

TERMS OF REFERENCE FOR THE GOVERNANCE & MANAGEMENT RELATIONS COMMITTEE

BRD 320

PURPOSE

The primary function of the Governance and Management Relations Committee (“GMR” or the “Committee”) is to assist the Board of Directors of Northern Health (the “Board”) in fulfilling its oversight responsibilities by providing advice to the Board in the following areas of responsibility:

- Overseeing the development of Board meeting agendas to address the critical issues emerging from the deliberations of Board Committees and elsewhere in the organization
- Assessing and making recommendations regarding Board effectiveness, providing direction in relation to ongoing Director development and leading the process for recommending Director criteria to the government for consideration when appointing Directors, and setting and reviewing Board policies and procedures
- Providing guidance to the Board Chair and to the President & Chief Executive Officer (the “CEO”) regarding the development and management of government relations
- Developing the agreement between Northern Health and the Government of British Columbia as set out in the mandate letter
- Assisting the Board in fulfilling its obligations related to management compensation policy and overseeing plans for the continuity and development of senior management
- Ensuring a communications strategy is developed, implemented and monitored.

This committee is not intended to act on behalf of the Board unless specific delegated authorities have been given.

COMPOSITION AND OPERATIONS

The Committee shall be composed of not fewer than three Directors and not more than five Directors. (See Membership section for complete Committee membership details).

The Committee shall operate in a manner that is consistent with committee guidelines outlined in policy BRD 300 of the Board policy manual.

DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee will include:

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A. Governance

The Committee shall:

1. Develop Board meeting agendas with a focus on the strategic and critical issues emerging from Board Committee deliberations.
2. Establish the key internal and external communication messages arising from the Board meeting agenda and initiate the development of Board communication releases based on these messages.
3. Oversee the creation and distribution of the biannual report.
4. Recommend to the Board the plan for Northern Health's community consultation strategy and oversee the implementation of this strategy.
5. Oversee the development and monitoring of Northern Health's enterprise-wide Integrated Risk Management Framework.
6. Review and advise the Board with respect to risk management issues including major incident/negligence summaries, and issues involving litigation.
7. Review and advise the Board with respect to Privacy and the Patient Care Quality Office (PCQO).
8. Monitor compliance with laws and regulations and ensure that procedures have been established to receive and address reports and complaints regarding non-compliance.
9. Oversee the formal agreements supporting research, education and quality improvement partnerships with academic organisations to create a learning environment throughout NH.
10. Develop, and annually update, a long-term plan for Board composition that takes into consideration the current strengths, skills and experience on the Board, retirement dates and the strategic direction of Northern Health.
11. Develop recommendations regarding the essential and desired experiences and skills for potential Directors, taking into consideration the Board's short-term needs and long-term succession plans.
12. In consultation with the Board Chair and the CEO, recommend to the Board for subsequent recommendation to government, criteria and potential candidates for consideration when they are appointing Directors.
13. Review, monitor and make recommendations regarding Director orientation and ongoing development.
14. Recommend to the Board, and annually implement, the appropriate evaluation process for the Board.
15. Review annually, for Board approval, a board manual outlining the policies and procedures by which the Board will operate including, but not limited

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- to, the terms of reference for the Board, the Board Chair, the CEO, individual Directors and Board committees.
16. Ensure there is a system that enables a committee or Director to engage separate independent counsel in appropriate circumstances, at Northern Health's expense, and be responsible for the ongoing administration of such a system.
 17. Review annually, for Board approval, all Board Enduring Motions to ensure that they are still current and relevant.
 18. Recommend to the Board any reports on governance that may be required or considered advisable.
 19. Oversee the development, revision and renewal of the Memorandum of Understanding between Northern Health and the University of Northern British Columbia
 20. Oversee the development, revision and renewal of the Memorandum of Understanding with the Foundation(s), and the development and maintenance of a productive relationship with the Auxiliaries and Societies that support Northern Health.
 21. At the request of the Board Chair or the Board, undertake such other governance initiatives as may be necessary or desirable to contribute to the success of Northern Health.
 22. Provide direction for content of the annual Board planning session and build items arising from this planning into the Board's work plan.
 23. Review the existence and application of the corporate conduct policy on an annual basis (BRD 260).
 24. Oversee the development, implementation and evaluation of the communication strategy and policies including:
 - o Internal communications
 - o External communications
 - o Media relations
 - o Social Media
 - o Stakeholder relations
 25. Provide advice to the Board Chair and Chief Executive Officer (the "CEO") regarding emerging communication issues involving the Board

B. Management Relations

The Committee shall:

1. Recommend a performance planning and review process for the CEO and, when approved, lead the implementation of the process.

