

2019 / 2020 Statement of Corporate Governance

The Ottawa Hospital (TOH) Board of Governors has a history of leadership in and commitment to the highest standards of corporate governance. It continually evaluates and enhances its governance practices by monitoring developments relative to corporate governance and transparency in not-for-profit and publicly-funded organizations; it also monitors governance practices promoted by Accreditation Canada, Ontario Hospital Association (OHA) and other organizations.

The Board is composed of fourteen independent elected governors from the community and seven non-voting ex-officio governors; five from TOH (Chief Executive Officer, Chief of Staff, Chief Nursing Officer, President and Vice-President of the Medical Staff Association) and two representatives from the University of Ottawa (President of the University and the Dean of the Faculty of Medicine). TOH Board is represented in the governance structures of two key partners: the Chair and Vice Chair of the Ottawa Hospital Research Institute are also governors on the TOH Board and the Chair of the TOH Board and the COS of TOH are ex officio members of the University of Ottawa Heart Institute's Board of Directors.

Board and Board Committee Mandates

The Board's principal roles include:

- assisting in setting TOH's strategic direction; approving the Strategic Plan; and monitoring its implementation;
- establishing key quality objectives that support the Hospital's goals;
- providing oversight of the quality and safety of care provided at the hospital;
- providing oversight of the financial management of the hospital;
- setting objectives for and assessing the performance of the Chief Executive Officer (CEO) and the Chief of Staff (COS);
- ensuring appropriate succession planning for senior executive management positions; and
- credentialing physicians and midwives and approving their clinical privileges.

The Board carries out its work directly and through the following standing committees: Communications and Engagement, Finance and Audit, Governance and Master Planning Committees. Under the *Excellent Care for All Act, 2010*, the Hospital is also required to establish a Quality Committee, which has specific responsibilities, including but not limited to, the monitoring and reporting to the Board on quality issues, making recommendations regarding quality improvement and overseeing the preparation of the annual quality improvement plan.

In addition, under the *Public Hospitals Act* (the "Act") and Regulation 965, the Board is required to establish a Medical Advisory Committee, which is required to make recommendations to the Board on specific matters set out in the Act, including, but not limited, to the credentialing of physicians and the approval of medical policies.

The Board's mandate and that of its committees is reviewed annually for completeness and appropriateness and is available on the TOH website. Annually prepared workplans and reports provide assurance that the Board and standing committees satisfy their mandates. Reports on 2019 / 2020 activities were received from all of the committees and 2020 / 2021 workplans have been prepared.

With regard to its role in setting and monitoring the organization's strategic direction, the Board held one retreat during 2019 / 2020, which explored opportunities to integrate services between the hospital and the community, particularly for frail elderly patients. The second scheduled retreat was cancelled due to COVID-19 restrictions.

The Board's general oversight of financial management and the quality and safety of patient care is exercised primarily but not exclusively through the review and approval of detailed annual plans and targets (i.e. Corporate Priorities, Operating Plan (which includes the Financial Plan), Quality Improvement Plan, Human Resources Plan, Capital Development and Facilities Renewal Plan, Information Systems Plan) and regular monitoring of results against plans. Compliance with all regulatory requirements is also monitored regularly.

Of particular note relative to 2019 / 2020:

- The Board of Governors appointed the new Chief Executive Officer
- The emergence of the COVID-19 pandemic had a moderate impact on Board activities, whereby the Board focused on matters of greatest importance and time sensitive items to enable Management to coordinate TOH's pandemic response for the community and the region
- The Board oversaw:
 - Management's response to the COVID-19 pandemic
 - The late-stages of the EPIC implementation
 - the ongoing planning process for the new Civic Campus project, and
 - Management's response to budget pressures

Board Chair Role and Independence

Katherine Cotton, an elected Governor, serves as the Board Chair. She has served as Chair since June 2017. The Chair is responsible for, amongst other things:

- providing leadership to ensure effective functioning of the Board;
- leading the process of monitoring and evaluating the performance of the President and CEO and the Chief of Staff;
- leading the Board in ensuring succession plans are in place at the senior management level and for the Board; and
- acting as an effective liaison between the Board and Senior Management and among members of the Board.

Ms Cotton was appointed as Chair for a fourth one-year term. A provision within the By-law permits a Governor to be elected for a fourth one-year term which, for 2020 / 2021, will provide continuity and stability in a key leadership role as the new CEO adapts to his position and the organization continues to address the impacts of the COVID-19 pandemic on the delivery of healthcare within the organization and across the region and moves forward with key initiatives.

Governor Attendance

Regular attendance by members is important for effective governance; the following summarizes attendance at the Board's thirteen meetings for 2019 / 2020:

Jennifer Adams	10 / 13	Debra Bournes **	12 / 13
Sylvain Charbonneau**	7 / 13	Katherine Cotton	13 / 13
Marion Crowe	11 / 13	Paul Davidson	10 / 13
Claude DesRosiers	11 / 13	Claude Doucet	13 / 13
Dr Bernard Jasmin**	8 / 13	Dr Alan Karovitch **	7 / 13
Dr Jack Kitts**	13 / 13	Patricia Kosseim	7 / 10
Katie Lafferty	10 / 13	Dr John Mahoney**	13 / 13
Jamie McCracken	11 / 13	Dr Virginia Roth**	11 / 13
Claudio Silvestri	12 / 13	Allan Smith	13 / 13
Tony Sottile	13 / 13	Gordon Thiessen	13 / 13
Brendan Timmins	11 / 13		

** ex-officio members

Chief Executive Officer (CEO)

A written position description for the Chief Executive Officer has been developed and approved by the Board. The powers of the CEO are covered by a formal Delegation of Authority Policy approved by the Board. This policy is thoroughly reviewed annually.

