

Huron Perth Healthcare Alliance

# GOVERNANCE POLICIES



HURON PERTH  
HEALTHCARE  
ALLIANCE

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

<b>Policy Name: Quality, Patient Safety and Risk Management</b>
<b>Section 1.0 – Ensure Program Quality &amp; Effectiveness</b>
Original Issue Date: April 2014
Last Revision 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*

<b>Policy Name: Performance Measurement &amp; Monitoring</b>
<b>Section 1.0 – Ensure Program Quality &amp; Effectiveness</b>
Original Issue Date: April 2014
Last Revision 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

<b>Policy Name: Public Reporting of Quality and Patient Safety Indicators</b>
<b>Section 1.0 – Ensure Program Quality &amp; Effectiveness</b>
Original Issue Date: June 2014
Last Revision Date: Spring 2018, 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*

<b>Policy Name: Board/Management Relationships</b>
<b>Section 2.0 – Provide for Excellent Management</b>
Original Issue Date: December 2013
Last Revision 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*

<b>Policy Name: President &amp; Chief Executive Officer Management Policy</b>
<b>Section 2.0 – Provide for Excellent Management</b>
Original Issue Date: August 2003
Last Revision Dates: June 7, 2018, 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.

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

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

### **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 1<sup>st</sup>, 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*

<b>Policy Name: Delegation to the President &amp; Chief Executive Officer</b>
<b>Section: 2.0 – Provide for Excellent Management</b>
Original Issue Date: December 2003
Last Revision 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

<b>Policy Name: Alliance Chief of Staff Performance Evaluation</b>
<b>Section 2.0 – Provide for Excellent Management</b>
Original Issue Date: June 7, 2018
Last Revision 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	• Governance & Stakeholder Relations Committee reviews and



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



# HURON PERTH HEALTHCARE ALLIANCE

## Governance Policy

<b>Policy Name: Freedom of Information &amp; Protection of Privacy Act (FIPPA) Delegation of Authority</b>
<b>Section 2.0 – Provide for Excellent Management</b>
Effective Date: November 7, 2019
Last Revision Date: June 6, 2024

### Purpose

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 all hospitals in Ontario. 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 their 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 People, Engagement & Social Accountability unless they are not reasonably available. In the event that the Vice President, People, Engagement & Social Accountability is not reasonably available (due to illness, vacation or conflict of interest), then all Privacy and FIPPA powers and duties shall be delegated to the Vice President, Performance, Finance and Digital Innovation. The Head shall review this delegation annually and with the appointment of a new Head.

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 (IPC).
- Provide regular updates to the Board of Directors on FIPPA compliance and FIPPA-related activities that are particularly significant.

# **SECTION 3**

## **Foster Relationships**



# HURON PERTH HEALTHCARE ALLIANCE

## Governance Policy

<b>Policy Name: Board Accountability Statement</b>
<b>Section 3.0 – Foster Relationships</b>
Original Issue Date: December 2013
Revision Dates: June 7, 2018, February 1, 2024

### Purpose

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.

### Policy

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"> <li>○ Quality services, patient safety and patient and family centred care.</li> <li>○ Operating in a fiscally responsible manner within resources.</li> <li>○ Efficient utilization of resources, regulation and policies, transparent processes and advocacy.</li> <li>○ Engaging the communities we serve in planning activities and priority setting.</li> </ul>
To the staff and volunteers of HPHA	<ul style="list-style-type: none"> <li>○ Establishing and communicating expectations.</li> <li>○ Providing a safe work environment.</li> </ul>
To Ontario Health	<ul style="list-style-type: none"> <li>○ Building relationships and collaborating with Ontario Health, the Huron Perth &amp; Area Ontario Health Team, health system partners and the community to identify gaps and opportunities, integrate services and provide care in an efficient, effective and coordinated manner.</li> <li>○ Ensuring operations are aligned with regional and provincial plans.</li> <li>○ Achieving the performance standards set out in Accountability Agreements.</li> </ul>
To the Government of Ontario, government agencies and institutional partners	<ul style="list-style-type: none"> <li>○ Compliance with applicable legislation, regulation and policies.</li> </ul>



