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The Governance Centre of Excellence (GCE) is pleased to present the November 2016 edition of Boards. As the official publication of the GCE, Boards is devoted solely to you – the board member.

Boards provides information on topical issues, governance initiatives and news of upcoming GCE educational programs, tools and supports related to the evolving role of health care boards. As part of the GCE’s commitment to open communication and the sharing of knowledge, Boards includes articles from representatives in the field of governance. The views of the authors expressed in this publication do not necessarily reflect the position of the GCE or the Ontario Hospital Association.

We welcome submissions from health care leaders, governance experts, academics and consultants that will foster dialogue and address current issues and leading practices in health care and not-for-profit governance.
The Value of Voluntary Governance in an Evolving Health Care System

Ontario hospitals have had a long and proud history of local and independent voluntary governance. The health care system today is undergoing significant transformation which requires highly skilled and committed directors to effectively manage the increasing health system pressures. That is why Ontario hospitals have worked hard to ensure that their board members represent community interests while also bringing significant skill and competence to the board table. Hospital boards must continue to strengthen the voluntary governance model that has led to the improved accountability, efficiency and quality of care characteristic of Ontario’s hospitals over the last decade. continued >
Ontario’s Hospital Boards are up for the Challenge

As the work of Ontario’s volunteer hospital boards has become more complex, more demanding and more scrutinized, our boards are stepping up and embracing their expanding and evolving roles.

Over the past six years, hospital board members have faced tests of their ability to meet public expectations related to quality, patient safety, transparency, and overall accountability with the introduction of legislation such as the Excellent Care for All Act (2010) and Broader Public Sector Accountability Act (2010). The Excellent Care for All Act established clear expectations for hospital boards in the oversight of quality improvement plans and duties of quality committees under the board. The Broader Public Sector Accountability Act clarified the board’s role with respect to transparency for the public reporting of expenses and service procurement.

Previously, under the Broader Public Sector Executive Compensation Act, passed in December 2014, regulation-making authority was established that would allow the government to create executive compensation frameworks and set compensation levels in broader public sector organizations. However, the President of the Treasury Board recently announced that the government will no longer be developing an executive compensation framework for each sector. Instead, hospital boards will now have the authority to make compensation decisions and to develop their own unique executive compensation frameworks.

On October 6, 2016, the government reintroduced its health system restructuring legislation. Formerly known as Bill 210, Bill 41, Patients First Act, 2016 would, if passed, expand the role of Ontario’s Local Health Integration Networks (LHINs) to include home and community care, and provide the LHINs with the authority to manage and monitor primary care directly. Bill 41 proposes a number of changes to legislation to give additional authority to LHINs over hospitals, primary care, home and community care, and public health.

One of the noteworthy provisions in Bill 210 was the authority of LHINs to issue operational or policy directives to a health service provider (HSP) it funds, including hospitals, if it considers it in the public interest. However, in the reintroduced Bill 41, public hospitals have been exempted from these provisions, in recognition of the complex regulatory environment in which hospitals operate, and the fact that hospitals, if Bill 41 is passed, will be the only HSPs subject to Ministerial Directives under the Public Hospitals Act.

The exclusion of public hospitals from the LHIN directives recognizes the roles and responsibilities of hospital boards. As the province moves to implement its legislation, hospitals are well positioned to play an important role in supporting new models of care to meet the needs of patients and clients, working in close partnership with their provider partners.

Directors on Ontario hospital boards are prepared to confidently face these emerging system changes which also present opportunities to strengthen the governance of the health care system.

Importance of Voluntary Governance

Given the sheer size and complexity of Ontario’s hospital sector, local governance is a vital mechanism in addressing risk and in ensuring responsible, appropriate oversight of these activities at the community level. One of the key strengths of the current system is that hospitals can govern and manage their own finances, operations and clinical services while remaining accountable to LHINs, and ultimately the Ministry of Health and Long-Term Care, for overall performance.

Directors play the critical role of volunteers who are engaged in their communities but who are also champions for achieving the visions of their respective organizations as well as the health care system as a whole. These individuals are well-positioned in their roles as health care leaders to break down organizational silos and allow for the expansion of perspectives beyond organizational walls. Directors can be trusted to bring an independent perspective to the board table. This, in turn, helps hospitals ensure they are in-tune with the expectations of their communities, and better positioned to respond to their own local and even national or global challenges and needs.

As the Ontario health care system undergoes significant transformation, hospital and health care boards must continue to have a firm grasp of their duties in ensuring that their organizations maintain safe, high-quality care, even more so, as these responsibilities grow and are held to higher standards. Amidst this transformation, there is a great opportunity for hospital boards to take a leadership role by working along with their respective health system partners on changes to the design of the health system. The strength and expertise of voluntary boards should be leveraged to ensure that this transformation is a success.

The Governance Centre of Excellence and the Ontario Hospital Association, will continue to work to ensure that hospital boards have the education, tools and resources they need to help their organizations deliver even better care to patients and improve efficiencies in this era of significant health care transformation in Ontario.
The Board’s Role in Cybersecurity

BY: IMRAN AHMAD AND POONAM PURI

Increasingly, cybersecurity is at the top of the agenda for most hospital boards, audit/risk committees and senior management teams. Board directors are wondering whether they are asking the right questions and making the right decisions when it comes to the organization’s overall cybersecurity strategy. Given the increased sophistication, frequency and magnitude of cyber threats, it is essential that directors have a good understanding of the cyber threats facing their organization and take appropriate steps to mitigate potential risks. continued >
The successful Hollywood Presbyterian cyberattack resulted in emboldened hackers targeting other hospitals. In Canada, two Ontario hospitals were reported to having been victims of ransomware attacks. In March 2016, the Ottawa Hospital was subject to a hacker attempt on its computers, where the malware also locked down the files after someone using the computers clicked an infected link. The hospital’s IT staff wiped its drivers in response, claiming that no patient data was harmed. Just under two weeks later, Norfolk General Hospital experienced the same type of hack, where its website infected visitors with malware. Norfolk General reported that the issue was quickly contained and no visitors were harmed.

Cybersecurity risk is not limited to external sources. In 2015, a clinic governed by the Chelsea and Westminster Hospital NHS Foundation Trust in the UK sent out a newsletter to about 800 HIV patients, in which it inadvertently disclosed the recipients’ full names and email addresses to one another. The clinic was fined £180,000 (roughly $300,000 CAD) by the privacy regulator. It also suffered reputational damage and a loss of confidence amongst a vulnerable patient group and the community at large.

With proper diligence, your hospital can better mitigate the risk of cybersecurity threats and avoid being held ransom, subject to costly civil suits, or regulatory fines. While not an exhaustive list, it is recommended that boards implement the following strategies when it comes to cybersecurity.

**Discuss Cybersecurity at the Board Level Regularly.** Most board members are not experts in this area and tend to shy away from having robust discussions about cybersecurity. However, to fulfil their risk management obligations, they need to understand the threats the hospital faces and how it is managing those threats. Avoid a situation where the first time the board is briefed on cybersecurity is when the hospital is dealing with a cyberattack.

**Know Where You Stand.** While the board should not be concerned about the minute details of how the organization’s data is organized, it should have a general understanding of the type of data it holds, where it is kept (e.g., on servers or in the cloud) and how it is protected. This should include identifying the aspects of the hospital’s operations that are at highest risk to cyberattack given their strategic importance or given where confidential or private patient information is stored or maintained.

Hospital and health care providers should be particularly concerned about cyber threats given that the type of data they hold (e.g., patient health records, financial data, personnel files, etc.) are highly coveted by hackers – more so than credit card information which has a short ‘shelf life’. A recent example of a major cyberattack targeting hospitals was when Hollywood Presbyterian Medical Center in Los Angeles, California was the subject of a malware attack that locked access to its computer systems and froze electronic communications. Hackers behind the breach installed a malware that encrypted files, and they demanded a ransom of 40 Bitcoins ($17,000 USD) in exchange for the decryption key. In order to restore the electronic medical record system, the hospital’s board paid the ransom “in the best interest of restoring normal operations”. However, the hospital’s operations (including critical surgeries) were paralyzed for well over a week until the ransom was paid.
Have a Strong Cybersecurity Plan – And Test It. The board should ensure that the hospital’s cybersecurity plan encompasses both securing its networks and investigating and responding to intrusions. It also must be broad enough to protect personal health information (PHI), those systems that store, use or transmit PHI, and all of the hospital’s assets and devices. While the board does not need to know all of the details of the hospital’s cybersecurity plan, it should at least be aware of the plan’s reach and its parameters to ensure that the plan has the ability to address all cybersecurity risks and not just those associated with cyber threats. The board should also be reasonably comfortable that the cybersecurity plans meet current industry best practices. While having a cybersecurity plan is important, the board should mandate management to regularly test it in order to identify gaps in current response protocols and consider how best to fill them.

Have Strong Internal Policies for Staff. The board should ensure that employees are regularly educated through hands-on workshops and online tutorials and testing and facilitate understanding of the importance of intricate passwords, controlling access to information, data encryption, etc.

Ensure Accountability. The board should have a clear understanding of who within the hospital’s leadership is responsible for the execution and implementation of the cybersecurity plan. Cybersecurity should not be considered solely an information technology issue and be delegated to the head of IT. Many organizations place responsibility for cybersecurity at the C-Suite level, either as the direct responsibility of the Chief Information Officer or Chief Information Security Officer, or flowing through the Chief Information Officer’s organization up to the Chief Operating Officer, Chief Financial Officer or Chief Executive Officer.

