

Board Guidelines

1. Introduction

The terms of reference for the Board of directors (the “Board”) defines the role and responsibilities of the Board. These Guidelines govern how the Board operates to carry out its duties of stewardship, accountability and purposes in accordance with the Health Authorities Act.

2. Best Interests of the Authority

The Board is responsible for managing, or supervising the management of, the affairs and business of the Vancouver Coastal Health Authority (the “Authority”). The Board oversees the conduct of business of the Authority and supervises management, which is responsible for the day-to-day conduct of business. Although members are appointed to the Board to bring special expertise or a point of view to Board deliberations, the best interests of the Authority are paramount at all times.

3. Principal Stakeholders

The Board's primary accountability is to the Government of British Columbia through the Ministry of Health. It is recognized that there are other key stakeholders whose interests must be considered. These stakeholders include:

- a) patients and family;
- b) the medical staff;
- c) healthcare professionals and other staff members;
- d) hospital and health foundations;
- e) the public;
- f) advanced educational institutions such as teaching universities, the researchers and research support staff working directly with or for research groups affiliated with VCHRI;
- g) and the diverse communities and community organizations located within the VCH catchment.

4. Accountability to the Ministry of Health

- a) Each year the Ministry issues a Mandate Letter which confirms the health authority's mandated priorities, strategic direction from Government and establishes key

performance expectations. Each board member is required to acknowledge the direction provided in the Mandate Letter by signing the document.

- b) The Ministry requires the Board to submit a Service Plan that outlines, at a high level, health authority objectives and strategic initiatives for the three year planning period in alignment with the Ministry's goals for the health system. The health authority is also responsible for preparing an Annual Service Plan Report on performance against the metrics and targets established in the Service Plan.
- c) In addition, the taxpayer accountability principles will form the basis of an orientation for board members to promote understanding of the government strategic mandate and standards of conduct and fiscal responsibility. The orientation will be an ongoing process and all new appointments will receive the strategic mandate orientation.

5. The Medical Staff

- a) Medical staff plays a unique role in B.C.'s health systems. As clinical leaders, they exert a major influence on Regional Health Authorities. However, since many work on a fee-for-service basis, and are not employees of the Authorities, they maintain a great deal of independence.
- b) Since the Board has the ultimate responsibility for the provision of medical care, it is important for the Board to ensure that the Authority is receiving appropriate service from these independent practitioners, and that these services provide the highest possible quality of care.
- c) The Board is committed to maintaining open and clear communication with the medical staff in the interests of optimal patient care and service. The Medical Staff Bylaws describe the reporting relationship of the medical staff to the Board (and the CEO).
- d) Medical Staff Bylaws identify the organization of the medical staff, and describe the roles and responsibilities of the medical staff, individually and collectively, within the region. Medical Staff Bylaws also prescribe the process for appointing medical staff and granting privileges to practice by the Board, and the process whereby physicians can appeal decisions of the Board. The Bylaws also ensures the Chair(s) of the Medical Advisory Committee provides a verbal or written report at each Board meeting. Other members of the medical staff may be invited to meetings as well, at the discretion of the Board.
- e) In general it is the Board's understanding that the responsibilities of the Medical Advisory Committee(s) include the following:
 - i) recommend to the Board proposed medical staff bylaws, rules and regulations;
 - ii) ensure compliance with these as well as the Authority's policies and codes of ethics;
 - iii) conduct peer appraisal and review of performance;

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- iv) review physicians' credentials;
- v) assist with appraising physician utilization and impact analysis;
- vi) organize clinical quality assurance;
- vii) provide for continuing medical education; and
- viii) provide advice on ethics, policy and procedural matters, and planning for new programs or service.

6. Terms of Reference

- a) Each Board committee reviews their terms of reference annually.

