POLICY 4.3 – Terms of Reference for the Board Governance & Human Resources Committee

Interior Health would like to recognize and acknowledge the traditional, ancestral, and unceded territories of the Dãkelh Dené, Ktunaxa, Nlaka'pamux, Secwépemc, St'át'imc, Syilx, and Tŝilhqot'in Nations, where we live, learn, collaborate and work together.

Interior Health recognizes that diversity in the workplace shapes values, attitudes, expectations, perception of self and others and in turn impacts behaviors in the workplace. The dimensions of a diverse workplace includes the protected characteristics under the human rights code of: race, color, ancestry, place of origin, political belief, religion, marital status, family status, physical disability, mental disability, sex, sexual orientation, gender identity or expression, age, criminal or summary conviction unrelated to employment.

1.0 PURPOSE

The purpose of the Governance & Human Resources Committee (the "Committee") is:

1. to provide a focus on governance that will enhance Interior Health's (the "Authority") performance. The Committee assesses and makes recommendations regarding Board of Directors (the "Board") effectiveness, provides direction regarding ongoing Director development and leads the process for recommending Director criteria to the Government for consideration when appointing Directors.

2. to assist the Board in fulfilling its obligations relative to human resource and compensation matters; to establish a plan of continuity and development of senior management; and to oversee the development and implementation of human resource strategy, policy and practices.

3. ensuring that the activities of the Committee are aligned with other broad strategic goals set out by other Board Committees.

2.0 COMPOSITION & OPERATIONS

1. The Committee shall be composed of not fewer than three (3) directors and may include the full Board of Directors.
2. The Committee shall operate in a manner that is consistent with the Committee Guidelines, Board Policy 4.1

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3.0 DUTIES & RESPONSIBILITIES

A. Governance Functions

The Committee has the responsibility to:

1. review on a continual cycle for Board approval a Manual outlining the policies and procedures by which the Board will operate including the terms of reference for the Board, Board Chair, President and Chief Executive Officer (the "CEO"), Board Directors and Board Committees;
2. review the Board, Committee, Board Chair and Individual Director Evaluation Process Policy 5.2 and recommend to the Board any changes to the document to support the annual evaluation process;
3. 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;
4. in consultation with the Board Chair and CEO, recommend to the Board the criteria and potential candidates the Minister should consider when appointing Directors to the Board;
5. review, monitor and make recommendations regarding Board Member orientation and ongoing development;
6. ensure there is a system that enables a Committee or Director to engage separate independent counsel in appropriate circumstances, at the Authority's expense, and be responsible for the ongoing administration of such a system;
7. review the annual budget allowance for Board operations and make recommendations for next fiscal year's allowance which is incorporated in the operating budget presented to the Board for approval;
8. monitor actual Board operational expenses on a semi-annual basis including a review of Board member remuneration and expense reimbursement;
9. recommend to the Board any reports on governance that may be required or considered advisable;
10. ensure Board Members complete the Disclosure of Real or Apparent or Potential Conflicts of Interest Declaration on an annual and as required basis, and to have the forms completed within a timeframe for the completed Declarations to be included in the meeting materials for the Committee's April meeting;
11. recommend to the Board any changes to the Board Meeting schedule;
12. at the request of the Board Chair or the Board, undertake such other corporate governance initiatives as may be necessary or desirable to contribute to the success of the Authority.

