

Health PEI

Board of Directors

Governance Policies

October 20, 2015

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POLICY TITLE: VISION AND GOALS

The Board of Health PEI sets the strategic direction for the organization in the context of the direction from, and accountability to, the Minister of Health and Wellness as established in the *Health Services Act*.

3. (1) *The Minister shall establish, and may amend, a provincial health plan, which shall include*
(b) *the goals, objectives and priorities for the provision of health services in the province;*

12. (2) *Health PEI is accountable to the Minister in respect of the performance of its functions under this ACT and shall*
(d) *operate in accordance with its approved business plan and approved strategic plan;*

15. (2) *Every three fiscal years, commencing in the fiscal year this subsection comes into force, Health PEI shall, within the time, in the form, and containing the information specified by the Minister, prepare and submit to the Minister, for approval, a strategic plan, which shall include a public engagement strategy, for the following three fiscal years.*

(5) *Health PEI may submit to the Minister, for the approval of the Minister, any revisions or amendments to an approved strategic plan or an approved business plan, and subsections (3) and (4) apply in respect of any revision or amendments that are submitted to the Minister under this subsection.*

POLICY TITLE: VISION AND GOALS (Con't)

HEALTH PEI STRATEGIC PLAN: 2013-2016

OUR MISSION

Working in partnership with Islanders to support and promote health through the delivery of safe and quality health care.

OUR VALUES

CARING – We treat everyone with compassion, respect, fairness, and dignity.

INTEGRITY – We collaborate in an environment of trust, communicate with openness and honesty, and are accountable through responsible decision-making.

EXCELLENCE – We pursue continuous quality improvement through innovation, integration, and the adoption of evidence-based practices.

OUR VISION

One Island health system supporting improved health for Islanders.

OUR GOALS

QUALITY

We will provide safe, quality, and person-centered care and services by:

- Ensuring appropriate patient safety standards are met
- Embedding the philosophy of person-centered care
- Promoting improved health outcomes through prevention and education
- Fostering a healthy work environment

ACCESS

We will provide access to appropriate care by the right provider in the right setting by:

- Reducing wait times in priority areas:
- Primary Health Care Providers
- Mental Health Services
- Addiction Services
- Long-Term Care
- Elective Surgical Services
- Emergency Services
- Improving access to care for vulnerable populations, including:
- Children with special needs
- Frail elderly and seniors with complex health needs

EFFICIENCY

We will optimize resources and processes to sustain a viable health care system by:

- Utilizing technology to improve the quality, safety, and continuity of care
- Improving management of bed utilization across the system
- Improving the coordination of care across the continuum of health services
- Effective resource management

Adopted: August 2, 2011

Revised: April 8, 2013

Monitoring Method and Frequency: CEO Performance Report. Three Times Annually

POLICY TITLE: GLOBAL EXPECTATION

The Chief Executive Officer (CEO) shall not cause or allow an organizational practice, activity, decision or circumstance, which is either:

- Unlawful,
- Imprudent,
- In violation of commonly accepted business and professional ethics and/or Treasury Board policy or
- Not aligned with the “LEADS in a Caring Environment Framework”.

Accordingly, the CEO will:

1. Demonstrate leadership capabilities consistent with the “LEADS in a Caring Environment” framework. This framework contains five domains: Lead Self, Engage Others, Achieve Results, Develop Coalitions and Systems Transformation, each of which consists of four core, measurable and observable capabilities (or defined skill sets) that leaders should demonstrate and consciously develop.

Adopted:	August 2, 2011
Revised:	June 3, 2014
Monitoring Method and Frequency:	CEO Monitoring Report. Annual

POLICY TYPE: Operational Expectations

OE: 2.1

POLICY TITLE: QUALITY AND SAFETY

The CEO shall maintain an environment of safe and quality treatment of clients.

Accordingly, the CEO will:

1. Ensure that conditions, procedures and/or circumstances are safe:
 - 1.1 Service areas operate with functioning equipment;
 - 1.2 Programs operate with qualified staff;
 - 1.3 Operations have policies and procedures that emphasize client safety;
 - 1.4 New employees begin work with a proper orientation.

2. Ensure that conditions, procedures and/or decisions that are respectful:
 - 2.1 Facilities and programs maintain appropriate confidentiality and privacy;
 - 2.2 Patients and families have review process for client/family complaints or concerns.

3. Functional areas of the organization operate with clear direction and leading practice expectations:
 - 3.1 There is ongoing monitoring of compliance with policies and procedures;
 - 3.2 There is evidence of action taken to address any issues identified through the monitoring processes.

4. The organization operates with a method of monitoring incidents and:
 - 4.1 Operates with an effective information system for the reporting, analyzing and feedback of incidents;
 - 4.2 Addresses incidents effectively.

