BRIEFING NOTE
Toronto Central Local Health Integration Network
Board Governance and Nominations Committee Meeting
April 6, 2016

Agenda Item 1 & 2 – Welcome & Call to Order

The Toronto Central Local Health Integration Network (TC LHIN) welcomes the public to its open Governance and Nominations Committee meeting. Please refer to the link below for Guide to Open Meetings of the Toronto Central Local Health Integration Network (LHIN).

Guide to Open Meetings.pdf

Agenda Item 3 – Approval of Agenda

TIME	DUR (MIN)	ITEM	TOPIC	PRESENTER/ DISCUSSANT	MOTION REQUIRED
4:00	2	1	Welcome and Call to Order	Carol Perry	
4:02	1	2*	Guide to Open Meetings of the Toronto Central Local Health Integration Network	Carol Perry	
4:03	1	3	Approval of Agenda	Carol Perry	✓
4:04	1	4	Declaration of Conflict(s)	ALL	
4:05	2	5*	Approval of November 11, 2015 Minutes	Carol Perry	✓
BUSINESS ARISING					
4:07	5	6*	TC LHIN Board Committees – Human Resources Committee - Review Revised Terms of Reference	Carol Perry	✓
4:12	15	7*	Annual Governance Compliance Checklist	Carol Perry/Tess Romain	
4:27	5	8***	Appointment of Board Secretary	Carol Perry	✓
4:32	10	9*	Annual Review – Board Orientation Program	Carol Perry	
4:42	5	10	Update on Board Portal	Tess Romain	
CLOSED SESSION					
STANDING BUSINESS ITEMS					
5:29	1	16	Other Business	Carol Perry	
		17	Next meeting date – September 14, 2016	Carol Perry	
TERMINATION					

Legend
* circulated with Agenda
** to be circulated at meeting
*** to be circulated electronically before meeting
**** previously circulated

Agenda Item 4 – Declaration of Conflict(s)

The Committee member(s) shall at this time in the meeting declare any conflict(s) of interest in accordance with the LHIN Conflict of Interest Policy.

Agenda Item 5 - Approval of the Minutes of Meeting held on November 11, 2015

To be posted to website once approval made by Committee

Agenda Item 6 – TC LHIN Board Committees –Human Resources Committees

TOPIC: Human Resources Committee Terms of Reference

PURPOSE OF THIS AGENDA ITEM:

The Governance and Nominations Committee to review proposed amendments to the Human Resources Committee terms of reference.

BACKGROUND:

Annually, the TC LHIN Board Committees review their existing terms of reference with a view to ensuring that the terms are up to date; comply with current legislation requirements and ensure that the Committee is operating with effective governance, human resources oversight.

The Human Resources Committee held a meeting on February 10, 2016 and it was suggested that minor amendments be incorporated into their terms of reference and the amended terms of reference be brought to the Governance and Nominations Committee for review and approval.

The Governance and Nominations Committee will review and discuss the proposed amendments and if accepted, recommend that the HR Committee's updated terms of reference be approved by the Board of Directors.

Motion

That the Governance and Nominations Committee hereby recommends that the Board of Directors approved the updated Human Resources Committee terms of reference.

Agenda Item 7 – Annual Governance Compliance Checklist

TOPIC: Annual Review of Toronto Central LHIN Governance Policy Checklist

PURPOSE OF THIS AGENDA ITEM:

For the Governance and Nominations Committee to review the updated governance policy checklist as part of their annual review and ongoing compliance with applicable regulatory requirements.

For the Governance and Nominations Committee to review and consider implementing a governance self-audit questionnaire.

BACKGROUND – GOVERNANCE CHECKLIST

The Governance and Nominations Committee's Terms of Reference includes overseeing the TC LHIN's compliance with governance related policies, directives and approved processes. A checklist reflecting the inventory of these elements is regularly reviewed by management and is reported to the Committee on an annual basis.

The Board approved and signed a Memorandum of Understanding (MOU) in September 2012. This MOU continues to be in force and was signed by the new Minister of Health in summer 2014. The checklist includes references to the obligations contained in the new MOU and the status of the development of applicable policy requirements.

New in 2014, the LHINs were designated as an agency that will be required to be in compliance with the Archives and Record Keeping Act. This will require all LHINs to have records management and retention schedules in place. A PAN-LHIN Committee worked on developing the processes and tools for all LHINs to implement. The LHIN Specific Record Series has been approved by the Archives of Ontario. The TC LHIN will be required to have retention and destruction processes in place to begin in 2016.

TC LHIN's Senior Management Team, along with staff from their areas annually review the MOU to ensure that obligations of the MOU are embedded in TC LHINs policies and procedures. As a result, TC LHIN will be in full compliance with the LHIN obligations as set out in the MOU and ensured, from a governance perspective, through the Governance Checklist.

NEW - DRAFT GOVERNANCE SELF-AUDIT QUESTIONNAIRE

The Ontario Hospital Association recently published a new version of the Guide to Good Governance. While the Guide is focused on hospital governance, the principles of good governance practices are applicable to the LHIN.

The Guide to Good Governance promotes the practice of an assessment process to evaluate current governance policies and practices against both legal requirements and best practices.

The Committee is being provided with a draft governance self-audit questionnaire for review and to consider implementing the questionnaire to guide the TC LHIN Board's governance compliance and identify any gaps. The Committee can discuss the notion of utilizing the questionnaire; audit

frequency, etc.

Motion

No motion required.

