness;
 - (xiv) limit the evidence or submissions on any issue;
 - (xv) advise when additional evidence, submissions or witnesses may assist the Tribunal;
 - (xvi) make such further procedural orders as are necessary to give effect to a procedural order or direction under these Rules;
 - (xvii) attach terms or conditions to any procedural order or direction;
 - (xviii) make such procedural orders or give such directions as are necessary to prevent abuse of its processes and ensure that the conduct of participants in Tribunal proceedings is courteous and respectful of the Tribunal, parties and others; and
 - (xix) take any other action the Tribunal determines is appropriate.

1.4 PROCEDURAL REQUIREMENTS AND WAIVER

- (a) The Tribunal, on its own initiative, may waive any provision of these Rules, subject to the *SPPA*.
- (b) The Tribunal may, with the parties' consent, waive any procedural requirements of the *PHA*, the By-Law or the *SPPA*.

1.5 DECISION NOT TO PROCESS DOCUMENTS

- (a) Upon receiving documents relating to the commencement of a proceeding, the Tribunal may decide not to process the documents if:
 - (i) the documents are incomplete;
 - (ii) the documents are received after the time required for commencing the proceeding has elapsed; or,
 - (iii) there is some other technical defect in the commencement of the proceeding.¹
- (b) If the Tribunal has made a decision not to process the documents relating to the commencement of a proceeding, the Tribunal shall give written notice of its decision to the party who commenced the proceeding, and shall set out in the notice the reasons for the decision and the requirements for resuming the processing of the documents.

1.6 DISMISSAL OF A PROCEEDING WITHOUT A HEARING

- (a) The Tribunal may dismiss a proceeding without a hearing if any aspect of the By-Law's or the *PHA*'s requirements for bringing the proceeding has not been met.²
- (b) Before dismissing a proceeding under this section, the Tribunal shall give notice of its intention to dismiss the proceeding to all parties to the proceeding.
- (c) The notice of intention to dismiss a proceeding shall set out the reasons for the dismissal and inform the parties of their right to make written submissions to the Tribunal with respect to the dismissal within thirty (30) days of the date of the notice.
- (d) The Tribunal shall not dismiss the proceeding until it has given notice under Rule 1.6(b) and considered any submissions made within the time allowed under Rule 1.6(c).

1.7 DISPOSITION WITHOUT HEARING

If the parties consent, a proceeding may be disposed of by a decision of the Tribunal without a hearing.

RULE 2 REPRESENTATIVES

- 2.1** A party to a proceeding, or a witness at an oral or electronic hearing, may be represented by a Lawyer, or by an agent such as a member of the Professional Staff.
- 2.2** The Tribunal may exclude from a hearing any person appearing as a representative of a party or a witness, other than a Lawyer, if the Tribunal finds that such person is not competent to properly represent or to advise the party or witness, or does not understand and comply at the hearing with the duties and responsibilities of an advocate or advisor.
- 2.3** Where a Professional Staff member is not represented by a Lawyer, anything these Rules require or permit a Lawyer to do shall be done by the Professional Staff member.

¹ *Statutory Powers Procedure Act*, RSO 1990, c S.22, s 4.5 [*SPPA*].

² *SPPA*, s 4.6.

RULE 3 COMMUNICATIONS WITH THE TRIBUNAL

- 3.1** Members of the Tribunal holding a hearing shall not have taken part in any investigation or consideration of the subject matter of the hearing before the hearing and shall not communicate directly or indirectly in relation to the subject-matter of the hearing with any person or with any party or representative of a party except upon notice to and opportunity for all parties to participate, but the Tribunal may seek legal advice from ILC in accordance with Rule 4.³
- 3.2** A party who has a representative shall communicate with the Tribunal through the representative. The Tribunal shall communicate with a represented party only through the party's representative. A party that communicates with the Tribunal must provide a copy or notice of the communication to the other parties prior to the Tribunal dealing with the matter.

RULE 4 ROLE OF INDEPENDENT LEGAL COUNSEL

- 4.1** The Tribunal shall retain ILC for all hearings under these Rules. The Chair may ask ILC for advice at any time, including on motions or objections at or related to the hearing. ILC may also volunteer advice if he/she sees legal problems developing in the hearing.
- 4.2** Where legal advice is given in the absence of the parties, including during deliberations, the nature of the advice shall be made known to the parties. In case of an oral or electronic hearing, in whole or in part, ILC's advice shall, to the extent reasonably possible, be given in the hearing room, on the record and in the presence of the parties.
- 4.3** The parties have the right to make submissions as to the correctness of any advice which ILC provides to the Tribunal from time to time.
- 4.4** The advice ILC provides may be general or specific, and ILC may provide advice on ultimate issues. ILC advice is not, however, binding on the Tribunal, and the ultimate decision shall remain that of the Tribunal.