Adopted:	August 2, 2011
Reviewed:	April 8, 2013
Monitoring Method and Frequency:	CEO Compliance Report. Quarterly

POLICY TITLE: TREATMENT OF EMPLOYEES, OTHER PROFESSIONALS AND VOLUNTEERS

With respect to treatment of employees, other professionals and volunteers, the CEO shall ensure that conditions within which these people operate are fair, respectful, safe, organized and clear.

The CEO will:

1. Operate with written procedures.
2. Acquaint staff with the CEO's interpretations of their protections under this policy.
3. Prepare staff to deal with emergency situations.
4. Ensure a comprehensive Talent Management plan for the organization is available to staff.

Adopted:	August 2, 2011
Reviewed:	April 8, 2013
Monitoring Method and Frequency:	CEO Compliance Report. Annual

POLICY TITLE: COMPENSATION AND BENEFITS

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the CEO will ensure there is no jeopardy to fiscal integrity or public image.

The CEO will not:

1. Change the CEO's own compensation and benefits, except as those benefits are consistent with a package for all other employees.
2. Promise or imply guaranteed employment, beyond the established hiring/contracting process for Health PEI.
3. Recommend current compensation and benefits that are materially inconsistent with the geographic or professional or employment market for the skills employed.

Adopted:	August 2, 2011
Reviewed:	April 8, 2013
Monitoring Method and Frequency:	CEO Compliance Report. Annual

POLICY TITLE: FINANCIAL CONDITION & ACTIVITIES

The CEO may not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from the Board – approved business plan.

The CEO will:

1. Settle payroll and debts in a timely manner.
2. Ensure tax payments or other government-ordered payments or filings are on time and accurately filed.
3. Keep complete and accurate financial records by funds and accounts in accordance with generally-recognized principles of accounting.
4. Ensure that any reimbursement of the CEO's expenses are approved by the Board Chair or their nominee(s).

The CEO will not:

5. Acquire, encumber or dispose of real estate.

Adopted:	August 2, 2011
Reviewed:	April 8, 2013
Monitoring Method and Frequency:	CEO Compliance Report. Quarterly

POLICY TITLE: FINANCIAL AND OPERATIONAL/CAPITAL PLANNING AND BUDGETING

The CEO shall develop and maintain a multi-year strategic plan and an annual business plan that is related directly to the Board's strategic direction priorities.

The CEO will submit for the Board's approval an annual budget for capital and operations that:

1. Is in a summary format understandable to the Board and presented in a manner that allows the Board to understand the relationship between the budget and the Strategic Plan;
2. Credibly describes revenues and expenditures.
3. Discloses budget planning assumptions.
4. Provides for Board initiatives during the year as set forth in the Annual Planning policy.

The CEO will not:

5. Plan for the expenditure in any fiscal year of more funds than are conservatively projected to be available during the year.
6. Plan for capital expenditures without an appropriate estimate of the associated operational expenses included in the operational budget.

Adopted:	August 2, 2011
Reviewed:	April 8, 2013
Monitoring Method and Frequency:	CEO Compliance Report. Annual

POLICY TITLE: ASSET PROTECTION

The CEO will ensure that corporate assets are protected, adequately maintained and not unnecessarily risked.

The CEO will:

1. Cause the organization to be insured against theft, fire and casualty losses to a prudent replacement value and against liability losses to Board members, staff, volunteers and the organization itself.
2. Protect property, information and files from loss or significant damage.

The CEO will not:

3. Subject facilities and equipment to improper wear and tear or insufficient maintenance.
4. Unnecessarily expose the organization, its Board, staff, students or volunteers to claims of liability.
5. Receive, process or disburse funds under controls that are insufficient to meet the Board-appointed auditor's standards.
6. Make any purchase that is in conflict with processes outlined in Treasury Board policy.
7. Make any single purchase or commitment creating an annual obligation of over \$1,000,000.00 within a single fiscal year without Board approval.
8. Invest or hold operating capital in insecure instruments or in non-interest bearing accounts except where necessary to facilitate ease in operational transactions.
9. Enter into any agreement for services and goods without a written contract that clarifies expectations, enforceability and liability.

POLICY TYPE: Operational Expectations

OE: 2.6

POLICY TITLE: ASSET PROTECTION (cont.)

