



Bermuda Hospitals Board

GOVERNANCE & RISK COMMITTEE (incl. Clinical) Terms of Reference

1. DEFINITIONS

“BHB” means the Hospitals which collectively form the Bermuda Hospitals Board;

“the Board” means the leadership body appointed by the Minister to oversee operations of BHB;

“Board Member” means person appointed by the Minister to serve on the BHB 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 of the has been appointed a 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 and 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 Governance & Risk 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 Governance & Risk 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:

- Scrutinise and review the systems in place to ensure, monitor and improve the quality of healthcare provided for, or delivered to, patients;
- Establish and maintain an effective system of integrated governance, risk management and internal control across all BHB activities that ensures the achievement of the Board's goals and objectives;
- Ensure that BHB has a strategy which allows for:
 - the continuing identification and prioritisation of risks;
 - the identification of how risk is measured; and
 - a description of action taken to manage each key risk.
- Oversee the establishment and implementation of policies and procedures throughout BHB, and ensure they remain current.

4. DUTIES AND RESPONSIBILITIES

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

Governance Framework

The Committee ensures that the appropriate governance principles, structures and procedures are in place to allow the Board to function effectively. The Committee shall:

- At least annually, review BHB's governance framework, including the Board Assurance Framework, and advise the Board on recommended changes, best practice and current issues;
- Oversee BHB's standards of conduct and ethics framework and, at least annually, review that framework to ensure that it remains current and appropriate;
- Provide oversight and input into a framework for the relationship between the Board and stakeholders (including the Minister of Health), including ensuring that the Board has a good understanding of the entities within Government that participate in the governance of the organization; and

- Through Office of Legal Affairs (OLA), monitor changes to legislation, government policy and/or strategic direction that affect the duties and responsibilities of the Board.

Board and Director Evaluation

- Through the Executive Committee, the Committee shall vet and recommend to the Board the process and tools to be used for 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.

Orientation and Professional Development

The Committee:

- Develops, approves and oversees a comprehensive orientation programme for new directors;
- Monitors emerging best practices, trends, and strategic direction and
- Will support and encourage Board professional development opportunities that are consistent with the strategic plan and gaps identified in the Board evaluation process.

Meeting Preparation and Procedure

- On an ongoing basis, the Committee reviews and recommends to the Board changes to the procedures for meetings including:
 - Board Website and Information Management issues;
 - The quality of and content of material provided; and
 - Tools and options to ensure efficient, outcome driven meetings.

Risk Management

- The Committee shall consider any matters relating to Governance and Risk Management within BHB that it determines to be desirable;
- The Committee shall examine any matters referred to it by the Board;
- The Committee shall have the following specific duties and responsibilities:
 - Implementation, development and ongoing management of Clinical Governance within BHB;
 - Establishment and maintenance of procedures and systems of internal control designed to give reasonable assurance that all aspects of governance are in place;

- Oversee and ensure the development of a BHB Risk Management Strategy;
- Monitor the Organizational Risk Register and confirm priorities;
- Receive and review risk registers from the various clinical and operational departments within BHB;
- Hold management accountable for implementing programmes which will control and mitigate risks;
- Conduct periodic reviews on the overall effectiveness of BHB's Risk Management Framework and the appropriateness of any proposed major changes and making recommendations to the Board as required;
- Receive reports from the Office of Legal Affairs with regard to emerging legislative changes and regulatory risks;
- Responsible for the development and maintenance of an appropriate risk management programme, including risk assessment and reporting.
- Review and analyse trends arising from incidents as recorded in BHB's clinical risk reporting tool;
- Monitor, review and approve corporate strategies, policies and procedures;
- Ensure that there is an adequate privileging and credentialing system in place;
- Establish and oversee a confidential peer review policy whereby all practitioner-specific issues are referred to the appropriate peer review committee or the Chief of Staff;
- Determine and support the education and training needs of the organisation related to quality and performance improvement (supported by the Quality and Risk Management Department);
- Develop, modify and approve the BHB Patient Safety Plan and any clinical quality programmes for approval by the Medical Staff Committee and the Board;
- Review significant hospital incidents and actions taken;
- Review the Assurance Framework before presentation to the Board;
- Oversee external reviews of BHB's Governance arrangements;
- Review the draft Governance Annual Report before presentation to the Board;
- Consider the content of any report on governance issues involving BHB and review the proposed response before making a recommendation to the Board;
- Consider items referred to it from departmental quality teams;
- Satisfy itself that BHB is meeting the requirements of Governance best practice. (Financial governance is overseen by the Finance & Audit Committee.)

Accreditation and Quality

- The Committee shall be accountable for monitoring hospital-wide policies, processes and programmes to prepare and protect BHB from foreseeable and significant risks related to the quality and safety of service delivery;
- Through the Accreditation Governance Committee, the Committee shall monitor the preparation processes for the BHB accreditation survey by Accreditation Canada and monitor implementation of relevant recommendations arising from the survey.

Communication and Disclosure

The Committee is responsible for ensuring support for the Board's commitment to transparency and continuous disclosure. The Committee:

- Oversees any material, regarding the organisation's governance practices and operations, that are to be included in statutory and public reports;
- Ensures that the development and publishing of a Governance Manual is published on the public website and on the employee website;
- Ensures that Director remuneration and expense information is disclosed on BHB's internet and intranet websites; and
- Periodically assesses the organisation's communication to stakeholders and the public with respect to its policies and practices in the area of corporate governance and recommends changes to the Board.

5. ROLE IN THE EXECUTION OF BHB'S STRATEGIC PLAN

In accordance with BHB's Corporate Strategic Plan, the Chief Executive Officer has delegated several project deliverables to specified members of the Executive Team.

Several of the initiatives emanating out of the plan will either directly or indirectly impact BHB's provision of clinical care. The Governance & Risk Committee shall therefore be granted delegated authority to review and assess the impact of these initiatives on BHB's ability to deliver exceptional care.

6. CONDUCT OF MEETINGS

6.1 Membership

The Committee shall be appointed by the Board annually and shall include at least four Members from the Board, together with members from BHB's Executive Team. 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. One of the Members will be appointed Chair of the Committee by the Board.

In addition to the minimum of four Board Directors, individuals holding the following offices of BHB shall also serve on the Committee:

- Chief Executive Officer
- Chief of Staff – principal executive
- Chief of Nursing – principal executive
- Chief Financial Officer

- VP, Clinical Operations

Other members of BHB's Executive Team or their delegate may attend meetings by invitation from the Chair.

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.

6.2 Appointments

Co-Opted Members may be nominated by the Committee Chair and should be vetted and approved by the Executive Committee and ultimately the Board. Co-Opted Members may serve for a period of one year, unless otherwise agreed by the Board.

The Board may exercise its discretion to re-appointed Co-Opted Members for an additional term. The Board's Committees are advisory by nature; decisions rendered/ votes cast by Committee Members are therefore presented to the Board as recommendations.

6.3 Quorum and Voting

The quorum for all Committee meetings will be satisfied where two Board Members and two Executive Team Members are in attendance.

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.

6.4 Frequency

The Committee shall at a minimum meet not less than ten times per year. The Chairman or Committee Members may convene additional meetings at any time to deal with matters within the remit of the Committee.

6.5 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.