Agenda Item 8 – Board Secretary

TOPIC: Appointment of Board Secretary

PURPOSE OF THIS AGENDA ITEM:

To provide the Governance and Nominations Committee with a draft Secretary position profile and to discuss a recommendation on the appointment of a Board Secretary.

BACKGROUND:

Between April and November 2013, the LHINs Board Chair Council reviewed and approved several motions in adoption of policy, specifically relating to Role Descriptions, Committee Core Functions, Board Appointment of Secretary, and Board Policies through the work of the Governance Work Group. While a draft role description for the position of Board Secretary was created through this process, the Chair Council did not accept the role description for consistent use by the LHINs. The TC LHIN Board subsequently adopted and approved the role descriptions and policies with some modifications to reflect the needs of the TC LHIN Board governance practices.

The Board Secretary position has four key responsibilities:

Pursuant to By-Law No. 1, the Secretary is empowered by the Board to carry on the affairs of the LHIN generally under the supervision of the Chair and shall be responsible for the following:

- Ensuring the preparation and accuracy of minutes of all Board Meetings and shall enter or cause to be entered in records kept for that purpose minutes of all Board and Board Committee Meetings;
- Give or cause to be given, as and when instructed, all notices to Board Members, officers, Board Committee members and the public;
- Custodian of the stamp or mechanical device generally used for affixing the corporate seal of the LHIN;
- Custodian of all books, records and instruments belonging to the LHIN, except when some other officer or agent has been appointed for that purpose; and,
- Other powers and duties as may be specified by the Board.

Pursuant to By-Law No. 2, the Secretary is responsible for ensuring that:

- Minutes of Board Meetings shall consist of a record of all proceedings taken by the Board Members; and,
- Minutes shall be provided in draft form to the Board Members within 30 days of the Board Meeting.

The current practice at the Toronto Central LHIN sees the Governance Coordinator acting as the recording secretary for Board and Committee meetings, with the Chair signing Board minutes, following approval by the Board. This practice allows for all members of the Board and/or Committee to review and approve the minutes prior to signing and entering into corporate record. The Governance Coordinator also fulfills the responsibility for providing meeting notices under the direction of the Board Chair.

The TCLHIN is compliant with By-Law No. 1 as the duties outlined for the position of Board Secretary are fulfilled through the staff administrative role – Governance Coordinator. In order to mitigate any potential future risk, the formal appointment of Board Secretary through resolution is recommended.

It is recommended that the Governance and Nominations Committee recommend that the Board of Directors adopt the Board Secretary role description as attached.

It is recommended that the Governance and Nominations Committee recommend that the Board of Directors appoint a Board Secretary and the position will be filled by the Governance Coordinator.

The Chair of the Board will continue to be the signing authority for approved Board minutes.

Motion

That the Governance and Nominations Committee hereby recommend that the Board of Directors adopt the Board Secretary role description and recommend the appointment of the Governance Coordinator as the Board Secretary.

Annual Review – Board Orientation Program

TOPIC: Orientation Plan for Toronto Central LHIN Board Members

PURPOSE OF THIS AGENDA ITEM:

Information and input into the orientation program for new Board members

BACKGROUND:

The Toronto Central LHIN has an established Board orientation program. The program has three components:

1.	One on one meetings with Board Chair and CEO.

2.	Presentation and discussions with CEO and Senior Management Team and Tour/meet and greet with staff. a. LHIN Operations: i. Presentation includes a comprehensive overview of the TC LHIN – including mandate, Strategic Plan, priorities and major initiatives, budget, funding, significant issues, how we are structured, accountabilities. b. TC LHIN Population, Profile and Providers i. Focus on Health Links ii. LHIN Overview Deck iii. Diversity c. TC LHIN Strategy i. Strategic Plan ii. Community Transformation iii. Strategic Advisory Committee d. Role of the LHIN (Provincial) i. LHIN 101 ii. Review of LHISIA and other Key Legislation, e.g. Excellent Care for All Act.
3.	Member receives key documents for their review prior to their first Board meeting: LHIN 101, LHIN IHSP, Community Transformation deck, CEO quarterly report, Minister's Action Plan, TC LHIN Fact Sheets, TC LHIN Overview.

Ongoing Board education is built into the Board work plan. This includes;

- Sessions as part of public Board meetings,
- Tours of Toronto's health care system and communities (Community Experience Program)
- Meetings/sessions with stakeholders and patients.

Board Committees – Board Committee orientation is conducted by the Committee Chair and the senior staff support. This is an opportunity for the board member to consider their individual learning plans within the context of mentorship opportunities, specific knowledge of LHIN operations in relation to the governance role and broader governance training programs offered through partners including the Ontario Hospital Association.

Note: Board Committee orientation is planned once the new members' have been assigned to a Committee.

The Toronto Central LHIN welcomed three new Board members in late 2014. At that time, the members were asked to provide their comments or suggestions on the current program. Overall, members expressed a very high satisfaction with the current program.

The following sets out their responses:

- Suggestion to add a little bit more variety in the delivery format, for example, videos or interactive exercises.

- Add more discussion of the role of the LHIN, specifically around accountability of health service providers for funding, and,
- Put a more formal structure to the information session with the management team to facilitate a more holistic coverage of the most important LHIN topics and issues.

The LHIN has not held an orientation session since 2014. While it is anticipated that two new members and a Chair will be joining the Board in the foreseeable future, the orientation program will be updated to reflect the suggestions above.

DISCUSSION:

The Committee is asked to comment on and discuss any changes that could be implemented going forward to further enhance the Board member orientation experience.

CLOSED SESSION

Agenda Item 11 – Next Committee Meeting Date

September 14, 2016, 4 – 5:30 pm.