# HURON PERTH HEALTHCARE ALLIANCE

## Governance Policy

<b>Policy Name: Patient, Family and Staff Engagement</b>
<b>Section 3.0 – Foster Relationships</b>
Original Issue Date: February 7, 2019
Last Revision Date: n/a

### 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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# **SECTION 4**

Ensure Board Effectiveness



# HURON PERTH HEALTHCARE ALLIANCE

## Governance Policy

<b>Policy Name: Governance Accountability</b>
<b>Section 4.0 – Ensure Board Effectiveness</b>
Original Issue Date: December 2003
Last Revision 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*

<b>Policy Name: Board and Individual Director Responsibilities</b>
<b>Section 4.0 – Ensure Board Effectiveness</b>
Original Issue Date: April 2014
Last Revision 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*

<b>Policy Name: Nomination Process for Board of Directors</b>
<b>Section 4.0 – Ensure Board Effectiveness</b>
Original Issue Date: June 2016
Last Revision Date: Spring 2018, June 4, 2020

### **Purpose**

The Huron Perth Healthcare Alliance (HPHA) Board of Directors undertakes an open and transparent process for the recruitment of qualified individuals for nomination to the Board of Directors that will ensure that the Board is comprised of the collective competencies required to govern the Huron Perth Healthcare Alliance effectively.

### **Policy**

The HPHA Board of Directors follows a process to attempt to ensure that at least four (4) Directors are eligible for a term re-appointment or retire from the Board each year. Directors shall retire after serving 12 years on the Board. The Board undertakes a recruitment and nomination process to fill any vacancies identified, ensuring that the Board of Directors has the right skills, experience, personal qualities and diversity to complement the existing members, address the needs and provide oversight and strategic leadership for the organization and our communities.

### **Process**

The HPHA Board of Directors through its Governance & Stakeholder Relations Committee will form an Ad Hoc Nominating Committee and utilize a process for board renewal which includes:

- Reviewing the Board's skills matrix to identify gaps and areas of focus for recruitment of new members to complement the skill base of the current board.
- Developing a communication and advertising strategy to recruit prospective candidates.
- Hosting an Information Session for interested individuals that includes an overview of the HPHA and the governance structure, and reviewing the role, responsibilities and accountabilities for Directors.
- Inviting formal applications from interested individuals.
- Reviewing applications and considering individuals that possess the identified skill, talent and experience and who are not Excluded Persons (per the HPHA By-laws).
- Interviewing prospective qualified individuals.
- Providing a recommendation of a slate of officers to the HPHA Board of Directors through the Governance & Stakeholder Relations Committee.

### **Board Composition**

The HPHA Board of Directors has eleven (11) elected directors who reside or work in the catchment areas as follows:

- One (1) Director from the catchment area served by the Clinton Site;
- One (1) Director from the catchment area served by the St. Marys Site;
- One (1) Director from the catchment area served by the Seaforth Site;

- One (1) Directors from the City of Stratford; and
- seven (7) Directors from the catchment area served by the corporation.

The HPHA Board of Director has Nine (9) non-voting, ex officio Directors as follows:

- the Chief of Staff;
- the Site Chief from each of the Hospital Sites that are not represented by the Chief of Staff;
- the President of the Medical Staff;
- the President & Chief Executive Officer;
- the Chief Nursing Executive;
- a Patient and Caregiver Partner recommended by the Patient and Caregiver Partner Steering Committee.

*Note: Policy has been harmonized with the Huron Perth & Area Ontario Health Team Policy “Nomination of a Board Director Policy”*





# HURON PERTH HEALTHCARE ALLIANCE

## Governance Policy

<b>Policy Name: Board of Directors Code of Conduct</b>
<b>Section 4.0 – Ensure Board Effectiveness</b>
Original Issue Date: December 2013
Last Revision Date: June 7, 2018, February 1, 2024

### **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 public trust and integrity.

The Code of Conduct applies to all directors, including ex-officio directors, and non-director Board Committee members. All directors and non-director Board Committee members will complete the Annual Director Declaration and Consent to confirm their commitment and compliance with this code of conduct.

### **Policy**

#### ***Fiduciary Duty and Duty of Care***

As a fiduciary of the Corporation, a director acts honestly and in good faith with a view to the best interests of the Corporation, and exercises the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. In so doing, a director supports the Corporation in fulfilling its mission and discharging its responsibilities. All directors, including ex-officio directors, are held to the same duties and standard of care.

