

### **Role of the Board Chair (“Chair”)**

The Chair is the leader of the Board.

The Chair is responsible for guiding the Board in its oversight of the overall strategic direction and performance of the LHIN within its mandate as defined by the governing legislation. The Chair provides leadership to the Board of Directors (the Board) in carrying out its fiduciary duties and ensures the Board conducts vibrant, open, respectful dialogue as it makes its decisions. The Chair is the principal link between the Board, which provides strategic planning and policy oversight, and the CEO who is responsible for the planning and execution of the LHIN's strategies and policies. The Chair has joint accountability to the Board as a whole, as well as to the Minister, for the performance of the LHIN. The Chair is also responsible for ensuring the integrity and effectiveness of the Board's governance role and processes. The Chair presides at meetings of the Board members, and represents the Board within the organization and to its stakeholders.

### **Responsibilities / Key Duties**

In addition to the duties outlined in the Member Position Guidelines, GP005, the Chair has the additional role of oversight of the work and functioning of the Board as follows:

#### ***Strategic Leadership – Oversight of Strategy Developed by the Board***

- Provides the key linkage between the CEO and the Board to enhance the clarity and mutual understanding of roles and expectations of the Board and management
- Ensures that there is a common understanding between the Board and the CEO regarding their respective roles and responsibilities and on any direction provided by the Board so that plans and initiatives are properly and effectively executed
- Reviews and discusses with the CEO any issues of concern to the Board or issues confronting the LHIN
- Develops processes and standards of interaction to ensure the independence of the Board from management, for example, holding appropriate in-camera sessions of the Board, and establishing protocols for Board member access to management
- Ensures the Board creates and management executes strategic plans that are in keeping with the LHIN's mandate, the public interest and that are developed within a risk identification / mitigation framework while identifying opportunities to implement needed change
- Provides advice to the Board concerning strategic plans, fiscal prudence and financial sustainability over time and regularly monitors the plans in conjunction with the Board and CEO
- Ensures systems / processes are in place for identifying and managing risk

- Ex-officio member of the Audit and Finance Committee, the Governance Committee, the Community Nominations Committee and Chairs the CEO Evaluation and Compensation Committee
- Ensures Board decisions are reflective of a balance of effective and efficient use of public resources and provide a high standard of service to the public
- Establishes a schedule of meetings with the Board and proposes the Board agendas in consultation with the CEO for approval by the Board
- Ensures matters dealt with at Board meetings appropriately reflect the Board's role and annual work plan
- Ensures that meetings are conducted according to applicable legislation regulations, LHIN By-laws and the Board's governance policies
- Ensures that information reasonably deemed relevant by the Board is made available in a timely manner and that external advisors and other resources are available to assist the Board as required
- Rules on procedural matter during meetings
- Chairs meetings of the Board with a focus on effective and efficient time management of the meeting and the achievement of consensus whenever possible
- Ensures that the Board has clear terms of reference for the roles, duties and responsibilities of Board committees
- Provides advice to the Board, for consideration, on appointments for chairpersons of Board Committees.
- Sets the business and ethical tone of Board meetings by facilitating open, respectful, informed and probing discussion while setting standards for meaningful, respectful and productive debate and interpersonal interactions
- Ensures Directors are aware of their obligations and that they act in compliance with the LHIN's Code of Conduct and Conflict of Interest rules
- Ensures a process is in place to allow disclosure in keeping with the requirements set out in the Public Service of Ontario Act, 2006
- Ensures that there is an annual evaluation of the performance of the LHIN in achieving its mission
- Develops Board members by establishing processes, mentors and discussions to encourage professional development of, and among, Directors
- Works with the CEO to provide oversight in significant matters involving stakeholders
- Acts with integrity and honesty; actions are guided by the best interests of the LHIN and the public.

