



AUDIT COMMITTEE TERMS OF REFERENCE

Authority: The Audit Committee operates as a Standing Committee under the authority of the Board of Directors and as outlined in the Stevenson Memorial Hospital (SMH) Corporate By-laws, Article 8 and Board Policies V-A-2, Roles and Responsibilities of the Board of Directors, V-A-3, Roles and Responsibilities of Individual Board Directors V-A-7 Board Standing and Special Committees. No decision of this Committee shall be binding on the Board until approved or ratified by the Board.

Membership and Quorum: Quorum of a Standing Committee for the purpose of conducting business will be more than 50% of the voting members of the Committee.

The presence of Board Chair at Committee meetings counts towards quorum; whereas; the absence of the Board Chair at Committee meetings does not count towards quorum. For greater clarity, the intent to this rule is to recognize that the Board Chair may not attend every meeting.

The members of the Audit Committee shall consist of:

Voting Members:

1. Board Treasurer;
2. two (2) additional elected Directors who are financially literate, one of whom shall serve as Chair;
3. up to two (2) Advisory Members who are financially literate; and
4. Board Chair, ex-officio.

Non-Voting Members:

5. Chief Executive Officer (CEO); and
6. Chief Financial Officer (CFO).

Mandate: The members of the Audit Committee shall:

1. recommend the annual appointment of independent auditors for approval by the voting members;
2. recommend for approval by the Board the compensation to be paid to the independent auditors as negotiated by the Hospital's CFO;
3. review and approve the Audit Plan and receive the Engagement letter in advance of each year's external audit;
4. ensure the audit plan includes the actuarial calculation in accordance with GAAP of the present value of future anticipated payouts under the current retirement benefit plan commitments; frequency for completing this review is not less than every three years;
5. review and recommend to the Board for approval the Hospital's annual audited financial statements;
6. meet separately with each of the auditors and financial management staff during the annual financial statement review process;

7. ensure that management has in place a financial reporting process with appropriate internal controls;
8. require the Hospital's CFO to respond in writing to the Committee about each recommendation made by the external auditors on internal control and other financial management suggestions;
9. review annually the Committee Terms of Reference and if any change is recommended forward same to the Governance and Nominating Committee for consideration;
10. prepare an annual work plan for the Committee describing topics to be addressed at each meeting for approval by the Board; and
11. assume such other duties as may be assigned from time to time by the Board.

Administration: Support is provided by the office of the CFO.

Reporting: The Committee reports to the Board of Directors.

Schedule: The Committee meets at least 2 times per year at the call of the Chair.

Original Effective Date: Nov 08
Reviewed/Revised Date: Nov 11; Feb 12; May 12; Sept 12; Feb 13; Dec 15



TERMS OF REFERENCE
COMMUNICATIONS COMMITTEE

Authority: The Committee operates under the authority of the Board of Directors

Membership: The Committee shall consist of:

1. at least three elected Directors, one of whom will serve as chair;
2. one representative or delegate of the SMH Foundation Board;
3. one representative or delegate of the SMH Auxiliary Executive;
4. one member of the Hospital staff;
5. one physician or physician delegate nominated by the medical staff;
6. up to four additional Advisory Council Members with specific skill sets or knowledge of the community that will support the work of the Committee;
7. Hospital Marketing/Communication Specialist;
8. Board Chair, ex-officio;
9. Chief Executive Officer (CEO); and
10. Chair of Stevenson Redevelopment Committee

Mandate: The Committee will:

1. oversee the Hospital's Communication Plan and various communication strategies;
2. collaborate with Foundation and Auxiliary to develop common key messages;
3. provide guidance to the Hospital's CEO and Communication Specialist in relation to the development and implementation of specific communication objectives, strategies and tactics that include but are not limited to government relations, community engagement, media relations, crisis communications, website development, printed promotional materials, special events, etc.;
4. recommend to the Board policies and processes to ensure effective ongoing communication and positive relationships between Stevenson Memorial Hospital, the Advisory Council Members of the Corporation, and the communities served by the Hospital;
5. monitor media exposures to provide guidance as required to CEO and Communication Specialist;
6. assume such other duties as may be assigned from time to time by the Board;
7. develop and monitor communications budget; and
8. evaluate success using a Community Engagement Scorecard.

