

## Performance Policy

<b>Bylaw Number</b>	<i>BOH111</i>	<b>Approved Date</b>	<i>February 20, 2019</i>
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### REVISION HISTORY

<b>Reviewed</b>		<b>Amended:</b>	
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### Purpose

In order to fulfill the objects of the Corporation, each director of the Corporation (“**Director**”) must discharge his or her duties effectively. This policy sets out the requirements for regular Board level and individual Director performance evaluations to ensure that the Board is functioning effectively to facilitate the achievement of the Corporation’s strategic plan.

### Scope

This policy applies to the Board and each of its Directors.

### Regulation

#### a) Framework for Performance Oversight

The Board is responsible for establishing a framework for monitoring and assessing performance in areas of Board responsibility, including:

- Fulfillment of the strategic directions in a manner consistent with the mission, vision and values;
- Oversight of the performance of the Medical Officer of Health (“**MOH**”);
- Quality of programs and patient services;
- Financial conditions and risks;
- Stakeholder relations; and
- The Board’s own effectiveness

The Board recruits, appoints and supervises the Medical Officer of Health and Chief Executive Officer (the “**MOH**”) by:

- Developing and approving the MOH’s job description;
- Undertaking an MOH recruitment process and selecting the MOH;
- Reviewing and approving the MOH’s annual performance goals;
- Reviewing MOH performance and determining MOH compensation;
- Ensuring succession planning is in place for the MOH; and
- Exercising oversight of the MOH’s development of senior management as part of the

MOH's annual review.

The Board ensures that the MOH has identified appropriate measures of performance for the management team. This requirement shall not be interpreted to permit any Director to individually oversee any staff of the Corporation or to become directly involved in operational matters.

**b) Board and Individual Director Evaluation**

The Board will endeavor to use an evaluation protocol at least every two years, to ensure continuous improvement. The evaluation will examine the processes and structure of the Board as a whole. The Board evaluation process will also ensure continuous improvement of individual Directors. Each Director will participate in a confidential evaluation of the performance of the Board as a whole and of his/her own performance as a Director. Template evaluations are set out at Schedule A and B and may be used by the Board from time to time.

Respondent anonymity will be respected; survey respondents will not be required to identify themselves. External resources may be used as appropriate to ensure an effective process.

The chair will provide a summary report of the evaluation of the Board as a whole to the Board including key issues to be addressed, if any, to ensure continuous improvement of the Board, as a whole.

The chair will provide feedback to individual Directors on their performance.

***Amendment***

This policy shall be reviewed and approved by the Board every two years, and may be amended from time to time as the Board deems necessary.

**Schedule A Board Performance Evaluation**

**A. Evaluation**

1. Board meetings are organized properly in frequency, timing and location.	1 2 3 4 5
Comments:	
2. Directors have the opportunity to provide input to meeting agendas.	1 2 3 4 5
Comments:	
3. There are agenda items that should appear on a regular basis that are not currently being included.	1 2 3 4 5
Comments:	
4. Time at Board meetings is used effectively.	1 2 3 4 5
Comments:	
5. Presentations to the Board are of the appropriate length and content.	1 2 3 4 5
Comments:	

6. Meetings are sufficiently focused on important matters of concern to the Board.	1 2 3 4 5
Comments:	
7. The Board receives appropriate material for Board meetings.	1 2 3 4 5
Comments:	
8. Board material is distributed far enough in advance to allow adequate preparation.	1 2 3 4 5
Comments:	
9. The Board has the necessary information to resolve issues promptly and confidently.	1 2 3 4 5
Comments:	
10. The issues presented by management reflect the current priorities of the Board.	1 2 3 4 5
Comments:	

11. The appropriate issues are presented in a timely fashion.	1 2 3 4 5
Comments:	
12. You are apprised sufficiently of significant issues, changes and problems which affect the Corporation's operations.	1 2 3 4 5
Comments:	
13. Enough time at Board meetings is spent on general discussion.	1 2 3 4 5
Comments:	

**B. Summary**

1. On a scale of 1 to 10, using your own personal criteria, please rate Board performance over the past year. (Note: 1 is Unacceptable, 10 is Excellent)	
Comments:	
2. Do you have any suggestions to improve the way the Board functions?	
Comments:	

***C. Suggestions for Improvement***

**List top three priorities requiring attention in order for the Board of Directors to function more effectively.**

1.	
2.	
3.	