10. Endanger the organization's public image, credibility, or its ability to accomplish the operational plan.

Adopted: August 2, 2011
Reviewed: April 8, 2013
Monitoring Method and Frequency: CEO Compliance Report. Annual

POLICY TITLE: COMMUNICATION AND SUPPORT TO THE BOARD

The CEO shall ensure the Board is informed and supported in its work. The CEO will:

1. Submit monitoring data required by the Board according to its policy “Monitoring CEO Performance” in a timely, accurate and understandable fashion, directly addressing provisions of the Board policies being monitored, and including the CEO’s interpretations consistent with the “Delegation to the CEO” policy, as well as relevant data.
2. Inform the Board of any significant incidental information it requires including anticipated adverse media coverage, threatened or pending lawsuits, sentinel and adverse events, and material external and internal changes.
3. Inform the Board if, in the CEO's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Management Delegation, particularly in the case of Board behavior, which is detrimental to the work relationship between the Board and CEO.
4. Provide the Board in a timely manner information about trends, facts and other information relevant to the Board’s work and organizational direction.
5. Present information in simple and concise form, indicating clearly whether the information is incidental, intended for decision preparation, or for formal monitoring.
6. Establish a workable mechanism for official Board, officer or committee communications.
 - 6.1 Board meeting materials will be distributed three days in advance of the meeting.
7. Treat all Board members equally.
8. Inform the Board of any actual or anticipated noncompliance with any Strategic Direction or Operational Expectations policy regardless of the Board’s monitoring schedule.

Adopted:	August 2, 2011
Reviewed:	April 8, 2013
Revised:	October 6, 2015
Monitoring Method and Frequency:	CEO Compliance Report. Annual

POLICY TYPE: Operational Expectations

OE: 2.8

POLICY TITLE: EMERGENCY EXECUTIVE SUCCESSION

In order to protect the Board from the sudden loss of CEO Services, the CEO shall ensure there are at least two staff sufficiently familiar with Board and CEO issues and procedures to enable either to take over with reasonable proficiency as an interim successor.

Adopted:	August 2, 2011
Reviewed:	April 8, 2013
Monitoring Method and Frequency:	CEO Compliance Report. Annual

POLICY TITLE: CONTRACTS AND GRANTS

The CEO will ensure that any grant or contract arrangements both emphasize primarily the achievement of the strategic goals and, secondarily, comply with the policies on Operational Expectations.

Accordingly, the CEO shall:

1. Assess and consider an applicant's capability to produce appropriately targeted, efficient results.
2. Ensure that grant funds are used in prudent, lawful and ethical ways.
3. Ensure that grant funds are used to produce the expectations as agreed in the contract.
4. Advise the Board of negotiated collective agreements.
 - 4.1 Advise the Board, prior to finalization, of the impact of collective agreements.
5. Advise the Board in a timely way of contracts which may be sensitive.
6. Advise the Board of all service contracts which meet the following criteria:
 - 6.1 May cause interruptions or major changes to programs and services;
 - 6.2 Varies from approved operating budget allocation by \$500,000.00 per year.

Adopted:	August 2, 2011
Reviewed:	April 8, 2013
Monitoring Method and Frequency:	CEO Compliance Report. Annual

POLICY TITLE: PROGRAM DELIVERY

The CEO will ensure that programs that provide for the delivery of health services are in accordance with the Provincial Health Plan and targeted to the achievement of the Board's strategic directions.

The CEO may not:

1. Establish or terminate any significant program or service, without Board approval.
2. Make change in service that is anticipated to have a major impact on a community, without Board approval.
3. Change in any significant way, the method by which programs or services are delivered, without Board approval
4. Establish or maintain programs without ensuring a regular evaluation for effectiveness.

Adopted:	August 2, 2011
Reviewed:	April 8, 2013
Monitoring Method and Frequency:	CEO Compliance Report. Annual

POLICY TYPE: Operational Expectations

OE: 2.11

POLICY TITLE: EXTERNAL RELATIONSHIPS

The CEO shall build and maintain an organizational culture where external relationships are developed based on the organization's core mission, vision and values. The CEO will also create an internal culture where external relationships are fostered in order to achieve the organization's strategic direction.

Adopted: August 2, 2011
Reviewed: April 8, 2013
Monitoring Method and Frequency: CEO Compliance Report. Annual

POLICY TYPE: Operational Expectations

OE: 2.12

POLICY TITLE: MEDICAL STAFF

The CEO shall fulfill his or her responsibility for medical staff as set out in the Medical Staff Bylaws.

Adopted:	August 2, 2011
Reviewed:	April 8, 2013
Monitoring Method and Frequency:	CEO Compliance Report. Annual

POLICY TYPE: Governance Process

GP: 3.0

POLICY TITLE: GLOBAL GOVERNANCE PROCESS

The purpose of the Board is to manage and control the affairs of Health PEI. It achieves this purpose by:

1. Delivering services in keeping with and as specified by the Provincial Health Plan, and such other services mandated by legislation; and

2. Achieving organizational results in line with the Strategic Direction and Operational Expectations Policies.

POLICY TITLE: GOVERNING STYLE

The Board will govern lawfully with an emphasis on:

- Outward vision rather than an internal preoccupation;
- Encouragement of diversity in viewpoints;
- Strategic leadership more than administrative detail;
- Clear distinction of Board and chief executive roles;
- Collective rather than individual decisions;
- Future rather than past.