RULE 5 PRESUMPTIONS REGARDING FORM OF HEARINGS

- 5.1** All proceedings in respect of Applications for Appointment under the By-Law shall be written hearings unless the Tribunal orders otherwise. The Tribunal shall only order otherwise on its own initiative, or where a party satisfies the Tribunal in accordance with Rule 1.1(b) that there is a good reason for not holding a written hearing, in whole or in part, including that extraordinary and exceptional circumstances exist in the nature of systemic or recurring issues affecting the Corporation, which require an oral or electronic hearing.⁴

³ *Public Hospitals Act*, RSO 1990, c P.40, s 39(4) [PHA].

⁴ *SPPA*, s 5.1.

- 5.2** Either party may give notice in writing of a motion to convert a written hearing to an oral or electronic hearing in whole or in part. Upon receipt of such notice, the Tribunal shall schedule the motion in accordance with Rule 10.1. The Tribunal may at any time, on its own initiative, order that an oral or electronic hearing be held in whole or in part.⁵
- 5.3** Subject to Rule 1.1(b) and 5.1, the Tribunal shall only order an oral or electronic hearing to the minimum extent reasonably required, and the Tribunal shall specify which aspects of the hearing will be held orally or electronically and which will continue to be held in writing. In addition, the Tribunal may impose time limits and other limits on the parties in the nature set out in Rule 5.4 below, including without limitation by identifying which witnesses may be called to give oral evidence and which may only file witness statements.
- 5.4** All proceedings in respect of Applications for Re-Appointment, Mid-Term Action, or any other hearing required under the *PHA* or granted under the By-Law shall be oral or electronic hearings unless the parties, on consent, request a written or hybrid hearing, in which case the Tribunal may so order otherwise.
- 5.5** Despite Rule 5.3, and in any event if the Tribunal holds a full oral or electronic hearing, the parties shall be subject to the following time limits unless the Tribunal orders otherwise:
- (a) five (5) hours in aggregate each to make opening statements and call evidence, including all time spent on objections or motions (excluding only time spent answering questions from the Tribunal or asking questions arising therefrom); and
 - (b) one (1) hour each to make closing arguments, from which the MAC may reserve up to twenty (20) minutes for reply,
- provided that all time spent on oral objections or motions will be deducted from the party losing the oral objection or motion, as the case may be.

RULE 6 DISCLOSURE

6.1 DISCLOSURE OF DOCUMENTS

The Tribunal may, at any stage of the proceeding, before all hearings are complete, make orders for:

- (a) the exchange of documents, provided the documents are not subject to a claim of privilege;
- (b) the oral or written examination of a party;
- (c) the exchange of witness statements and reports of expert witnesses;
- (d) the provision of particulars; and
- (e) any other form of disclosure.⁶

⁵ *SPPA*, s 5.2.

⁶ *SPPA*, s 5.4.

RULE 7 HEARING DOCUMENTS

7.1 FILING AND FORMAT OF HEARING DOCUMENTS

- (a) All documents relating to a proceeding may be filed with the Tribunal by delivery to the Corporation by any of the following methods:
 - (i) in person;
 - (ii) by electronic or facsimile transmission;
 - (iii) by mail or registered mail;
 - (iv) by courier; or
 - (v) by any other means that may be permitted by the Tribunal from time to time.
- (b) Where a document is delivered by a party or sent by the Tribunal, receipt is deemed to have occurred when delivered:
 - (i) in person, when given to the party or when left with a person at the party's last known address, with proof of delivery.
 - (ii) by electronic or facsimile transmission, on the day sent or if sent after 5 p.m., delivery will be deemed to have occurred the next business day;
 - (iii) by mail or registered mail, on the fifth day after the postmark date;
 - (iv) by courier, on the second day after it was given to the courier; or
 - (v) by any other means, on the date of service set out in any affidavit of service sworn in evidence of the delivery.
- (c) A party will provide the Tribunal with the number of copies specified by the Tribunal when delivering or submitting any document or other material.
- (d) Documentary evidence may be filed without the need for a covering affidavit or witness statement averring to when the document was sent or received, or the truth of its contents.
- (e) All written submissions of fact and law which either party is entitled to submit under these Rules shall not be more than thirty (30) pages in length, unless the Tribunal orders otherwise.
- (f) All documents prepared by a party for submission to the Tribunal under these Rules shall be typewritten, with double-spaces between the lines and a margin of at least 1 inch on all sides, using characters of at least 12 point or 10 pitch size, on pages 8 inches by 11 inches in size (the text may appear on one or both sides of the paper, provided every side with text shall count towards any page limitations).

