



## **Bermuda Hospitals Board**

### **EXECUTIVE COMMITTEE Terms of Reference**

#### **1. DEFINITIONS**

“BHB” means the Bermuda Hospitals Board;

“the Board” means the Board of Directors;

“Board Member” means person appointed by the Minister to serve on the Board

“the Act” mean the Bermuda Hospitals Board Act 1970;

“Executive Team Member” means a member of BHB’s Executive Management Team;

“Executive Member of the Board” means a Board Member who sits on the Executive Committee and has been appointed as Chair of one or more sub-committees of the Board;

“Non-Executive Member of the Board” means Member of the Board not serving on the Executive Committee;

“Co-Opted Member” means an external subject matter expert co-opted from the community who has been appointed to the membership of one or more of the Board’s Committees who may vote in an advisory capacity on any matter put before the Committee;

“Gazetted Member” means a Member of the Board who has been formally appointed by the Minister of Health;

“the Committee” means the Executive Committee. The Board’s Committees are advisory by nature. Decisions rendered / votes cast by Committee Members are therefore presented to the Board as recommendations.

#### **2. CONSTITUTION**

In accordance with the Bermuda Hospitals Board Act 1970 (the “Act”), and pursuant to section 26 (4) of the Act, BHB hereby establishes the Executive Committee (the “Committee”), which shall be governed by the Terms of Reference set forth below.

The Committee is hereby authorized by the Board to investigate activities within its Terms of Reference, as well as any matters which have not specifically been set out in its Terms, but which require investigation by Members of the Committee. It is further authorized to seek any information it requires from any employee, and all employees are directed to cooperate with any requirements made by the Committee.

The Committee is authorized by the Board to obtain outside legal or other professional advice and to retain other advisors with relevant experience and expertise if it considers this necessary to carry out its duties.

Committee Members agree to respect all policies and procedures which protect BHB's intellectual property and patient confidentiality.

### **3. PURPOSE AND SCOPE**

The Committee is guided by the Accreditation Canada Standards.

The main purposes of the Committee are to:

- Establish organizational governance structure and principles;
- Ensure effective and efficient Board decision making;
- Coordinate activities of the Board and its Committees;
- Make urgent decisions;
- Act as a sounding board for the Chairman and the Chief Executive Officer.

### **4. DUTIES AND RESPONSIBILITIES**

The main duties and responsibilities of the Committee include, but are not limited to the following:

- Prepare an annual schedule for Board meetings to ensure all appropriate areas are covered each annual cycle;
- Coordinate work of the Board's Committees and assign duties appropriately;
- Review all Board Committee's Terms of Reference annually to ensure consistency, appropriateness, and that the scope of responsibilities of the Board are addressed, making recommendations to the Board;

#### Board and Director Evaluation

- The Executive Committee shall oversee implementation of the process and tools that have been vetted and recommended by the Governance & Risk Committee for use in the annual review of the Board of Directors, the Committees, the Board Chair, Committee Chairs and Directors, including use of:
  - Directors' Fit & Proper Questionnaire;
  - Directors' Competency / Skills Self-Assessment Tool; and
  - Board/Directors' Performance Assessment Surveys.

#### Board Composition and Succession Planning

The Committee shall:

- Recommend to the Board the ideal skills, qualifications, experience and background required of the Board as a whole based on the strategic opportunities and challenges of the organisation and the Board's leadership requirements;
- Having regard to the outcomes of the Board evaluation process, annually review the composition of the Board as a whole and make recommendations for any changes to the Board composition;
- Track directors' terms and plans for filling upcoming vacancies. In planning for those vacancies the Committee:
  - Reviews and updates the Board composition to identify gaps that could be filled by new appointments;
  - Through the Board Chair, consults with the CEO, and other relevant parties as to the process used to fill the vacancy;
  - Through the Board Chair, provides the Ministry of Health the outcomes of the most recent Board Performance Assessment for all Directors, in particular those seeking reappointment; and
  - Through the Board Chair, works proactively with the Minister of Health to ensure an appropriate succession plan for the Board.

#### CEO Performance

- Oversee the recruitment of the Chief Executive Officer, Chief Financial Officer and Chief of Staff, reviewing their performance annually;
- Oversee the development and progress of the Chief Executive Officer and make recommendations to the Chairman of the Board;
- Act as a link between the community and the Executive Team (via the Chief Executive Officer); and
- On an annual basis, review and re-assess the adequacy of these Terms of Reference and recommend to the Board for approval.

## **5. CONDUCT OF MEETINGS**

### 5.1 Membership

The Committee shall be appointed by the Board annually. All Members may exercise the right to vote on any matter tabled before the Committee. Members may be removed at any time by the voting Board Members of the BHB if necessary or appropriate. The Chair of the Board will be Chair of the Committee.

The Committee shall be made up of the following:

- Chairman of the Board
- Deputy Chairman of the Board
- Chief Executive Officer

- Governance & Risk Committee, Chair
- Finance & Audit Committee, Chair
- Human Resources & Engagement Committee, Chair
- Medical Staff Committee, Chair
- Pensions Sub-Committee, Chair

Executive Team members will normally be in attendance by way of invitation and will be non-voting. The Committee may decide to meet with just Committee Members present.

The Committee may invite any subject matter expert whether internal or external to attend all or part of any meeting in whatever capacity the Chairman of the Committee deems appropriate.

### 5.2 Quorum and Voting

The quorum for all Committee meetings will be satisfied where two Members are present.

Every question or matter to be determined by the Committee at any committee meeting shall be decided by way of a majority vote. In the event of an equal division of votes on any questions or matters, the Chair of the meeting may give a second casting vote. A Member may abstain from voting on a matter in which that Member has a financial or personal interest.

### 5.3 Frequency

Meetings shall be convened in advance of the monthly meetings of the Board as required. Four meetings a year will be dedicated to full Board education. The Chairman or Committee members may convene additional meetings at any time to deal with matters within the remit of the Committee.

### 5.4 Resolutions in Writing

The Board hereby confers on the Committee powers to make decisions by way of written resolution. A copy of the resolution(s) shall be circulated, to all Members who would be entitled to attend a meeting and vote. The date of the resolution is the date when the resolution is signed by the last member to sign.