B. Human Resources Functions

The Committee has the responsibility to:

1. within the framework of the Health Employers Association of BC ("HEABC") Compensation Reference Plan for Executive and Excluded/Non-contract personnel, and subject to the powers and duties of the Board:
    a. receive for information the compensation plan for senior staff reporting directly to the CEO;
    b. receive for information certain matters relating to Excluded/Non Contract employees including:
        i. any material changes to the annual compensation policy/program;
        ii. new benefit programs or material changes to existing programs; and
        iii. the terms and conditions of employment including employment contracts for Executive Staff.
2. recommend a performance evaluation process for the CEO;
3. the Board Chair and Governance & Human Resources Committee Chair will participate in the annual performance evaluation process of the Board Resource Officer, led by the CEO.
4. review with the CEO any significant outside personal commitments being considered prior to a decision being made, including commitments to act as a Director or Trustee of for-profit and not-for-profit organizations;
5. to be made aware of the mandate provided by HEABC for Provincial collective bargaining for each of the collective agreements;
6. review tentative collective agreement settlements as proposed by the Board of HEABC with a view of providing a recommendation to the Board of Interior Health on ratification or rejection;
7. review policies and procedures for the review of the CEO's expenses. The following guidelines will apply:
    a. the CEO will personally sign and submit claims for any reimbursable personal expenses, travel expense, or education expense on a monthly basis using the standard claim form(s) provided by the Authority and in accordance with the approved current Expense Policy applicable to all staff;

b. these claims and any expenses otherwise settled (Corporate credit card, etc.) will provide a monthly accounting of the total personal expenses incurred by the CEO in the discharge of their responsibilities. Expenses are recorded by category (accommodation, meals, airfares, etc.). It will also separate the CEO's personal meal expenses from meal charges for third parties including both Authority staff and outside parties. An explanation for third party charges will be provided;

c. the monthly credit card statement and individual claim forms for reimbursable personal expenses, travel expense, mileage or education expense will be reviewed and approved personally by the Board Chair. To avoid unnecessary delay in processing payment in circumstances where the Board Chair may be temporarily unavailable, an individual monthly claim may be approved by the Chair of the Governance & Human Resources Committee;

d. the Board Chair will deal directly with the CEO on any significant issues or concerns identified in the course of their review, keeping the Committee informed where judged appropriate; and

e. at the end of the first six months of the fiscal year and at the end of the fiscal year, an abbreviated year-to-date summary of the CEO's total personal expenses will be presented to the Committee for its review and subsequent release to the public domain.

C. Other Duties

The Committee has the responsibility to:

1. commit to the Health and Safety of Interior Health's workers (employees, physicians, students, volunteers and others) and as such:
    a. ensures that management operates with a structure that appropriately recognizes and responds to worker health and safety risks; and
    b. receive reports from management on the effectiveness of Interior Health's Health and Safety Management System (HSMS) to ensure hazards and risks are effectively managed, legislative and occupational health and safety requirements are followed, workers are adequately trained and supported, and management and workers carry out their individual and collective responsibilities and accountabilities.
2. review the Committee's Terms of Reference and recommend any changes to the Board;
3. undertake any specific initiatives requested by the Board or Board Chair;

4. report to the Board as required on Committee findings and any significant issues; and
5. recommend to the Board approval in principle, subject to subsequent Provincial Government approval, any facility naming opportunities.
6. Review Board Policies outlined in Appendix B and make recommendations to the Board of Directors for any revisions needed.

4.0 RISK MANAGEMENT

The Committee will:

1. as required, receive updates with respect to categories of risk for which the Committee is directly concerned;
2. receive from time to time independent reports of the Internal Auditor;
3. keep the Board informed of any major incident reports; and
4. from time to time, recommend to the Board any changes in policy or process required to achieve the overall objectives of the Authority's risk management program

5.0 ACCOUNTABILITY

The Committee shall report its discussions to the Board by maintaining minutes of its meetings and providing an oral report at the next Board meeting.

6.0 COMMITTEE TIMETABLE

The timetables in Appendix 1 outline the Committees schedule of activities.