7.2 WITNESS STATEMENTS AND EXPERT REPORTS

- (a) Each party shall be limited to filing not more than five (5) witness statements and not more than three (3) expert reports (excluding responses to expert reports), unless the Tribunal orders otherwise.
- (b) Each witness statement shall include:
 - (i) the name, address and telephone number of the witness;
 - (ii) whether witness has evidence materially relevant to the subject matter of hearing, and a statement of that evidence;
 - (iii) whether the evidence is factual evidence or, if the witness is duly qualified as an expert, opinion evidence;
 - (iv) whether or not the witness has an interest in the outcome of the hearing (e.g., a financial, personal or other interest) and, if so, the nature of the interest;
 - (v) a summary of answers to any interrogatories to or from other parties that will be relied upon at the hearing;
 - (vi) the date of the statement; and

- (vii) the signature of the witness.
- (c) All documents referred to in the witness statement shall be provided to the parties and the Tribunal at the same time the witness statement is filed.
- (d) All witness statements shall be subject to the following provisions, unless the Tribunal orders otherwise:
 - (i) Witness statements shall be sworn under oath or affirmation;
 - (ii) Witness statements for the Professional Staff member and for the MAC's primary witness shall not be more than thirty (30) pages in length each, excluding exhibits (if any); and
 - (iii) Witness statements for all other witnesses shall not, in the aggregate, be more than twenty (20) pages in length, excluding exhibits (if any).
- (e) In the event a party intends to present expert evidence, the expert report shall include the information required under Rule 7.2(b), as well as:
 - (i) a resume of the witness' qualifications;
 - (ii) a signed Form 1 (as attached to these Rules);
 - (iii) a summary of the opinions, conclusions and recommendations of the witness; and
 - (iv) reference to those portions of other documents which form an important part of the opinions, conclusions and recommendations of the witness.

7.3 FAILURE TO PROVIDE WITNESS STATEMENTS OR DOCUMENTS

If a party fails to comply with the Tribunal's directions in respect of witnesses and disclosure, the party may not file or rely upon the evidence of the witness or the document, without first obtaining the consent of the Tribunal, which consent may be granted upon such terms and conditions as set by the Tribunal.

RULE 8 PRE-HEARING MATTERS

8.1 PRE-HEARING CONFERENCES

- (a) The Chair may direct the parties to participate in one or more pre-hearing conferences, which may deal with the following issues:
 - (i) identifying parties and witnesses, and the scope of their participation in the hearing;
 - (ii) as applicable, determining whether a hearing other than a written hearing will be held, and if so, the date, time, length and location of the hearing;
 - (iii) hearing preliminary motions which the Chair or the Tribunal has ruled may be heard orally or electronically;
 - (iv) addressing procedural issues;
 - (v) identifying, defining and simplifying issues;
 - (vi) arranging for the exchange among parties and for the filing with the Tribunal of documents relevant to the proceeding;
 - (vii) establishing facts or evidence that may be agreed on; and
 - (viii) any other matters that may assist in the just and expeditious disposition of the proceeding.⁷
- (b) The Chair may delegate ILC to hold a pre-hearing conference on procedural matters, provided the Chair shall hold any pre-hearing conference on substantive matters such as preliminary motions.

⁷ SPPA, s 5.3.

- (c) The Chair may make such orders as he/she considers necessary or advisable with respect to the conduct of the proceeding, including on the advice of ILC. Such orders shall be deemed to be orders of the Tribunal.
- (d) A pre-hearing conference may be held electronically and the Rules pertaining to electronic hearings will apply, with necessary modifications.
- (e) A pre-hearing conference shall be held in the absence of the public unless the Chair directs that it be open to the public.

8.2 NOTICE OF PRE-HEARING CONFERENCE

- (a) The Tribunal shall send written notice of pre-hearing conference to all parties to the hearing, unless a party waives this requirement.
- (b) The notice of pre-hearing conference shall be sent by mail or electronically at least one (1) business day prior to the pre-hearing conference or within such other period as the Tribunal may determine is fair in the circumstances.

8.3 AUTHORITY OF REPRESENTATIVE

A party's representative should only attend a pre-hearing conference without the party if the representative has the authority on behalf of the party to make procedural agreements and to commit to take actions respecting the matters to be addressed.

RULE 9 COMBINED AND SEPARATED PROCEEDINGS

9.1 COMBINING AND SEPARATING PROCEEDINGS

- (a) If two or more proceedings before the Tribunal involve common questions of law or fact, or relate to the same or similar matters or issues, the Tribunal may,
 - (i) combine or consolidate the proceedings or any part of them, or hear the proceedings at the same time, with the consent of the parties;⁸
 - (ii) hear the proceedings one immediately after the other; or
 - (iii) stay one or more of the proceedings until after the determination of another one of them.
- (b) Proceedings shall not be combined or heard at the same time if the Tribunal is of the opinion that a matter within one proceeding that is of an intimate financial or personal nature may be disclosed in the other proceeding(s).
- (c) Where two or more proceedings, or any part of them, have been combined by the Tribunal, the Tribunal may order that the proceedings no longer be combined at any stage of the proceedings, and that the proceedings will continue separately.

