

	<input type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Protocol <input checked="" type="checkbox"/> Terms of Reference	Section <i>Policy&amp;Procedure</i> <i>Common Board Manual</i>	Number 01-105
	<b>Terms of Reference-Resources Committee</b>		
<b>Date Issued: 2023-12</b> <b>Date Review/Revised: 2026-02-09</b> <b>Next Review Date: 2028-02</b>			
<b>Owner:</b> Resources Committee	<b>Reviewer(s):</b> Governance Committee	<b>Approver:</b> Common Board of Directors (Common Board)	

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Except as expressly stated to the contrary herein, these Terms of Reference apply to both the Alexandra Marine & General Hospital (AMGH) and the South Huron Hospital (SHH). AMGH and SHH are referred to individually and collectively as the Hospital.

### **Purpose**

To oversee the effective development and use of the Hospital's financial, human, capital, and information resources in accordance with the Hospital's vision, mission, values, and strategic objectives. In doing so it ensures that adequate resources are available for Hospital and patient care functions, and are being used effectively and efficiently.

### **RESOURCES COMMITTEE RESPONSIBILITIES**

#### **Strategic Matters**

- Ensure that a strategic planning process is undertaken with Common Board involvement and eventual approval to the Common Board;
- Review & recommend approval of Hospital Services Accountability Agreements (H-SAA) to the HHS Common Board
- Review and evaluate the progress on the implementation of the strategic plan and report to the Common Board twice annually.
- Review the appropriateness of long-term resource allocation plans (i.e. capital redevelopment projects, annual operating plans) in the context of the hospital's multi-year strategic plan and make recommendations to the Common Board;
- Monitor the financial impacts of the master planning process on the hospital's resources and make recommendations to the Common Board;
- Review the human resources strategic plan in the context of the corporation's strategic directions and make recommendations to the Common Board;
- Review the information technology strategic plan in the context of the corporation's strategic directions and make recommendations to the Common Board;
- Monitor policies and directions related to financial, human, capital, and information resources as they pertain to the hospital's strategic directions;

- Review and recommend to the Common Board, any proposed major changes related to financial, human, capital, and information resources as indicated by the hospital's performance, Ontario Health strategies, legislative changes, or trends in acute health care.

### **Operational Planning and Oversight**

- Ensure that there are processes in place for the development of annual operating budgets and capital budgets;
- Review and recommend to the Common Board financial assumptions used to develop the operating budgets, capital budgets, and strategic plans;
- Review and recommend to the Common Board the annual operating budgets and the capital budgets (including a request to each respective AMGH and SHH Foundation);
- Review monthly or quarterly financial performance and compare actual performance against budgets;
- Review and recommend to the Common Board plans developed by management to address variances between budgets and actual performance;
- Monitor implementation of plans to address variances, and report to the Common Board;
- Review and recommend to the Common Board long-term capital expenditure needs and long-term financial projections; and
- Review with management industry developments and legislative changes that may have an impact on financial resources or performance, and report to the Common Board.

### **Asset Management**

- Ensure there are processes in place to manage the Hospital assets; and
- Review and make recommendations concerning material asset acquisitions not contemplated in the annual operating plans or capital plans
- Review and recommend hospital policy in case of any investments

### **Financial Transactions**

- Review and make recommendations to the Common Board concerning banking arrangements; and
- Review and make recommendations to the Common Board regarding lines of credit and long-term debt.

### **Risk Management**

- Review and make recommendations concerning the adequacy of financial resources;
- Receive reports on, and make recommendations to the Common Board concerning the corporation's risk identification and risk management processes for resource risks, and assess the adequacy of management's plans to address identified risks.
- Review and make recommendations concerning insurance coverage; and
- Identify unusual financial or human resource risks and oversee management's plan to address these risks and make recommendations to the Common Board.
- Obtain reasonable assurance from management that the Corporation's financial accounting systems and financial reporting systems, including fraud prevention and risk management, are appropriately designed and that internal controls are operating effectively.
- Oversee compliance with accounting and financial, legal, public disclosure, and regulatory requirements.

**Human Resources**

- Advise the Common Board on matters of major substance related to recruitment and retention, hospital volunteers, and hospital employee relations including union contracts and negotiations, employee remuneration and benefits, and the impact of changes in legislation;
- Review reports and metrics on human resources matters/issues and ensure that there are processes in place for the implementation of any necessary improvements.
- Review governance policies relevant to the retention development and maintenance of a workforce that can achieve the mission of the hospital and recommend changes to the Common Board for approval. The executive officers of the Common Board will address those governance policies specific to the planning, recruitment, evaluation, and compensation of the Chief of Staff (COS) and President & CEO and succession planning for the Senior Leadership Team;
- Develop in consultation with the President & CEO and recommend to the Common Board a mandate and approval process for collective bargaining. Monitor management's progress in both group (i.e. Ontario Hospital Association) and own hospital bargaining;
- Monitor and evaluate matters relating to the compensation and benefits structure of the Hospitals, including providing guidance to management on significant issues affecting compensation philosophy or policy.

**Information Technology**

- Review reports and metrics on information technology matters/issues and ensure that there are processes in place for any necessary improvements;
- Review governance policies and strategies pertaining to information technology and recommend changes to the Common Board.

**Membership**

- Chair of the Common Board (non-voting)
- 1<sup>st</sup> Vice Chair (voting)
- 2<sup>nd</sup> Vice Chair(voting)
- Treasurer(voting)
- Common Board member x 2 (voting)
- AMGH Chief of Staff (non-voting)
- SHH Chief of Staff (non-voting)
- President & CEO (non-voting)
- VP Corporate Services/Chief Financial Officer (non-voting)
- VP Clinical Services/Chief Nursing Executive (non-voting)

**Chairperson**

- Chair of the Common Board to act as Chair
  - Call all meetings of the committee
  - Chair all meetings of the committee
  - Designate another director who is a member of the committee to chair the committee in the Chair's absence

**Recorder**

Executive Assistant to the President & CEO or alternate as selected by the Chairperson.

**Terms of Appointment**

Based on the Common Board member term of office.

**Quorum**

Majority of the voting membership.

**Frequency of Meetings**

Monthly for at least nine months or at the call of the Chairperson.

**Meeting Venue**

AMGH, SHH or Virtual platform, eg., MS Teams

Meetings or proceedings may be recorded by audio or video means for the purposes of ensuring meeting minutes and document accuracy. Recordings are deleted after the meetings.

**Circulation**

Minutes are circulated to all Common Board and committee members.

**Reporting Relationship**

Common Board of Directors

**Confidentiality**

In the course of committee business, confidential information may become known to committee members. Members have a responsibility to keep such information confidential.

**Conflict of Interest**

All Common Board and committee members have a duty to ensure that the trust and confidence in the integrity of the decision-making processes of the organization are maintained. Members will ensure that they are free from conflict, potential or perception of conflict in their decision-making. It is important that all Common Board and committee members be held accountable to understand and acknowledge their obligations when a conflict of interest, potential or perceived, arises.

ToR Approval Process	Governance Committee:	2026-02-09
	HHS Common Board of Directors:	2026-02-27