**SCHEDULE B INDIVIDUAL DIRECTOR EVALUATION**

**A. Self-Evaluation**

I have been a Director of the Corporation for: \_\_\_\_\_ years.

**I. Board Activity**

1. I understand the statutory and fiduciary responsibilities of a Director.	1 2 3 4 5
Comments:	
2. I am able to use my abilities and experience constructively.	1 2 3 4 5
Comments:	
3. I am available as a resource to Management and the Board.	1 2 3 4 5
Comments:	
4. I bring ideas to the Board with a willingness for discussion and criticism.	1 2 3 4 5
Comments:	

**II. Preparation and Attendance**

<p>1. I thoroughly prepare for each Board and Committee meeting and am fully aware of all issues that are to be discussed.</p>	<p>1 2 3 4 5</p>
<p>Comments:</p>	
<p>2. I have satisfied myself that I have the information necessary for decision making.</p>	<p>1 2 3 4 5</p>
<p>Comments:</p>	

**III. Communication**

<p>1. I participate fully and frankly in the deliberations and discussions of the Board.</p>	<p>1 2 3 4 5</p>
<p>Comments:</p>	
<p>2. My input is focused on policy, strategy and future planning.</p>	<p>1 2 3 4 5</p>
<p>Comments:</p>	



<p>3. I ensure my opinion is known on critical matters requiring an objective opinion.</p>	<p>1 2 3 4 5</p>
<p>Comments:</p>	
<p>4. I advise the Chair when I plan to introduce significant and previously unknown information or material at a Board meeting.</p>	<p>1 2 3 4 5</p>
<p>Comments:</p>	
<p>5. When appropriate, I communicate constructively with the Chair between meetings.</p>	<p>1 2 3 4 5</p>
<p>Comments:</p>	
<p>6. I am an effective ambassador and representative of the Corporation.</p>	<p>1 2 3 4 5</p>
<p>Comments:</p>	
<p>7. I respect the opinions and ideas of other Board members.</p>	<p>1 2 3 4 5</p>
<p>Comments:</p>	

<p>8. I am familiar with the mandate of the Corporation and general trends and developments in the industry.</p>	<p>1 2 3 4 5</p>
<p>Comments:</p>	
<p>9. I am satisfied with my performance as a Board member.</p>	<p>1 2 3 4 5</p>
<p>Comments:</p>	

**DIRECTOR PEER EVALUATION**

The goal of Director Peer Feedback process is to provide, on a confidential basis, candid feedback on individual Directors. Such feedback will enable Directors to enhance their individual contributions to Board and committee work.

<p>Please use the following scale to rate your colleague:</p> <p>3 - Outstanding: exceptional contribution in this regard</p> <p>2 - Fully satisfactory: no improvement required</p> <p>1 - Improvement required</p>	
<p>1. Evidences diligent preparation for meetings and has well-formulated questions.</p>	<p>1 2 3</p>
<p>2. Contributes meaningfully and knowledgeably to Board discussions.</p>	<p>1 2 3</p>
<p>3. Thinks strategically in evaluating direction and operations.</p>	<p>1 2 3</p>
<p>4. Demonstrates financial literacy.</p>	<p>1 2 3</p>
<p>5. Appropriately questions data and information presented to the Board for its deliberations.</p>	<p>1 2 3</p>
<p>6. Effectively applies his/her knowledge, experience and expertise to issues confronting the Corporation.</p>	<p>1 2 3</p>
<p>7. Willing to take a stand or express a view, even if it runs contrary to prevailing wisdom or the direction of conversation; exercises independent judgment.</p>	<p>1 2 3</p>

8. Communicates persuasively and logically; voices concerns; raises tough questions in a manner that encourages open discussion.	1 2 3
9. Listens effectively to others' ideas and viewpoints.	1 2 3
10. Asks value-adding and appropriately timed questions.	1 2 3
11. Willing to be accountable for and bound by Board decisions.	1 2 3
12. Demonstrates high ethical standards.	1 2 3
13. Team player - works effectively with fellow Directors.	1 2 3
14. Manages conflict constructively; willing to change his/her point of view.	1 2 3
15. Available when needed; accessible and approachable.	1 2 3
16. Overall, makes a valuable contribution to the functioning of the Board.	1 2 3

General Comments