Consider Getting Cyber Insurance. The damages resulting from cybersecurity incidents can be very large, but often these damages are not covered by a hospital’s ordinary insurance policies. Some insurance companies now offer plans that specifically cover the risks associated with cybersecurity incidents and breaches. The board should consider, in light of its cybersecurity plan and the hospital’s individual risk tolerance, whether cybersecurity insurance of this nature is appropriate.

When it comes to cybersecurity matters, the board’s role is no different from when it deals with other risks factors facing the organization. Boards should not hesitate to call upon independent external counsel and consultants to guide it in developing, implementing and testing the steps outlined above. This will go a long way in ensuring that the board has a reasonable understanding of the cyber risks facing the organizations and to make informed decisions.

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Everywhere you look, from securities regulators to governance codes and gurus, ‘women on boards’ is one of the hottest topics in corporate governance today. Yet the actual facts are almost static – a recently published study found that a stunning 47% of boards of TSX listed companies still do not have a single woman on board.

In fact, increased government pressure may be having unintended, opposite consequences – a lot of corporate gatekeepers are resisting, pushing back on external calls for change, insisting that merit should be the sole consideration. We should not be surprised – the whole thrust of principles-based governance is that organizations and their boards should be selecting governance practices, not outsiders like governments.

The missing piece is board gatekeepers being persuaded that diversity is actually a value proposition, not just a new rule to follow.

**Why adopt a board diversity strategy?**

The first stumbling block – or opportunity step – is understanding why organizations should consider adding women to their boards.

A few years ago, I had the privilege of leading the research team that published *Women on Boards: Not Just the Right Thing … But the Bright Thing*. This ground-breaking research, which is widely cited internationally today, revealed an interesting set of facts:

- Organizations with two or more women on the board had stronger organizational performance six years later than those with all male boards
- Those boards reviewed more non-financial performance measures regularly: measuring strategy was the biggest single difference
- They were also more likely to use board evaluation and accountability tools
- We saw clear changes in functioning and deliberative style: a broader consideration of alternatives, conceptual framing and different questions, more dialogue vs. debate, dissent in the boardroom, yet cohesion outside
- There was a real difference when a critical mass was reached with roughly 35%, or 3 to 4 women on the average board size of 11
Since our research, dozens of authoritative researchers have confirmed these results:

- Credit Suisse found five percent outperformance on a sector-neutral basis for companies that had at least one woman on the board
- Companies with a higher percentage of women on the board had fewer instances of bribery, fraud and corruption
- Companies with strong female leadership generated a return on equity of 10.1% vs 7.4% for those without
- Companies with three or more women on their board averaged 46% higher return on equity, 60% higher return on invested capital, and 84% higher return on sales

Health care providers and hospitals have a large proportion of women in professional, clinical and administrative positions; one of the intriguing findings of our research is that women on boards promotes women in leadership (senior management), not the other way around, which is what people usually assume.

Women on boards also promote respect of women in the workplace and the perception among women on staff that the hospital or health care entity cares about their interests. The same is true for patients, families and communities as well as visible minorities, new Canadians and people with accessibility issues: there are tangible and intangible benefits.

**What is holding board diversity back?**

So, what is holding back gender diversity in the boardroom? The primary reason cited by men (particularly older ones) is a “lack of qualified female candidates.”

Women disagree; their conclusion is: (1) current directors don’t prioritize diversity, and (2) predominantly male networks of corporate directors fail to uncover qualified women:

“There are plenty of qualified women out there. Problem is, many of the men who are doing the hiring don’t actually know any. And when companies insist on hiring new employees through existing social networks, it’s hard to diversify.”

Other commonly heard objections are:

- “Visible diversity is not the same as real diversity” – While we do use visible diversity, including the number of women on boards, as a proxy for true diversity of thought, proxies are useful in measurement and learning, and there is real value in visible diversity in itself (women changing the dynamic of board deliberations, for example)
- “You have to sacrifice financial and business skills” – Research shows that boards with more women focus at least as much on financial and business skills, if not more, than all-male: think of this as a “both … and” question, not an “either … or”
- “This is driven by political correctness” – This may be one driver, but it also changes the dynamic of your boardroom and adds strategic value
- “Affirmative action penalizes candidates without diversity” – Maybe, but historically, disenfranchised groups have only been enfranchised through interventions and a significant shift in culture

**How might we implement a board diversity strategy?**

From what we’ve seen above, then, the two fundamental changes that need to happen are (1) attitude (culture) and (2) process (how we select board members). With that in mind, here is a simple five step plan to implement a board diversity strategy at your organization:

1. **Name it**: Talk about diversity on boards and in senior management, write it down in strategy, values and policy (adopt a Diversity Strategy).
2. **Resource it**: Use an external search firm and give them a mandate to broaden diversity, apply internal HR staff and budget to the Diversity Strategy (you get what you’re looking for).
3. **Enable it**: The number one driver of culture change is CEOs and Chairs, they need to be seen and to champion diversity and culture, to model and enforce behaviours.
4. **Measure it**: Ask for and use measures of diversity and women on boards and in senior management, celebrate successes, tell stories, publish and disclose your strategy and results (go public).
5. **Embed it**: Orientation, education, dialogue and structure change culture over time.

**References:**

5. This research and quote from: Spencer Stuart and the Womens Corporate Directors, in: [http://www.huffingtonpost.com/entry/qualified-women-board-members-survey_us_56c35030e4b08ffac1268df5](http://www.huffingtonpost.com/entry/qualified-women-board-members-survey_us_56c35030e4b08ffac1268df5)

**DAVID A.H. BROWN** is one of Canada’s most respected and experienced thought leaders and practitioners in board governance effectiveness, and co-author of Women on Boards: Not Just the Right Thing … but the Bright Thing. He is Executive Director of Brown Governance Inc. and the Professional Director Certification Program, and on the faculty of OHA’s Governance Centre of Excellence, as well as the Universities of Saskatchewan, Regina, Toronto and McMaster.
As health care organizations move forward with electronic medical record investments, being adequately prepared and informed about the value of eHealth, the associated challenges and the impact on delivering high-quality care with information technology assistance is paramount. Ontario Shores Centre for Mental Health Sciences (Ontario Shores) has made great strides with moving to a paperless environment. The organization has received the prestigious Healthcare Information Management Systems Society (HIMSS) Electronic Medical Records Adoption Model (EMRAM) Stage 7 Award and is the first hospital in Canada as well as the first mental health hospital in the world to receive this recognition. continued >
Achieving Stage 7 represents an advanced patient record environment, where there is a complete electronic system in place. With this designation, paper charts are no longer used to deliver patient care and the electronic medical record is used to improve the quality of care offered as well as advance patient safety. Clinical information can be readily shared in a manner that supports the use of patient data to improve performance and transform clinical practices to one which is evidence-based, ensuring that patients and families are recipients of recovery-oriented care. Additionally, some key patient safety and quality of care strategies include the use of computerized physician order entries where prescribed medication is entered electronically, significantly reducing the risk for errors.

So where is the governance angle to all of this? Ontario Shores Board Chair, Barbara Cooney shares some insights to discuss the connection between governance and EMRAM.

Q: This was a big undertaking, can you comment on the board’s involvement and what that looked like from a governance perspective?

A: Since the inception of the board in 2006, we have ensured the board complement had diverse expertise to bring leadership, governance, vision, and financial soundness to oversee this multi-year initiative. As a board, we knew it was a bold step for Ontario Shores as we were the only hospital in the region at that time exploring an IT solution of this magnitude. Throughout the multiple phases of the project, the board invested time to learn about the project, asked challenging questions and built strong relationships with senior management based on trust, openness and shared commitment to continuous quality improvement. We also ensured accountability for implementation plans, monitored outcomes after each phase and celebrated accomplishments throughout the project.

Q: How did you get buy-in across the organization for such a major project? What can the board do to facilitate?

A change of this magnitude requires trust and support from the board. We kept focused on the big picture and our long-term goal throughout the process. We recognized the time and financial commitment required to reach this goal and took the appropriate risks to allow the project to move forward. We supported investments in staff training and didn’t look for shortcuts that could compromise the outcomes. A commitment to communication at all levels of the organization was key.

Q: Can you speak to some of the outcomes, expected or unexpected, in terms of what it has done to the organizational culture, relationships across the organization, efficiencies and patient satisfaction?

The outcomes and impact has been tremendous. We have seen improved patient safety through proper identification and administration of medication. Real-time identification of errors has provided a safeguard for reducing the potential for medication errors to reach the patient.

It has strengthened the interprofessional team as the EMR is now the shared medium through which care plans are implemented and monitored by all members of the team.

We have also been able to implement Clinical Practice Guidelines (CPGs) which has enabled us to consistently integrate evidence-based care and standardize workflows organization-wide, thus allowing opportunities for evaluation and improvement.

The technical solution was implemented across the organization and has streamlined business processes from paper to electronic to create efficiencies in areas such as finance, payroll, purchasing and human resources.

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It has also created an organizational culture that is innovative and open to exploring new opportunities of how technology-enabled health care can improve access, care and supports to those struggling with mental illness. For example, we have a Patient Portal that provides patients with virtual access to their health information. Patients are able to view their own health record, cancel and view appointments, access discharge instructions and educational materials and view/request renewals for current medications in a safe, private and confidential way.

Q: As a board, how did you determine what questions to ask to keep informed about the project status?

