



**Lakeridge
Health**

April 2019

Re: Lakeridge Health – Board of Trustees – Vacancy

Thank you for expressing interest in applying to become a member of the Board of Trustees. Enclosed, you will find the following:

1. **Application Requirements/Application Process;**
2. **Introduction to the Board of Trustees and its Committees;** and
3. **Schedule “A” from the Administrative By-Laws of Lakeridge Health** setting out the responsibilities of the Board and the responsibilities of individual Trustees.

Please review this documentation carefully. Under Section 3.3 of the Administrative By-Laws, nominations for election of trustees shall be as follows:

- (1) Elected Trustees shall be elected and retired in rotation by the Members at the annual meetings of the Corporation.
- (2) Nominations for election as Trustee at an annual meeting of the Corporation shall be made only by the Governance Committee, in accordance with its Terms of Reference, or by Members of the Corporation, provided that each nomination by Members is:
 - (a) in writing and signed by at least two (2) Members;
 - (b) accompanied by a written declaration signed by the nominee that he or she will serve as Trustee in accordance with the By-laws if elected; and
 - (c) submitted to and received by the Secretary of the Corporation at least forty-five (45) days before the date of the annual meeting.

All applications or nominations must be returned by **April 17, 2019**. The Nominations Committee will review all applications and will recommend individuals to the Governance Committee based on the vacant positions to be filled and in accordance with the guidelines for selection of trustees set out in Schedule “A” enclosed. We will contact you to advise the following:

- That you are a successful candidate and an interview will be scheduled; or
- That your application has not been selected and you will not be moving forward in the selection process.



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APPLICATION REQUIREMENTS FOR BOARD TRUSTEES OF LAKERIDGE HEALTH

The Nominations Committee of Lakeridge Health would like to hear from individuals who may be interested in becoming a member of the Board of Trustees. Each Trustee shall hold office for a term of three years, unless filling a vacancy created by a member leaving before his/her term has expired.

The Board of Trustees is comprised of community leaders with a broad range of knowledge, skills and experience. To continue to build and strengthen the diversity of the Board, the Nominations Committee particularly welcomes applications from individuals with the following attributes:

- Is an Indigenous person;
- Is a Francophone person; and/or
- Resides in Durham Region.

Successful applicants will be expected to assume leadership roles, participate as team players, contribute to the ongoing development of a regional acute care network and have knowledge of and be committed to the hospital and health care system.

Trustees are required to provide a satisfactory background check and tuberculosis and immunization status prior to their appointment at the Annual General Meeting in June.

In accordance with Section 3.2 of the Lakeridge Health Administrative By-Laws regarding the “Qualifications of Trustees”:

- (1) No member of the Privileged Staff of the Hospital, no employee of the Corporation and no Family Member of such persons shall be eligible for election or appointment to the Board, except as otherwise provided in this By-Law.
- (2) No person shall be qualified for election as a Trustee if he or she is less than 18 years of age.

APPLICATION PROCESS

Please submit to the Nominations Committee a resume and letter of interest describing how your qualifications and experience meet the corporation's needs. Applications must be received by **April 17, 2019** and should be addressed to:

Board of Trustees, Lakeridge Health
Attention: Sheila McKenna
1 Hospital Court
Oshawa, Ontario L1G 2B9

Email: seano@lakeridgehealth.on.ca



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INTRODUCTION TO THE BOARD OF TRUSTEES AND ITS COMMITTEES

The word “**Trustee**” says a great deal about the challenge and role of individuals who make up the Board of Trustees of a hospital. The communities served by Lakeridge Health have placed a “trust” in them to ensure that the hospital delivers high-quality care.

Members of the Board of Trustees have the responsibility to set policy for the overall operation of the health care facility and to ensure that these policies are carried out through the office of the Chief Executive Officer (CEO). There are many special relationships that must be established so that the Board of Trustees can carry out its work: relationships with the community, government, Local Health Integration Network (LHIN), CEO and general medical staff through the Medical Advisory Committee (MAC), Medical Staff Association and Chief of Staff.

The health care system of Ontario is comprised of hospitals, long-term care facilities, rehabilitation centres, public health agencies, medical services, emergency transportation and many other support services required for the effective delivery of health care. It is a large and complex health care system that spends approximately forty percent of the provincial budget. In Canada, health care ranks as the country’s third largest industry following manufacturing and trade.

The majority of the province’s hospitals are operated by Boards of Trustees (Directors or Governors). For the most part, trustees in Ontario’s hospitals are elected. In the particular case of Lakeridge Health, the Board of Trustees currently has 18 members elected for a three-year term and 7 ex-officio members, who are appointed in the following manner:

- one through the Volunteer organizations;
- one through the Foundations;
- three medical staff officers as mandated by the Public Hospitals Act: Chief of Staff, President of the Medical Staff, and Vice-President of the Medical Staff
- President/CEO; and
- Chief Nursing Executive.

Regardless of the manner in which Trustees attain office, there are criteria that warrant consideration for prospective Trustees, including:

- a willingness to participate assertively in the deliberation of issues;
- availability of time;

- a commitment to the hospital's "clients" and community; and
- an understanding of and a commitment to the vision of the whole corporation as a network of interconnected services and programs.

