

## **Board Mandate 2023/24**

The Oak Valley Health Board governs through policy formulation, decision-making and oversight in accordance with its by-laws, vision, mission and values, governance policies, and applicable laws and regulations. The duty of the Board is to make decisions that are in the best interests of the corporation. Decisions that are in the best interests of the corporation will be decisions that further the hospital's mission, move it towards its vision, are consistent with its values, but also discharge its accountabilities. The hospital has adopted a mission, vision and values statement.

The Board delegates the management and operation of the hospital to the Chief Executive Officer (CEO) and supervision of the Professional Staff to the Chief of Staff (COS) and works in partnership to ensure the effective operation of the organization.

### **Composition**

The Board consists of fifteen elected Directors and six ex-officio Directors. Elected Directors are entitled to serve a maximum of nine years, normally based on three, three-year terms.

The Board is skills-based and possesses a balance and range of specific skills, expertise and experience in a broad range of areas including governance, finance, strategic planning, information systems, legal, quality and performance measurement, government relations, and healthcare education. With this knowledge and a common commitment to the organization, Directors work as a team, think critically and strategically, are committed to ethical standards, and possess integrity, wisdom and judgment.

The Governance committee leads the recruitment process for new Directors and uses a skills matrix to identify skills and expertise required in new Directors, as well as ensuring that the diversity of the Board adequately reflects the community to ensure a broad and equitable perspective. Appointments are made at the Annual Meeting of the Members.

### **Responsibilities**

The responsibilities of the Board are governed by the By-laws, Board of Directors policy manual and relevant legislations. Specific responsibilities of the Board include:

- Approval of strategic goals and directions;
- Establishing a framework for performance oversight and monitoring of such performance;
- Oversight of the quality plan;
- Oversight of financial condition and resources;
- Oversight of Integrated Risk Management;
- Oversight of leadership performance and succession planning;



- Oversight of stakeholder relationships;
- Management of the Board's own Governance;
- Legal Compliance; and
- Oversight of the Hospital and Board Equity, Diversity, and Inclusion frameworks and implementation.

## **Accountability and Reporting**

The Board acts at all times in the best interests of the Hospital, having regard for the interests of its Patients, the communities it serves, Governmental Authorities and other service providers. The Board is accountable to the Government Authorities for compliance with applicable laws, regulations and policies, and ensuring that the Hospital's operation is in a manner that is consistent with the Service Accountability Agreements. The Board makes available a number of documents that promote transparency including the Quality Improvement Plan and information about expense claims.

## **Meetings**

The Board meets a minimum of five times per year and at other times as required. At each meeting, time is allocated for the Board to meet without management. The agenda is structured in alignment with the Board's roles and responsibilities, annual work plan and goals and objectives. The Board chair works with the CEO to set the agenda for each meeting.

The Board members meet regularly as committee members on Board standing committees along with various members of senior leadership, community members, Patient Experience Participant member, staff and department chiefs. The specific membership, work plan and details of the Board standing committees are described within the Board Policy Manual. The intent of the committees is to perform the majority of the detailed review, analysis and oversight which is then provided to the full Board at the regular Board meetings.

## **Evaluation**

All Directors participate in evaluation of the Board. The Board evaluation examines the processes and structure of the Board as a whole, as well as its committees. This process includes a self-assessment as well as one-on-one discussions about each board member's performance with the Chair. The purpose of the evaluations is to ensure continuous improvement, obtain input for succession planning, identify education needs, and provide opportunity for feedback on the effectiveness of meetings.

The Board reviews its mandate on an annual basis.