1. The Board will cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will normally be the initiator of policy, not merely a reactor to staff initiatives. The Board will not use the expertise of individual members to substitute for the judgment of the Board.
2. The Board will direct, control, and inspire the organization through the careful establishment and monitoring of broad written policies reflecting the Board's values and perspectives. The Board's major policy focus will be on the intended long-term effects, not on the administrative means of attaining those effects.
3. The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policy-making principles, respect for roles, and ensuring continuance of governance capability. The Board can change its governance process policies at any time and it will scrupulously observe those currently in force.
4. Continual Board development will include orientation of new members in the Board's governance process and periodic Board discussion of process improvement.
 - 4.1 New directors will receive an orientation and education program within the first month of joining the Board. It will include:
 - 4.1.1 Written information about the duties and obligations of directors;
 - 4.1.2 Written information and verbal presentations regarding the business of Health PEI;
 - 4.1.3 Minutes and other documents from Board meetings during the previous year;

POLICY TITLE: GOVERNING STYLE (cont.)

5. The Board will monitor and discuss the Board's process and performance at least quarterly. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board-Management Delegation categories.

6. The Board may delegate work of the board to an officer, individual or committee of the Board, however this delegation is not to hinder or be a substitute for fulfilling Board obligations.

POLICY TITLE: BOARD JOB DESCRIPTION

Specific job outputs of the Board, as an informed agent of the ownership, are those that ensure appropriate organizational performance.

Accordingly, the Board will:

1. Provide the linkage between the operational organization and the ownership.
2. Provide written governing policies that realistically address the broadest level of all organizational decisions and situations.
 - 2.1 Strategic Direction
 - 2.2 Operational Expectations: Statements of the Board's values about operational matters delegated to the CEO, including both actions and conditions to be accomplished and avoided.
 - 2.3 Governance Process: Definition of the Board's own work, the processes it will employ and conditions within which it will accomplish that work;
 - 2.4 Board-CEO Delegation: How Board power is delegated and its proper use monitored; the CEO role, authority and accountability.
3. Approve the Strategic Direction of Health PEI for submission to the Minister.
4. Approve the annual operating and capital budgets for submission to the Minister.
5. Approve the privileges as outlined under the Medical Staff Bylaws.
6. Hire and evaluate the CEO and establish remuneration.
7. Monitor Strategic Direction and Operational Expectation policies to ensure successful organizational performance..
8. Monitor Governance Process and Board Management Delegation policies to ensure effective Board performance.

POLICY TITLE: BOARD MEMBERS' CODE OF CONDUCT

The Board commits itself and its members to ethical, businesslike and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

1. Members must have loyalty to the ownership, un-conflicted by loyalties to staff and physicians, individual facilities and services in the organization, other organizations, and any personal interest as a consumer.
2. Members must avoid conflict of interest with respect to their fiduciary duty and as stipulated in Section 9 of the Health Services Act. Specifically members must comply with disclosure requirements as outlined in the Act. Members will annually disclose their involvements with other organizations, with vendors, or any associations that might be or might reasonably be seen as being a conflict.
3. Board members may not attempt to exercise individual authority over the organization.
 - 3.1 Members' interaction with the CEO or with Health PEI staff and physicians must recognize the lack of authority vested in individual board members except when explicitly Board-authorized.
 - 3.2 Members' interaction with public, press or other entities must recognize the same lack of authority vested in individual board members and the inability of any Board member to speak for the Board except publicly stated Board decisions.
 - 3.3 Except for participation in Board deliberation about whether the CEO has achieved any reasonable interpretation of Board policy, members will not express individual judgments of performance of employees or the CEO.
4. Members will respect the confidentiality appropriate to issues of a sensitive nature.
5. Members will be properly prepared for Board deliberation.
6. Members will support the legitimacy and authority of the final determination of the Board on any matter, irrespective of the members' personal position on the issue.

POLICY TITLE: BOARD MEMBERS' CODE OF CONDUCT (cont.)

7. Members are considered to have resigned immediately if he/she is absent from 3 consecutive, regularly scheduled board meetings or 5 meetings in a year, without an acceptable explanation. Following the deemed resignation, the Board Chair will submit notification of the resignation and vacancy to the Minister of Health and Wellness and will provide recommendation to the Minister as it relates to that vacancy.

POLICY TITLE: BOARD CHAIR ROLE

The Board Chair, a specially empowered member of the Board, appointed by the Minister of Health and Wellness, assures the integrity of the Board's process and, secondarily, represents the Board to outside parties.

1. The assigned result of the Chair's job is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - 1.1 Meeting discussion content will ordinarily only be those issues, which, according to Board policy, clearly belong to the Board to decide or to monitor.
 - 1.2 Deliberation will be fair, open, and thorough, but also timely, orderly and kept to the point.
 - 1.3 Information that is for neither monitoring performance nor Board decisions will be avoided or minimized and always noted as such.