9.2 FACTORS TO CONSIDER IN COMBINING OR SEPARATING PROCEEDINGS

- (a) In considering whether to combine or separate proceedings under this Rule 9, the Tribunal shall consider the following factors:
 - (i) whether one or more Professional Staff members simultaneously requests a hearing under these Rules;
 - (ii) whether the subject-matter of the hearings raise common issues;
 - (iii) whether a combined proceeding would be the preferable procedure for the resolution of the common issues;
 - (iv) whether combining the proceedings would unduly complicate or delay the proceedings or caused prejudice to a party; and

⁸ *SPPA*, s 9.

- (v) any other reason which the Tribunal considers to be reasonable.
- (b) An order combining or separating proceedings is not a determination of the merits of the proceedings.

RULE 10

MOTIONS AND INTERROGATORIES

10.1 MOTIONS

- (a) The Tribunal may at any time, and may delegate to the Chair to at any time:
 - (i) rule upon the Tribunal's jurisdiction;
 - (ii) give directions concerning Tribunal procedures; or
 - (iii) make a procedural order for any other purpose which the Tribunal considers necessary to carry out its functions.
- (b) All motions shall be made in writing unless the Tribunal or the Chair orders otherwise. The Tribunal or the Chair shall only order otherwise in accordance with Rule 1.1(b) and Rule 5. If the Tribunal or the Chair orders otherwise in whole or in part, the Tribunal or the Chair shall appoint a date, time and place for the motion, specify the maximum time limit for the parties' oral submissions, including a reply, and shall give notice thereof to the parties.
- (c) With respect to an oral or electronic hearing, all procedural or interlocutory issues shall be raised in a motion as soon as possible and shall be heard on a day that is at least ten (10) days before the day upon which the hearing is scheduled to commence⁹ unless the nature of the motion requires that it be heard during the hearing itself.
- (d) Where it appears to the Chair that the number and nature of the motions brought in a hearing are not leading to the most just and expeditious disposition of the matter, the Chair may direct that no further motions be brought before the commencement of the hearing unless the prior permission of the Chair is obtained after making a submission in writing to the Chair.

10.2 PROCEDURE TO BRING A MOTION

- (a) Where a party intends to bring a motion, the motion shall be made in writing, and the party shall obtain directions from the Tribunal regarding the time limits for the delivery of motion materials.
- (b) A party bringing a motion shall deliver a notice in writing that provides the following:
 - (i) the relief sought and the basis for bringing the motion, the documentary or other evidence relied upon in support of the motion, including any By-Law provision or Rule to be relied on;
 - (ii) a clear and concise statement of the relevant facts pertaining to the matters to be determined by the Tribunal; and
 - (iii) all submissions and case law.
- (c) A party responding to a motion shall deliver the following within the time set by the Tribunal:
 - (i) the documentary or other evidence relied upon in response to the motion, including any By-Law provision or Rule to be relied on;

⁹ If a hearing is scheduled to be held within fourteen (14) days of the Board receiving the notice from the Professional Staff member requesting a hearing as provided for in section 6.03 of the By-Law, the motions shall be heard at least two (2) days before the day upon which the hearing is scheduled to commence.

- (ii) a clear and concise statement of the relevant facts pertaining to the matters to be determined by the Tribunal; and
- (iii) all submissions and case law.

10.3 WRITTEN QUESTIONS AND ANSWERS (INTERROGATORIES)

- (a) The Tribunal may direct that the examination of a witness be conducted through written questions and answers, and may specify the dates by which the questions are to be asked and answered, and may direct that:
 - (i) the parties shall engage in the interrogatory process in an expeditious and cooperative manner, in order to ensure full and timely disclosure with the minimum amount of effort and cost;
 - (ii) the subject matter of interrogatories shall be restricted to those issues which the Tribunal has identified for consideration at the hearing;
 - (iii) the scope of interrogatories shall be confined to information relevant and necessary to assist the inquiring party to be reasonably informed about the issue under consideration; and
 - (iv) parties shall provide detailed, responsive and complete answers to interrogatories, along with copies of all related documentation.
- (b) The Tribunal may order the parties to provide additional information or documentation if the answers to interrogatories are not sufficiently detailed, responsive and complete.
- (c) The Tribunal may require that any answers to interrogatories or to the Tribunal's questions be given under oath or affirmation.

