

TERMS OF REFERENCE COMPLIANCE – COMMITTEE WORK PLAN
KHSC GOVERNANCE COMMITTEE
2025-26

Committee Chairs Planning Session Discussed: August 27, 2025
Governance Committee Endorsed: October 7, 2025
KHSC Board of Directors Approved: October 27, 2025

	Month	MRP(s)	October	November	January	March	April	June
	Date		7 th	18 th	13 th	3 rd	14 th	2 nd
	Board Reporting		October 27 Board	December 15 Board	January 26Board	March 30 Board	May 11 Board	June 22 Board
	Focus		Q1 & Orientation / Work Plan	Q2	Board Nominations Work HAPs/CAPs	Q3 & QIP HSAA/MSAA	ACP & Indicators	Q4
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1.0 General Responsibilities	1.1	Recommend an annual work plan to the Board based on the committee terms of reference	Ilse	Review and endorse draft committee work plan as part of committee orientation including review of committee ToR					Final executed work plan provided with year-end committee report
	1.2	Present a year-end report to the Board	Ilse				Confirm year-end committee report framework questions for all committees	Review draft year-end committee report & ensure report captures the committees achievements	Finalize year-end committee report and recommend to June Board & ensure report captures the committees achievements
	1.3	Annually review, confirm, and recommend revisions to the Board policies for which the committee has oversight	Ilse	Review Governance oversight policies as part of committee orientation In depth review of Policy II-A-3	As required In depth review of Policy II-B-1	As required In depth review of Policies II-A-4, II-B-10, II-B-2, II-B-3	As required In depth review of Policy II-B-6	As required In depth review of Policy II-B-5	All updated/revised policies to Governance for reporting at June Board
	1.4	Ensure principle-based decision-making guides all committee discussions and decision-making	Ilse	Opening Value Statement	Opening Value Statement	Opening Value Statement <i>(Assist Education Module refresh at January Board Education Session)</i>	Opening Value Statement	Opening Value Statement	Opening Value Statement
	1.5	At the discretion of the CEO and Board Chair, as required, review and provide advice on information, presentations, recommendations prior to presentation to the full Board	McCullough/ Pichora	As required	As required	As required	As required	As required	As required
	1.6	Other duties as assigned by the Board Perform such other duties as may be requested by the Board from time to time	Multiple	Receive CEO Report	Receive CEO Report	Receive CEO Report	Receive CEO Report	Receive CEO Report	Receive CEO Report

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2.0 Board Recruitment and Succession Planning	1.7	Update to the Board re committee activities from most recent meeting Most recent approved committee minutes provided to the Board	Fell deVos	To October Board	To December Board	To January Board	To March Board	To May Board	To June Board
	2.1	Establish for Board approval , the annual Board work plan	Ilse / Pichora	Review and recommend draft Board Work Plan for endorsement at October Board		Mid-year review of 2025-26 Board Work Plan ensure deliverables are being met / adjusted (to Jan Board)		Recommend Board Goals for the coming year consistent with M/V/V and key issues that are a priority for the Board (to June Board)	
	2.2	Review and recommend best practice in terms operating structure of the Board	Ilse	Identify survey tool for input on board cmtee structure (OHA/Accreditation) & Meeting Effectiveness Survey	Review/ recommend change to committee structure based in keeping with best practice and survey results		2026-27 Master Board & Committee Schedule recommended to Board for approval		Confirm/ recommend Rules of Order for 2026-27 to KHSC Board
	2.3 & 2.4	Develop for approval by the Board, a description of the skills, experience, and qualities including the diversity of the directors. Consider skills, experience, qualities and diversity of current directors to determine Board needs.	Ilse		Draft EOI Form questions to support 2026-27 board selection process. Confirm any needed adjustments to skills matrix + issue EOI to Board in early Dec				