Administration: Support is provided by the office of the CEO and Corporate Communications.

Reporting: The Committee reports to the Board of Directors.

Schedule: The Committee meets at least 4 times per year at the call of the Chair.

Original Effective Date: Nov 08
Reviewed/Revised Date: Nov 11; Feb 12; Feb 13; Feb 2014



TERMS OF REFERENCE EXECUTIVE COMMITTEE

Authority: The Committee operates as a Standing Committee under the authority of the Board of Directors and as outlined in the Stevenson Memorial Hospital (SMH) Corporate By-laws, Article 8 and Board Policies V-A-2, Roles and Responsibilities of the Board of Directors; V-A-3, Roles and Responsibilities of Individual Board Directors; V-A-7 Board Standing and Special Committees. Decisions of the Executive Committee are binding on the Board.

Membership and Quorum: Quorum of this Standing Committee for the purpose of conducting business will be more than 50% of the voting members of the Committee.

If there is no Past Chair, the quorum will be adjusted accordingly.

The members of the Executive Committee shall consist of:

Voting Members:

1. Board Chair, who will serve as Chair;
2. Board Vice-Chair;
3. Board Treasurer;
4. Board Past Chair; and
5. One other elected Director.

Non-Voting Members

6. Chief Executive Officer (CEO); and
7. Chief of Staff (CoS).

Mandate: The Executive Committee shall:

1. exercise such powers as may from time to time, be given to it by resolution of the Board;
2. exercise the full powers of the Board in all matters of administrative urgency, reporting every action at the next meeting of the Board;
3. ensure that the Board establishes an overall Strategic Direction for the Hospital;
4. conduct a review of the strategic plan as part of a regular annual planning cycle ensuring that is aligned with Ministry of Health & Long Term Care (MOHLTC) policy and Local Health Integration Network (LHIN) integrated health services plan;
5. monitor corporate performance regularly against the approved strategic and operating plans and Board approved performance indicators;
6. oversee the policies and objectives for the provision of excellent management for the Hospital;
7. establish measurable annual performance expectations in cooperation the SMH CEO and the Chief of CoS;
8. review the CEO's and CoS's performances bi-annually;
9. annually assess the overall performance of the CEO and report this performance to the Board along with a recommendation for performance and at risk compensation payments;
10. annually assess the overall performance of the CoS and report this performance to the Board along with a recommendation at risk pay;

11. ensure there is an effective working relationship between the CEO and CoS;
12. ensure a contingency plan for senior management positions (CEO, VP/CNO, CFO) and the CoS for succession in the event that they are unable to fulfill their duties;
13. oversee the policies for building relationships ensuring the SMH builds and maintains good relations with the MOHLTC in fulfilling its obligations under the provincial policies, with LHIN in fulfilling SMH's Hospital Service Accountability Agreement (H-SAA);
14. negotiate and oversee the implementation of the Management Services Agreement with Southlake Regional Health Centre on behalf of the Board of Directors;
15. review the Enterprise Risk Management program at least on an annual basis and report thereon to the Board;
16. study and advise or make recommendations to the Board on any matter as directed by the Board;
17. oversee and evaluate the effectiveness of the Committees;
18. prepare an annual work plan for the Committee that describes topics to be addressed at each meeting for approval by the Board; and
19. assume such other duties as may be assigned from time to time by the Board

Administration: Support is provided by the office of the CEO.

Reporting: The Committee reports to the Board of Directors.

Schedule: The Executive Committee meets at least four (4) times per year at the call of the Chair.