The CEO reports to the Board and has general supervision and control over the business and affairs of TOH. Amongst other things, the CEO is expected to:

- develop and recommend to the Board a long-term strategy and vision for TOH that leads to health care of the highest quality for the community it serves;
- develop and recommend to the Board annual operational plans and budgets that support TOH's long-term strategy;
- consistently strive to achieve the approved financial and operational goals and objectives; and
- foster a corporate culture that promotes ethical practices, encourages individual integrity and fosters respect and employee well-being.

After eighteen years, Dr Jack Kitts retired as President and CEO on June 30, 2020. His performance was reviewed and assessed for 2019 / 2020 prior to his retirement.

In September 2019, the Board of Governors launched an international executive search process and in January 2020 announced that Cameron Love would assume the role as President and CEO on July 1, 2020. Mr Love's contract as CEO extends to June 30, 2025.

Mr Love's salary was established within the framework set out in *Broader Public Sector Accountability Act*.

Objectives and goals are set annually for the CEO. This will be completed in the Fall of 2020, having regard for the timing of the transition to the incoming CEO.

Chief of Staff (COS)

A written position description for the Chief of Staff has been developed and approved by the Board. The powers of the COS are also covered by a formal delegation of authority policy approved by the Board and reviewed annually.

The COS reports to the Board and has general supervision of the medical team. Amongst other things, the COS is expected to:

- a) be accountable on issues regarding quality of medical diagnosis, care and treatment;
- b) chair and oversee the work of the Medical Advisory Committee ensuring that its structure, function and objectives are aligned with the delivery of the highest quality of medical care and aligned with TOH's corporate priorities; and
- c) be responsible for physician credentialing and patient concerns regarding the medical care received.

The COS's objectives and goals are aligned with the CEO and her performance against these goals is reviewed semi-annually and at the end of the year.

Dr. Virginia' Roth's performance was reviewed and assessed for 2019 / 2020. To encourage greater alignment of physician priorities with those of TOH, COS objectives are developed in collaboration with the CEO. Her objectives will be set in the fall of 2020 in conjunction with those of the CEO.

Dr. Roth's contract as COS extends to December 31, 2022.

Board Renewal

TOH's Governance Committee acts as the Nominating Committee of the Board of Governors and is responsible for recruiting and proposing to the full Board new nominees for Governors when vacancies arise or are anticipated. The Governance Committee, in the discharge of its duties, identifies the mix of expertise, qualities and attributes required for the Board. A formal process is in place for eliciting interest of candidates from the community and for evaluating applications. The Board strongly supports diversity and strives to reflect that interest in the composition of the Board.

Marc Jolicoeur and Khalil Shariff are the newest members of the Board, as of the June 2020, replacing Patricia Kosseim, retiring after seven years of service and Jamie McCracken, who retired from the Board after nine years of service.

Orientation and Continuing Education

Board Orientation

Board orientation sessions are organized as required to provide new governors with a baseline of knowledge about TOH and the provincial healthcare system to support informed decision-making.

Board Education

The Board Education program is designed to provide Governors with ongoing development in or knowledge of TOH operations, health-care issues and good governance practices. More specifically, the program is designed to:

- a) deliver information (in the form of presentations and tour evenings) to Board members over a period of time to enhance their knowledge of health care, TOH operations, and effective governance practices
- b) facilitate one on one meetings with subject matter experts within TOH to ensure a deeper understanding of particular issues
- c) provide or support the acquisition of skills that may not be part of a member's particular skills mix to ensure a more effective participation in decision-making and / or governance
- d) support the attendance of members at health-care related conferences or events

Board Conflict of Interest and Board Confidentiality

The Board has a Board Conflict of Interest Policy and a Board Confidentiality Policy which provide guidance on these issues. In 2012 / 2013, the Board instituted the practice of asking for Declaration of Conflicts at the start of every meeting. There were no departures from the approved policies during 2019 / 2020.

Board Assessments

The Board is continually looking to improve its effectiveness and is therefore diligent in reviewing its performance and that of its members. The following formal processes are in place:

- a) Annual Assessment by individual Governors

Board members completed an online survey and met individually with the Board Chair to discuss key areas of governance and the Board and committee effectiveness. This assessment was last completed in the spring of 2020. The results were reviewed by the Governance Committee and a series of items for action were identified and are being implemented.

b) Senior Management Survey / Board Meeting Review

The Board Chair periodically receives feedback from the CEO on the work of the Board which helps the Board to improve its effectiveness.

On an ongoing basis, the Board has adopted a practice of meeting privately at the end of most meetings to review the conduct and effectiveness of the meeting and to raise any issues of concern. Following this, the Board meets privately without the CEO / COS to discuss any issues of concern. Board committees have also adopted the practice.