2. The authority of the Chair consists in making decisions that fall within the Board policies on Governance Process and Board-Management Delegation. The Board Chair is authorized to use any reasonable interpretation of the provisions in these policies.
 - 2.1 The Board Chair is empowered to chair Board meetings with all the commonly accepted power of that position.

3. The Board Chair has no authority to make decisions about policies created by the Board within Strategic Direction and Operational Expectations policy areas. Unless specifically authorized by resolution of the Board, the Board Chair has no authority to direct the CEO.
 - 3.1 The Board Chair may represent the Board to outside parties in announcing Board-stated positions and in stating Board Chair decisions and interpretations within the areas delegated to him or her.
 - 3.1.1 The Board chair will be the official spokesperson for the Board on all matters.
 - 3.1.2 The Board chair will represent Health PEI at public or official functions.
 - 3.2 The Board Chair may delegate this authority, but will remain accountable for its use.

POLICY TYPE: Governance Process

GP: 3.5

POLICY TITLE: BOARD VICE CHAIR ROLE

The Board, in consultation with the Minister of Health and Wellness, will appoint a Vice Chair. The role of the Vice Chair will be to act in the absence of the Chair.

POLICY TITLE: BOARD SECRETARY'S ROLE

The Board secretary is an officer of the Board whose purpose is to ensure the integrity of the Board's documents. The Board will appoint the Board secretary on an annual basis.

1. The assigned result of the secretary's job is to see that all Board documents and filings are accurate and timely.
 - 1.1 Policies will be current in their reflection of Board decisions. Decisions upon which no subsequent decisions are to be based, such as consent agenda decisions, motions to adjourn, and staff or Board member recognitions need not be placed in policy.
 - 1.2 Bylaws elements necessary for legal compliance will be known to the Board.
 - 1.3 Requirements for format, brevity and accuracy of Board minutes will be known to the CEO.

POLICY TITLE: BOARD COMMITTEE PRINCIPLES

Board committees, when used, will be assigned to help the Board do its job, to reinforce the wholeness of the Board's job and so as never to interfere with delegation from Board to CEO.

1. As directed by the Board, Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation and provide support in the monitoring role of the Board.
2. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes.
3. Board committees cannot exercise authority over staff on operational matters.
4. Board committees are to avoid over-identification with organizational parts rather than the whole. The Board retains responsibility and authority to monitor organizational performance.
5. Committees will be used sparingly and ordinarily in an ad hoc capacity.
6. This policy applies to any group that is formed by Board action whether or not it is called a committee and regardless of whether the group includes Board members. It does not apply to committees formed under the authority of the CEO.

POLICY TITLE: BOARD COMMITTEE STRUCTURE

A committee is a Board committee only if its existence and charge come from the Board, regardless of whether Board members sit on the committee or not. The only Board committees are those which are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete. Timely reporting to the Board shall be by submission of a written report, following each committee meeting, with appropriate verbal comment by the Committee chair.

1. The Board may establish two (2) types of committees:
 - a. Standing Committee – A committee with a defined and approved purpose which serves an ongoing role or function.
 - b. Task Group – A committee struck to serve a defined and time limited set of tasks. Upon completion it will be dissolved.
2. A standing committee will be established by an approved Terms of Reference. A standing committee will provide to the Board for approval on an annual basis a reviewed Terms of Reference, a work plan for the coming year and a report detailing the activities and outcomes of the previous year.
3. The Standing Committees of the Board are:
 - a. Quality and Safety
 - b. Compliance and Monitoring
 - c. Public Engagement
4. A task group will be established by an approved Project Charter or Terms of Reference. A task group will provide to the Board for approval a close out report upon completion of the task.

POLICY TITLE: ANNUAL AGENDA

To accomplish its job with a governance style consistent with Board policies, the Board will follow an annual agenda that:

- Completes a re-exploration of Strategic Directions policies annually; and
 - Continually improves Board performance through Board education and to enriched input and deliberation.
1. The cycle will conclude each year on the last day of October so that administrative planning and budgeting can be based on accomplishing a one-year segment of the most recent statement of long term Strategic Direction.
 2. The cycle will start with the Board's development of its agenda for the next year.
 - 2.1 Consultations with selected groups in the ownership or other methods of gaining ownership input will be determined and arranged in the 1st quarter, to be held during the balance of the year.
 - 2.2 Governance education and education related to Strategic Directions will be arranged in the 1st quarter, to be held during the balance of the year.
 - 2.3 A Board member may recommend or request an item for Board discussion by submitting the item to the Board Chair no later than 7 days before the Board meeting.
 - 2.4 A public annual meeting will be held within 6 months of the board approving the financial statements.
 3. CEO remuneration will be considered no later than the month of November.
 4. CEO monitoring will be on the agenda if reports have been received since the previous meeting, if plans must be made for direct inspection monitoring, or if arrangement for third-party monitoring must be prepared.