7. Strategic and Business Plans

- a) Strategic and annual operating plans must be developed within the context of the Service Plan as it may be amended from time to time.
- b) Management is responsible for the development of the "draft" strategic plan and the subsequent development of the annual operating plan, supporting health human resource plan, and capital and operating budgets.
- c) The Board's role is to ensure there is a strategic planning process in place, and then to participate in the planning process by reviewing, questioning, validating, and ultimately approving the strategic plan for the Authority and monitoring its implementation.

8. Principal Risks

- a) The Board should have a continuing understanding of the principal risks associated with the Authority's objectives. It is management's responsibility to ensure the Board and its committees are kept well informed of changing risks.
- b) The principle mechanisms through which the Board reviews risks are the strategic planning and monitoring process, an annual review of the Risk Register, the Audit and other committees and ongoing reports from the CEO.

9. Management Succession Planning and Development

- a) The Board considers succession planning and management development ongoing processes that include annual reports to the Board by the CEO.
- b) The CEO's views as to a successor in the event of unexpected incapacity and ongoing management development plans should be discussed regularly with the Governance and Human Resources Committee.

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10. The Board Chair

The Board Chair's role is to manage and provide leadership to the Board. The separation of the roles of Board Chair and CEO allow the Board to act independently of management when necessary.

11. Communications

- a) The Board ensures there is a comprehensive communication program in place which recognizes the Authority's accountability to the Government and the needs of other stakeholders.
- b) Together, and in consultation with one another, the CEO and from time-to-time the Board Chair act as spokespeople for the Authority.
- c) Individual directors do not act as spokespeople for the Authority unless specifically requested to do so by the CEO or the Board Chair.
- d) It is expected that, from time to time, stakeholders will communicate their concerns and questions to directors rather than to management. It is important that directors inform management of such communications, so proper action can be taken and the appropriate representative of the Authority can make accurate responses.

12. Guiding Principles for Performance Reporting to the Board

The Board has adopted the following guiding principles regarding performance reporting to the Board.

Performance reporting should:

- a) be reliable - accurate enough to support intended uses, capable of being replicated, and sensitive enough to reflect changes in underlying performance;
- b) be fair - presenting all relevant information without undue bias;
- c) be timely - presented in time to be useful and relevant to the Board's decisions;
- d) be consistent - presenting information consistently from period to period;
- e) focus on the critical aspects of performance;
- f) identify and explain goals and expectations; and relate results achieved to stated goals and expectations;
- g) integrate financial and non-financial information to show how resources were allocated and how adopted strategies influenced results;
- h) compare the Authority's current performance with:

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- i) its past performance; and
- ii) the performance of similar organizations.
- iii) disclose the basis on which it has been prepared and, in particular:
- iv) the basis for selecting the key aspects of performance on which reporting is focused;
- v) changes in the way performance is measured or presented; and
- vi) the basis on which confidence is held in the reliability of the information being reported.

13. Board Committees

- a) The function of committees is to help the Board with a task that belongs to the Board. It is a mechanism that permits deeper examination to be given to issues than could reasonably be given by the full Board in consideration of the many items with which it must deal at any one point in time. The role of committees is to support, not supplant, Board responsibility.
- b) The Board has developed a set of guidelines for Board committees that apply to all committees established by the Board.
- c) Board committees are established on the basis of the answers to the following questions:
 - i) Is the committee focusing on a matter in which the Board has a direct responsibility or principal interest?
 - ii) Is the committee focusing on matters that cut into management's territory? If so, perhaps an alternative is to establish a management committee (possibly with some involvement from Board members).
 - iii) Is the committee operating in a way that supports and facilitates the deliberations of the Board, or is it *de facto* supplanting the role of the Board?
- d) Each committee operates according to a Board approved mandate outlining its duties and responsibilities. The current committees are the:
 - i) Audit and Finance Committee;
 - ii) Governance and Human Resources Committee; and
 - iii) Safety, Quality and Performance Measurement Committee.

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- iv) Capital Allocation Management Committee
- e) This structure is subject to change from time to time as the Board considers which of its responsibilities will best be fulfilled through more detailed review by a committee.
- f) Each committee's meeting schedule will be determined by its Chair and members based on the committee's work plan and terms of reference.
- g) The committee Chair will develop the agenda for each committee meeting in consultation with the CEO.
- h) Each committee will report in a timely manner to the Board on the results of its meetings.