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APPENDIX A – COMMITTEE TIMETABLE

Terms of Reference Section and Activity	Fiscal Year					
A. Governance	Apr	June	Oct	Dec	Feb	As Required
3A(1) Board Manual						
Review on a continual cycle the Board Manual - content and required updates						X
Review Committee Terms of Reference		X				
Review any changes in Terms of Reference requested by the Audit & Finance, Quality, and Partner Relations Committees			X			
Present to the Board for approval any recommended changes in the Board Manual including Committee Terms of Reference						X
3A(2) Evaluation						
Review the effectiveness of the Committee of the Whole and each Board Committee as per the Policy 5.2 and recommend any changes to the Board.					X	
Review the effectiveness of the Board Chair, each Committee Chair and each individual Director as per Policy 5.2 and recommend any changes to the Board.					X	
Lead the implementation of the Board Effectiveness in meeting the Terms of Reference for the Board of Directors annual evaluation process		X				X

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Terms of Reference Section and Activity	Fiscal Year					
A. Governance	Apr	June	Oct	Dec	Feb	As Required
3A(3) Director Profile						
Develop recommendations regarding essential and desired experiences and skills for potential Directors						X
3A(4) Board Make-up						
In consultation with the Board Chair & CEO, recommend to the Board the criteria and possible candidates for required replacement Directors						X
3A(5) Director Development						
Make recommendations regarding Director orientation and on-going development						X
Monitor and assist as required in the implementation of approved programs						X
3A(6) Independent Counsel						
Ensure there is and oversee a system that enables a committee or Director to engage independent counsel in appropriate circumstances						X
3A(7)(8) Governance Expenses						
Annually review the annual budget allowance for Board operations and recommend to the Board for approval as part of the operating budget			X			
Semi-annually monitor actual versus budgeted expenditures and keep the Board informed of any real or pending issues		X		X		

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Terms of Reference Section and Activity	Fiscal Year					
A. Governance	Apr	June	Oct	Dec	Feb	As Required
Review board member remuneration and expense reimbursement		X		X		
3A(9) Governance Reports						
Bring to the Board any issues/recommendations regarding the Governance structure or how it functions in practice						X
Review Innovation and Technology implications for the Governance and Human Resources Committee.						X
3A(10) Conflicts of Interest Disclosure						
Table Director Conflict of Interest Declarations	X					
3A(11) Board Meeting Schedule						
Recommend to the Board changes to the Board Meeting Schedule						X
3A(12) Governance Initiatives						
At the request of the Board Chair or the Board undertake necessary or desirable corporate governance initiatives						X

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Terms of Reference Section and Activity	Fiscal Year					
B. Human Resources	Apr	June	Oct	Dec	Feb	As Required
3B(1) Compensation Reference Plan for Executive & Excluded/Non-Contract Personnel						
Receive for information certain matters relating to Excluded/Non-Contract employees including material changes to benefits plans, compensation plans, terms and conditions of employment						X
3B(2) CEO Performance						
Review Board Policy 5.1 *Performance Evaluation Process for the President and CEO*		X				X
3B(3) Board Resource Officer Performance						
The Board Chair and Governance & Human Resources Committee Chair will participate in the annual performance evaluation process of the Board Resource Officer, led by CEO.	X					
3B(5) Organizational Structure						
Review and endorse major changes in the organizational structure of management as proposed by the CEO						X
3B(6) HR Workplan & Human Resources Reports						
Receive for information the board Diversity, Equity and Inclusion update			X			
Receive for information the board report on Employee Experience & Retention	X					
Receive for information the board report on Recruitment.			X			
Receive for information the board report on Employee Relations, Labour Relations and Staffing Services					X	

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Terms of Reference Section and Activity	Fiscal Year					
B. Human Resources	Apr	June	Oct	Dec	Feb	As Required
Receive for information the board report on Workforce Strategy		X				
Receive for information the board report on Workplace Health & Safety which will include information on the effectiveness of Interior Health's Health & Safety Management System				X		
3B(7) CEO Personal Commitments						
Review with the CEO any significant outside personal commitments						X
3B(8) Collective Bargaining						
Make recommendations to the Board regarding the mandate to be provided to HEABC for Provincial collective bargaining for each of the collective agreements						X
3B(9) Collective Agreement Settlements						
Review tentative collective agreement settlements as proposed by HEABC and provide recommendation to the Board on ratification or rejection						X
Review and discuss impacts of collective bargaining association agreements, board influence and oversight of same.						X
3B(10) Review of CEO Expenses						
Receive for information an abbreviated summary of the CEO's total personal expenses prior to release to the public domain.		X		X		