As part of the implementation plan, check-in points with the board were mapped out. The board remained focused on its role of providing oversight. Individuals with content knowledge were able to ask in-depth questions as appropriate. Senior management regularly presented to the board and provided demonstrations of system capabilities so we focused our questions on the goals of the project and achievements to date. The themes of our questions included:

- Patient outcomes realized
- Achievement of anticipated efficiencies
- Possible problems encountered
- Impact on staff
- Financial status
- Timelines

A critical success factor was a positive working environment between the board and the senior management team. Explicit board discussions about governance vs. operations were helpful as the organization advanced this initiative. Senior management regularly shared operations and patient scenarios, which created an environment of continuous learning and commitment to quality improvement.

Q: Now that your system is in place and running, has this changed your board practice at all? Is there a maintenance component for the board in terms of checking in or progress updates?

The way information and data is collected and shared across the organization, including at the board level has been dramatically improved as a result of this project. Data can be generated in multiple formats and we can clearly evaluate our performance and outcomes through various indicators. Physicians also present key indicators of practice that are generated from this system.

The system is currently being upgraded and we are collaborating with another hospital on a shared e-health system so the board is informed on the progress of this work. Stage 7 primed our innovation pump and we are seeking many ways to extend the electronic platform to care for our clients.

Q: Health care organizations are at various stages of implementation, what advice could you give to boards that are embarking on a similar eHealth journey?

This type of project requires commitment from all levels of the organization. It is important that clear, measurable goals are established at the onset and there is a strong plan with appropriate financial support to achieve those goals. Staff engagement, ongoing communication and education are vital. Staff champions can help support frontline staff as they go through the transition. To sustain momentum, celebrate the incremental successes along the way. And finally, evaluate your work and determine what improvements can be brought forward to the next initiative.

BARBARA COONEY is a retired health care executive with more than 30 years of experience in hospital, Community Care Access Centre, and consulting environments. Trained as a nurse, she attained a Bachelor of Arts (commerce) and a Master of Health Science (administration) from the University of Toronto. Barbara has been recognized for her strategic planning and leadership skills in organizational change, which include restructuring, redesign and relocation. She currently supports her community in various capacities and is a past board member of the United Way, Ajax, Pickering and Uxbridge.
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Visions and Insights on Health Care Governance with Reg St-Amour, First Vice Chair, Sault Area Hospital

Q: Why did you choose to become a board member?
A: As a long time citizen of Sault Ste. Marie, I chose to be a board member of the Sault Area Hospital so that I could make a worthwhile contribution to the community I call home, while leveraging my experience in the IT/consulting sector and applying it to health care.

Q: What advice would you offer to new board members or individuals considering serving on a board?
A: As a new board member, it is important to learn as much as you can in the early stages of your term. My advice – do not follow direction that you do not understand – ask questions to ensure you are comfortable with the issues and decisions the board is considering. Know your strengths and leverage those to make contributions to the discussion.

Q: What do you do personally to spur creativity and innovation at the board level?
A: I always try to come to every board meeting well prepared. Be sure to thoroughly review the meeting materials. I strive to apply a non-health care lens to the opportunities and challenges facing the board and the organization I serve. Although challenging at times, I would encourage all board members to keep the discussion at a level that will ensure governance issues are being addressed versus operational issues.

Q: What do you see as the greatest governance challenge facing boards today?
A: Volunteer boards need to attract talented individuals with different approaches and capabilities. Achieving the right mix is not always easy. Overlay this fact with the changing landscape in health care and ensuring that the organization you represent understands and is ready to meet the challenges of an integrated health system. It is important that the board knows its role and is willing to contribute to making the overall system a success. The board needs to guide and help establish the strategic direction that is aligned to achieving this integrated health care system.

Q: In your own words, complete the following sentences:
When it comes to being a board member – If I knew then what I know now...
A: I would have educated myself early on the overall health care system, and as such would have been able to contribute must sooner in my term.

My one big, bold idea to improve governance in Ontario...
A: In my experience I have found that very few challenges are resolved by one big idea. My focus would be on fewer but higher quality performance indicators that represent the quality of care and are truly comparable across health care organizations. Boards would get a very quick picture of areas where their organization is performing well, within the system, and areas where additional focus and governance is required.

My vision for governance in Ontario is...
A: One that is conducted with transparency, can guide the health care system through its transition, involves the community at the right stages and is governing for the patient outcome.

Reg St-Amour is the First Vice Chair of Sault Area Hospital. He joined the SAH board in 2011 and is the chair of the quality and services committee and is a member of the governance committee. He has worked as a management consultant for since 2001 and has over 25 years of experience in information technology and business leadership. He has a diploma in business and has led many successful projects in the information technology sector. Previously, he worked in information systems at Laurentian University and has also held the position of vice president of information systems and CIO with the Ontario Lottery and Gaming Corporation.
New Direction on Executive Compensation
On September 6, 2016 the Ontario government announced requirements for determining executive compensation for broader public sector employers, including hospitals. The requirements are established in a regulation that will require each hospital board to create its own executive compensation program.

As part of their announcement, the government set out the following framework requirements:

**Salary Caps:** Total cash compensation will be capped at the 50th percentile or mid-point of appropriate public sector comparators. Private sector and international comparators could be used in this analysis, but only when authorized.

**Other Limitations:** The framework cannot include a signing or retention bonus, cash housing allowance, payment in lieu of perks, or additional benefits or enhancements that surpass those given to non-executives. Benefits that are given exclusively to executives, such as a car allowance, must be accompanied with a business rationale.

**Transition:** The transition strategy is up to the discretion of the board. There will be a three-year transition period for existing executives, but new executives or existing executives who move into another executive role must immediately follow the new framework.

**Transparency:** Once a compensation program is developed, organizations must engage in public consultations, providing members of the public a reasonable opportunity for comment.

**Timing:** Organizations will need to be in compliance with the regulation (i.e., complete all elements of framework development, consult and post a final framework online) before September 5, 2017. The current restrictions on executive compensation set out in the Broader Public Sector Accountability Act cease to apply on the date a compensation framework becomes effective. This date is the day that the organization posts a compensation program on its website.

Previously in 2012, the Ontario Hospital Association (OHA) developed an executive compensation template, *Principles and Guidelines for Hospital Chief Executive Officer Compensation* with the advice and guidance of more than 25 hospital leaders, including board members, chief executive officers and chief human resources officers. The template is based on the recommendations made in the 2011 *Report of the Independent Expert Panel on Executive Compensation in the Hospital Sector*.

With the announcement of the government’s new approach, the OHA has engaged a consultant to supplement this work by reviewing appropriate market comparators for CEOs and to determine a 50th percentile benchmark – the upper limit provided for in the regulation. It is anticipated that this supplementary resource market analysis will be available in a few months. If hospitals would prefer to develop their own framework rather than refer to the OHA template and market analysis, the OHA will also be releasing a guidance document on how to do so. This information will be available to members this fall.

To ensure hospitals have the tools needed to comply with this new regulation, the OHA is developing a number of new resources and guidance documents. As a first step, the OHA has developed a legislative backgrounder summarizing the new requirements as well as an FAQ to help answer some of your questions.

Ontario is home to some of the most efficient hospitals in Canada, and in many ways, our hospital leaders have made this possible. Our health care system is currently in a period of intense transformation and hospitals are under enormous pressure to do more with less funding to maintain access to care. Attracting the best leaders, while compensating them appropriately, is more important than ever to ensure continued access to high-quality care across the province. That’s why it is imperative to strike the correct balance. Moving forward, the OHA and the GCE welcome the opportunity to work with members to support their efforts to develop compensation programs in alignment with the new framework requirements.

For more information and to access the resources listed above, visit [www.oha.com/compensation](http://www.oha.com/compensation)
Quality and patient safety is in the DNA of what we do at our health care organizations. The board of directors is responsible for the oversight of the quality of care provided. The accountability being assigned to boards of health care organizations has, rightly so, put patients and patient-centred care at the forefront. continued >
Notwithstanding that the board of directors is ultimately responsible for this oversight, this focus on quality, safety and patient-centred care is a shared responsibility throughout an organization. As a result, boards must work with management to set the appropriate tone and structures to support their respective roles.

As a starting point, boards must ensure that they understand what quality means in their own organization as well as the processes and parameters surrounding it.

By way of example, as a board, do we know:

- What quality looks like in our organization?
- What level of quality is currently being achieved?
- Do we understand our legal obligations with respect to quality?
- Are we being effective in our care and treatments, efficient and effective in how we are administering that treatment, and compassionate in the way that we are providing care?
- Are we putting the patient at the centre of that care?
- Are we providing timely access to the right type of care?
- Are we focussing on the right areas in our quality initiatives and/or our QIP? How do we know that we are?
- Are our quality efforts and initiatives firmly tethered to the organization’s strategic plan?
- Do we understand the ongoing strategies and risks employed to reach our quality objectives? And are those strategies sustainable?
- Are we appropriately setting goals/targets that are achievable yet stretch us?

These are just some of the many questions that a board member might be seeking answers to. Your health care organization – management working in concert with the board of directors (through the quality committee) – should develop a robust framework with processes to help ensure that the board always has appropriate context, knowledge of the processes being followed, and a solid comprehension of the strategies being followed in the pursuit of excellence in the quality domain.

