



Bermuda Hospitals Board

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

1. DEFINITIONS

“Act” means the Bermuda Hospitals Board Act 1970;

“BHB” means the Bermuda Hospitals Board;

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

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

“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 or sub-committees who may vote in an advisory capacity on any matter put before the Committee;

“Executive Committee of the Board” is comprised of Board Members who have been appointed Chair of one or more committees or sub-committees of the Board;

“Executive Member of the Board” means a Board Member who is also a member of the Executive Management Team

“Non-Executive Member of the Board” means a Board Member who is not a member of the Executive Management Team;

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

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

“the Committee” means the **Governance & Risk Committee**. The Committee operates on behalf of and reports to the Board. Matters before the Committee but reserved for the Board will be presented to the Board for ratification or approval, as appropriate.

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.

Conflicts of Interests:

Members are required to adhere to the Conflict-of-Interest policy and **Code of Conduct:**

The committee will conduct its business in accordance with the Code of Conduct and good governance.

3. PURPOSE AND SCOPE

The Committee's purpose is twofold: to maintain effective governance throughout the BHB in order to continue delivery of safe, quality healthcare and to oversee the Enterprise Risk Management functions of the organization.

Scope:

The Committee has the authority delegated to it from the Board and the obligation to examine any aspect of the BHB, which has the potential to affect patient care, and to examine any aspect of the BHB's management of risk.

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:

- 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.

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:

- 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;

Accreditation and Quality

- The Committee shall monitor hospital-wide policies, processes and programmes to protect BHB from foreseeable and significant risks related to the quality and safety of service delivery;
- Through the Quality Council, the Committee shall receive regular updates for the BHB accreditation survey by Accreditation Canada and monitor implementation of relevant recommendations arising from the survey.
- Assurance that effective mechanisms are in place to review and monitor the effectiveness of quality clinical care across BHB.
- Review significant hospital incidents and actions taken;

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

In accordance with BHB's 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 [two] 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 two Board Directors, individuals holding the following offices of BHB shall also serve on the Committee:

- Chief Executive Officer
- Chief of Staff
- Chief of Nursing
- VP Corporate Governance

- Chief Operating Officer
- Chief Health Information Officer

Other members of BHB's Executive Team or their delegate may attend meetings by invitation approved by 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 Meeting Preparation and Procedure

- The Corporate Secretary shall provide administrative support to the committee. To include but not limited to keeping agenda, meetings, and any other activity concerning administration of the committee. In real time, the repository of the agenda, minutes, attendance log and action plans
- A schedule of Sub-committee reports will be confirmed annually, reports will be provided to the sub-committee according to the schedule using a prescribed template
- The Governance Committee may request of any director or member of staff or the production of any document it considers relevant to the Governance and Risk Committee
- The committee will establish such sub-committees, as it deems necessary to discharge its function. The committee will inform the Board of the establishment of such sub-committee

6.3 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 two years, 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.

6.4 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 will abstain from voting on a matter in which he has declared a conflict of interest or that Member has a financial or personal interest.

6.5 Frequency

The Committee shall meet on a monthly basis but at a minimum, not less than 9 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.