RULE 11 ADJOURNMENTS

11.1 RULE ON ADJOURNMENTS

A hearing may be adjourned from time to time by the Tribunal of its own initiative or where it is shown to the satisfaction of the Tribunal that the adjournment is required to permit an adequate hearing to be held.¹⁰

11.2 FACTORS TO CONSIDER FOR ADJOURNMENT

- (a) When a party requests an adjournment, the Tribunal may consider any relevant factors, including:
 - (i) the reason for the adjournment request;
 - (ii) the extent to which prejudice will be suffered by the party requesting the adjournment, if the adjournment is refused;
 - (iii) the extent to which any other party will suffer prejudice if the adjournment is granted;
 - (iv) the extent to which the party requesting the adjournment gave advance notice to other parties and to the Tribunal of its request for an adjournment;
 - (v) the consent of other parties to the request for adjournment;
 - (vi) whether the party requesting the adjournment previously consented to the hearing or pre-hearing proceeding on the scheduled date;
 - (vii) the length of adjournment;

¹⁰ *SPPA*, s 21.

- (viii) previous delays including the number and length of previous adjournments granted at the request of or with the consent of the party now requesting an adjournment;
 - (ix) the public interest in the efficient and timely conduct of proceedings; and
 - (x) any other possible effects on the fairness of the proceedings.
- (b) In granting an adjournment the Tribunal may impose such conditions as it considers appropriate, including, but not limited to the awarding of costs.

11.3 DENIAL OF ADJOURNMENT

- (a) The Tribunal may refuse an adjournment where:
- (i) the adjournment was requested too close to the scheduled hearing date;
 - (ii) the Tribunal is not satisfied that the adjournment is necessary;
 - (iii) the only ground for the adjournment is that the party unreasonably delayed;
 - (iv) the party consented to the original hearing date;
 - (v) the adjournment would negatively affect the fairness of the proceedings; or
 - (vi) the Tribunal is of the opinion that it would be inappropriate to grant the adjournment in the circumstances.
- (b) In the event of a denial of adjournment or in the absence of the Professional Staff member, the hearing may proceed.

RULE 12 PUBLIC ACCESS TO HEARINGS

12.1 HEARINGS OPEN TO PUBLIC, EXCEPTIONS

- (a) An oral hearing shall be open to the public except where the Tribunal is of the opinion that intimate financial or personal matters or other matters may be disclosed at the hearing of such a nature, having regard to the circumstances, that the desirability of avoiding disclosure thereof in the interests of any person affected or in the public interest outweighs the desirability of adhering to the principle that hearings be open to the public, in which case the Tribunal may hold the hearing in the absence of the public.¹¹
- (b) In deciding whether Rule 12.1(a) applies and in addition to the factors identified above, the Tribunal shall consider:
- (i) whether the administrative records of a Professional Staff member that relate to the member's personal practice may be disclosed at the hearing, contrary to section 65(5.5) of the *FIPPA*;
 - (ii) whether personal information may be disclosed at the hearing, contrary to section 42 of the *FIPPA*; and
 - (iii) whether personal health information may be disclosed at the hearing, contrary to section 29 of the *PHIPA*.
- (c) In a written hearing, members of the public are entitled to reasonable access to the documents submitted, unless the Tribunal is of the opinion that Rule 12.1(a) applies, and then only in accordance with and to the extent permitted by the *FIPPA* and the *PHIPA*.
- (d) An electronic hearing shall be open to the public unless the Tribunal is of the opinion that (i) it is not practical to hold the hearing in a manner that is open to the public, or (ii) Rule 12.1(a) applies.

¹¹ *SPPA*, s 9.

- (e) The Tribunal may impose such conditions as it considers appropriate for the conduct of a closed hearing, including without limitation by way of an order excluding witnesses other than the MAC's witness who instructs the MAC's representative on behalf of the MAC and the Professional Staff member.

12.2 CONDUCT OF CLOSED HEARING

- (a) Unless the Tribunal orders otherwise, a closed hearing may be attended by:
 - (i) parties and their representatives;
 - (ii) witnesses and their representatives when they are testifying in the case of an oral hearing;
 - (iii) the Tribunal; and
 - (iv) such other persons as the Tribunal considers appropriate.
- (b) Exhibits, documents, submissions and Tribunal orders relating to that part of the hearing that is closed to the public shall be marked confidential and kept separate from any public record. Access to that material shall be made available only by order of the Tribunal, and then only in accordance with and to the extent permitted by the *FIPPA* and the *PHIPA*.

RULE 13 EVIDENCE

- 13.1 Subject to Rules 13.2 and 13.2, the Tribunal may admit as evidence at a hearing, whether or not given or proven under oath or affirmation or admissible as evidence in a court, any written testimony and any other document or other thing that is relevant to the subject matter of the proceeding.¹²
- 13.2 Nothing in 13.1 overrides the provisions of any *Act* expressly limiting the extent to or purposes for which any testimony, documents or things may be admitted or used in evidence in any proceeding. Nothing is admissible in evidence at a hearing that would be inadmissible in a court by reason of any privilege under the law of evidence.¹³
- 13.3 The Tribunal may receive and act on any facts agreed on by the parties without proof or evidence.
- 13.4 The Tribunal may treat previously admitted evidence as if it had been admitted in a proceeding before the Tribunal, if the parties to the proceeding consent. For the purposes of this Rule 13.4, "previously admitted evidence" means evidence that was admitted, before the hearing of the proceeding referred to, in any other proceeding before a court or Tribunal, whether in or outside of Ontario.¹⁴
- 13.5 The Tribunal may take notice of facts that may be judicially noticed, and may take notice of any generally recognized facts, information or opinions within its specialized knowledge.¹⁵

¹² *SPPA*, s 15; *PHA*, s 39(6).