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	2.5	Oversee the nominations and selection process and recommend to the Board candidates for election at the Annual Members meeting. Timeline for board selection process: Update to Partnership Council – January 21, 2026 Advertise vacancies – January 31, 2026 Applications received by – February 14, 2026 Apps distributed to Cttee – February 24, 2026 Shortlist Candidates & select interview panel – March 3, 2026 Email invitation to candidates – March 6, 2026 Interviews: March 18 & 19, 2026 Reference checks by: March 23, 2026 Follow up email to continue: March 27, 2026Results to committee: April 7, 2026 Gov meeting: April 14, 2026 – proposed slate Board package: May 4, 2026 Board mtg: May 11, 2026 Partnership Council: proposed slate – May 20, 2026 KHSC AGM/Special: June 22, 2026 final slate	Ilse	Review critical path for Board nominations process and provide update to October Board meeting (explore structure of nominations process around External Community Members (PC&Q/PF&A/Research) and ECFAA Required Member of Staff for PC&Q Note: Board to report to Partnership Council at its January meeting	Review and confirm framework for Board Chair 1:1 Meetings	Board Chair shares results from 1:1 meetings; additional elected member interest in office, committee chair positions may be identified through these discussions Results of EOI discussed; including review of board and committee attendance; board vacancies confirmed; skill requirements endorsed for draft board advertisement. Board briefed at January 26th meeting Review and confirm Interview Panel participants	Confirm Candidates for Interview/Board and Committee positions Review and confirm interview questions and schedule	Draft final slate for KHSC Board Note: Board to report to Partnership Council as part of compliance report at May meeting	
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	2.6 & 2.7	Ensure succession planning for Board officers. Oversee and implement the Board's process for selection of Board Officers and recommend to the Board the candidates for appointment as Board Officers.	Ilse / Fell	Critical Path for Board Officer Selection Process for 2026-27	Review Chair, Vice-Chair and Committee Chair Profiles Confirm succession questions and process as part of Expression of Interest process for officer and committee chair positions in 2026-27 Gov Chair will undertake confidential discussions with the Chair and Vice Chair to confirm desire to: continue in current role / desire to take up Immediate Past Chair Role and Incoming Chairs support for this position (by end of December)	Board Chair shares results from 1:1 meetings; additional elected member interest in office, committee chair positions may be identified through these discussions Confirm process by which new Vice Chair is selected (as required)	Confirm that Officer Succession Plan is in place for 2026-27. Finalize 2026-27 Vice Chair position for recommendation to Board at KHSC special meeting that follows annual general meeting Governance Chair confirms with Board Chair desire to take up Past Chair Board position; also confirms Incoming Chair's support for this position		

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3.0 Board Policies and Committees	3.1	Ensure Compliance with the Board governance policies, the by-laws, and recommend amendments	Ilse	Review Governance oversight policies as part of committee orientation	As Required	As required	As required	Final review of bylaw and policy revisions recommendation to June Board Coordinate proposed amendments from Committee meetings on policy or bylaw changes. Final review of bylaw and policy revisions recommendation to June Board <i>Note: Bylaw amendments are confirmed by Partnership Council. Include in compliance report to Partnership Council</i>
	3.2	Ensure standing committees develop work plans that reflect their terms of reference	Ilse	Review draft standing committee work plans / ToR compliance confirmed <i>(to be discussed at Aug 30th Chairs Planning Session)</i>				
	3.3	Annually review, confirm and recommend revisions to the Board policies for which the Governance Committee has oversight	Ilse	Review Governance oversight policies at committee orientation	As required	As required	As required	As required
	3.4	Review and recommend best practice in terms operating structure of the Board including committee structure and size, mandates, and procedures for effective governance	Ilse		Discuss KHSC Board & Committee structure and size / recommend any adjustments to KHSC December board meeting		Draft 2026-27 Board Committee Comps (Based on EOI results and 1:1 meetings with individual members)	Proposed 2026-27 Board Committee Compositions + Committee Chair recommendations to May Board
								Confirm/ recommend Rules of Order for 2026-27 to KHSC Board

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	3.5	Ensure periodic review and evaluation of committee performance and terms of reference and make recommendations to the Board as required.	l/se	Review draft standing committee work plans / ToR compliance confirmed				Review of Meeting Effectiveness Survey Results and recommend areas to strengthen
	3.6	Ensure that all standing committees review their terms of reference on an annual basis and make recommendations for amendments, as required, to the board	l/se	Confirm committee orientation sessions include TOR review and discussion				Review committee terms of reference and adjust according to bylaw/policy changes
	3.7	Recommend to the Board the slate of candidates for committee chairs and the directors and non-director nominees for Board committees.			Briefing on selection process for Patient Experience Advisors & Community Members to serve on KHSC board committees for 2026-27			Complete/ report on Patient Experience Advisors & Non-Director selections for 2026-27 Board Committee Compositions
	3.8	Establish, for board approval, the annual board work plan and ensure standing committees develop work plans that reflect their terms of reference and the board's work plan	l/se	Draft standing committee work plans / TOR compliance confirmed <i>(to be discussed at August 27 Board Committee Chairs Planning Session)</i> Review and recommend draft Board Work Plan		Mid-year review of 2025-26 Board Work Plan ensure deliverables are being met / adjusted		Review committee terms of reference and adjust according to bylaw/policy changes
4.0 Board Education	4.1	Ensure a comprehensive orientation session is provided to all new Directors	l/se	Debrief from September Board & Committee Orientation/Education Session			Review of Orientation/Onboarding Checklist	Identify Board & Committee Orientation/Education Agenda for 206--27
	4.2	Oversee Board education sessions to ensure the Board receives periodic education on governance, industry issues, and the organizations operations	l/se		Review draft of January Board Education Agenda		Review draft May Board Education Agenda	Review draft Sep Board Orientation/Refresh/Education Agenda

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	4.3	Support the Board in ensuring ongoing orientation and continuing Education for Directors and Committee members	Ilse				Review Board Education Plan / identify gaps for 2026-27 board year (including offerings from OHA, CHland IPFCC)	
5.0 Evaluations	5.1 & 5.3 & 5.4	Establish and implement a program to evaluate Board performance including individual director performance, performance of the Board Chair and Vice-Chair(s), Board committees and committee chairs Consider results of Board evaluations in connection with renewal of the terms of incumbent directors. Review and make recommendations to the Board concerning: - Board composition - Board Size - Board structures - Board policies and procedures - By-law amendments - Board attendance - Such other matters as may be required by the Board from time to time	Ilse / Fell	Framework for Board, Committee and Individual evaluations -1:1 -Mtg Survey -Board Survey -Self-Reflection -Annual Board Survey Review board effectiveness survey process taking into consideration Accreditation Canada effective governance tool + new standards Approach and framework with full Board / confirm timelines + discuss selection of Third-Party Evaluator to support Board effectiveness processes Review exit interview results for board and committee members departing in 2024-25		January 1:1 meeting with Chair – high level report & plan / feedback to officers, individual board & committee members Results of EOI discussed; including review of board and committee attendance; board vacancies confirmed; skill requirements endorsed for draft board advertisement. Board briefed at January 26th meeting		Draft final slate for KHSC Board <i>Note: provided to Partnership Council as part of compliance report at May meeting</i>

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	5.2	Ensure recommendations for improvement are addressed and considered where appropriate in Board and committee appointment process	Ilse				Committee Chair results + next steps	Update on feedback to Officers & Committee Chairs on evaluation input	Review of Meeting Effectiveness Survey Results And recommendations to inform 2026-27 Board Goals