***LHIN and Board Leadership***

- Establishes and monitors controls to ensure the Board has sound governance practices
- Participates in the preparation and execution of, and compliance with, the Memorandum of Understanding (MOU) and MLAA with the Minister and signs the MOU and MLAA as directed by the Board
- Keeps the Minister informed of emerging issues in a timely fashion
- Monitors the development and implementation of an annual business plan and an annual report for submission to the Minister
- Ensures that policies are in place for effective financial controls and risk management and that demonstrate public funds are used with integrity and honesty
- In conjunction with the appropriate Board Committee, provides oversight to LHIN audits and/or annual performance reviews and recommends corrective action is taken, if needed
- Provides input to government policy development and recommends legislative changes to the government
- Oversees that the establishment of LHIN operational policy and procedures are within the legal, policy and economic framework of the government
- Notifies the Minister of Board vacancies and makes recommendations on behalf of the Board of Directors for appointments or re-appointments that respect and promote the principles of equity, diversity, quality, merit and regional representation
- In conjunction with the Governance Committee of the Board, oversees an annual review of the performance of the Board and makes recommendations for necessary adjustments that are in the best interests of the Board, the LHIN and the stakeholders
- In conjunction with the Governance Committee of the Board, ensures that the Board adopts an annual work plan that is consistent with the organization's strategic directions, mission, vision and values
- Ensures that the work of the Board committees is aligned with the Board's role and annual work plan and that the Board respects and understands the role of Board committees and does not redo committee work at the Board level
- Ensures Board succession by ensuring there are processes in place to recruit, select and train directors with the skills, experience, background and personal qualities required for effective Board governance
- Ensures that the Board and individual directors have access to appropriate education
- Oversees the Board's evaluation processes and provides constructive feedback to individual committee chairs and Board members as required
- In conjunction with the Governance Committee of the Board ensures that the Board's governance structures and processes are reviewed, evaluated, and revised from time to time

### ***Representation***

- The Chair is the official spokesperson for the Board.
- The Chair in partnership with the CEO represents the LHIN in the community and to its other stakeholders.
- The Chair represents the Board within the organization attending and participating in events as appropriate.
- The Chair represents the Board in dealings with the Ministry of Health and Long-Term Care and regulatory authorities, as required.
- The Chair facilitates relationships with, and communication among, board members and between board members and senior management.
- The Chair establishes a relationship with individual directors, meeting with each director at least once a year to ensure that each director contributes his/her special skill and expertise effectively.
- The Chair provides assistance and advice to committee chairs to ensure committee chairs understand Board expectations and have access to the resources required for performance of the core responsibilities outlined in the committee charters.
- The Chair maintains a constructive working relationship with the CEO providing advice and counsel as required:
  - The Chair works with the CEO to ensure he or she understands Board expectations.
  - The Chair, with recommendations from the CEO Evaluation and Compensation Committee, and approval of the Board, ensures that CEO annual performance objectives are established and an annual evaluation of the CEO is performed in compliance with established Board policies.

### **Skills and Qualifications – A Guideline**

- A Chair has all of the skills and qualifications of a Member and possesses some or all of the following additional skills and qualifications.
- An experienced leader with ability to clearly articulate and implement a strategic vision and oversee the implementation of plans and strategies to deliver efficient, effective and high quality services
- Comprehensive understanding of the context in which the LHIN operates, its community, the interests of stakeholders and the public, as well as a general understanding of the government's objectives in this regard, or the ability to acquire such understanding
- Practical knowledge of the LHIN's constating legislation, regulations and the healthcare sector, or the ability to acquire such knowledge

- Where appropriate, has been actively engaged, or maintains active engagement, in the sector
- Superior group facilitation skills, consensual decision-making skills, experience in running meetings and adept at encouraging explorative, respectful discussion and consensus building
- Effective communication and interpersonal skills to build productive external relationships within the responsible Ministry, with the Minister and a broad range of stakeholders
- Substantive practical knowledge of accepted norms for duty of care required of the Board
- Judgement to identify and address potential conflict of interest situations
- Understanding of government values and a commitment to working within government's agency accountability structure
- Understanding of sound financial and operational business processes and practices including working within a specified budget
- Knowledge of and commitment to sound governance practices
- Ability to establish a trusted advisor relationship with CEO and other board members
- Outstanding record of achievement in one or several areas of skills and experience used to select board members

#### **Term**

The Chair is appointed at the discretion of the Minister and the Order in Council process. The Chair may similarly be reappointed for one additional term.