¹³ *SPPA*, s 15; *PHA*, s 39(6).

¹⁴ *SPPA*, s 15.1.

¹⁵ *SPPA*, s 16; *PHA*, s 39(6).

RULE 14 DECISIONS AND ORDERS

14.1 INTERIM DECISIONS AND ORDERS

- (a) The Tribunal or the Chair may make interim decisions and orders.
- (b) The Tribunal or the Chair may impose conditions on an interim decision or order.
- (c) An interim decision or order need not be accompanied by reasons.
- (d) The Tribunal or the Chair shall act in its sole and absolute discretion in making all interim decisions and orders, and no Professional Staff member shall appeal, or seek judicial review of, any interim decision or order of the Tribunal or Chair, without first having exhausted his/her rights under the *PHA*.¹⁶
- (e) If a Professional Staff member purports to appeal, or seek judicial review of, any interim decision or order of the Tribunal without first having exhausted his/her rights under the *PHA*, the Corporation shall be entitled to seek costs on a full indemnity basis from the Professional Staff member if he/she is unsuccessful in the appeal or judicial review¹⁷.

14.2 ORAL AND WRITTEN DECISIONS

- (a) The Tribunal will normally reserve its decision, but may issue an oral or written decision at any time with reasons to follow in accordance with Rule 14.2(b).
- (b) Despite Rule 14.1(a), the Tribunal shall issue a written final decision and reasons for decision, which shall be the official decision of the Tribunal.
- (c) No member of the Tribunal shall participate in a decision of the Tribunal pursuant to a hearing unless he/she was present throughout the hearing and heard the evidence and argument of the parties and, except with the consent of the parties, no decision of the Tribunal shall be given unless all members so present participate in the decision.¹⁸

14.3 EFFECTIVE DATE OF DECISION OR ORDER

A Tribunal decision or order shall be effective from the date on which it was signed or such other date as may be specified in the decision or order.

14.4 ELECTION UNDER SECTION 25(1) OF THE *SPPA*

The Tribunal shall specify in every decision and order, whether procedural or substantive, interim or final, whether its decision or order is effective immediately or is stayed in the event the Professional Staff member appeals the decision to the Appeal Board. If the Tribunal fails to specify, either party may move under Rule 15 to require the Tribunal to specify, and the Tribunal shall so specify forthwith. The Tribunal's specification under this Rule 14.4 shall determine whether the Board "orders otherwise" under section 25(1) of the *SPPA*.¹⁹

¹⁶ *Khan v. Scarborough General Hospital*, 2009 CanLII 71015 (ON SCDC); *Rosenhek v. Windsor Regional Hospital*, 2008 CanLII 2614 (ON SCDC).

¹⁷ Health Professions Appeal and Review Board *Consolidated Rules of Practice and Procedure*, effective May 1, 2013, Rule 15.8; *Rules of Civil Procedure*, RRO 1990, Reg 194, Rules 56-58.

¹⁸ *PHA*, s 39(7).

¹⁹ *SPPA*, s 25.

RULE 15
CORRECTION OF ERRORS AND POWER TO RECONSIDER

- 15.1** A Tribunal may at any time correct a typographical error, error of calculation, an omission or any other similar error made in its decision or order without prior notice to the parties. The Tribunal shall notify the parties of its correction to the decision or order.
- 15.2** The Tribunal, on its own initiative, on notice to the parties, or at the request of a party to a proceeding, may reconsider any decision made by it and may confirm, amend or revoke it. The Tribunal may do so at any time if it considers it advisable to do so.²⁰
- 15.3** No request for reconsideration will be considered where it is filed more than twenty (20) days after the date of the Tribunal's decision, except with permission of the Tribunal.
- 15.4** No reconsideration by the Tribunal on its own initiative of any decision or order will operate as a stay of the decision or order under reconsideration, unless otherwise ordered by the Tribunal.

RULE 16
TRIBUNAL'S CONTROL OF ITS PROCESS

- 16.1** Notwithstanding anything set out in these Rules the Tribunal may,
- (a) for the purpose of determining its own procedures and practices, make orders with respect to the procedures and practices that apply in any particular proceeding; and
 - (b) to prevent abuse of its processes, make such orders or give such directions in proceedings before it as it considers proper.

²⁰ *SPPA*, s 21.2.