A director does not represent the specific interests of any constituency or group. A director acts and makes decisions that are in the best interests of the Corporation as a whole.

#### ***Exercise of Authority***

A director carries out the powers of office only when acting during a duly constituted meeting of the Board or one of its committees. A director respects the responsibilities delegated by the Board to the President & Chief Executive Officer, avoiding interference with their duties but insisting upon accountability to the Board and reporting mechanisms for assessing organizational performance.

A director adheres to the Values, Mission & Vision of the Corporation, applicable law, the Hospital by-laws, and Board-approved policies.

#### ***Conflict of Interest***

Every director, including ex-officio directors and non-director Board Committee members, must comply with the conflict of interest provisions in the *Not-for-Profit Corporations Act, 2010* (the “Act”), the Hospital by-laws, and Board-approved policies.

#### ***Confidentiality***

Every director, including ex-officio directors and non-director Board Committee members, must respect the confidentiality of the information of the Corporation, including matters brought before

the Board and Board committees, keeping in mind that unauthorized disclosure or use of information could adversely affect the interests of the Corporation. Directors shall not disclose or use for their own purpose confidential information concerning the activities and affairs of the Corporation unless otherwise authorized by the Board. It is recognized that the role of a director may include representing the Corporation in the community. However, such representation must be respectful of and consistent with the director's duty of confidentiality.

### ***Board Solidarity and Director Dissent***

Every director, including ex-officio directors and non-director Board Committee members, support the decisions of the Board in discussions with persons beyond the Board/Board Committee, even if the individual holds another view or voiced another view during a Board/Board Committee discussion or was absent from the Board/Board committee meeting. In accordance with the Act, an individual who is present at a Board/Board committee meeting is deemed to have consented to any resolution passed or action taken at the meeting, unless:

- (a) the individual's dissent is entered in the meeting minutes;
- (b) the individual requests that their dissent be entered in the meeting minutes;
- (c) the individual gives their dissent to the secretary of the meeting before the meeting is terminated; or
- (d) the individual submits their written dissent to the secretary immediately after the meeting is terminated.

An individual who votes for or consents to a resolution is not entitled to dissent.

An individual who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven days after becoming aware of the resolution, the individual:

- (a) causes their written dissent to be placed with the meeting minutes; or
- (b) submits their written dissent to the secretary.

### ***Board Spokesperson***

The Board Chair shall be the spokesperson for the Board. The President and Chief Executive Officer or the Chief of Staff or their designate, may speak on behalf of the Corporation. News media responses and public discussion of the Corporation's activities and affairs should only be made through the Board's authorized spokespersons. Any individual 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, including ex-officio directors and non-director Board Committee members, bring diverse backgrounds, skills and experience to the Board and its Committees. Directors will not always agree with one another on all issues. All debates shall take place in an atmosphere of mutual respect and courtesy. The authority of the Chair must be respected by all directors.

### ***Time and Commitment***

Directors, including ex-officio directors and non-director Board Committee members, are expected to commit the necessary time required to fulfill Board/Board committee responsibilities, including preparation for and attendance at meetings, as well as attendance at the Corporation's public events when possible.

### ***Participation***

A director expects to receive relevant information in advance of meetings, reviews pre-circulated material, comes prepared to Board and Board Committee meetings, asks informed questions and makes a constructive contribution to discussions.

***Education***

Directors, including ex-officio directors and non-director Board Committee members, are expected to seek opportunities to be educated and informed about the Corporation and the key issues related to the Corporation and the healthcare system through participation to include orientation and ongoing education.

***Evaluation***

Directors, including ex-officio directors and non-director Board Committee members, participate in the evaluation of the performance of the Board/Board Committee and of their own performance as members.

***Obtaining Advice of Counsel***

Requests to obtain outside opinions or advice regarding matters of the Board/Board Committees must be made through the Board chair.