This can be a daunting task. However, there are a number of tasks and competencies for a board and/or quality committee to consider in their governance roles which can help them wrap their minds around quality and their own role within it. Some of them are:

- Appropriate terms of reference for your quality committee (what is our job?)
- Detailed work plan (what are we doing and when?) leading to strategically aligned agendas for meetings
- Developing a meeting agenda framework to ensure that you are trapping all relevant items, many of which must contribute to organizational strategy
- Education, which should be ongoing and present at every meeting
- Proper orientation of new board members on the subject of quality
- Listening to patients and where possible, getting out of the boardroom
- A clear understanding of the role of quality in the context of the organization’s strategic plan
- Using ERM or other planning tools to provide deeper insight on quality, risks and strategies (IT governance, quality strategic plan, QIP, etc. are others to consider)
- Ensuring that accountabilities are firmly established and followed up on
- Monitor regularly, ask questions, dig
- Always strive to humanize data and never forget the fact that behind every decision we make, there lies a patient
- Board members should always well understand any processes and timelines leading to the initiatives, issues or metrics being put before them (i.e. how did you do this, who was consulted, what was your logic, when do you expect resolution, what evidence do you have to support?)
- Ensure that quality and/or quality initiatives presentations to the board are kept focussed (presentation guidelines can be helpful)
- As a board member, always ask ‘how does this impact the patient?’ if it is not immediately apparent

continued >
It is always important for board members to understand how our patients feel about the care that they receive. Involving patients and having them inform decisions that matter to them as a collective and as individuals should be a given for any health care organization. For example, having active patient and family advisory councils (PFACs) is an excellent way to incorporate the voice of the patient in all that you do as an organization. Having board members interface with PFACs is one of several ways that board members can establish that important link with the patient population.

The objective is always to create awareness amongst board members as to the quality culture and environment that you are operating in, as well as a better understanding of the patient voice. That awareness provides valuable context and insight which can truly enhance the governance of your health care organization and, ultimately, benefit the patient.

On a personal note, I have sat on health care boards for 16 years. There has been a remarkable trajectory in the work performed by quality committees over that period, and all in a good way. Board members have, without question, become more invested, more attuned and more aware of their responsibilities and accountabilities with respect to quality. Appropriate targeted education has played a huge role in this trajectory; the availability of relevant programs, online courses, webinars and conferences and having regular educational presentations within your own organization has made a difference.

And finally, if there was one piece of advice that I would give to quality committee chairs or members – it is to develop a strong working relationship with your senior team supports for the committee. Having a collaborative relationship and a shared understanding with management can really enhance the quality of the dialogue and focus of the committee. It is truly one of the most important success factors for an effective quality committee.

ELIZABETH MARTIN is the Board Chair of HIROC and the Vice Chair of the Sunnybrook Health Sciences Centre. At Sunnybrook, she chairs the quality committee as well as the critical incident review committee and also sits on a number of other board committees. Elizabeth is a bilingual, financial executive with over 25 years of international business experience. As a CPA, CMA, she previously occupied executive financial positions in the corporate sector. Her health care background, in addition to her board roles at Sunnybrook, includes serving for seven years on the board of directors of St. John’s Rehab Hospital, three of which were spent as chair. She has chaired and served on numerous board committees, as well search and review committees, and has done substantial public speaking in the health care sector. Elizabeth is an accredited member of the Institute of Corporate Directors and has also sat on the boards of several publicly traded corporations.

Quality and Patient Safety Governance Toolkit Now Available

The Governance Centre of Excellence recently launched a resource designed specifically for boards working through the quality, patient safety and patient-centred care agenda. The second edition of the Quality and Patient Safety Governance Toolkit provides boards with guidance on the role of the board and the quality committee as they strive for sound organizational practices that facilitate optimal care for patients.

There are five chapters contained within the toolkit:

- Quality, Safety and Patient-Centred Care as a Strategic Priority
- Overview of Legislation/Regulation for Quality and Patient Safety
- Hospital Board and Board Quality Committee Roles and Relationships
- Governance Functions for Quality, Patient Safety and Patient-Centred Care
- Aligning Priorities, Measurement and Reporting

Each chapter includes strategic considerations, questions for the board and a further guidance section that will direct readers to the GCE website for additional resources and pertinent documents. The toolkit is available as an interactive online PDF or in hardcopy format.

For more details visit www.thegce.ca/qualityandpatientsafety
The Canadian Institute for Health Information (CIHI) collects health indicators across Canada and uses this data to inform health policy, understand the effectiveness of the health care system and identify outcomes of specific populations.

Since 2011, the CIHI and the Canadian Patient Safety Institute (CPSI) have been collaborating on an indicator that would measure patient harm in Canadian hospitals. CIHI and CPSI have developed a methodology to capture the number of hospitalizations with at least one unintended occurrence of harm that could potentially be prevented by implementing known evidence-informed practices during a hospital stay. The project was undertaken to provide better information on patient safety to health system leaders, and support performance improvement in hospitals. The Ontario Hospital Association (OHA) was a member of the advisory committee, and through the process of refining the measure, hospitals had the opportunity to participate in a validation exercise with CIHI.

In October, a report entitled Measuring Patient Harm in Canadian Hospitals and the Hospital Harm Improvement Resource were released. The measure was made available at a national level and individual facilities were provided access to their facility measure.

By receiving regular updates on key indicators, the board and its quality committee is better able to assess the hospital’s progress and performance, along with overseeing quality and patient safety at the hospital. Following are considerations for boards and board quality committees:

- Review the CIHI and CPSI report and findings
- Assess with management the results of the facility-level measure and opportunities to further quality improvement areas of focus
- Assess trending of critical incident reporting with opportunities for focused effort to determine areas that the hospital could consider in their upcoming annual quality improvement plan (QIP)
Great Governance: Impediments and Strategies

BY: CATHY A. TROWER

My research and deep-in work with governing boards over the last 15 years tells me three things: (1) the stakes for getting governance right have never been higher as stakeholders rightfully demand accountability; (2) many boards are performing at a lower level than they could (and should); and (3) most board members want to do better – they want to add more value on the issues that matter most to the organizations they serve. continued >
What gets in the way of great governance?

Although there are numerous factors that impede boards from governing at a high level, I’ll mention five of them here.

A primary impediment to governing well may well be the sheer force of habit. Habitual board meetings, typically comprised of a series of reports from the CEO, committees, and various staff members serve no one well for two primary reasons. First, such meetings are boring (same meeting, different day). And the second follows from the first – when board members are bored they go into autopilot mode. We all know autopilot, right? The brain drifts away from what’s happening in the boardroom to other things. But there’s another issue with agendas filled with reports and that is that those who do stay focused want to participate and they often do so by asking inconsequential questions about details or operations in an effort to engage somehow. The trouble is, these questions are anything but a springboard to a great governance dialogue.

A second roadblock to board effectiveness is what I call squirrels. If you saw the animated movie “Up” you’ll know to what I refer. If you haven’t, here’s what I mean. In that film there’s a dog with a collar that allows him to talk and engage in conversations. However, whenever the dog sees a squirrel, he becomes distracted and forgets all about the dialogue he was having. Some board members are all too like that dog – getting sidetracked or diverted from what matters whether from boredom (mentioned previously), because of a personal agenda (let’s talk about ‘my’ issue, not this other stuff), spotting the next ‘shiny object’, or wanting instant gratification.

Third, with online portals replete with dashboards and reports, and enormous board ‘books’ (featuring 100 plus pages), board members are buried in data and their brains are overloaded.

Fourth, too many board agendas are so packed with items that meetings become a race against time, leaving the board chair in the unenviable position of cutting off dialogue – sometimes even when it’s productive and necessary.

Finally, another roadblock I often hear about is that boards are unclear about their roles and responsibilities, but when probed, it turns out that it’s less than that they lack purpose – they lack a real reason for meeting (other than that it’s a legal requirement and fiduciary responsibility); the talent in the room is largely untapped.

What is governance as leadership?

Chait, Ryan, and Taylor’s (2005) book – Governance as Leadership: Reframing the Work of Nonprofit Boards – describes a framework for better governance that includes three ways of thinking: fiduciary, strategic, and generative. Fiduciary work focuses on a board’s legal duty of care – compliance with the non-profit’s laws and regulations. Strategic work is characterized by setting organizational priorities, plotting a course and measuring performance against goals. The generative mode involves the board members as thoughtful leaders who bring wisdom and insight to issues facing the non-profit by learning and engaging them at the headwaters of decision-making (where issues are messy, ambiguous and need to be framed) rather than downstream, and by learning to ask different types of higher-order questions. For example, at the fiduciary level, boards might ask: Can we afford it? Or higher-level: What’s the opportunity cost? In strategic mode, the board might inquire: What’s the plan? Or higher-level: What do we think? And in generative mode, the questions might be: Why does this matter? How do we see the issue?

continued >
What are some steps to govern better?

Impediments are numerous, but none are insurmountable with CEO and board chair leadership. I start with these individuals because they are the ones who need to make the first leap of faith and take the first steps to overcome their own ambivalence and break out of comfortable habits. After all, it’s easier to go on governing like you always have – that which becomes habit does so for a reason – it’s familiar and comfortable. It doesn’t take a lot of thought and seems to take less preparation, but so much board talent and brain-power is not utilized.

1. Decide what matters most and keep the focus there.

   Boards do this by determining what the adaptive challenges are (as differentiated from technical problems, which should be left to management). The table below, adapted from the work of Harvard Kennedy School professor Ronald Heifetz, shows the differences between the two.