POLICY TITLE: COST OF GOVERNANCE

The Board will invest in its governance capacity.

1. Board skills, methods, and supports will be sufficient to ensure governing with excellence.

1.1 Training will be used to orient new Board members and maintain and increase existing Board member skills and understandings.

1.2 Outside monitoring assistance will be arranged so that the Board can exercise confident control over organizational performance. This includes but is not limited to the financial audit.

1.3 Outreach mechanisms will be used as needed to ensure the Board's ability to listen to ownership viewpoints and values.

2. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of board member capability.

3. Board members will be compensated for their participation in the conduct of Board business. Any Board gathering to conduct Board business will be considered a Board meeting.

3.1 Board members will receive a per diem on a per meeting basis paid quarterly, as per Treasury Board policy (9.01 Honoraria).

3.2 Board members will receive an honorarium on an annual basis paid quarterly, to be pro-rated by number of meetings attended (TB Policy 9.01 Attachment 9.01-1).

3.2.1 The quarterly stipend payment to the Board Chair and members will be pro-rated based on attendance at "scheduled Board meetings" during the quarter.

For further clarity:

- i. As per policy GP 3.9, the Board will establish an annual agenda prior to the start of each year. This agenda will include the annual schedule of Board meetings and Board Planning and Development Workshops.
- ii. "Scheduled Board meetings", for this policy, means regularly scheduled meetings of the full-board and Board planning and development workshops listed on the Board's annual schedule and any such "special" Board meetings which the Board may need to call from time to time.
- iii. A "special" Board meeting is a meeting of the full Board called in accordance with Board policies, but which was not included on the Annual Board schedule.
- iv. For the purpose of calculating the quarterly honorarium, in situations where a scheduled Board meeting is canceled, the meeting will remain on the "scheduled" list and all members credited with attendance.

POLICY TITLE: COST OF GOVERNANCE (cont.)

iv. If the Board Chair or a member is unable to attend a scheduled Board meeting due to commitments to attend to other business of the Board, he/she will be credited with attendance upon confirmation by the Board Chair.

v. If a new member starts part-way through a quarter, the quarterly stipend will be adjusted to reflect the number of months which he/she was a member, including the full month in which the appointment occurred.

The scheduled board meetings for the new member in their first quarter will only include those which occurred on or after their appointment.

vi. If a member leaves the Board before the end of a quarter, the quarterly stipend will be adjusted to reflect the number of months which he/she was a member, including the full month in which the retirement/resignation occurred.

The scheduled Board meetings for the departing member in their final quarter will only include those which occurred on or before his/her departure.

vii. This method of pro-rating the honoraria is effective July 1, 2014.

3.3 Board members will be compensated for travel costs to attend Board and committee meetings and events on behalf of the Board.

3.4 Board members will receive a per diem for attending any events categorized as Board and/or committee meetings.

3.5 Board members may receive a per diem for attending to other Board business with prior approval of the Board Chair or the CEO.

4. The Board will establish its cost of governance budget for the next fiscal year during the month of February.

Adopted: August 2, 2011
Revised: April 8, 2013
Revised: December 3, 2014
Effective Date: July 1, 2014
Monitoring Method and Frequency: Bi-annual Review

POLICY TITLE: BOARD MEETINGS

General Board Meeting Processes

1. The Board will meet as required to conduct Board business and in any event will meet at least eight times per year.
2. The Board agenda will be developed by the Board chair in collaboration with the CEO.
3. A quorum of the Board in order to conduct Board business will be a majority of the Board, regardless of the mode of attendance.
4. Any decisions made by the Board in the absence of a quorum will not be considered binding on the Board.
5. All board decisions will require approval or rejection by at least a majority vote by the members present in a duly authorized meeting.
6. When circumstances dictate and with permission of the Board chair, any Board member may participate in a Board meeting by teleconference or any other telecommunication device that permits all Board members participating in the meeting to hear each other simultaneously.