# HURON PERTH HEALTHCARE ALLIANCE

## *Governance Policy*

<b>Policy Name: Confidentiality</b>
<b>Section 4.0 – Ensure Board Effectiveness</b>
Original Issue Date: December 2013
Last Revision 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

<b>Policy Name: Conflict of Interest</b>
<b>Section 4.0 – Ensure Board Effectiveness</b>
Original Issue Date: December 2013
Last Revision Date: June 7, 2018, February 1, 2024

### Purpose

All directors have a duty to ensure that the integrity of the decision-making processes of the Board of Directors (The “Board”) are maintained by ensuring that they and other directors 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 and officers understand their obligations when a conflict of interest or potential conflict of interest arises.

The Conflict of Interest policy applies to all directors, include ex-officio directors, officers, and non-director Board Committee members.

“Officers” means officers appointed by the Board under the *Not-for-Profit Corporations Act, 2010* (the “Act”) and the by-laws, including:

- Chair
- Vice Chair
- Treasurer

### Policy

Directors, officers, and non-director Board Committee members shall avoid situations in which they may be in a position of a conflict of interest or perceived conflict of interest. In addition to the conflict of interest provisions in the Act and the by-laws, which must be strictly adhered to, the process set out in this policy shall be followed when a conflict or potential conflict arises.

### Description of Conflict of Interest

A conflict of interest arises in any situation where a director's duty to act solely in the best interests of the Corporation and to adhere to their fiduciary duties is compromised or impeded by any other interest, relationship, or duty of the director. A conflict of interest also includes circumstances where the director's duties to the Corporation are in conflict with other duties owed by the director such that the director is not able to fully discharge the fiduciary duties owed to the Corporation.

The situations in which a potential conflict of interest may arise cannot be exhaustively set out. Conflicts generally arise in the following situations:

- 1) Transacting with the Corporation
  - When a director transacts with the Corporation directly or indirectly.
  - When a director has a material direct or indirect interest in a transaction or contract with the Corporation.
- 2) Interest of a Relative

When the Corporation conducts business with suppliers of goods or services or any other party of which a relative or member of the household of a director is a principal, officer, or representative.

3) Gifts

When a director or a member of the director's household or any other person or entity designated by the director, accepts gifts, payments, services, or anything else of more than a token or nominal value from a party with whom the Corporation may transact business (including a supplier of goods or services) for the purposes of (or that may be perceived to be for the purposes of) influencing an act or decision of the Board.

4) Acting for an Improper Purpose

When directors exercise their powers motivated by self-interest or other improper purposes. Directors must act solely in the best interest of the Corporation. Directors who are nominees of a particular group must act in the best interest of the Corporation even if this conflicts with the interests of the nominating party.

5) Appropriation of Corporate Opportunity

When a director diverts to their own use, an opportunity or advantage that belongs to the Corporation.

6) Duty to Disclose Information of Value to the Corporation

When directors fail to disclose information that is relevant to a vital aspect of the Corporation's affairs.

7) Serving on Other Corporations

A director may be in a position where there is a conflict of "duty and duty". This may arise where the director serves as a director of two corporations that are competing or transacting with one another. It may also arise where a director has an association or relationship with another entity. For example, if two corporations are both seeking to take advantage of the same opportunity, a director may be in possession of confidential information received in one boardroom or related to the matter that is of importance to a decision being made in the other boardroom. The director cannot discharge the duty to maintain such information in confidence while at the same time discharging the duty to make disclosure. The director cannot act to advance any interests other than those of the Corporation.

## **Process for Resolution of Conflict Addressing Breaches of Duty**

### ***Disclosure of Conflicts***

A director, officer, or non-director Board Committee member who is in a position of conflict or potential conflict, shall immediately disclose such conflict to the Board by notification to the Board Chair or Vice Chair. Where the Chair has a conflict, notice shall be given to the Vice Chair. A non-director Board Committee member, who is in a position of conflict or potential conflict, shall immediately disclose such conflict to the Board by notification to the Committee Chair. The disclosure shall be sufficient to disclose the nature and extent of the interest. Disclosure shall be made at the earliest possible time and, where possible, prior to any discussion and vote on the matter.