14. Committee Chairs and Committee Members

- a) The Board Chair is responsible to the Board for annually proposing the leadership and membership of each committee.
- b) In preparing recommendations the Board Chair will consult with the CEO, and take into account the preferences, skills and experience of each director.
- c) Committee Chairs and members are appointed at the first Board meeting of the new fiscal year, or as needed to fill vacancies during the year.
- d) The Board favours a periodic rotation in committee leadership and membership in a way that recognizes and balances the needs for new ideas, continuity and maintenance of functional expertise.

15. Task Forces

- a) Task forces are Board committees, but differ from other committees in that each task force is established for a specific period of time to undertake a specific task, and is then disbanded.
- b) Each task force operates according to a Board approved mandate outlining its duties and responsibilities.

16. Participation on Other Boards, Committees and Agencies

- a) The Board may be called upon to appoint or elect representatives to related boards and committees, committees of management or other agencies such as the Clinical and Systems Transformation Health Organization Board Liaison Committee. The Chair will make all appointments and the Board will elect representatives where applicable.

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- b) Participation on such other boards, committees and agencies will be considered as part of the responsibilities of the participating director and that director will be permitted to claim compensation and re-imbursement for related expenses in accordance with the Director Compensation and Expenses Guidelines.
- c) When serving as a member of any external Board, Committee or Agency a director will bring to that group the perspective of the Authority. The director does not, however, represent the Authority position unless expressly authorized by the Board and cannot commit the Authority to participation in any specific program without prior Board authorization.

17. Board Meetings and Agendas

- a) The Board meets at least five times within the calendar year.
- b) The Board may also meet at the call of the Board Chair and/or the CEO.
- c) The Board Chair and the CEO, in consultation with the Board Secretary, will develop the agenda for each Board meeting.
- d) Under normal circumstances, the agenda and the material will be distributed to directors at least one week before the meeting.
- e) All directors are free to suggest additions to the agenda and, whenever possible, adequate notice should be given to the Chair or Secretary to afford management, when appropriate, the time to develop background information to support the discussion.

18. Secretarial Duties

- a) The Board delegates the administrative responsibilities of the Secretary to the Board Support Lead who will also serve as recording secretary at all meetings of the Board.
- b) The Board Support Lead will provide within reason, such other assistance as may be requested by the Chair or the individual directors to facilitate the operation of the Board and its committees.

19. Special Meetings of the Directors

- a) The directors may, on a regular or random basis, choose to meet in a seminar format for educational or informational activities or to deal with issues such as the evaluation processes relating to the Board, its Committees, and the CEO, or the Strategic Planning Process, which would be considered “in-camera” agenda items and involve time commitments that cannot be reasonably met in a scheduled meeting of the Board.

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- b) Any such meeting will fall within the provisions of the Director Compensation and Expense Guidelines.

20. Public Board Meetings

- a) At the discretion of the Board, part or all, of the Board meeting may be open to the public in accordance with section 8(3) of the *Health Authorities Act*.
- b) The Board may exclude the public from a meeting or a portion of a meeting, if the Board considers that, in order to protect the interest of a person or the public interest, the desirability of avoiding disclosure of information to be presented outweighs the desirability of public disclosure of that information.

21. Board Meetings Without Management

- a) Practices that provide opportunity to build relationships, confidence and cohesion among directors are essential to allow the board to help develop an understanding of its role. One such practice is a regular meeting of directors without management present.
- b) Such meetings can be used to provide feedback about Board processes, including the adequacy and timeliness of information being provided to the board. At times, such meetings might also focus on substantive issues that may be more difficult for some board members to discuss with management present. They can also provide opportunities for the Board Chair to discuss areas where the performance of the directors could be strengthened.
- c) It is important that these opportunities occur regularly, even if the meetings are short, so that they become a recognized and accepted governance practice. The Board Chair should communicate quickly and directly to the CEO any issues arising in these sessions that bear on the relationship between the Board and management.