Original Effective Date: Nov 08
Reviewed/Revised Date: Nov 11; Feb 12; May 12; Sept 12; Feb 13; Dec 14; Dec 15



TERMS OF REFERENCE

FINANCE COMMITTEE

Authority: The Finance Committee operates as a Standing Committee under the authority of the Board of Directors and as outlined in the Stevenson Memorial Hospital (SMH) Corporate By-laws, Article 8 and Board Policies V-A-2, Roles and Responsibilities of the Board of Directors, V-A-3, Roles and Responsibilities of Individual Board Directors; V-A-7 Board Standing and Special Committees. No decision of this Committee shall be binding on the Board until approved or ratified by the Board.

Membership and Quorum: Quorum of a Standing Committee for the purpose of conducting business will be more than 50% of the voting members of the Committee.

The presence of Board Chair at Committee meetings counts towards quorum; whereas, the absence of the Board Chair at Committee meetings does not count towards quorum. For greater clarity, the intent to this rule is to recognize that the Board Chair may not attend every meeting.

The members of the Finance Committee shall consist of:

Voting Members:

1. Board Treasurer, who will serve as Chair;
2. at least two (2) additional elected Directors;
3. up to two (2) Advisory Members with specific skill sets that will support the work of the Committee;
4. Chief Executive Officer (CEO); and
5. Board Chair, ex-officio.

Non-Voting Members:

6. one (1) representative or delegate of the SMH Foundation Board;
7. one (1) representative or delegate of the SMH Auxiliary Executive;
8. Chief Financial Officer (CFO); and
9. Manager of Finance.

Mandate: The Finance Committee shall:

1. study and recommend to the Board for approval a detailed annual budget for capital and operating revenues and expenditures for the ensuing fiscal year;
2. study the detailed financial statements on a timely basis and report thereon to the Board accordingly;
3. oversee the financial reporting process of the organization and compliance with regulatory requirements;
4. inform and advise the Board on financial risk management and financial matters as requested;
5. review and provide input on the Hospital Annual Planning Submission (HAPS);

6. review and recommend to the Board the Hospital Service Accountability Agreement (H-SAA);
7. review H-SAA Performance Indicators on a quarterly basis prior to formal Board presentation;
8. conduct an annual review and periodic monitoring of the Management Services Agreement regarding responsibilities for both parties with financial implications, except as related to the Human Resources Terms of Reference;
9. oversee the Memorandums of Understanding for Clinical Services, including negotiation, implementation and annual review and periodic monitoring regarding responsibilities for both parties with financial implications;
10. review Board financial policies and make recommendations to the Governance and Nominating Committee as appropriate;
11. review annually the Committee Terms of Reference and if any change is recommended forward same to the Governance and Nominating Committee for consideration;
12. prepare an annual work plan for the Committee that describes topics to be addressed at each meeting for approval by the Board; and
13. assume such other duties as may be assigned from time to time by the Board.

Administration: Support is provided by the office of the CFO.

Reporting: The Committee reports to the Board of Directors

Schedule: The Committee meets at least four (4) times per year at the call of the Chair.

Original Effective Date: Nov 08
Reviewed/Revised Date: Nov 11; Feb 12; May 12; Sept 12; Feb 13; Feb 14; Dec 14; Dec 15



TERMS OF REFERENCE REVIEWED **GOVERNANCE & NOMINATING COMMITTEE**

Authority: The Governance & Nominating Committee operates as a Standing Committee under the authority of the Board of Directors and as outlined in the Stevenson Memorial Hospital (SMH) Corporate By-laws, Article 8 and Board Policies V-A-2, Roles and Responsibilities of the Board of Directors, V-A-3, Roles and Responsibilities of Individual Board Directors, V-A-7 Board Standing and Special Committees. No decision of this committee shall be binding on the Board until approved or ratified by the Board.

Membership and Quorum: Quorum of a Standing Committee for the purpose of conducting business will be more than 50% of the voting members of the Committee.

The presence of Board Chair at Committee meetings counts towards quorum; whereas; the absence of the Board Chair at Committee meetings does not count towards quorum. For greater clarity, the intent to this rule is to recognize that the Board Chair may not attend every meeting.

