



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