<table>
<thead>
<tr>
<th>Technical Problems</th>
<th>Adaptive Challenges</th>
</tr>
</thead>
<tbody>
<tr>
<td>Easy to spot</td>
<td>Difficult to identify (easy to deny)</td>
</tr>
<tr>
<td>‘Know-how’ exists; someone has ‘the answer’</td>
<td>There is no right answer</td>
</tr>
<tr>
<td>Can be solved by management</td>
<td>Require different lenses/multiple stakeholder views</td>
</tr>
<tr>
<td>Solutions can be implemented quickly, by edict</td>
<td>‘Solutions’ take time, not by edict</td>
</tr>
<tr>
<td>People are receptive to technical solutions</td>
<td>People often resist even acknowledging</td>
</tr>
<tr>
<td>Changes have simple boundaries</td>
<td>Changes cut across boundaries; complex</td>
</tr>
<tr>
<td>Can be fixed solo</td>
<td>Require collaboration and learning</td>
</tr>
<tr>
<td>Have tools and experience necessary to solve</td>
<td>Needed responses are outside repertoire</td>
</tr>
</tbody>
</table>

2. Set annual goals and work plans for the board. Having goals helps boards stay focused, and also be accountable for their performance. Goals also assist boards in deciding on an annual work plan. The board’s goals should dovetail with the strategic plan and the CEO’s goals for the organization.

Sample board goals include:

a. Ensure fiscal responsibility by (1) maintaining a balanced budget; and (2) reducing the gap between continuous and one-time funding.

b. Ensure excellent board–medical staff relationships by (1) discussing employee satisfaction data; and (2) determining steps for improvement.

c. Ensure community connectivity by (1) supporting and attending community events; and (2) holding board-community discussion sessions to discuss community needs.

d. Increase interaction with local and regional businesses and agencies to promote goodwill and foster trust and partnerships by (1) making introductions and being ambassadors in the community; and (2) supporting and attending meetings with local and regional leaders.

Once the board is clear about the adaptive challenges and the annual goals, it can determine an annual work plan that shows when deep-dive discussions need to occur and when decisions need to be made (and votes taken) so that the two can be separated in time.

3. Align the work of committees with the strategic plan. Too often standing committees… well… just stand, and that’s not good for busy people or for the organization. A good practice is for the board to examine the strategic plan to ensure that committee work aligns appropriately. When there is work to be done that doesn’t fit well into a certain committee’s purview, it might make sense to form a task force or ad-hoc group. Make sure each committee and task force has a clear charter, the right members, and annual goals.

4. Have better meetings by taking some simple steps, such as:

   • Set goals for the meeting. Samples: Ensure understanding of the three key trends affecting us and our future focus; Hear the board’s wisdom about two critical questions; Vote on officer slate.
   • Use a consent agenda – a meeting practice which packages routine committee reports, board meeting minutes, updates, and other items not requiring discussion or independent action as one agenda item. This tool saves meeting time by allowing the board to approve this ‘package’ of items together in one motion.
DR. CATHY A. TROWER is President of Trower & Trower, Inc., a board governance consulting firm, through which she has provided consulting and coaching services to more than 150 non-profits. Cathy is author of *The Practitioner’s Guide to Governance as Leadership: Building High Performing Nonprofit Boards* (Jossey Bass 2013) and the second edition of *Govern More, Manage Less* (BoardSource 2010); and *Flipping the Boardroom for Trustee Engagement: Why and How* (Boards, September 2015, Issue 12).

Formerly Research Director at the Harvard Graduate School of Education, Trower studied academic leadership, shared governance, faculty work life, employment issues, policies, and practices including the experiences of faculty through a generational lens, women in STEM disciplines, and under-represented minorities for sixteen years. Prior to Harvard, Cathy served as a senior-level administrator of business degree programs at Johns Hopkins University; she has also been a faculty member and department chair at a liberal arts college. Trower has published an edited volume on faculty policies, dozens of book chapters, articles, and case studies. Cathy’s latest book about faculty work life and policies is called *Success on the Tenure-Track: Five Keys to Faculty Satisfaction* (Johns Hopkins University Press, 2012). Cathy serves on three non-profit boards: Wheaton College (MA), BoardSource (Washington, DC), and Riverwoods (a CCRC in Exeter, NH).

Cathy Trower will be speaking at the upcoming Generative Governance and Leadership Opportunities for Boards conference taking place on March 3, 2017 in Toronto. For more information and to register visit [www.thegce.ca/education](http://www.thegce.ca/education)

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**WITH THE CEO AND SENIOR STAFF, BOARDS SHOULD DISCUSS AND DECIDE ON DESIRED OUTCOMES AND OPTIMAL APPROACHES TO ACHIEVE THOSE AIMS. THEN, THEY SHOULD HOLD THE CEO AND THEMSELVES ACCOUNTABLE FOR PERFORMANCE.**

- After the consent agenda, place the most important items up front (while board members are freshest) and allow enough time for discussion.
- Send appropriate materials and information to the board in advance, along with catalytic questions to get board members thinking in advance of the meeting.
- Engage in dialogue and debate, rather than reporting and passively receiving information.
- At the end of the meeting, summarize what was heard, implications, and describe next steps (who, when, how).
- At the start of the next meeting remind the board of what they did and what has been done since.

5. **Stay in touch between meetings.** It is good practice for the CEO to send an email message to board members between meetings to keep them informed about what’s happening and to alert members to any critical incidents. For example, the board should know before the press!

6. **Ensure board accountability for co-determined outcomes.** With the CEO and senior staff, boards should discuss and decide on desired outcomes and optimal approaches to achieve those aims. Then, they should hold the CEO and themselves accountable for performance. Boards should regularly evaluate the full board, individual board members, committees, and meetings; discuss results in terms of what’s going well and what needs improvement; and chart a path forward.

Great governance is not rocket science, but it is somehow magical. There’s nothing quite like seeing board members impassioned and engaged in the most meaningful ways as they add value on the most challenging issues our organizations face. As they add more value, they derive more meaning, and the results speak for themselves.
Fourth Annual Award in Leading Governance Excellence

Governance can be defined as the system by which a corporation is directed and controlled. Boards are responsible for their own good governance and the fiduciary role of directors is to act in the best interests of the corporation as a whole. This requires the board to ensure the corporation it governs succeeds in serving its objectives or purposes.
This year, the Governance Centre of Excellence (GCE) was pleased to announce the call for submissions for the fourth annual Award in Leading Governance Excellence. The award is designed to acknowledge hospital/health care boards that demonstrate best practices in governance. The call for submissions was open to members, associates and affiliates of the Ontario Hospital Association and the final award will be presented during the Governance session at HealthAchieve 2016. The GCE is delighted to acknowledge and thank the following organizations who submitted applications for consideration:

• Children’s Hospital of Eastern Ontario/ Ottawa Children’s Treatment Centre
• Haliburton Highlands Health Services
• Hotel-Dieu Grace Healthcare
• Manitouwadge General Hospital
• Michael Garron Hospital/Toronto East Health Network
• Mississauga Halton LHIN
• Muskoka Algonquin Healthcare
• North Bay Regional Health Centre
• Peterborough Regional Health Centre
• University Health Network/ Michener Institute of Applied Health Sciences

The adjudication committee was pleased with the high caliber of the submissions and the various examples of excellence in governance. The exceptional quality of the submissions made the review and selection process a challenge for the committee. The winning entries exhibited outstanding accomplishments in governance and were judged on the basis of how board practices demonstrably enhanced governance in the organization and yielded leading practices that can be applied to other health care organizations.

The adjudication committee made their final selection based on the following evaluation criteria:

Relevance
How does the governance solution address a current or emerging governance problem or opportunity for your organization and/or other health care board?

System Alignment
To what extent, if any, does the governance solution align with the following categories:

• Advancing Integrated Care – collaborating and developing partnerships to support community members
• Realized Quality – enhancing the quality of care for patients and family members
• Delivering Value – efficiently utilizing health care resources

Generalizability
To what extent does the governance solution have applicability to other organizations? Are there any challenges in applying this achievement to other organizations and settings?

Innovation
Is the initiative a practice that is a unique/novel solution to a governance problem or an innovative approach to capturing an important opportunity?

Engagement
To what extent were stakeholders consulted in the development and implementation of the governance solution and how did it help with the success of the initiative?

Performance Outcomes
What are the demonstrated indicators used to measure outcomes of the governance solution? How has it impacted organizational performance?

THE GCE WOULD LIKE TO ACKNOWLEDGE THE FOLLOWING AWARD ADJUDICATION COMMITTEE MEMBERS:

Chris Bart, Chief Executive Officer, Corporate Missions Inc., Founder, The Directors College, Principal and Lead Professor (2003-2013), Founder and Principal, The Not-For-Profit Governance Institute
Janet Beed, Past President and Chief Executive Officer, Markham Stouffville Hospital
Subi Bhandari, Secretary of Board, Patients Canada
George Langill, Chief Executive Officer, Royal Ottawa Health Care Group, Advisory Board Member, Telfer School of Management
Carissa Lewis, Director, Governance Centre of Excellence, Ontario Hospital Association
Jo-Anne Poirier, President and Chief Executive Officer, VON Canada
Madeline Timlin, Consultant, Governance Centre of Excellence, Ontario Hospital Association
Elaine Todres, President and Chief Executive Officer, Todres Leadership Council

For more information visit www.thegce.ca/award
Clear Communication is Fundamental to Success

The corporate secretary has a unique perspective that enables her or him to understand the needs of the board and assist members of management in meeting those needs. Coordinating and preparing for board meetings with the goal of ensuring everything runs smoothly from the board’s perspective is a fundamental part of the role and strong communication is the foundation on which that will happen.

Whether your board support team is just you and the CEO or if there are other members of management and administration who participate in preparing for board meetings, good communication among all parties is essential to success.