The members of the Governance & Nominating Committee shall consist of:

Voting Members:

1. at least three (3) elected Directors, one (1) of whom will serve as Chair;
2. up to two (2) Advisory Members;
3. An elected municipal representative as determined by the Board from time to time.
4. Chief Executive Officer (CEO); and
5. Board Chair, ex-officio.

Non-Voting Members:

None

Mandate: The Governance & Nominating Committee shall:

1. establish and review annually the Board profile of Directors in relation to the skills matrix, identifying any gaps in skills and expertise and vacant positions to be filled in the annual Nominations process;
2. identify vacant non-Director positions on Board Standing and Special Committees and skill sets required to be filled in the annual Nominations process;
3. recommend annually to the Board of Directors, individuals to fill vacancies on the Board of Directors as a result of a systematic and transparent nominations process (See Policy V-B-2);
4. recommend regularly to the Board of Directors, Advisory Members of the Corporation or other community individuals as required to fill vacancies in the non-Director positions on Board Standing and Ad Hoc Committees;
5. nominate Directors for consideration by the Board for appointment as Officers of the Corporation;
6. nominate Directors for consideration by the Board for appointment as Standing and Special Committee Chairs and Standing and Special Committee members, as required;
7. review on an annual basis, amendments to existing Board Policies for consideration by the Board;

8. review and where necessary recommend amendments to the hospital by-laws for consideration by the Board;
9. review on an annual basis, director attendance at Board and committee meetings;
10. support the Board of Directors in ensuring its ongoing effectiveness through Board orientation, ongoing education and evaluation;
11. establish processes to support the Board of Directors in the annual evaluation of the performance of the Board and individual Directors, and Standing Committees;
12. ensure that all Standing Committees review their terms of reference on an annual basis and make recommendations for amendments as required to the Board of Directors;
13. ensure that all Standing Committees develop an annual work plan for the Board's approval;
14. ensure that the Hospital's Annual General Meeting is conducted in a timely manner and in accordance with the Hospital By-Laws;
15. review annually the Committee Terms of Reference and if any change is recommended forward same to the Governance and Nominating Committee for consideration;
16. prepare an annual work plan for the Governance and Nominating Committee describing topics to be addressed at each meeting for approval by the Board; and
17. assume such other duties as may be assigned from time to time by the Board.

Administration: Support is provided by the office of the CEO.

Reporting: The Committee reports to the Board of Directors.

Schedule: The Committee meets at least four (4) times per year at the call of the Chair.

Original Effective Date: Nov 08
Reviewed/Revised Date: Nov 11; Feb 12; May 12; Sept 12; Feb 13; Dec 14; Dec 15



TERMS OF REFERENCE HUMAN RESOURCES COMMITTEE

Authority: The Human Resources Committee operates as a Standing Committee under the authority of the Board of Directors and as outlined in the Stevenson Memorial Hospital (SMH) Corporate By-laws, Article 8 and Board Policies V-A-2, Roles and Responsibilities of the Board of Directors; V-A-3, Roles and Responsibilities of Individual Board Directors; V-A-7 Board Standing and Special Committees. Except for the decision of the Executive Committee, no decision of this Committee shall be binding on the Board until approved or ratified by the Board.

Membership and Quorum: Quorum of a Standing Committee for the purpose of conducting business will be more than 50% of the voting Board of Directors who are members of the Committee.

The presence of Board Chair at Committee meetings counts towards quorum; whereas; the absence of the Board Chair at Committee meetings does not count towards quorum. For greater clarity, the intent to this rule is to recognize that the Board Chair may not attend every meeting.

The members of the Human Resources Committee shall consist of:

Voting Members:

1. at least three (3) elected Directors, one of whom will be appointed as Chair;
2. up to two (2) Advisory Members;
3. Chief Executive Officer (CEO) or designate (Vice President/Chief Nursing Officer); and
4. Board Chair, ex-officio.