Publication of Board Proceedings

7. Proceedings of all meetings of the Board of Directors of Health PEI will be published and released to the public within 30 days of the approval of the minutes for that meeting.
8. Notwithstanding Section 7, some portions of meeting proceedings of the Board of Directors shall be excluded from public release, if discussion involves matters related to any or all of the following:
 - a. Quality improvement information (PEI Health Services Act, 26(g));
 - b. Personal information (PEI Freedom of Information and Protection of Privacy Act, 1(i));
 - c. Personnel matters involving an identifiable individual or matters related to a labor relations proceeding or dispute;
 - d. Negotiations or anticipated negotiations between Health PEI and a person, bargaining agent, or party related to labor relations, contract negotiations, or employment;
 - e. Negotiations or anticipated negotiations between Health PEI and third parties for the supply of goods, services, etc. to Health PEI;
 - f. Any matter related to solicitor – client privilege, including litigation or contemplated litigation affecting Health PEI (PEI Freedom of Information and Protection of Privacy Act, (25));

- g. Information about a third party if the disclosure would be harmful to the interest of the third party or would be an unreasonable invasion of the third party's personal privacy (PEI Freedom of Information and Protection of Privacy Act, (14));
 - h. Information, including proposed plans, projects or policies, the disclosure of which would reasonably be expected to result in the disclosure of a pending policy or budget decision (PEI Freedom of Information and Protection of Privacy Act, (22.1.f)); and / or
 - i. Advice, proposals, recommendations, analysis, or policy options to be provided by Health PEI to the Minister and / or Executive Council (PEI Freedom of Information and Protection of Privacy Act, (22.1.g)).
9. Notwithstanding Section 7, some portions of meeting proceedings of the Board of Directors may be excluded from public release, if discussion involves matters related to any or all of the following:
- a. Matters of public security;
 - b. The security of employees or board members of Health PEI, or of Health PEI property;
 - c. A person involved in a civil or criminal proceeding;
 - d. The safety of a person;
 - e. Contents of a formal research or audit report which is incomplete (PEI Freedom of Information and Protection of Privacy Act, (22.1.h)); and / or
 - f. Matters of a sensitive nature where the need to protect the public interest or interest of a person outweighs the desirability of public disclosure of the information.

In Camera Meetings

10. Where the Board of Directors is to discuss a matter which shall or may be excluded from public release pursuant to Section 7, the Board of Directors will:
- a. Deliberate on whether to exclude the portion of the meeting devoted to the topic from publication and will consider whether one or more of clauses under Sections 8 and / or 9 are applicable to the meeting or part of the meeting;
 - b. Make a motion which clearly states the nature of the matter to be discussed and the general reasons why records related to discussion of that matter will be excluded from public release;
 - c. Record the motion and the rationale as part of the public record; and
 - d. Hold the discussion related to the excluded topic(s) during a portion of the meeting identified on the agenda and in the minutes as "in camera".
11. Records of "in camera" sessions of the Board of Directors will be prepared. Such records will include records of the discussion and submitted reference materials. These records will be maintained by Health PEI, but will not be released to the public as public documents.

Public Attendance at Board Meetings

12. Health PEI may determine from time to time to hold meetings of the Board of Directors which are open to the public to attend.
13. At such meetings of the Board of Directors, the public may be excluded if topics outlined under Section 8 and / or 9 are to be discussed. In these instances, the Board shall:
 - a. Make a motion which clearly states the nature of the matter to be discussed and, with reference to sections 8 and or 9, the reasons for public exclusion from the discussion;
 - b. Record the motion and rationale as part of the public record;
 - c. Hold the discussion related to the excluded topic(s) in a portion of the meeting closed to the public. This portion of the meeting will be identified on the agenda and in the publicly released minutes as “in camera”.

Adopted: August 2, 2011
Reviewed: April 8, 2013
Monitoring Method and Frequency:

POLICY TITLE: PUBLIC ENGAGEMENT

Engagement with the ownership is an important responsibility of a healthy, proactive and responsive healthcare system and is viewed as a component of governance best practice. Further to Health PEI creating a public engagement strategy in its adoption of governing best practices, this strategy fulfills Health PEI's legislated requirement under the *Health Services Act* S. 15(2) to provide a public engagement strategy.

The purpose of Board engagement is to ensure trust and confidence in the health system by:

- Demonstrating its accountability and stewardship for the health system;
- Educating the public so the public can participate in a fully informed way; and
- Understanding the public's needs, priorities and values about health and health care.

The Board as a whole shall identify stakeholders with which it requires good working relationships in order to achieve the above purposes.

The processes for public engagement by the Board may include but are not limited to:

1. Inviting representatives of those organizations to Board meetings;
2. Meeting jointly with other Boards on occasion.
3. Issuing an annual report.
4. Holding an annual public meeting.

The Board will, on an annual basis, create a work plan for its public engagement.

Adopted: August 2, 2011
Reviewed: April 8, 2013
Monitoring Method and Frequency:

POLICY TITLE: DIRECTION TO THE MEDICAL STAFF

The Board of Directors is accountable for the quality of medical practice. In fulfilling its responsibility the Board will look to the Provincial Medical Advisory Committee (PMAC) as required under the Provincial Medical Staff Bylaws to:

1. Provide to the Board its judgment as to the capability of relevant practices, personnel and premises to support or provide quality medical care.

2. Provide to the Board or the CEO its judgment as to the qualification of medical practitioners, dental practitioners and nurse practitioners to render services and standards incumbent upon the organization or upon the PMAC.