FORM 1**HURON PERTH HEALTHCARE ALLIANCE
TRIBUNAL RULES OF PROCEDURE****ACKNOWLEDGEMENT OF EXPERT'S DUTY**

Matter:

1. My name is (name). I live at
(city), in the province of (name of province).
2. I have been engaged by or on behalf of
(name of party/parties) to provide evidence in relation to the above-noted proceeding.
3. I acknowledge that it is my duty to provide evidence in relation to this proceeding as follows:
 - (a) to provide opinion evidence that is fair, objective and non-partisan;
 - (b) to provide opinion evidence that is related only to matters that are within my area of expertise; and
 - (c) to provide such additional assistance as the Tribunal may reasonably require to determine a matter in issue.
4. I acknowledge that the duty referred to above prevails over any obligation which I may owe to any party by whom or on whose behalf I am engaged.

DATE_____
SIGNATURE_____
PRINT NAME

Note: This form must be attached to any report signed by the expert and provided for the purposes of Rule 7.2(e) of the Rules.

SECTION 5

Financial Viability



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Corporate Code of Business Ethics	
Section 5.0 – Financial Viability	Number: 5.1
Original Issue Date: Fall 2008	
Last Revision Date: Spring 2018	Next Review Date: Fall 2020
Approved By: HPHA Board of Directors	Date: June 7, 2018

The Huron Perth Healthcare Alliance (HPHA) Code of Business Ethics describes the behaviour that is to be exhibited by all those to whom the Code applies. The following principles govern this behaviour at the HPHA:

We obey the law.

At the HPHA, we obey all applicable laws. However, you are expected to be aware of and follow laws that affect the way you do your job. If you have any questions about legal issues affecting your job, you should refer them to your supervisor or to the Vice President, People & Chief Quality Executive at 519-272-8206.

We behave in a way that is appropriate for charitable organizations.

As charitable tax-exempt organizations, we have a legal and ethical obligation to use our resources in a way that promotes the public good rather than the private or personal interests of any individual or group. Therefore, we ensure our compensation arrangements are competitive, fair and aligned with our mission, vision and values, we accurately report payments to appropriate taxing authorities, and file all tax and information returns consistent with applicable laws.

HPHA is organized and operated exclusively for charitable purposes to serve the healthcare needs of the communities, and therefore it is exempt from the payment of federal or provincial income tax. All of its assets are used exclusively to further the HPHA's charitable purposes. Such assets may not be used to benefit any individual or person who is in a position to exercise influence over the business concerns of the HPHA. Political contributions by individuals should not be made in the name of HPHA.

We are honest in our communications and business relationships.

You are expected to be honest in your communication with patients and families, attorneys, staff members, auditors and with all of those with whom we do business.

You are expected to be honest and accurate in coding for services rendered, filing claims for reimbursement, and in seeking payment for services. If you have any responsibilities in this area, it is expected that you will be absolutely honest and accurate in submitting claims and bills.

The HPHA's financial records are expected to accurately describe and fully reflect all HPHA transactions in accordance with Public Sector Accounting Board and other industry accounting standards.

We do not offer financial inducements.

You shall not offer any financial inducement, gift, payoff, kickback, or bribe to induce, influence, or reward favorable decisions of any government personnel or representative, any customer, contractor, or vendor in a commercial transaction, or any person in a position to benefit the HPHA or other staff members in any way. Gifts of any substantial value should not be accepted from those with whom we do business. You are strictly prohibited from engaging in any corrupt business practice either directly or indirectly.

We provide you with assets to make your job more efficient.

We will make available to you assets and equipment necessary to conduct our business including such items as computer hardware and software, including internet and external email (outlook) access where appropriate, office supplies, and various types of medical equipment. You are required to use these assets in a prudent, appropriate and effective manner. Our property should not be used for personal reasons or be removed from the HPHA without approval from a department manager.

We respect confidentiality and privacy.

In the course of your job, you may have access to confidential information about patients and families, your co-workers, or business practices of the HPHA. You are expected to keep this information confidential and not discuss it with anyone without prior authorization. The HPHA has a comprehensive personal health information privacy program to comply with the provincial Personal Health Information Protection Act (PHIPA-November 2004).

We do what is right for the organization when entering into agreements.

A conflict of interest may occur if your outside activities, personal financial interests, or other personal interests influence or appear to influence your ability to make objective decisions in the course of your job responsibilities. You are obligated to ensure you remain free of conflicts of interest in the performance of your job. Board members, senior management, and other individuals with applicable decision making authority are required to disclose actual and potential conflicts related to decisions that arise during the year. All actual and potential conflicts will be reviewed and appropriate actions taken.

We promote a workplace that is safe and free of discrimination or harassment.