Non-Voting Members:

5. Manager of Human Resources.

Mandate: The Human Resources Committee shall:

1. work within the framework of the Management Services Agreement with Southlake Regional Health Centre, review policies guiding the cost effective deployment and health and safety of relevant staff and volunteers;
2. develop Guidelines and Principles for SMH executive compensation within the context of the Ministry's Excellent Care for All Act and the Management Services Agreement with Southlake Regional Health Centre;
3. review the scorecard of human resources in areas pertaining to WSIB, absenteeism, overtime and manpower and make recommendations to the Board;
4. monitor employee satisfaction surveys;
5. review human resources plans for executive succession planning, compensation and performance recognition;
6. review government legislation pertaining to human resources issues to ensure that the Hospital is in full compliance;

7. review annually the Committee Terms of Reference and if any change is recommended forward same to the Governance and Nominating Committee for consideration;
8. prepare an annual work plan for the Committee that describes topics to be addressed at each meeting for approval by the Board; and
9. assume such other duties as may be assigned from time to time by the Board.

Administration: Support is provided by the office of the CEO.

Reporting: The Committee reports to the Board of Directors

Schedule: The Committee meets at least four (4) times per year at the call of the Chair.

Original Effective Date: August 2011
Reviewed/Revised Date: Nov 11; Feb 12; Sept 12; Feb 13; Dec 14; Dec 15



TERMS OF REFERENCE **BOARD QUALITY COMMITTEE**

Authority: The Quality Committee operates as a Standing Committee under the authority of the Board of Directors and as outlined in the Stevenson Memorial Hospital (SMH) Corporate By-laws, Article 8 and Board Policies V-A-2, Roles and Responsibilities of the Board of Directors; V-A-3, Roles and Responsibilities of Individual Board Directors; V-A-7 Board Standing and Special Committees. No decision of this Committee shall be binding on the Board until approved or ratified by the Board.

Membership and Quorum: Quorum of a Standing Committee for the purpose of conducting business will be more than 50% of the voting members of the Committee.

The presence of Board Chair at Committee meetings counts towards quorum; whereas; the absence of the Board Chair at Committee meetings does not count towards quorum. For greater clarity, the intent to this rule is to recognize that the Board Chair may not attend every meeting.

The members of the Quality Committee shall consist of:

Voting Members:

1. at least three (3) elected Directors, one of whom will serve as Chair;
2. up to two (2) Advisory Members with specific skill sets that will support the work of the Committee;
3. President of the Medical Staff;
4. Vice-President/Chief Nursing Officer;
5. Chief Executive Officer (CEO);
6. one (1) person who works in the Hospital who is not a member of the College of Physicians & Surgeons of Ontario or College of Nurses of Ontario; and
7. Board Chair, ex-officio.

Non-Voting Members:

8. Chief of Staff;
9. up to two (2) Patient and Family Advisory Committee representative;
10. two (2) co-Chairs of the Corporate Quality Committee; and
11. Manager, Quality and Risk.

Mandate: The Quality Committee shall focus on the quality of patient care and patient safety and shall:

1. monitor reports and provide advice to the Board on matters related to programming and policies that affect patients that utilize the hospital's services;
2. consider and recommend definitions, policies, standards, process and outcome benchmarks, or other means by which the overall performance of the hospital and its programs can be measured;

3. review reports and consider recommendations from management and relevant hospital committees regarding the quality of patient care, patient safety, best practice initiatives, and the results of other quality evaluation activities carried out by the hospital, including changes that may be required as a result of government policy;
4. review reports of critical incidents to ensure that such incidents are analyzed to identify steps to reduce or eliminate systemic problems;
5. review the Hospital's mortality rate with management on an annual basis;
6. ensure that SMH is filling its role within the Local Health Integration Network (LHIN) region by fostering effective coordination of patient care and positive working relations with Southlake Regional Health Centre (SRHC) and other health service provider organizations;
7. review all quality information required to be submitted or reported to external groups/agencies;
8. recommend Board policies for risk management related to patient care, monitor the processes used to identify and control hospital liability and review relevant reports;
9. review and recommend for approval, Board policies as required relating to the ethical dimensions of the hospital's health care activities;
10. monitor the hospital's processes directed at ensuring that patient care programs and services and the various quality improvement and quality control activities of the hospital are in compliance with internal and external accreditation;
11. assess on a regular basis the hospital's total quality management related activities and results and report to the Board;
12. review on a regular basis reports from the meetings of Advisory Council Members of the Hospital or other community advisory groups as established by Stevenson Memorial Hospital from time to time;
13. review on a regular basis adherence to the hospital's standards on emergency preparedness education and drills;
14. annually review Hospital's credentialing process;
15. prepare an annual work plan for the Committee describing topics to be addressed at each meeting for approval by the Board; and
16. assume such other duties as may be assigned from time to time by the Board.