There is a growing emphasis on the need for individual Trustees and full Boards to undergo a formal and regular evaluation process. An individual's willingness to take part in this important aspect of ensuring the effective operation of a health care facility is an important criterion for the appointment of Trustees to hospital Boards. Saying "yes" to Trusteeship is saying "yes" to a commitment of your time, your knowledge and your skills. It should not be given lightly.

Time Commitment

Being elected a Trustee, as with all worthwhile activities, requires a considerable time commitment. The applicant should be aware of this commitment and the potential for conflicts with work, family and personal obligations.

Board Meetings

There are at least eight regular meetings throughout the year. Board meetings are scheduled in the evening, usually starting at 5:30 pm with a light dinner provided. Meetings frequently include an educational or development component and usually run about two and a half hours. The public meeting begins at 7:00 pm. An extensive "Board package" consisting of an agenda, minutes, and other relevant material is provided to all Board members several days in advance of the meetings. Time (approximately 2 hours) should be taken to read this material thoroughly prior to each meeting.

Board Committees

There are currently three standing committees that are responsible to the Board. Each Trustee is expected to participate on one, and sometimes two, of the standing committees of the Board, membership of which changes each year. These committees usually meet monthly in the early morning, in the late afternoon, or evening and last about 2 hours. Again, a comprehensive package is provided for each committee member to read thoroughly in advance of the meeting so that the work of the committee can proceed efficiently. Additionally, the Board will establish ad hoc committees and/or task forces when the need arises. Trustee participation and involvement on these committees/task forces is fundamental to the Board's operations.

Other Time Commitments

Throughout the Trustee's term, there may be a need to convene Special Board meetings, form ad hoc committees, etc., which the Trustee is required to attend. There is a need to participate in many varied hospital events or special meetings with community leaders, other hospitals and outside agencies. In addition, some Trustees are elected as executives of the Board.

Governance

The key to the Trustee's role is the concept of governance. Governance is defined as 'responsibility and accountability for the overall operation of the hospital'; in colloquial terms, the buck stops with the Board. Although the *Hospital Management Regulation* states, "Every hospital shall be governed and managed by a Board", management is delegated by the Board to the CEO. The CEO is responsible to the Board for carrying out its policies and strategic direction. In a study conducted by the Ontario Hospital Association (OHA) in 1985, Trustees and other health care representatives surveyed identified the top three Board functions as:

- Developing policy;
- Monitoring hospital operations according to policy and within budgetary limits; and
- Meeting accountability requirements to the patients and government.

The Board of Trustees of Lakeridge Health delegates authority for the day-to-day management of the hospital, while maintaining responsibility for the quality and appropriateness of hospital care and for the assets that it holds in trust for the community. The Board has an obligation to be knowledgeable about community values, needs and expectations related to health care and acts in accordance with that knowledge. It demands that its members act in a prudent and ethical manner in the performance of their Board duties and that they adhere to the Board's code of conduct. The Board is accountable to the government and the community for the competent, conscientious and effective accomplishment of its obligations and undergoes a very necessary and valuable self-evaluation on a regular basis to maintain its integrity.

Quality of Care and Service

The major role of the health care Trustee is first and foremost to ensure that the quality of services meets established standards. Through the hospital's Continuous Quality Improvement processes, the Board is assured of the quality of patient care and hospital services, including the facility's accreditation status and conformance with legislation and standards set by regulatory and advisory agencies.

Schedule A – Definitions, Principles and Responsibilities

(1) Definitions of Governance

Governance consists of the formulation of policy, decision making and overseeing the affairs of the corporation by the Board. In their exercise of governance the Board shall provide leadership to the Corporation to include:

- vision, mission, goals and strategies;
- services to patients;
- research and education;
- financial responsibility;
- risk management;
- executive management performance;
- the functioning of the Board itself; and
- such other matters as may from time to time be required.

Governance shall be exercised in accordance with the Corporation's articles of incorporation, its By-laws and all appropriate legislation.

(2) Principles of Governance

- (a) The Board is responsible for the governance of the Corporation.
- (b) The Board provides strategic leadership to the Corporation in the establishment of and commitment to the Corporation's objects, vision, mission, and core values.
- (c) The Board shall ensure that the Hospital provides exemplary health care.
- (d) The Board serves the community in carrying out its responsibilities.
- (e) The Board shall constantly seek resources to meet the needs of the community served and shall ensure that the Corporation operates within its resources and monitors their efficient and effective use.
- (f) The Board and its individual members are sensitive to the needs of the community served and reflect the diversity of the community served.
- (g) The Board shall establish a culture of open debate, forthright examination of all issues and when considering conflicting issues shall act at all times in the best interest of the Corporation.

- (h) The Board shall hold open meetings and establish clear processes in order that the public, community and stakeholders are aware of the values, policies, programs and services of the Corporation.
- (i) The Board shall provide strategic leadership to the Corporation in realizing its mandate, vision and core values, focusing its energy on matters of policy rather than day to day operations, maintaining at all times a clear distinction between board and staff roles.

