

## Board of Directors Mandate

The Board of Directors (Board) governs through policy formulation, decision-making and oversight in accordance with its Letters Patent of Amalgamation, by-laws, vision, mission and core values, governance policies, and applicable laws and regulations. It delegates the management and operation of the hospital to the Chief Executive Officer (CEO) and supervision of the Professional Staff to the Chief of Staff (COS).

### Composition

The 2022/23 Board consists of 13 elected Directors and seven ex-officio Directors, two with voting status and five with non-voting status. Directors are entitled to serve a maximum of nine years, normally based on three, three-year terms.

The Board is skills-based and as such will possess a balance and range of specific skills, expertise and experience including, but not limited to, governance, finance, strategic planning, information systems, performance measurement, government relations and health education. In addition, Directors are required to work as a team, think critically and strategically, be committed to ethical standards, and possess integrity, wisdom and judgment.

Annually, the Governance and Human Resources Committee leads the recruitment process for new Directors, in accordance with a set of guiding principles. A skills matrix is used to identify skills and expertise required in new Directors. Candidates are widely identified through public advertisement and networking. A short list of candidates is interviewed by a panel. Personal reference and criminal reference checks are conducted on the preferred candidate(s) prior to them being recommended to the Board and subsequently, to the Members for appointment at the Annual General Meeting.

### Roles and Responsibilities

Specific responsibilities of the Board include:

- *Strategic Direction* – developing plans and setting strategic priorities in alignment with key partners and stakeholders, establishing the hospital’s mission, vision and values, and monitoring performance against the plan.
- *Excellent Management* – appoint, monitor performance of, and approve succession plans for the CEO and COS as well as appoint Program Chiefs.
- *Program Quality and Effectiveness* – approve appointments and review the credentialing process for Professional Staff, approve the Quality Improvement Plan and monitor performance against the metrics.
- *Finance and Organizational Viability* – approve capital and operating budgets including the financial reporting process and approval of audited financial

- statements, monitor performance against the indicators, oversee enterprise risk management, and review management information systems and internal controls.
- *Board Effectiveness* – facilitate Director recruitment and succession planning, evaluation, orientation, education, and governance policies.
  - *External Relationships* – foster effective relationships with the Ministry of Health and Ministry of Long-Term Care, Mississauga Halton Home and Community Care Support Services (HCCSS), other hospitals and community health care providers, University of Toronto Mississauga, Trillium Health Partners Foundation, Partners Community Health, staff, professional staff, learners, volunteers, and the community served.

### Accountability and Reporting

The Board is accountable to the hospital's patients and its community, the Government and the Mississauga Halton HCCSS. The Board will make available to the public a report on the hospital's performance as part of the Annual Report, the Quality Improvement Plan, information about expense claims, and information that is subject to disclosure under the *Freedom of Information and Protection of Privacy Act*, upon request. The Board will make available to the Government as required, reports on compliance with applicable laws and regulations, policies and directions, and implementation of approved capital projects. The Board will make available to the Mississauga Halton HCCSS as required, evidence that the hospital is operating consistent with the HCCSS's Integrated Health Service Plan and the Service Accountability Agreements.

### Meetings

The Board meets a minimum of five (5) times per year and at other times as required. At each meeting, time is allocated for the Board to meet without management. The agenda is structured in alignment with the Board's roles and responsibilities, annual work plan and goals and objectives. The agenda is set for each meeting in consultation with the Board Chair and CEO. Standards for Board meeting packages are in place and include timelines for distribution, formats for reporting and the level of detail to be provided. Decisions of the Board are recorded in the minutes which are posted on the hospital's website.

### Evaluation

All Directors participate in the evaluation of the Board. The Board evaluation examines the processes and structure of the Board as a whole, as well as its committees. The Board Chair will hold discussions with individual Directors, as required. The purpose of evaluations and the individual discussions is to ensure continuous improvement, obtain input for succession planning, identify education needs, and provide opportunity for feedback on the effectiveness of meetings.

The Board will review its mandate on an annual basis.

*(Approved: September 29, 2022)*