At the HPHA you can expect to be treated respectfully, fairly and equitably without regard to race, color, religion, age, sex, ethnic origin, disability, sexual orientation or any other protected status. This applies to hiring and other human resource practices, and to the way we treat each other on a daily basis. We also expect that you will treat our patients and families, your co-workers and everyone else with whom you come in contact at work in this same way.

The HPHA will conform with all applicable laws and regulations pertaining to workplace health and safety and we expect our staff, physicians and volunteers to comply with our policies to protect their own health and safety.

We do not tolerate any form of harassment. This includes disruptive behavior or threats, derogatory comments and sexual harassment.

We respect the environment.

The HPHA is subject to many legal requirements under a variety of environmental laws concerning the handling, release, reporting, transporting and disposal of hazardous materials and wastes. If you handle or are responsible for hazardous materials or waste, you must be knowledgeable about these materials and the environmental regulations affecting them. In addition, we respect our environment and conserve natural resources. Therefore, it is important that you use resources appropriately and efficiently, recycle where possible, and dispose of all waste in accordance with applicable laws and regulations.

In summary. . .

These principles form the basis for our commitment to ethical behavior that complies with all legal requirements. However, we cannot include in this document every legal or ethical issue that may arise. You must also use your own judgment.

If you have a concern about a legal or ethical issue, please seek advice from your supervisor, or senior management if a satisfactory response is not received.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Legislative Requirements	
Section 5.0 – Financial Viability	Number: 5.2
Original Issue Date: December 2003	
Last Revision Date: Spring 2018	Next Review Date: Fall 2020
Approved By: HPHA Board of Directors	Date: June 7, 2018

To effectively serve as a Board member, it is important to understand the legal framework under which Boards, and individual Board members, operate.

In clarifying her/his duties and responsibilities, it is important that Directors understand the following:

- Letters Patent and By-Laws of the institution as amended from time to time
- *Corporations Act*
- Provincial legislation/regulations specific to hospitals, e.g., *Public Hospitals Act*
- Privacy legislation, including the *Personal Health Information Protection Act* and the *Quality of Care Information Protection Act*
- *Criminal Code* and *Occupational Health and Safety Act* requiring safe workplaces
- Environmental legislation
- Common law governing corporations

Common law deals with recorded decisions made by judges. Of primary concern here is the "Duty of Care". As it applies to not-for-profit health care institutions, the standard of care is what would reasonably be expected from a person given their particular knowledge and experience. Simply put, a Board member of considerable experience is expected to exercise a higher degree of skill than someone of less experience and knowledge.



HURON PERTH HEALTHCARE ALLIANCE

Governance Policy

Policy Name: Financial Condition and Performance	
Section 5.0 – Financial Viability	Number: 5.3
Original Issue Date: January 2004	
Last Revision Date: Spring 2018	Next Review Date: Fall 2020
Approved By: HPHA Board of Directors	Date: June 7, 2018

The Huron Perth Healthcare Alliance Board of Directors has fiduciary accountability for the financial condition and performance of the organization. This accountability is carried out through three main actions:

- ✓ Objective setting;
- ✓ Assessment of performance and condition;
- ✓ Control.

A. Finance/Resource Objectives

The Board of Directors has the overall objective of providing quality care to the communities the Alliance serves in a fiscally responsible manner.

In general, it is the Board's financial objective that the Alliance:

- ✓ Operate as a cost-efficient organization through cost, service and utilization efficiencies, while maintaining appropriate quality care
- ✓ Meet Ministry of Health and Long-Term Care Performance and Local Health Integration Network Accountability objectives, where appropriate
- ✓ Maintain financial capacity to meet the ongoing operating and capital requirements of the organization

B. Assessment

To ensure objectives are met, the Board of Directors are accountable to assess, in a timely manner, the Alliance's performance. Assessment occurs through:

- ✓ Monitoring timely and relevant performance indicators and measures against targets and benchmarks
- ✓ Monitoring variations occurring and/or anticipated to occur from various financial plans, which affect either the short or long term operations and viability of the organization

C. Control

For the Board of Directors to fulfill its fiduciary responsibility, and safeguard the Alliance's assets, the Board must make certain that:

- i) Comprehensive internal management controls and information systems to support appropriate decision-making are in place, by ensuring:
 - ✓ That accounting systems are in place to supply accurate and timely information
 - ✓ That transactions are properly authorized, executed, and recorded

- ✓ That independent external auditors are appointed and the audit's scope, approach and associated audit fees are reviewed and approved
 - ✓ That the Auditors formal opinion and management letter is reviewed;
 - ✓ That management devises and executes plans to correct any deficiencies identified, where warranted;
- ii) Comprehensive operational and financial planning and reporting processes to support appropriate decision-making are in place, by ensuring:
- ✓ That the organization's planning is tied to achieving its strategic objectives;
 - ✓ That annually, the organization creates a detailed operational plan with associated financial operating and capital needs;
 - ✓ That the organization engages in multi-year planning where appropriate;