The first step is clear communication between the CEO and the board chair to set expectations. Those expectations then need to be clearly communicated to all those involved in meetings and agreement reached on how they will be met; the corporate secretary is a linchpin in that process.

For example, if board members want meeting materials one week before each meeting, then the chair should discuss that expectation with the CEO who can explain the implications. For instance, in time sensitive matters or those impacted by the external environment, the phrase ‘at the time of writing’ may be used to foreshadow that changes may occur or new information may become available between when materials are finalized and the date of the meeting. The CEO can then share the agreed upon expectations with everyone involved. The corporate secretary would then develop internal timelines to ensure sufficient time for CEO review, management revisions, CEO sign-off, production of materials in the final format, and delivery to board members.

While others in the organization are subconsciously aware of the board’s meeting schedule, often it is the corporate secretary who will prod others to turn their minds to the decisions that the organization needs the board to make to ensure timely execution of the organization’s plans and programs. Creating timelines and submission schedules significantly enhances management’s ability to plan for board requirements. These schedules or calendars can be reviewed and endorsed by the CEO, discussed at management team meetings, and circulated through email to affected leadership members and their administrative staff. Circulating these as early as possible also allows management to work with their teams to prepare and submit their documentation within the required timeframes.
It may help for the CEO and corporate secretary to draft the agenda and then take it to the management team for input. This next version can be shared with the chair for feedback and the revised draft sent to the management team to develop materials to support the board’s consideration of the identified matters. This collaborative building of the agenda can help everyone to understand the expectations and timelines to meet the board’s requirements. Timely communication at each step underlies its success.

A helpful tool in development of the agenda is to have an annual work plan. This document allocates recurring activities to appropriate meetings (e.g., quarterly financials) and one-time activities to the right meeting. Carefully planning board consideration of matters can ensure that the work load can be distributed across the cycle and that any external reporting requirements can be met.

Another area for clear communication relates to attendance at different portions of board meetings. Depending on your organization’s culture, the CEO may be the only member of management who attends board meetings. In other organizations, the full management team participates in the whole meeting and additional resource people attend for items related to their work. Regardless of the approach, there needs to be clear communication of expectations both ways: members of management need to know the expectations for their time and the corporate secretary needs to know the intentions of members of management. This will enable the appropriate arrangements to be made, from the right number of coffee cups in the room to appropriate briefing of the chair about which staff members will resource each item.

There are many tools and suggestions for how to improve communication within functional teams. One very effective way to better support boards and management is through templates.

Templates for briefing notes or decision support documents coach those preparing materials on the information that is required and the preferred order of that content. This can create consistency across documentation that helps board members navigate the material and understand the reason for each agenda item. Templates also act as a tool to remind management of the quality of information and level of detail that is helpful to the board. An easy to use and readily available template can also reduce the likelihood of staff relying on ‘save as’ to create their board documents – and the risk that out-dated information remains from the previous version.

Templates for agendas help board meetings flow in a consistent manner that becomes familiar to board members and can help with on-boarding of new directors.

Templates for minutes make it easier to move right into the meat of the record and can help the corporate secretary produce minutes in a timely fashion. This helps ensure the record accurately reflects the meeting and assists in identifying business arising to be included in agendas for subsequent meetings.

Board members also rely on the corporate secretary to communicate with administration to ensure their needs are met. Whether it’s arranging accommodation for a meeting, validating a parking fee, processing reimbursement for travel expenses, or assisting with registration for an event, the corporate secretary will likely be the link between board members and other members of staff. This is an important liaison function and clear communication will assist everyone to work together to enable board members to feel supported by the organization and to focus on their role.

In addition to the corporate secretary’s planning, organizational, and communications skills, there is one more thing that is absolutely vital for successful planning of board activities: CEO support. The corporate secretary can be a tremendous asset to the CEO in the success of board operations but he or she will need the CEO’s support to ensure that once tools appropriate to the organization have been developed they are used, that information is shared, and that collaboration happens so the whole organization can reap the benefits of an engaged governing board of directors.

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**FROM THE SECRETARY’S DESK**

*is submitted by Melinda Moore, Manager, Corporate Governance, Ontario Hospital Association.*
Welcome to the following individuals who have recently joined a health care or not-for-profit board. The GCE welcomes you and looks forward to supporting you and your board in achieving excellence in governance.

**Association of Ontario Midwives**

**Elizabeth Brandeis** became the President of the Association of Ontario Midwives (AOM) in May, 2016 after serving as a member of the AOM’s board of directors for seven years. Elizabeth is a registered midwife who graduated from the Ryerson Midwifery Education Program in 2003 and earned a Master of Science in Community Health from the University of Toronto in 2013. As a partner at the Midwives Collective of Toronto who has privileges at Mount Sinai Hospital and the Toronto Birth Centre, Elizabeth serves a diverse urban population and is committed to providing care to underserved and marginalized clients. She applies her passion for clinical teaching to her work as a preceptor and part-time instructor at Ryerson University. Elizabeth is honoured to have the opportunity to lead the province’s midwives through the profession’s next phase of advocacy for inclusion, respect and integration, based on values of social justice and equity.

**Jenny Greensmith** was appointed to the board of directors of Bluewater Health in June, 2016 and she is currently a member of the quality committee. Jenny’s career in health care began when she and her family moved to Sarnia-Lambton in 1988 and she was a speech-language pathologist with the Lambton County hospitals. Since 1999 she has worked in leadership roles at Pathways Health Centre for Children and has been the executive director since 2004. Jenny holds master’s degrees in Classics with Ancient History (St. Andrews, Scotland), Anthropology specializing in Linguistics (University of Manitoba) and Communication Disorders (Minot State University, North Dakota). In 2014 she completed the Rotman Institute on Executive Leadership and Management for Ontario Public Sector Department Directors and Agency Heads. Jenny is a member of the Rotary Club of Sarnia. She is currently vice chair of the board of the Ontario Association of Children’s Rehabilitation Services (OACRS).

**Louis Guimond** was appointed to the board of directors of Bluewater Health in June, 2016 and he is currently a member of the resource utilization and audit committee. Louis is retired from a career in the Public Service of Canada as director of studies at the Canadian Coast Guard College in Sydney, Nova Scotia. As head of the institution’s academic council, he was responsible for the development and implementation of the Canadian Coast Guard’s training standards, as well as their adherence. He was the commanding officer of all training personnel and officer candidates. During his career, Louis sailed all three Canadian oceans on numerous Coast Guard vessels and held a number of marine management and national security positions in Ontario and the Maritimes. He was awarded the Queen’s Diamond Jubilee Medal, the Coast Guard Exemplary Service Medal along with other commendations. Louis has a Marine Engineering Diploma from the Canadian Coast Guard College, a Post Graduate Diploma in Marine Management, an Honours Bachelor in Commerce from Laurentian University and is a Chartered Professional Accountant.

**Katherine Mantha** became involved with the Bluewater Health board of directors when she was appointed as a non-director committee member on the quality committee in June, 2015. She was appointed to the board of directors in June, 2016 and she is currently a member of the quality committee. After completing her Bachelor of Science in Genetics and Doctorate in Molecular Biology at Western University in London, Katherine returned to her hometown of Sarnia. Presently, she is an adjunct biology professor at St. Clair County Community College in Port Huron, and has previously taught health sciences at Baker College in Clinton Township.
Welcome on Board

Health Sciences North

DR. KEVIN MCCORMICK is a new board member at Health Sciences North and is the President and Vice Chancellor of Huntington University in Greater Sudbury. He is also the Honorary Lieutenant Colonel of the Irish Regiment of Canada – second Battalion, a Patron of St. John Ambulance – Ontario Council, and also devotes much of his time and talent to support numerous organizations at the local, provincial and national levels. Over the span of his career, Kevin has championed global collaboration within the teaching community and has worked tirelessly to build awareness around worthwhile causes and relief efforts in underdeveloped communities worldwide. He is also the recipient of countless awards in recognition of his volunteerism. In 2011 he was named a member of the Most Noble Order of the Crown of Thailand by the King, in recognition of his contributions to education and humanitarianism.

Grey Bruce Health Services

RON GOLDSMITH, new to the board at Grey Bruce Health Services, retired after 32 years as a professor in the geography department with Ryerson University, and previously served on the Grey Bruce board of directors from 2011 to 2015. He was the chair of the hospital campaign, a recent fundraising drive to raise $11.4 million for Grey Bruce Health Services.

AMAN SIDHU, a new board member at Grey Bruce Health Services, is a lawyer for Bruce Grey Child and Family Services in Owen Sound, and has a strong background in the areas of employment, family and real estate law. He is currently the vice chair of the United Way of Bruce Grey board, a member of the Economic Development and Tourism advisory committee for the City of Owen Sound and a member of Citizen’s on Patrol with the Owen Sound Police Department.

PATSY TAYLOR is a new Grey Bruce Health Services board member. She worked as a lawyer with Scotiabank’s Employment Law Group for 24 years. In addition, she is a founding member of the steering committee for the Canadian Human Rights Practitioners. Her investigation, negotiation and conflict resolution skills have resulted in the successful resolution of hundreds of complex employment matters.

BILL VAN WYCK recently joined the board at Grey Bruce Health Services. He has owned his own corporation for over 35 years and is currently the President of W. R. Van Wyck Group Limited. Bill served for seven years on the board of governors for Georgian College, and is a past member of the Governors’ Advisory Committee of Colleges Ontario.