- The disclosure must be made, at a minimum, in the case of a director:

- at the meeting where a matter in which the director has a conflict is first considered;
  - if the director was not then interested in a matter, at the first meeting after the director becomes so interested;
  - if the director becomes interested after a matter has been approved, at the first meeting after the director becomes so interested; or
  - if an individual who has a conflict in a matter later becomes a director, at the first meeting after the individual becomes a director.
- The disclosure must be made, at a minimum, in the case of an officer:
    - forthwith after the officer becomes aware that a matter in which the officer has a conflict is to be considered or has been considered by the Board;
    - if the officer becomes interested after a matter has been approved by the Board, forthwith after the officer becomes so interested; or
    - if an individual who has a conflict in a matter later becomes an officer, forthwith after the individual becomes an officer.
  - The disclosure must be made, at a minimum, in the case of a non-director Board Committee member:
    - at the committee meeting where a matter in which the Board Committee member has a conflict is first considered;
    - if the Board Committee member was not then interested in a matter, at the first committee meeting after the Board Committee member becomes so interested;
    - if the Board Committee member becomes interested after a matter has been approved, at the first committee meeting after the Board Committee member becomes so interested;
    - if an individual who has a conflict in a matter later becomes a Board Committee member, at the first committee meeting after the individual becomes a Board Committee member.
  - If a director or officer has a conflict of interest in a matter that, in the ordinary course of the Corporation's business, would not require approval of the Board or members, the director or officer shall disclose the conflict of interest to the Board Chair or Vice Chair, or request to have entered in the minutes of Board meetings, the nature and extent of their interest forthwith after the director or officer becomes aware of the matter.

### ***Continuing Disclosure***

A director, officer, or non-director Board Committee member may provide a general notice to the Board disclosing their relationships and interests in entities or persons that give rise to conflicts.

### ***Leave the Meeting and Do Not Vote***

A director, officer, or non-director Board Committee member who has declared a conflict shall not attend any part of a meeting during which the matter in which they have a conflict is discussed, and shall not vote on any resolution to approve the matter.

Exceptions are made if the matter relates to a contract or transaction for indemnity or insurance under section 46 of the Act.

**Referral**

A director may be referred to the process outlined below where any director believes that they or another director:

- a) has breached their duties to the Corporation;
- b) is in a position where there is a potential breach of duty to the Corporation;
- c) is in a situation of actual or potential conflict of interest; or
- d) has behaved or is likely to behave in a manner that is not consistent with the highest standards of trust and integrity and such behaviour may have an adverse impact on the Corporation.

**Process for Resolution**

- a) The matter shall be referred to the Chair or where the issue may involve the Chair, to the vice Chair, with notice to the chief executive officer.
- b) The Chair (or vice Chair, as the case may be) may either:
  - (i) attempt to resolve the matter informally; or
  - (ii) refer the matter to either the executive committee or to a special committee of the Board established by the Chair (or vice Chair, as the case may be) which shall report to the Board.
- c) If the Chair or vice Chair elects to attempt to resolve the matter informally and the matter cannot be resolved to the satisfaction of the Chair (or vice Chair as the case may be), the directors referring the matter, and the director involved, then the Chair or vice Chair shall refer the matter to the process in (b) (ii) above.
- d) A decision of the Board by majority resolution shall be determinative of the matter.

It is recognized that if a conflict or other matter referred cannot be resolved to the satisfaction of the Board (by simple majority resolution) or if a breach of duty has occurred, a director may be asked to resign or may be subject to removal pursuant to the by-laws and the Act.

**Perceived Conflicts**

It is acknowledged that not all conflicts or potential conflicts may be satisfactorily resolved by strict compliance with the by-laws. There may be cases where the perception of a conflict of interest or breach of duty (even where no conflict exists or breach has occurred) may be harmful to the Corporation notwithstanding that there has been compliance with the by-laws. In such circumstances, the process set out in this policy for addressing conflicts and breaches of duty shall be followed.

It is recognized that the perception of a conflict or breach of duty may be harmful to the Corporation even where no conflict exists or breach has occurred and it may be in the best interests of the Corporation that the director or non-director Board Committee member be asked to resign.





# HURON PERTH HEALTHCARE ALLIANCE

## Governance Policy

<b>Policy Name: Annual Director Declaration and Consent</b>
<b>Section 4.0 – Ensure Board Effectiveness</b>
Original Issue Date: April 2014
Last Revision Date: June 7, 2018, June 2, 2022, February 1, 2024

### Purpose

The Huron Perth Healthcare Alliance (HPHA) Board of Directors is committed to ensuring that those involved with the Corporation represent, act and make decisions that are in the best interest of the Corporation as a whole.