(3) Responsibilities of the

Board The Board shall:

- (a) adhere to the Principles of Governance;
- (b) adhere to the Corporation's vision, mission, and core values;
- (c) adhere to the Corporation's By-laws, policies and procedures;
- (d) recruit members as Trustees who are knowledgeable, skilled, committed and representative of the community served;
- (e) act honestly, in good faith, and in the best interest of the Corporation;
- (f) ensure an environment within the Board which encourages open and frank discussion and respect for the expression of different viewpoints;
- (g) promote effective collaboration between the Board and the community served in the development of the Corporation's vision, mission and core values, and where appropriate other policy initiatives and their planning frameworks;
- (h) ensure the policies of the Corporation are reflected in its practices;
- (i) ensure mechanisms are in place to provide the highest quality of care, education and research;
- (j) engage a competent Chief Executive Officer, who shall also be the President of the Corporation, set and approve compensation and ensure formal performance evaluation at least annually;
- (k) at any time, revoke or suspend the appointment of the Chief Executive Officer;
- (l) appoint a competent Chief of Staff, set and approve compensation and ensure formal performance evaluation at least annually;
- (m) be committed to an effective Board orientation program and the continuing education of the members;

- (n) evaluate its own performance in relation to its responsibilities and periodically review and revise governance policies, processes and structures as appropriate;
- (o) represent and promote the interest of the Corporation in its external involvement and/or partnerships with government, other agencies, and the community serviced;
- (p) maintain a clear distinction between Board and management roles;
- (q) ensure the provision of services recognizing the distinct needs of its various communities; and
- (r) ensure that the Chief Executive Officer submits a management plan that provides for appropriate local administrative and medical leadership reporting respectively to the Chief Executive Officer and Chief of Staff.

(4) Responsibilities of Individual Trustees

In contributing to the achievement of the responsibilities of the Board as a whole, each Trustee shall:

- (a) adhere to the Principles of Governance;
- (b) adhere to the Corporation's vision, mission, and core values;
- (c) adhere to the Corporation's By-laws, policies and procedures, and the Code of Ethics;
- (d) work positively, co-operatively and respectfully as a member of the team with other Trustees and with the Corporation's management and staff;
- (e) respect and abide by Board decisions;
- (f) serve on at least one standing committee;
- (g) complete the necessary background preparation in order to participate effectively in meetings of the Board and its committees;
- (h) keep informed about:
 - (i) external matters that may impact the Corporation;
 - (ii) the community served;
 - (iii) other health care services provided in the Region;
 - (iv) health preservation programs;

- (i) participate in initial orientation as a new Trustee and in on-going Board education;
- (j) participate in an annual evaluation of overall Board effectiveness; and
- (k) represent the Board, when requested.

(5) Guidelines For Selection Of Trustees

- (a) To ensure the membership of the Board reflects the breadth, depth and diversity of the community served, the following principles, qualities and skills will guide the Governance Committee when considering candidates for Board membership:
 - (i) the Board should be seen as capable and experienced to lead the Corporation;
 - (ii) the membership of the Board shall reflect a wide range of interests and perspectives including:
 - (A) understanding health care needs of the community served;
 - (B) understanding the special needs of rural communities;
 - (C) community involvement; and
 - (D) perspective of patients and their families;
 - (iii) the membership of the Board and its committees should be selected so as to encompass both the generic qualities in all Trustees and the scope of expertise and perspectives;
 - (iv) the membership must have regard for the demographic, linguistic, cultural, economic, geographic, ethnic, religious, and social characteristics of the community served; and
 - (v) the membership must be committed to both the local and Regional roles of the Corporation.
- (b) Generic Qualities of All Trustees
 - (i) understanding of the distinction between the strategic and policy role of the Board and the day to day operational responsibilities of management;
 - (ii) capability to give leadership to the development of the Corporation;
 - (iii) commitment to the vision, mission and core values of the Corporation;

- (iv) ability to work as a member of the team;
 - (v) respect for the views of others;
 - (vi) recognition of the time commitment and the willingness to devote the time and energy necessary to perform the role of trustee; and
 - (vii) enthusiasm and capacity for resolving challenging issues.
- (c) Scope of Expertise and Perspectives to be Reflected within the Board.

Beyond the generic qualities to be demonstrated by all trustees, the following general qualities would strengthen the Board:

- (a) prior experience in governance;
- (b) strategic planning experience;
- (c) experience in the management and restructuring of complex organizations;
- (d) understanding of health policies and system needs, issues, and trends;
- (e) understanding of the diverse needs of the Region;
- (f) previous experience in the health field;
- (g) awareness of provincial health care trends;
- (h) knowledge and experience in medical research;
- (i) knowledge and experience in business and management;
- (j) knowledge and experience in education;
- (k) understanding of fiscal, financial and legal matters;
- (l) knowledge and experience in health professional education;
- (m) knowledge and experience in human resource management;
- (n) knowledge and experience in communications and information technology; and
- (o) knowledge and experience in government and public relations.