KAREN ROWE, new to the Health Sciences North board of directors, is a former teacher, principal and superintendent of education with the Northeastern Catholic District School Board. She is also a former senior specialist with the Literacy and Numeracy Secretariat, Ministry of Education. She currently serves as a student achievement officer for northeastern Ontario with the Ministry of Education. Karen has an undergraduate degree from University of Western Ontario, a teaching certificate from McGill University and a Master of Education degree from Nipissing University. Her expertise includes education policy and curriculum development, performance appraisal, and school improvement planning.

continued >
**Welcome on Board**

**DOM MERCURI** retired from the TD Bank Group in 2016, after 23 years of service, where he was the Executive Vice President and Chief Marketing Officer. He is currently working on a short term assignment for TD as a special advisor. Through his work at TD Group, Dom has acquired extensive knowledge of global marketing and branding. He has been a member of the Joseph Brant Hospital board of governors (since 2011) and was in fact a prior member of the JBH Foundation board for two years. Dom has also volunteered as a board member with the Burlington Performing Arts Centre.

**BETH PAROJCIC** works in private practice as an Intuitive Therapist. Intuitive therapy is a centuries-old practice that uses a combination of techniques and strategies for helping clients that includes life coaching, energy work and intuitive readings. Beth is a graduate of St. Clair College and also holds an Advanced Sixth Sensory Practitioner Diploma. She is an active volunteer in the Burlington community. For six years, Beth sat on the Appleby College Parent’s Association, where she was co-chair of the Inaugural Harvest Colours annual event and logistics committee, and assisted in the planning of numerous events, such as the annual walkathon. Beth was also a member of the fundraising committee for the Burlington Performing Arts Centre leading up to the Centre’s Grand Opening in May 2011, and has volunteered with John T. Tuck Public School.

**LORI STEPHENSON** is the founder and principal consultant of Pivotal Learning a private coaching and facilitation practice that collaborates with clients to achieve lasting change in their professional and personal lives. Lori designs and delivers training focused on leadership skills, emotional intelligence, communication and team effectiveness. She provides individual coaching to support targeted skill development tied to career progression and personal growth. Lori holds a Bachelor of Arts from the University of Western Ontario, a post-graduate certificate in adult education, and a post-graduate certificate in public relations. Lori has volunteered with the Distress Centre in Oakville since 2002 where she held roles as general board member, chair and co-chair.

**ALICIA WOODS**, new to the Health Sciences North board of directors, is the General Manager of Marcotte Mining Machinery Services Inc. in Greater Sudbury. She is responsible for day-to-day operational activities, strategic planning and business development, marketing, and leadership and management development. She is also the Creator and CEO of Covergalls Inc., a company that designs and develops industrial workwear for women. Alicia and Covergalls Inc. were featured on the CBC TV Program “Dragon’s Den.” Alicia has received numerous awards for her achievements, including the Influential Women of Northern Ontario 2015 Young Entrepreneur of the Year, the Northern Ontario Business Top 40 Under 40 for 2015, 2015 Woman Entrepreneur of the Year from the Business and Professional Women Greater Sudbury, and 2016 YWCA Women of Distinction Award.

**JOSEPH BRANT HOSPITAL FOUNDATION**

**ANNA IACOBELLI** is the Senior Vice President for the Western Ontario Region of TD Canada Trust. Her role is responsible for the operations of the TD Canada Trust branches and for creating uniquely comfortable customer/employee experiences. Anna has a Bachelor of Commerce degree from McMaster University. Anna was recently chair for the United Way 2015 campaign which achieved a goal of $9.1million – and will follow with a term as stewardship chair. She currently sits on the boards for London Economic Development Council, TD Friends of the Environment Foundation, and the Campaign Cabinet for Youth Opportunities Unlimited Young Moms Program. In addition, she is actively involved with TD’s Persons with Disabilities and Women in Leadership initiatives.

**LORI STEPHENSON** is the founder and principal consultant of Pivotal Learning a private coaching and facilitation practice that collaborates with clients to achieve lasting change in their professional and personal lives. Lori designs and delivers training focused on leadership skills, emotional intelligence, communication and team effectiveness. She provides individual coaching to support targeted skill development tied to career progression and personal growth. Lori holds a Bachelor of Arts from the University of Western Ontario, a post-graduate certificate in adult education, and a post-graduate certificate in public relations. Lori has volunteered with the Distress Centre in Oakville since 2002 where she held roles as general board member, chair and co-chair.
Montfort Hospital

**ISABELLE DAOUST** was appointed Vice President of the board of trustees for Association de l’Hôpital Montfort at the annual general meeting held June, 2016. Isabelle is currently senior policy advisor to the Minister of National Defence of Canada. With over 20 years of experience, she has developed expertise in human rights, international law, government relations and public affairs. Isabelle has devoted a large part of her career to the humanitarian and community sectors, having worked for the Red Cross in various contexts. She has been a member of the board of trustees of Hôpital Montfort since June 2015.

Ontario Shores Centre for Mental Health Sciences

**GIOVANNI VATIERI** recently joined the board of directors at Ontario Shores Centre for Mental Health Services. He has distinguished himself as a business transformation strategist in both public and private sector organizations. His expertise in strategic positioning, re-engineering and change management includes experience as a provider of health care services and consultant. He specializes in designing and implementing innovative business and technological solutions for organizations in the health care industry and has a comprehensive knowledge of decision-making, strategic planning, operations management, and performance management in that arena. As a management consultant, he has been an advisor to global systems integrators, health systems, insurance companies, and governments in Canada, Australia, the UK, and the US. In the private sector, Giovanni has held various leadership roles advising the health care industry including director of healthcare business solutions at EDS, eHealth practice lead at Deloitte, and national healthcare practice leader at IBM. He has also held senior leadership positions at hospitals in Toronto and across south-western Ontario.

Orillia Soldiers’ Memorial Hospital

**KRISTA MCKENZIE** joined the board at Orillia Soldiers’ Memorial Hospital in June, 2016. She is a lawyer with over nine years of experience and leads her own firm in Orillia, specializing in corporate and commercial law. She has also served on the board of directors of Hospice Orillia. She holds a Master of Laws in Business Law from York University.

**JERRY YOUNG** joined the Orillia Soldiers’ Memorial Hospital board in June, 2016. He is a retired senior executive with over 30 years of leadership experience in the Canadian food industry. Most recently, Jerry had his own management consulting firm focused on strategy development and organizational effectiveness. He served on the national board of Special Olympics Canada, and chaired the board of directors of Wilfrid Laurier University for 5 of his 14 years on that board.

Sherbourne Health Centre

**CRAIG MALLOY** brings 15 years of experience in finance, risk management, and governance, and is currently Managing Director and Head of Cross Business Risk at BMO Capital Markets. In his role at BMO, Craig leads a diverse team responsible for developing financial valuation and risk models, managing complex financial risks, and leading new business initiatives. Craig holds a BSc., Science and Business with a minor in Economics from the University of Waterloo.

**MICHELLE MOLDOFSKY** is a lawyer with over 15 years of experience in the health care sector. As the founder of Moldofsky Professional Corporation, she provides not-for-profit and health care organizations with legal advice and services to plan for cost reduction and outsourcing of the legal function. Michelle is a former general counsel at St. Michael’s Hospital, a role in which she was a trusted advisor to the board of directors and senior executives. As a volunteer in the Pro Bono Law Ontario Corporate Law Clinic, she serves low income business owners and small not-for-profit organizations. She volunteers as a mentor to lawyers in the Canadian Corporate Counsel Association’s continued >
mentorship program as a member of the Corporate Counsel Advisory Committee of the Law Practice Program, which trains law students in their final transition to becoming licensed lawyers. Michelle is also a frequent speaker on legal issues affecting health care and research organizations in Canada.

LISA O’DROWSKY is the Director of Quality and Risk Management at Runnymede Health-care Centre. She is an energetic health care executive who is passionate about safe, high-quality health care. Lisa began her career as a registered respiratory therapist and, over the last 15 years, has held progressive leadership roles in the areas of quality improvement, patient safety, enterprise risk management, interprofessional practice, security services, emergency planning, patient experience and engagement. She is a trained Lean Six Sigma Black Belt from Villanova University, in addition to holding the Canadian risk management designation from the Global Risk Management Institute.

CINDY YUAN brings over 20 years of experience in financial and operations management. She is head of finance for a global Fortune 500 company and, while in this role, has assisted the Canadian division in growing revenue and earnings by over 90% within a five-year period. Her progressive leadership roles in finance, sales and marketing allow her to be an effective contributor to Sherbourne in its continuous success. Cindy obtained her early education from China in engineering and English literature, and holds a Master of Business Administration and a Certified Public Accountant designation.

St. Joseph’s Health Care London

DR. ALAINA AGUANNO is a member of the board of directors for St. Joseph’s Health Care London. Dr. Aguanno is an emergency medicine physician at London Health Sciences Centre and St. Joseph’s Health Care London and an assistant professor in the Department of Medicine at the Schulich School of Medicine and Dentistry, Western University. She graduated from Harvard University with a Bachelor of Arts in Biological Anthropology before earning a Master of Science in Health, Population and Society from the London School of Economics. In 2010, she graduated from the University of Calgary’s Faculty of Medicine, completed training in Family Medicine in 2012, and then Emergency Medicine in 2013. Dr. Aguanno has an impressive record of achievements, including the distinction of becoming Physician No. 100,000 to be licensed for practice in the province by the College of Physicians and Surgeons of Ontario. It was a milestone for both Dr. Aguanno and the college, which has been registering doctors since 1866, a year before Confederation.