### Policy

Every Director, including ex-officio directors and non-director Board Committee members, acknowledges and accepts that they are accountable to the:

- 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.
- 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.

Every Director, including ex-officio directors and non-director Board Committee members, acknowledges and accepts that they must adhere to the Values, Mission & Vision of the Corporation, applicable law, the Hospital by-laws, and Board-approved policies.

## Annual Director's Declaration

All Huron Perth Healthcare Alliance Directors, including ex-officio directors and non-director Board Committee members are required to complete, sign and deliver this Annual Director's Declaration Form to the Chair of the Board.

I am: (Check Appropriate Box)

- Member, Board of Directors
- Member, Board Committee

### Consent

- I am an individual elected or appointed to the Board 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:
  - ✓ 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:

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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: \_\_\_\_\_

Dates this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Name (please print)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date



# HURON PERTH HEALTHCARE ALLIANCE

## *Governance Policy*

<b>Policy Name: Board Evaluation</b>
<b>Section 4.0 – Ensure Board Effectiveness</b>
Original Issue Date: June 2014
Last Revision Date: Spring 2018, June 7, 2018, April 4, 2024

### **Purpose**

The Huron Perth Healthcare Alliance (HPHA) Board of Directors strives to continually monitor and improve performance. Board and individual board member evaluation provides powerful and valuable feedback mechanisms for improving effectiveness, maximizing strengths and highlight areas of opportunity for further development or improvement.

### **Policy**

The HPHA Board of Directors conducts assessments of the Board and individual Board members' performance on an annual basis.

The HPHA Board of Directors conducts a Board Meeting Evaluation Survey following each Board of Directors' Meeting.

Evaluations promote continuous improvement in Board activities, explore and maximize effectiveness of the Board as a unit and provide opportunities to review board composition, diversity and skills mix.

Evaluation areas considered include:

- Assessing skills mix, experience and knowledge of members required, in the context of developing and delivering the strategy, identifying challenges and opportunities;
- Ensuring principal risks facing the organization are addressed;
- Evaluating the clarity of, and leadership given to, the Vision, Mission and Values of the organization;
- Ensuring succession and development plans in place;
- Assessing how the board works together as a unit, and the tone set by the Board Chair and/or Leadership;
- Effectiveness of key board relationships, particularly Chair/President & CEO, Chair/Board Directors, Board/President & CEO;
- Effectiveness of Board sub-committees;
- Board processes, including appropriate time allotment for questions/discussion for decision-making;
- Clarity of the decision-making processes and authorities;
- Processes for identifying and reviewing risks;
- How the board communicates with, listens, and responds to key stakeholders; and
- How the board evaluates itself as a whole, board meetings and of individual board members.

## Evaluations and Outcomes

The following evaluations are conducted:

- Ontario Hospital Association Board Self-Assessment Tool – Annually
- Board Self-Evaluation Survey – Annually
- Board Meeting Evaluation – Monthly

The results of evaluations are shared with the Board and action plans are developed as required. The results provide a better understanding of the Board's effectiveness and help inform the work of the Board in regards to its procedures, effectiveness, composition and other relevant areas.

*Note: Policy has been harmonized with the Huron Perth & Area Ontario Health Team Policy "Board Effective Policy"*



# HURON PERTH HEALTHCARE ALLIANCE

## *Governance Policy*

<b>Policy Name: Board Meeting Agenda</b>
<b>Section 4.0 – Ensure Board Effectiveness</b>
Original Issue Date: December 3, 2015
Revision Dates: June 7, 2018, February 1, 2024

### **Policy**

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.

### **Purpose**

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 Board's Work Plan and the Strategic Directions of the organization, as approved by the Board from time to time.

### **Policy**

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 focused 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 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. 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.
4. 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.
5. 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.

The HPHA Board of Directors will receive the Meeting Notice and link to the Board Portal to access the agenda packages for the open and in-camera meetings at least five days prior to the scheduled meeting. The agenda for the open board meeting will be posted on the Hospital's website.



