

Terms of Reference – Board of Directors

1. Purpose

- 1.1 The Vancouver Coastal Health Authority Board of Directors (the “Board”) has a primary responsibility to foster the Authority’s short and long-term success consistent with the Board’s responsibility to the Government and the stakeholders¹ the Authority serves.
- 1.2 The Board is a fully functioning governing body, which recognizes that committed, cohesive and effective governance by it will contribute to strong performance by the Authority. The Board’s role is fiduciary² and includes a wide range of interests and responsibilities typically associated with an accountable governing body – strategic planning, risk management, organizational and management capacity, internal control, ethics and values, and communications with stakeholders.
- 1.3 The Board has the responsibility to oversee the conduct of the Authority’s business and to supervise management, which is responsible for the day-to-day operation of the Authority. In supervising the conduct of the business, the Board, through the President and Chief Executive Officer (the “CEO”), will set the standards of conduct for the Authority.
- 1.4 These terms of reference are prepared to assist the Board and management in clarifying responsibilities and ensuring effective communication between the Board and management.

2. Composition and Board Organization

- 2.1 The Government appoints the Board Chair and directors.
- 2.2 The Board operates by delegating to management certain of its authorities, including spending authorizations, and by reserving certain powers to itself. The current spending authorizations are outlined in the Limits of Spending Authority – Board Policy.

¹ Stakeholders include patients, employees, the medical staff, and the public.

² Fiduciary – This complex and flexible concept is most often described as a duty of loyalty and good faith, and is set out in most Canadian statutes as a duty to act honestly and in good faith with a view to the best interests of the organization.

- 2.3 Certain of the Board's responsibilities may be delegated to Board committees. The responsibilities of those committees will be as set forth in their terms of reference, as amended from time to time.
- 2.4 The Board retains the responsibility for managing its own affairs including the responsibility to:
- a) annually review, in conjunction with the CEO, the skills and experience represented on the Board in light of the Authority's strategic direction, for the purpose of recommending the criteria and potential candidates who meet the criteria of the Government when appointing directors;
 - b) on the recommendation of the Chair, appoint, determine the composition of, and set the mandate for, Board committees;
 - c) implement an appropriate process for assessing the effectiveness of the Board, the Board Chair, committees and directors in fulfilling their responsibilities;
 - d) assume responsibility for the Authority's governance practices and ensure they meet the needs of Government, the Authority, and the public; and
 - e) appoint the Secretary to the Board.

3. Duties and Responsibilities

3.1 Human Resources

The Board has the responsibility for:

- a) the appointment and succession of the CEO and monitoring the CEO's performance;
- b) reviewing the CEO's performance at least annually, against agreed upon annual objectives;
- c) approving certain matters relating to all employees, including:
 - i) the annual compensation policy/program for employees;
 - ii) new benefit programs or material changes to existing programs;
- d) ensuring succession planning programs are in place, including programs to train and develop management;
- e) providing advice and counsel to the CEO in the execution of the CEO's duties; and
- f) through the chair and CEO, take reasonable steps to ensure harmony with related policies at the Ministry of Health.

3.2 Quality of Patient Care

The Board has the responsibility to:

- a) participate with management in providing a focus on high quality patient-centred care and addressing the priority of patient needs and wellness within the Authority, consistent with requirements of the Government Letter of Expectations within the Authority;
- b) work with management to establish clear and meaningful measurables for addressing the quality of patient care and the priority of patient needs and wellness; and
- c) monitor the Authority's performance against the Government Letter of Expectations and the established measurables.

3.3 Mission, Strategy and Performance

The Board has the responsibility to:

- a) participate with management in the development of, and ultimately approve the Authority's Mission, Vision, and Values.
- b) participate with management in the development of, and ultimately approve, the Authority's strategic plan, taking into consideration the parameters outlined in the Ministry of Health/VCH annual Service Plan
- c) approve annual capital and operating budgets that support Authority's ability to meet its strategic plan;
- d) work with management, establish clear benchmarks for performance against which the strategic, operating and capital plans can be measured; and
- e) monitor the Authority's performance against the plans.

3.4 The Medical Staff

The Board has the responsibility to:

- a) ensure that management, in consultation with the medical staff, develops and implements the necessary bylaws, structures, policies, and procedures to manage and monitor the Authority's provision of medical, diagnostic, treatment and continuing care services;

- b) ensure that management has systems in place to ensure physicians are meeting practice standards while performing in programs offered by the Authority;
- c) approve Medical Staff Bylaws; and
- d) receive regular reports from the Health Authority Medical Advisory Committee (HAMAC).

3.5 Financial and Risk Issues

The Board has the responsibility to:

- a) take reasonable steps to ensure the implementation and integrity of the Authority's internal control and management information systems;
- b) ensure management identifies the principal financial and non-financial risks of the Authority and implements appropriate systems and programs to manage these risks;
- c) monitor operational and financial results;
- d) approve annual financial statements, and approve release thereof by management; and
- e) recommend appointment of external auditors and approve auditors' fees.

3.6 Policies and Procedures

The Board has the responsibility to:

- a) approve and monitor compliance with all significant policies and procedures by which the Authority is operated;
- b) direct management to ensure the Authority operates at all times within applicable laws and regulations and to the highest ethical and moral standards; and
- c) review significant new policies or material amendments to existing policies.

3.7 Government and Stakeholder Communications

The Board must pay particular attention to the fact that it operates within a highly public environment. The actions of the Authority have a significant

public impact and there is a need to ensure communications with the Government and stakeholders are effective and appropriate.

The Board has the responsibility to:

- a) ensure the Authority has in place a policy to enable management and the Board to communicate effectively with the Government, stakeholders and the public generally;
- b) ensure the financial performance of the Authority is adequately and promptly reported to the Government and stakeholders;
- c) ensure financial results are reported fairly and in accordance with generally accepted accounting principles;
- d) ensure timely reporting of any other developments that have a significant and material effect on the Authority; and
- e) report annually to the Government on the Board's stewardship for the preceding year (Health Authority Service Plan).

4. General Legal Obligations of the Board of Directors

- 4.1 The Board is responsible for directing management to ensure legal requirements have been met, and documents and records have been properly prepared, approved and maintained.
- 4.2 Directors are under a fiduciary duty to the Authority to carry out the duties of their office:
 - a) honestly and in good faith;
 - b) in the best interests of the Authority; and
 - c) with the care, diligence, and skill of a reasonably prudent person.
- 4.3 Directors have specific statutory duties and obligations under employment, environmental, and financial reporting law as well as under the withholding provisions of taxation law

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