22. Information for Board Meetings

- a) Material distributed to directors in advance of Board meetings should be concise, yet complete, and prepared in a way that focuses attention on critical issues to be considered.
- b) Reports may be presented during Board meetings by directors, management or staff, or by invited outside advisors.
- c) Presentations at Board meetings should briefly summarize the material sent to directors, so as to maximize the time available for discussion on questions regarding the material.

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23. Non-Directors at Board Meetings

- a) The Board appreciates the value of having management team members and other advisors attend Board meetings to provide information and opinions to assist the directors in their deliberations.
- b) Other visitors, with the approval of the Board Chair, may be invited to attend Board meetings.

24. Board/Management Relations

- a) Directors may direct questions or concerns on management performance to the Board Chair, to the CEO, or through Board and committee meetings.
- b) Directors must respect the organizational structure of management. A director has no authority to direct any staff member.

25. Size of the Board

- a) Although the Government determines the size of the Board, the current Board has considered its size relative to its mandate and is satisfied that a Board size of nine is appropriate for the Authority.
- b) Board size has been established balancing two important governance effectiveness considerations. On the one hand, there is the need to ensure a proper diversity of perspectives, backgrounds, expertise and experience within a Board. On the other hand, there is the need to keep Board size sufficiently small to facilitate open and effective dialogue and the full participation and contribution of each director.

26. New Director Orientation and Continuing Director Development

- a) The Governance and Human Resources Committee and the CEO share the responsibility to ensure that there is a new director orientation program and that directors receive continuing education/development as required.
- b) New directors will be provided with an orientation and education program, which will include written information about the duties and obligations of directors and the business and operations of the Authority, documents from recent Board meetings and opportunities for meetings and discussion with the senior management of the Authority.
- c) The orientation program for each new director will be tailored to that director's needs and areas of interest.
- d) The issue of continuing development or education is important because the health care issues are complex and the operating environment is changing.

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- e) Continuing development should be focused on critical issues. Periodic presentations from staff, and outside experts give directors a better sense of how the environment in which the Authority operates is changing.
- f) Management tries to include an educational component in every Board meeting.

27. Assessing Board Performance

- a) The Governance and Human Resources Committee is responsible for ensuring there is a process for annually assessing the performance of the Board, the Board Chair and the Board committees.
- b) The objective of this review is to contribute to a process of continuous improvement in the Board's execution of its responsibilities.
- c) The review should identify any areas where the directors or management believe that the Board could be working more effectively.
- d) The Board evaluation process may change from year to year on the recommendation of the Governance and Human Resources Committee. It may not be appropriate to do a 'stem to stern' Board evaluation every year. Some years it may be appropriate to focus attention on some aspect of the governance process that the Board feels requires particular attention.
- e) The Board evaluation methodology may also vary from year to year. Some years a questionnaire may be appropriate, other years it may be more effective to undertake interviews with each director.

28. Term of Service

- a) Directors are appointed by the Minister of Health for a one, two or three year term.
- b) Directors will normally be appointed for a maximum of six years. In order to achieve staggering of appointments, terms may be for other than three years.
- c) The Government may rescind Director appointments, generally on the recommendation of the Board Chair.

29. Evaluation of the CEO

The Governance and Human Resources Committee will conduct an annual evaluation of the CEO's performance, measured against objectives and other relevant criteria established in the previous year by the Board and the CEO.

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30. Outside Advisors for Committees and Directors

Occasionally, a committee or a director may need the services of a consultant or an advisor to assist with matters involving their responsibilities. A committee or director who wishes to engage an outside advisor at the expense of the Authority must first obtain the authorization of the Board Chair or the Chair of the Governance and Human Resources Committee, in either case in consultation with the CEO.

31. Board Guidelines Review

The Governance and Human Resources Committee reviews these Board Guidelines annually and any changes are recommended to the Board for approval.

Approved by: VCH Board

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