3. Provide the Board with a representative summary of Medical Staff opinion as requested.

While the PMAC, representing all physicians, nurse practitioners, and dental staff privileged to practice in the organization, shall be responsible directly to the Board, this does not relieve or otherwise affect the responsibility of individual physicians to requirements duly imposed by the organization.

Adopted: August 2, 2011
Reviewed: April 8, 2013
Monitoring Method and Frequency:

POLICY TYPE: Board- Management Delegation

BMD: 4.0

POLICY TITLE: GLOBAL BOARD-MANAGEMENT DELEGATION

The Board's official connection to the operational organization, its achievements, and conduct will be through a Chief Executive Officer, titled the CEO.

Adopted: August 2, 2011
Reviewed: April 8, 2013
Monitoring Method and Frequency:

POLICY TITLE: UNITY OF CONTROL

Only officially passed motions of the Board, including Board policies, are binding on the CEO.

1. Decisions or instructions of individual Board members, officers, or committees are not binding on the CEO except in rare instances when the Board has specifically authorized such exercise of authority.

2. In the case of Board members or committees requesting information or assistance, the CEO can defer such requests that require, in the CEO's opinion, a material amount of staff time or funds, or are disruptive, until the Board member or committee receive Board authorization.

Adopted: August 2, 2011
Reviewed: April 8, 2013
Monitoring Method and Frequency:

POLICY TITLE: ACCOUNTABILITY OF THE CEO

The CEO is the Board's only link to operational performance and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the CEO.

1. The Board will never give instructions to persons who report directly or indirectly to the CEO, unless specified in the mandate of a Board committee.

2. The Board will not formally evaluate any staff other than the CEO.

3. The Board will view CEO performance as identical to organizational performance and conduct, so that organizational accomplishment of Board-stated Strategic Direction and compliance with Operational Expectation policies will be viewed as successful CEO performance.

Adopted: August 2, 2011
Reviewed: April 8, 2013
Monitoring Method and Frequency:

POLICY TITLE: DELEGATION TO THE CEO

The Board will instruct the CEO through written governance policies that prescribe the Strategic results to be achieved and define operational expectations to be accomplished or avoided, allowing the CEO to use any reasonable interpretation of these policies.

1. The Board will continue to develop policies establishing strategic priorities.
2. The Board will continue to develop Operational Expectations policies which express the Board's values about operational conditions and actions. Certain of these values will be expressed positively to assure that the stated actions occur and the identified conditions exist, and will be stated as directives. Certain other values represent actions and conditions that are to be avoided and will be stated prohibitively.
3. As long as the CEO uses any reasonable interpretation of the Board's Strategic Direction and Operational Expectations policies, the CEO is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities that the CEO deems appropriate to achieve the Board's Strategic priorities and Operational Expectations policies. The CEO need not seek Board approval or authority for any such decision falling within the CEO's area of delegated authority.
4. The Board may change its Strategic Direction and Operational Expectations policies, and in doing so shift the boundary between Board and CEO areas of responsibility. By so doing, the Board changes the latitude of choice given to the CEO. But so long as any particular delegation (policy) is in place, the Board and its members will respect and support the CEO's choices.

Adopted: August 2, 2011
Reviewed: April 8, 2013
Monitoring Method and Frequency:

POLICY TITLE: MONITORING EXECUTIVE PERFORMANCE

Systematic and rigorous monitoring of CEO job performance will only be based on the accomplishment of the CEO job expectations namely organizational accomplishment of Board policies on Strategic Direction and compliance with the values expressed in the Board's Operational Expectations policies.

1. Monitoring is simply to determine the degree to which Board policies are being met. Information that does not do this will not be considered to be monitoring data.

2. The Board will acquire monitoring information by one or more of three methods:
 - 2.1 By INTERNAL REPORT: in which the CEO discloses interpretations and compliance information to the Board;
 - 2.2 By EXTERNAL REPORT: in which an external, disinterested 3rd party selected by the Board assesses compliance with the CEO's interpretation of Board policies; and
 - 2.3 By DIRECT BOARD INSPECTION: in which a designated Board member or members of the Board assess compliance with the CEO's interpretation of the appropriate policy criteria.

3. In every case, the Board will judge (a) the reasonableness of the CEO's interpretation, and (b) whether data demonstrate accomplishment of the interpretation.

4. The standard for compliance shall be any reasonable CEO interpretation of the Board policy being monitored. The Board will always judge the CEO with a "reasonable person" test.

5. All policies that instruct the CEO will be monitored at a frequency and by a method chosen by the Board. The Board shall provide to the CEO a schedule on how it plans to monitor CEO performance.

Adopted: August 2, 2011
Reviewed: April 8, 2013
Monitoring Method and Frequency: