

| UHN Board of Trustees Terms of Reference | |
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| Role | The Board of Trustees (the Board) is responsible for the overall governance of University Health Network (UHN) to ensure its purposes and objectives are achieved. |
| Responsibilities | <p>1. Strategic Planning and Vision, Mission, and Values</p> <p>(a) The Board participates in the development of, and approves, the organization’s vision, mission, and values.</p> <p>(b) The Board ensures that UHN develops and adopts a strategic plan that is consistent with its mission and values, and which will enable the organization to realize its vision. The Board participates in the development of, and ultimately approves, the strategic plan.</p> <p>(c) The Board ensures that its decisions are consistent with the strategic plan and the mission, vision and values.</p> <p>(d) The Board has oversight responsibility for operational consistency with the strategic plan and strategic directions and receives regular progress reports on implementation of strategic initiatives.</p> <p>(e) The Board will approve all strategic alliances, in accordance with applicable UHN policies on contracts and risk management and broader public sector directives on expenditures.</p> <p>(f) The Board conducts a review of the process related to the strategic plan and assesses the effectiveness of strategic alliances as part of a regular planning cycle.</p> <p>2. Oversight of Management</p> <p>(a) The Board determines the responsibilities of the President and Chief Executive Officer (CEO) and the parameters for authority delegated to the incumbent.</p> <p>(b) The Board recruits and appoints a qualified President and CEO.</p> <p>(c) The Board approves annual performance goals for the President and CEO and supports the incumbent in achieving those goals through monitoring results, providing ongoing feedback, and being available for consultation on key issues identified by the President and CEO.</p> <p>(d) The Board reviews the performance and determines the President and CEO’s compensation, using the process outlined in the policy, <i>President and CEO Performance Management</i>.</p> <p>(e) The Board ensures succession planning is in place for the President and CEO and senior management.</p> |

- (f) The Board oversees the President and CEO's development of senior management as part of the President and CEO's annual review process.
- (g) The Board appoints the Chiefs of Departments.
- (h) The Board appoints a physician from Active Staff as Chair of the Medical Advisory Committee.

3. Financial Oversight

- (a) The Board is responsible for stewardship of financial resources, including ensuring availability and overseeing allocation of financial resources.
- (b) The Board approves policies for financial planning and approves UHN's annual operating and capital budgets.
- (c) The Board monitors financial performance against UHN's budgets.
- (d) The Board approves investment policies and monitors compliance.
- (e) The Board ensures the accuracy of financial information through oversight of management and approval of annual audited financial statements.
- (f) The Board confirms management has put measures in place to ensure the integrity of internal controls.
- (g) The Board oversees asset management.
- (h) The Board approves a *Signing Authority Policy* and monitors compliance with financial policies and all applicable regulations (for example, *Broader Public Sector Procurement Directive*), using tools such as a management compliance attestation document.

4. Risk Oversight

- (a) The Board is responsible to be knowledgeable about risks inherent in UHN's operations and ensure that appropriate risk analysis is performed as part of Board decision making.
- (b) The Board ensures that UHN has an enterprise risk management program, including processes to identify risks and methods to appropriately mitigate, transfer, and accept risks. These arrangements will include protection of physical assets, intellectual property, personal health information and other confidential information, and insurance plans that address the loss of assets belonging to UHN and protect against claims of liability.
- (c) The Board ensures that appropriate processes are in place to ensure compliance with legal and regulatory requirements.

5. Performance Monitoring and Research Program Oversight

- (a) The Board ensures that systems are in place to ensure that quality of patient care and patient safety are integral components of all aspects of service design and delivery in the hospital.
- (b) The Board adopts an evaluation framework for monitoring safety and quality performance.

- (c) The Board ensures that management has plans in place to address any variances from performance standards and oversees implementation of remediation plans.
- (d) The Board must be informed of, and ensure that, the Research Strategic Plan aligns with the overall UHN Strategic Plan.
- (e) The Board ensures the adoption of a framework for research activities, including an appropriate ethics review process.
- (f) The Board approves the credentialing and re-appointment process for professional staff.
- (g) The Board ensures there are systems in place to ensure that management is operating in an ethical way that complies with all relevant statutes, regulations and hospital By-laws.