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Terms of Reference Section and Activity	Fiscal Year					
C. Other Duties	Apr	June	Oct	Dec	Feb	As Required
3C(2) Terms of Reference						
Annually review the Committee's Terms of Reference and recommend any changes / additions to the Board.		X				
3C(3) Board Initiatives						
Undertake any specific initiatives requested by the Board or Board Chair						X
3C(4) Report to the Board						
Report to the Board as required on Committee findings and any significant issues						X
3C(5) Facility Naming Opportunities						
Review and recommend to the Board approval in principle, subject to subsequent Provincial Government approval, any facility naming opportunities.						X
4 (1) Risk Management						
Receive updates as required in respect to categories of risk with which the Committee is directly concerned						X
Receive from time to time independent reports of the Internal Auditor						X
Keep the Committee informed of any major incident reports						X

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Terms of Reference Section and Activity	Fiscal Year					
C. Other Duties	Apr	June	Oct	Dec	Feb	As Required
Recommend to the Board any changes in policy or process which may be needed from time to time to realize the overall objectives of the Authority's Risk Management program						X

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APPENDIX B – POLICY REVIEW TIMETABLE

Policy		Apr	June	Oct	Dec	Feb
1.2	Overview of Interior Health Authority					
1.3	Vision, Mission, Values & Goals					
2.2	Terms of Reference for the Board Chair (Every 3 Years)				X 2026	
2.3	Terms of Reference for the President & Chief Executive Officer (CEO) (Every 3 Years)					X 2027
2.4	Terms of Reference for a Director (Every 3 Years)				X 2027	
2.5	Terms of Reference for the Secretary to the Board (Every 3 Years)	X 2026				
2.6	Director Development and Continuing Development (Every 3 Years)	X 2027				
3.01	Board of Directors Guidelines (Every 3 Years)			X 2026		
3.02	Director Standards of Conduct and Conflict of Interest (Every 3 Years)					X 2026
3.03	Public Presence at Meetings of The Board (Every 3 Years)				X 2027	
3.05	Communications Policy (Every 3 Years)			X 2027		
3.06	Director Retainers, Fees and Expenses (Every 3 Years)				X 2026	
3.12	Corporate Conduct (Every 3 Years)					X 2027

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Policy		Apr	June	Oct	Dec	Feb
3.16	Director Engagement of Independent Counsel (Every 3 Years)				X 2025	
3.17	Paper Reduced Board Meetings (Every 3 Years)				X 2025	
4.1	General Guidelines for Committees (Every 3 Years)	X 2027				
4.3	Terms of Reference for the Governance & Human Resources Committee (Annually)		X			
4.7	Task Force Guidelines (Every 3 Years)			X 2025		
4.8	Terms of Reference for the CEO Recruitment Task Force (Every 3 Years)			X 2025		
5.1	Performance Evaluation Process for the President & Chief Executive Officer (Every 3 Years)	X 2026				
5.2	Board, Committee, Board Chair, and Individual Director Evaluation Process (Every 3 Years)			X 2027		
5.3	Succession Planning Process (Every 3 Years)					X 2026
5.4	Long Term Board Renewal Plan (Every 3 Years)			X 2026		
6.1	Board of Directors (Membership list)					
6.2	Committee Chairs and Membership					
6.3	Board and Committee Meeting Schedules (Annually)		X			

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Policy		Apr	June	Oct	Dec	Feb
8.2	Interior Health Organization and Procedure Bylaws					

** Board policies may be reviewed outside of this timetable as needed.*

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