# HURON PERTH HEALTHCARE ALLIANCE

## Governance Policy

<b>Policy Name: Board Meetings – Open Sessions</b>
<b>Section 4.0 – Ensure Board Effectiveness</b>
Original Issue Date: February 1, 2024
Last Revision Date: n/a

### Purpose

The Huron Perth Healthcare Alliance (HPHA) Board of Directors Meetings are open to the public, except for matters determined by the Board to be dealt with during the in-camera session of the Board in accordance with the “Board Meetings – In-Camera Sessions” Policy. Open Board meetings create an atmosphere of openness, transparency and accountability surrounding the business of the Board, and improves public awareness of the challenges and issues facing the hospital.

### Policy

- Notice of Meeting
  - At the beginning of each Board year, meeting dates, times and locations for all regularly scheduled meetings is prepared and available from the Board Secretary and posted on the HPHA’s website.
  - The Board will meet at one of the HPHA sites (Clinton Public Hospital, St. Marys Memorial Hospital, Seaforth Community Hospital, Stratford General Hospital).
  - Meeting agendas identifying all items requiring the action of the Board, and aligned with the Board Work Plan, will be prepared and available at least five days prior to the meeting. The open Board Meeting agenda will be posted on the Hospital website.
- Agendas and Board Materials
  - Copies of the agenda for the open portion of the meeting will be distributed at the meeting and may be obtained from the Board Secretary or their designate prior to the meeting.
  - Supporting material will be circulated to the Board only.
- Minutes of Open Board Meetings
  - Minutes of open board meetings will be recorded by the Board Secretary or designate in the absence of the Secretary.
  - Approved minutes are retained by the Board Secretary and posted on the Hospital website.
- Guest Attendance at Open Sessions
  - Guests must provide at least 24 hours’ notice to the Board Secretary and attend the meeting in person at the site hosting the meeting.
  - Guests cannot attend by videoconference and/or telephone or other electronic means.
  - Guests may not participate in the meeting discussions unless explicitly invited to



- do so by the Chair.
  - Guests attending Board meetings will be asked to identify themselves and their affiliation (if any).
  - No photographic, television and/or taping equipment will be permitted at any meeting unless authorized by the Chair.
  - 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.
- Delegations by Guests
    - Individuals will only be permitted to address the Board with respect to matters of governance.
    - Guests must apply in writing to the Board Secretary no later than 16:00 hours on the third Monday of the month for consideration on the next month's agenda. A brief description of the specific matter to be addressed must be submitted to the Board Secretary who reserves the right to refer the presentation to the most appropriate Board Committee or management committee depending on the nature of the request.
    - The Board Chair may limit the number of presentations at any one meeting.
    - Delegates will be provided ten (10) minutes to address the Board. The Chair may invite members of the Board to ask questions of the delegation to clarify points raised in their presentation.
    - The Board is not obligated to respond to the delegation. The Board accepts the delegation's right to express a particular point of view, but may neither accept nor support it.



# HURON PERTH HEALTHCARE ALLIANCE

## Governance Policy

<b>Policy Name: Board Meetings – In-Camera Sessions</b>
<b>Section 4.0 – Ensure Board Effectiveness</b>
Original Issue Date: February 1, 2024
Last Revision Date: n/a

### Purpose

The Huron Perth Healthcare Alliance (HPHA) Board of Directors Meetings are open to the public, except for matters determined by the Board to be dealt with during the in-camera session. In-Camera sessions allow for consideration of confidential matters when the potential harm from public disclosure outweighs the benefits of transparency.

### Procedure

The Board may at its discretion and without notice, hold all or part of any regular or special Board meeting *in camera*. Only those persons authorized by the Board to remain at the *in camera* meeting will be permitted to remain. Other persons will be excused from the *in camera* meeting.