6. Openness, Accountability, and Transparency with Stakeholders

- (a) The Board is responsible for ensuring appropriate strategies are in place to provide for open, transparent, and accountable communications with key internal and external stakeholders.
- (b) The Board contributes to the maintenance of strong stakeholder relationships.
- (c) The Board ensures that clearly defined relationships are established and maintained with the organizations with which UHN works (e.g. unions, government, other health care and community organizations and other strategic alliances and contractual relationships).
- (d) The Board ensures that reports to stakeholders provide sufficient information on UHN's performance against its objectives.
- (e) Recognizing that UHN is accountable to multiple stakeholders, the Board shall ensure the hospital (i) considers which stakeholders are likely to be affected by its decisions; (ii) considers all relevant stakeholders' interests in a balanced way; and (iii) establishes an appropriate and effective communication strategy with such affected stakeholders.
- (f) The Board supports a positive community profile of UHN with the public and key stakeholders.
- (g) The Board is responsible for establishing and maintaining effective relationships within the elected government and other elected officials in order to ensure awareness regarding UHN, its vision, mission and strategic goals, and the supports and resources required for UHN to be successful.

7. Governance

- (a) The Board is responsible for the quality of its own governance, regularly assessing its effectiveness in fulfilling its responsibilities and making adjustments in response.
- (b) The Board is responsible for its own succession, by identifying those competencies required to fulfill its responsibilities, recruiting qualified candidates, and planning for the succession of the Chair and Vice-Chair(s).

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| | <p>(c) The Board establishes governance structures to facilitate the performance of the Board's role and to enhance individual director performance.</p> <p>(d) The Board ensures ongoing training and education of Trustees.</p> <p>(e) The Board assesses and reviews its governance through periodic evaluation of the Board structure. This includes Board composition, and Board recruitment processes, number of committees and their Terms of Reference, processes for appointment of committee chairs, process for appointment of Board officers, and other governance processes and structures.</p> <p>(f) The Board ensures its members avoids conflicts of interest with respect to Trustees' fiduciary responsibilities.</p> <p>(g) The Board annually appoints UHN's officers.</p> |
| Composition | The Board of Trustees is composed of up to 15 elected Trustees, recruited to fulfil the requirements of the Board-approved skills matrix, two voting University of Toronto representatives, and six <i>ex officio</i> , non-voting Board members. |
| Officers | The Officers (Chair and Vice Chairs) are elected from among the Board Members at the first Board meeting following the Annual Meeting, on recommendation from the Governance and Nominations Committee. The Board shall appoint a President who shall be the Chief Executive Officer of UHN, Secretary of the Board, and, if applicable, a delegate Head for Freedom of Information and Protection of Privacy responsibilities. |
| Functional Year of the Board of Trustees | For the newly constituted Board, the functional year begins with the first Board meeting following the Annual General Meeting in June and continues through to the last Board meeting before the Annual General Meeting, the following June. |
| Meetings | <p>The Board of Trustees shall meet at least four (4) times annually (approximately quarterly) which may include, or be in addition to, the AGM and the annual Board retreat. A meeting schedule will be prepared by early summer for, at a minimum, the following year, based on the Board's Annual Work Plan for the year.</p> <p>The Chair shall, when present, preside at all meetings of the Board of Trustees. In the absence of the Chair, the Chair-Elect (if applicable) or a Vice-Chair shall preside. In the absence of the Chair and a Vice-Chair, the Trustees shall appoint one of their numbers to chair a meeting of the Board of Trustees.</p> <p>Notice of meetings shall be given in accordance with By-law No. 1, section 2(11).</p> |
| Quorum | At least two fifths (2/5) of the members of the Board of Trustees entitled to vote shall form a quorum for the transaction of business in accordance with s.2.12 of the By-laws. |
| Procedures | <p>In undertaking its responsibilities, the Board will refer to applicable procedures outlined in UHN's By-laws, Board policies, and UHN-adopted procedure standards.</p> <p>The Board may adopt such administrative processes as are required to ensure effective discharge of its responsibilities.</p> |

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| Resource People | <p>CEO serves as Corporate Secretary.</p> <p>The President and CEO may invite any relevant members of the leadership team or staff to attend as resource people to the meeting.</p> <p>The Executive Assistant to the President and CEO provides administrative support to the Board of Trustees.</p> |
| Administrative Support | <p>The President and Chief Executive Officer shall provide adequate information to support informed Board decisions, including relevant significant external and internal changes, environmental scanning information, emerging substantive risk issues, a range of stakeholder points of view (when applicable), and recommendations for Board actions, where appropriate.</p> |
| Expenses | <p>Members of the Board of Trustees receive no remuneration or honoraria for serving on the Board of Trustees of UHN. UHN will cover all reasonable direct expenses incurred by Board Members in the performance of their duties, in accordance with UHN's internal policies and the <i>Broader Public Sector Expenses Directive</i>.</p> |
| Date Approved | <p>May 2019</p> |