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2. Review and recommend the CEO's compensation to the Board for approval, subject to the legislative guidelines.
3. Review policy and procedures related to the review and approval of the CEO's expenses.
4. Review the CEO's analysis of the senior management team structure, processes, and performance.
5. Review with the CEO the succession planning strategy across all management levels and ensure that comprehensive succession plans are in place for all senior executive positions.
6. Review and recommend Northern Health's compensation philosophy and guidelines and ensure compliance with any applicable guidelines established by Health Employers' Association of BC (HEABC) and the Public Sector Employers Council (PSEC).
7. Review and recommend to the Board the ratification of collective agreements. Only the Board has the authority to ratify collective agreements.
8. Review with the CEO any significant outside commitments the CEO is considering before the commitment is made. This includes commitments to act as a Director or Trustee of for-profit and not-for-profit organizations.

C. Government Relations

The Committee shall:

1. Provide advice to the Board Chair and CEO in relation to regular interactions with government through such forums as the Board Chairs/CEO meeting, meetings with the Minister of Health, and other ministries and government bodies.
2. Create an environment that fosters productive relationships with the North Central Local Government Association (NCLGA), Regional Hospital Districts (RHD), and MLAs through regular communication, management of issues, and opportunities for interaction with the Board during regular Board meetings.
3. Receive reports and provide advice regarding Board Chair and CEO meetings with local government at the NCLGA and Union of British Columbia Municipalities (UBCM) meetings.
4. Organize opportunities for the Board to interact with the Minister and Ministry of Health leadership in relation to Northern Health's performance in achieving the priorities outlined in the mandate letter to the Board of Directors from the Minister of Health.

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5. Oversee the communications processes between Northern Health, Government Communications & Public Engagement (GCPE), the Ministry of Health and other government organizations and bodies.
6. Oversee the relationship between Northern Health and the Provincial Health Services Authority (PHSA) in relation to their provincial mandate for:
 - i. Provincial clinical policy
 - ii. Provincial clinical service delivery
 - iii. Provincial commercial services; e.g. supply chain and accounts payable
 - iv. Provincial digital and information technology
7. Oversee the relationship between Northern Health and HEABC and Healthcare Benefit Trust (HBT).
8. Annually review Northern Health's (a) Energy and Sustainability Policy, and (b) Carbon Neutral Action Report.

ACCOUNTABILITY

The Committee is accountable to the Board and will maintain minutes of its meetings and will bring forward advice and recommendations for Board deliberation and decision making at the next Board meeting.

MEMBERSHIP

- Northern Health Board Chair
- Two to four other Board Members, one of whom will serve as the Committee Chair
 - These may include the Chairs of the other Standing Committees, or appointees at the discretion of the Board Chair

Ex Officio:

- President and Chief Executive Officer (non-voting)

Executive and Management Support:

- Executive Director, Legal Affairs, Enterprise Risk and Compliance & Corporate Secretary
- Executive Assistant, Northern Health Board & President/CEO

Recording Secretary:

- Executive Assistant, Vice President Human Resources

Ad Hoc:

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- Presenters to the Committee will be called upon from time to time, at the request of the Committee Chair

COMMITTEE WORK PLAN

The Recording Secretary shall maintain the Committee's annual work plan and will:

1. Ensure that changes to the Committee's terms of reference are reflected in the work plan, and
2. Annually provide to the Committee a report that:
 - a. Indicates all elements of the work plan were undertaken in the previous year.
 - b. Notes any exceptions and provides an explanation,
 - c. Affirms that the work contemplated in the Terms of Reference is reflected in the Committee work plan.

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