JOANNE MCNAMARA is a director on the board of directors of St. Joseph’s Health Care Foundation and newly appointed as the Foundation’s representative on the board of directors for St. Joseph’s Health Care, London. She is the executive director of strategic projects at Western University. In this role she works closely with the senior leadership of the university in supporting the delivery of their strategic plan. She holds a B.A. in Political Science from Western University. Joanne has spent the past 15 years in public service, working for both provincial and federal governments. Over the past 10 years she has been chief of staff to a number of federal cabinet ministers and deputy chief of staff to former Prime Minister Stephen Harper. Her experience gives her an extensive background in public policy, governance and communication and she has worked with stakeholders from coast to coast.
REVEREND JOHN FRANCIS SHARP is a member of the board of directors for St. Joseph’s Health Care London. Originally from Clinton, Ontario, Rev. Sharp graduated with a Bachelor of Arts in Philosophy from King’s College at Western University, and with a Bachelor of Theology from St. Peter’s Seminary in London. He was ordained in St. Peter’s Basilica in London on May 8, 1971. Since then, Rev. Sharp has served in parishes across southwestern Ontario, becoming vicar general of the Diocese of London in 2005. From 2006 until his retirement in 2014, Rev. Sharp was the Bishop’s delegate in the chancery office and chair of the sexual abuse committee. From January 2016 to June 2016, Rev. Sharp briefly stepped out of retirement to take on the role of interim pastor at Blessed Sacrament Parish and St. Agnes Parish in Chatham.

GARY WEST is a member of the board of directors for St. Joseph’s Health Care London. A retired chartered professional accountant and life member of the Chartered Professional Accountants Ontario and fellow of the Institute of Canadian Bankers, Gary has an extensive and very diverse background in a number of senior management positions. A graduate of the Richard Ivey School of Business (HBA’68), he worked for Royal Bank/Royal Bank Financial Group for nearly 30 years during which he held senior leadership positions at national, district and local business levels in Toronto, Halifax and Montreal. Since taking early retirement from Royal Bank and moving from Toronto to London in 2001, Gary has channeled his energy and leadership skills towards a number of volunteer activities in London including Western University’s Senate, Western Alumni Association, Western Foundation, the Ivey Alumni Network Association, the United Way of London and Middlesex and VON. An enthusiastic and influential leader and mentor, Gary has always thrived in complex and fast-moving environments. He will be recognized by the Western Alumni Association at the 2016 alumni awards dinner this fall as this year’s winner of the Dr. Ivan Smith Award from Western for 2016, the highest recognition for meritorious contributions by an alumnus or alumna to alumni, the university and society in general.

MARIEKE VAN NOPPEN joined the Winchester District Memorial Hospital board of directors in June, 2012. She was elected chair in 2016. She is currently Manager of Business Performance Support for the Ontario North and East Region with RBC – Royal Bank. In addition to her role as chair with WDMH, she is a member of the EARN (Employment Accessibility Resource Network) steering committee which works to support increasing opportunities for meaningful employment for people with disabilities. In the past, Marieke has served as executive director of Ponoka Chamber of Commerce as well as participated in numerous boards, holding a variety of positions. Marieke has advanced skills in finance; business management; strategic planning; risk management; and quality and performance management.
GCE Board Self-Assessment Tool – Presentation of the Provincial Results
January 18, 2017, Webcast

Boards that self-assess can better identify the areas in which they are performing well, areas for improvement and areas of concern. If your board participated in the Governance Centre of Excellence’s (GCE) Board Self-Assessment process in 2016 or if you are interested in conducting a board self-assessment in the future using the GCE’s tool, this is one webcast you won’t want to miss!

The GCE’s Board Self-Assessment Tool serves as an instrument for board learning that could improve board effectiveness and enhance organizational performance. Over 65 organizations completed the assessment in 2016 and this webcast will profile the results and provide guidance on how to leverage results to improve overall performance.

Program Highlights
• An overview of the 2016 provincial results and discussion of key themes
• Brief presentations from participating boards on how they used their results
• Discussion, exchange of information and experiences including the considerations and opportunities as the board works to develop a post-survey action plan
• An outline of some enhancements for the 2017 board self-assessment process

Program Objectives
• Gain an understanding of the provincial results and trends
• Learn how your board’s results compare provincially
• Determine how to develop an appropriate action plan based on your results

Community Engagement Imperative for Health Care Boards
January 27, 2017, Toronto

Effective stakeholder and community engagement builds confidence and credibility in organizations. This social capital is an important asset for any organization delivering social services; particularly health care organizations which depend on public and private funding to operate and grow. Facilitated by Richard Delaney, President of the Canadian Institute for Public Engagement, this workshop will help participants understand and build skills in the following areas:

• Benefits of community and stakeholder engagement in the Ontario health care setting
• Risks associated with community and stakeholder engagement
• Engagement as a risk management tool
• The role of executives in guiding engagement
• Establishing or renewing policy and engagement frameworks in your organization

Short exercises and discussions will highlight how engagement regulations, guidelines and standards apply to your decision-making processes and how stakeholder and community engagement can add value to your organization.
Board Dynamics and Culture – Behaviours That Make or Break Your Board
February 10, 2017 Toronto

Board dynamics and behaviours can make or break a board of directors. Join Dr. Richard Leblanc as he candidly relays how the best and worst boards handle board dynamics, drawing on over 400 director interviews, and observation and assessment of dozens of boards in action, across all sectors including health care.

Topics addressed include:
- Toxic behaviours and board dynamic red flags that will wreck a board
- Best practice behaviours that should be assessed and recruited for
- Board leadership behaviours
- The disruptive director
- The dominant or untrustworthy manager
- The advantages – and pitfalls – of diversity
- Getting independence and information right
- Decision making red flags
- Role of the nominating/governance committee

Generative Governance and Leadership Opportunities for Boards
March 3, 2017, Toronto

The interactive session will begin with exploring why some not-for-profit boards underperform and what gets in the way of great governance.

Delegates will receive an overview of the governance as leadership framework and its application before turning to the latest on leading in complex times where best practices don’t necessarily apply; there are no right answers, but there are better questions; adaptive leadership is required; and boards must be flexible and agile as they – with management – take calculated risks, adapt, course-correct and learn.

Topics include:
- Reflecting on the impediments to great not-for-profit governance
- The characteristics of great boards
- The three modes of governance – fiduciary, strategic and generative – or ways of thinking and questioning, that produce more effective governance
- The latest thinking about complexity and why that matters to boards
- Distinguishing technical problems from adaptive challenges, and discussing the kind of leadership/governance needed during periods of volatility, uncertainty, complexity and ambiguity
- Applying these learnings to the challenges organizations are currently facing

For more information, a list of all upcoming events and to register visit www.thegce.ca/education
CALENDAR OF GCE EVENTS

Current Governance Trends and Opportunities for Not-for-Profit Organizations
November 18, Toronto
Conference and live webcast event

Ethics Considerations for Governors
November 21, Webcast

Leadership Certificate for Health Care Board and Committee Chairs
November 23 & 24, Toronto

Effective Governance for Quality and Patient Safety
November 26, Timmins

The Roles of the Board in Health Care and Hospital Strategy – Part 2
November 28, Toronto

The Role of the Board in Developing Quality Improvement Plans (QIPs)
December 7, Webcast

Leading Good Governance Series: Addressing Audit Committee Issues
December 8, Toronto

GCE Board Self-Assessment Tool – Presentation of the Provincial Results
January 18, Webcast

Community Engagement Imperative for Health Care Boards
January 27, Toronto

Board Dynamics and Culture - Behaviours That Make or Break Your Board
February 10, Toronto

Generative Governance and Leadership Opportunities for Health Care Boards
March 3, Toronto

Governance for the Experienced Not-for-Profit Director
March 28, Toronto

Strengthening Hospital-Physician Relationships
March 30, Toronto
Conference and live webcast event

Health System Funding Reform (HSFR) Primer for Boards
April 6, Toronto

Conference for Board Finance Committee Members
April 7, Toronto
Conference and live webcast event

Board Leadership in Risk Governance
April 21, Toronto

Effective Governance Collaboration to Advance Integration
April 24, Toronto
Conference and live webcast event

Rural and Northern Health Care Governance Workshop
May 10, Toronto
Conference and live webcast event

Advanced Certificate in Board Governance
May 26, Toronto

Strengthening Foundation Governance: Current Issues, Challenges and Solutions
May 26, Toronto
Conference and live webcast event

Quality as a Strategic Priority for the Board
June 2, Toronto
Conference and live webcast event

Financial Literacy for Directors of Not-for-Profit Boards
June 9, Toronto

Conference for Corporate Secretaries
September 29, Toronto
Conference and live webcast event

For more information on all our upcoming events visit www.thegce.ca/education
What do board members, CEOs and VPs have in common? They’re getting social on Twitter – and you should too!

With the click of a button, you can follow organizations and discussions that interest you while staying up-to-date on the latest issues affecting health care governance. Join Twitter to share your ideas and expertise with a community of board members and aspiring trustees who want to hear from you!

Get Started in 3 Easy Steps:
1. Visit twitter.com or download the official Twitter app on your mobile device.
2. Sign up and create your unique username known as a Twitter handle (ours is @the_gce).
3. To start writing, select “Tweet” and write your message in 140 characters or less. Don’t worry; there’s a character count at the bottom right corner to help you.

To learn more about Twitter, how to use Twitter and what it has to offer, visit www.thegce.ca/twitter101.