Administration: Support is provided by the office of the CEO and Vice-President/Chief Nursing Officer.

Reporting: The Committee reports to the Board of Directors.

Schedule: The Committee meets at least four (4) times per year at the call of the Chair.

Original Effective Date: Nov 08
Reviewed/Revised Date: Nov 11; Feb 12; May 12; Sept 12; Feb 13; Dec 14; Dec 15



TERMS OF REFERENCE STEVENSON REDEVELOPMENT COMMITTEE

Authority: The Stevenson Redevelopment Committee operates as a Special Committee under the authority of the Board of Directors and as outlined in the Stevenson Memorial Hospital (SMH) Corporate By-laws, Article 8 and Board Policies V-A-2, Roles and Responsibilities of the Board of Directors, V-A-3, Roles and Responsibilities of Individual Board Directors; V-A-7, Board Standing and Special Committees. No decision of this Committee shall be binding on the Board until approved or ratified by the Board.

Membership and Quorum: Quorum of a Special Committee for the purpose of conducting business will be more than 50% of the voting members of the Committee.

The presence of Board Chair at Committee meetings counts towards quorum; whereas; the absence of the Board Chair at Committee meetings does not count towards quorum. For greater clarity, the intent to this rule is to recognize that the Board Chair may not attend every meeting.

The members of the Stevenson Redevelopment Committee shall consist of:

Voting Members:

1. at least three (3) elected Directors, one of whom shall serve as Chair;
2. up to five (5) Advisory Members with a specific skill set, as required by the Committee from time to time; that will support the work of the Committee;
3. one (1) representative or delegate of the SMH Foundation Board;
4. up to two (2) representatives from local Town Councils and/or their Chief Administrative Officer;
5. Chief Executive Officer (CEO); and
6. Board Chair, ex-officio.

Non-Voting Members:

7. President of the Medical Staff (or designate);
8. Vice-President/Chief Nursing Officer (or designate);
9. Chief Financial Officer (CFO);
10. Manager of Facilities; and
11. Hospital Marketing/Communication Specialist.

Scope: To oversee the Stevenson Memorial Hospital Redevelopment project through completion.

Mandate: The Stevenson Redevelopment Committee shall:

1. identify and recommend the needs of Stevenson Memorial Hospital for infrastructure enhancement for the short term and the long term;
2. establish and recommend a comprehensive plan to address the short term and long term infrastructure needs of the Hospital once identified;

3. gain the support and engagement of individuals in the SMH catchment area/community having the skills and expertise needed to assist the hospital in accomplishing the objectives set out in the infrastructure needs plan;
4. monitor progress of the redevelopment project with respect to the project plan, on behalf of the Board;
5. report to the Board on a regular basis and at least each quarter;
6. review proposals/contracts from redevelopment consultants and make recommendation to the Board;
7. review any proposed submission to a third party with respect to redevelopment, prior to its submission and make recommendation to the Board;
8. review annually the Committee Terms of Reference and if any change is recommended forward same to the Governance and Nominating Committee for consideration;
9. prepare an annual work plan for the Committee that describes topics to be addressed at each meeting for approval by the Board; and
10. assume such other duties as may be assigned from time to time by the Board.

Administration: Support is provided by the office of the CEO.

Reporting: The Committee reports to the Board of Directors.

Schedule: The Committee meets at least four (4) times per year at the call of the Chair.

Original Effective Date: Nov 2011
Reviewed/Revised Date: Feb 13; Nov 14; Feb 15; Dec 15