The following matters will be dealt with *in camera* including but not limited to matters relating to the following:

- Internal Board governance matters;
- Professional Staff appointments, re-appointments and any matters relating to suspensions, revocations or altering of privileges;
- Property matters;
- Executive compensation;
- Recruitment, retention, evaluation of the President & CEO and Chief of Staff;
- Personal matters about an identifiable individual, including without limitation, personal health information or information about an employee or agent of the Hospital;
- Information protected by the Excellent Care for All Act;
- The economic interests or other interests of the Hospital;
- 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;
- The preparation of the Hospital's Annual Planning Submissions to Ontario Health;
- 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;
- Information or advice that is subject to solicitor client privilege or 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;
- 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;

- The history, supervision or release of a person held under the Corporation's forensic program;
- Information that could reasonably threaten the safety or health of a person;
- Labour relation or employment related matters; and
- Any matter that is subject to an exemption or exclusion under the *Freedom of Information and Protection of Privacy Act* ("FIPPA") or for discussion of any matters that must be disclosed under the FIPPA.
- Charitable fundraising activities of the Hospital including any information relating to its donors or the Foundation;

#### Agenda and Minutes

- The Chair of the Board determines the items to be discussed during the *in camera* meeting and ensures the *in camera* agenda is prepared in advance.
- 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, handled securely. The minutes and supporting materials are not to be made available to the public. The minutes shall clearly record the decision. Approval of the minutes of any closed session shall be obtained at a subsequent closed meeting.
- Matters before the Board at an *in camera* session will remain confidential and the Board shall determine what communication, if any, is appropriate in respect of the business conducted in the *in camera* portion of the meeting.



# HURON PERTH HEALTHCARE ALLIANCE

## Governance Policy

<b>Policy Name: Elected Directors Roundtable Sessions</b>
<b>Section 4.0 – Ensure Board Effectiveness</b>
Original Issue Date: May 2013
Last Revision 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

<b>Date:</b>		
<b>Recorded By:</b>		
<b>Topic</b>	<b>Discussion/Outcomes</b>	<b>Decision/Action</b>



# HURON PERTH HEALTHCARE ALLIANCE

## Governance Policy

<b>Policy Name: Hospital Board Proceedings</b>
<b>Section 4.0 – Ensure Board Effectiveness</b>
Original Issue Date: June 7, 2018
Last Revision Date: n/a

### 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.<sup>1</sup>
- (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.<sup>2</sup>
- (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.

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

<sup>2</sup> 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.<sup>3</sup>
- 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.<sup>4</sup>

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

<sup>4</sup> *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.<sup>5</sup>
- 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.<sup>6</sup>

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<sup>5</sup> *SPPA*, s 5.2.

<sup>6</sup> *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.<sup>7</sup>
- (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.

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<sup>7</sup> 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;<sup>8</sup>
  - (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

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<sup>8</sup> 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 commence<sup>9</sup> 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;

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<sup>9</sup> 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.<sup>10</sup>

### **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;

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<sup>10</sup> *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.<sup>11</sup>
- (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.

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<sup>11</sup> *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 13.1 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.<sup>12</sup>
- 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.<sup>13</sup>
- 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.<sup>14</sup>
- 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.<sup>15</sup>

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<sup>12</sup> *SPPA*, s 15; *PHA*, s 39(6).

<sup>13</sup> *SPPA*, s 15; *PHA*, s 39(6).

<sup>14</sup> *SPPA*, s 15.1.

<sup>15</sup> *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*.<sup>16</sup>
- (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 review<sup>17</sup>.

### 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.<sup>18</sup>

### 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*.<sup>19</sup>

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

<sup>17</sup> 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.

<sup>18</sup> *PHA*, s 39(7).

<sup>19</sup> *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.<sup>20</sup>
- 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.

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<sup>20</sup> *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.



# HURON PERTH HEALTHCARE ALLIANCE

## *Governance Policy*

<b>Policy Name: Governance Policy Review</b>
<b>Section 4.0 – Ensure Board Effectiveness</b>
Original Issue Date: June 2014
Last Revision 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.



# SECTION 5

Financial Viability



# HURON PERTH HEALTHCARE ALLIANCE

## Governance Policy

<b>Policy Name: Corporate Code of Business Ethics</b>
<b>Section 5.0 – Financial Viability</b>
Original Issue Date: Fall 2008
Last Revision Date: Spring 2018, 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

<b>Policy Name: Financial Condition and Performance</b>
<b>Section 5.0 – Financial Viability</b>
Original Issue Date: January 2004
Last Revision Date: Spring 2018, June 7, 2018, June 6, 2024

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 Ontario Health 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;