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6.0 Strategic Partnerships & Alignment	6.1	Review alignment of the Corporation’s strategy with the Ministry of Health and Ontario Health - East strategies annually and as needed.	Ilse	As required	As required	As required	Receive update on Development of Annual Corporate Plan for 2026-27	Ensure alignment with 2026-27 annual corporate plan deliverables with strategic plan and QIP	As required
	6.2	Ensure processes are in place to build and maintain relationships with the Ministry of Health, Ontario Health - East, health system partners, and the local community	Exec team Pichora Ilse	CEO Report: - Ontario Health Team - Regional HIS project update - Redevelopment	CEO Report: - Ontario Health Team - Regional HIS project update - Redevelopment	CEO Report: - Ontario Health Team - Regional HIS project update - Redevelopment	CEO Report: - Ontario Health Team - Regional HIS project update - Redevelopment	CEO Report:. - Ontario Health Team - Regional HIS project update - Redevelopment	CEO Report: - Ontario Health Team - Regional HIS project update - Redevelopment
	6.3	Ensure KHSC builds and maintains positive relationships with the corporations stakeholders	Ilse	Q1 Media Report Mission, Values and Ethics Report Update (to December Partnership Council)	Q2 Media Report 2025-26 Communication and Stakeholder relations plan Receive Overview of KHSC Branding Initiatives Receive update on Queen’s Affiliation Agreement		Q3 Media plan Mission, Values and Ethics Report Update (to March Partnership Council)		Q4 Media Report
	6.4	Ensure processes and agreements are in place to support the Foundation and donors.	Ilse	As required – corporate naming recommendations	As required – corporate naming recommendations Review of UHKF Operating Agreement	As required – corporate naming recommendations	As required – corporate naming recommendations Confirm KHSC Board cross appointment to UHKF Board for 2026-27	As required – corporate naming recommendations	As required – corporate naming recommendations Consider UHKF Board Slate for 2026-27 / recommendation to KHSC Board for Endorsement

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7.0 Strategy Development & Annual Corporate Planning Process	7.1	Ensure robust process of strategy development and annual corporation planning including performance reporting is in place recognizing the primary function of the Board will be to approve the long-term strategy and annual corporate plan	Ilse			Touchbase on 2026-27 Annual Corporate Plan in advance of January HAPs submission	Update on work to develop 2026-27 ACP	Review 2026-27 ACP & QIP and associated indicators for recommendation to May 11 Board Sesison on ACP & SPI	Final draft for 2026-27 indicators for performance measurement system for 2026-27 ACP (Post January)
8.0 Performance Targets	8.1	Ensure progress on the Corporation's strategy and annual corporate plan by reviewing assigned performance indicators	Ilse	Receive Q1 Performance Reports	Receive Q2 Performance Reports		Receive Q3 Performance Reports		Receive Q4 Performance Reports
9.0 Integrated Risk Management	9.1	Monitor and report on the integrated risk domains assigned to the Governance committee which include: - Leadership & Governance - External Relations - Legal & Compliance - Mission	Gamache-O'Leary	Review risk domains for which the committee has oversight for as part of committee orientation	As required	As Required	Receive Updated KHSC Risk Profile and review domains assigned to this committee	As required	As required

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11.0 Mission	11.1	Monitor and report to the Board on matters of mission and ethics and make recommendations to the Board to ensure that the overall mission, vision, values of KHSC are consistent with the missions and values of KGH and HDH and that campus-specific missions of HDH and KGH are maintained in accordance with the KHSC Operating Agreement;	Naraine	Mission, Values and Ethics Report			Mission, Values and Ethics Report	Review draft year-end compliance report & attestation to KHSC May 12 Board & Partnership Council regarding Mission at HDH and KGH to ensure compliance with Operating Agreement (to May Board)	
Board Reporting Requirements		Board reports due at CEO's office Board mailing date Board meeting date	deVos	October 17 October 20 October 27	December 5 December 8 December 15	January 16 January 19 January 26	March 20 March 23 March 30	May 1 May 4 May 1	June 12 June 15 June 22