

	<input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Protocol <input type="checkbox"/> Terms of Reference	Section <i>Policy&amp;Procedure Board Manual</i>	Number 01-100
	<b><i>Executive Officers Policy</i></b>		
<b>Date Issued:</b> <b>Date Review/Revised: 2023-11-27</b> <b>Next Review Date: March 2025</b>			
<b>Owner:</b> Common Board of Directors (Common Board)	<b>Reviewer(s):</b> Resources Committee	<b>Approver:</b> Governance and Nominating Committee	

This is a controlled document prepared solely for use by the Huron Health System (HHS). HHS accepts no responsibility for use of this material by any person or organization not associated with HHS. No part of this document may be reproduced in any form for publication without permission of HHS. A printed copy may not reflect the current electronic document and should always be checked against the electronic version prior to use.

Except as expressly stated to the contrary herein, these Terms of Reference apply to both the Alexandra Marine & General Hospital (AMGH) and the South Huron Hospital (SHH). AMGH and SHH are referred to individually and collectively as the Hospital.

### **Responsibilities**

Develop a process to oversee performance, compensation, and succession planning for the President & CEO and Chief of Staff by:

- developing a position description for the President & CEO and Chief of Staff for the Common Board approval;
- overseeing President & CEO and Chief of Staff recruitment, selection, and succession planning;
- reviewing and recommending to the Common Board the President & CEO's and Chief of Staff's annual objectives;
- developing and conducting a process to review the performance of the President & CEO and Chief of Staff and reporting the results to the Common Board; and
- Recommending President & CEO and Chief of Staff compensation for Common Board approval.

Oversee the President & CEO's and Chief of Staff's succession plans.

Undertake such other activities as may be authorized by the Common Board, from time to time.

### **CEO Roundtable**

The CEO Roundtable will allow the Executive Officers and the President & CEO to review and discuss the strategic plan, HHR issues, and CEO performance. This forum allows the group to share experiences, gain insights into challenges, and allow collaboration that will inspire better decision-making to drive success. The Executive Officers will meet with the President & CEO quarterly.

### **Accountability and Reporting Relationship**

The Executive Officers are accountable to and report to the Common Board, as necessary by the Executive Officers or as requested by the Common Board.

**Quorum**

A quorum shall consist of a majority of the voting Executive Officers.

**Meeting Schedule**

At the call of the Common Board Chair.

**MEMBERSHIP**

- Board Chair
- 1<sup>st</sup> Vice Chair
- 2<sup>nd</sup> Vice Chair
- Treasurer
- AMGH Chief of Staff (non-voting)
- SHH Chief of Staff (non-voting)
- President & CEO (non-voting)

**CHAIRPERSON**

- Board Chair will call meetings
  - Chair all meetings
  - Designate another executive officer to chair meeting in the Chair's absence

**Terms of Appointment**

Based on board member's term of office.

**Frequency of Meetings**

At the call of the Common Board Chair.

**Meeting Venue**

AMGH, SHH or Virtual Platform, i.e., WebEx, as required.

**Reporting Relationship**

Common Board

**CONFIDENTIALITY**

In the course of committee business, confidential information may become known to committee members. Members have a responsibility to keep such information confidential.

**CONFLICT OF INTEREST**

All Common Common Board and committee members have a duty to ensure that the trust and confidence in the integrity of the decision-making processes of the organization are maintained. Members will ensure that they are free from conflict, potential or perception of conflict in their decision-making. It is important that all Common Board and committee members be held accountable to understand and acknowledge their obligations when a conflict of interest, potential or perceived, arises.

Approval Process	Governance & Nominating Committee: 2023-XX-XX
------------------	---