Cambridge North Dumfries Ontario Health Team

Joint Board Committee

Terms of Reference

Draft 8 – February 2020

Purpose

The purpose of the Cambridge and North Dumfries Ontario Health Team Joint Board Committee (JBC) is to provide oversight, advice and direction to the OHT members and the Steering Committee with particular focus on their collective accountabilities**.** The JBC oversees the development and implementation of system transformation initiatives such as digital health strategies and shared/coordinated care planning to provide seamless health care for the residents of Cambridge and North Dumfries.

Chair and Executive Positions

A chair and vice chair for the JBC shall be selected among the JBC members through a process agreed to by the JBC.

Membership

**The JBC is comprised of the following members:**

* **18 representatives, appointed by the board of each OHT member organization**
* **2 patient/family member caregivers, appointed by the JBC**
* **Clinical representation (TBD???)**

**Member organizations may send a delegate to the meeting. The term for appointment will be one year, renewable by the member organization.**

**Resource support to the JBC will be provided by one or more of the executive directors/ CEOs of the member organizations and staff of the OHT, as determined by the CND OHT Steering Committee.**

**By simple majority of members present, the JBC may invite guests to attend all or portion of a meeting. Guests are not entitled to a vote.**

**Representation**

Members will be expected to represent the interests of the residents of Cambridge and North Dumfries, with an initial focus on complex populations (e.g., addictions, mental health, and seniors).

**Meetings**

**The JBC shall meet up to ten (10) times per year scheduled by the chair of the JBC in conjunction with the members.**  For regularly scheduled meetings, a draft agenda for each board meeting and other documents for consideration are provided to all directors at least two business days in advance of each meeting. For special meetings of the JBC, best efforts are made to distribute materials to JBC members as far in advance as practicable.

**Decision Making and Voting**

**The JBC will work on a consensus model. In the event that a consensus cannot be reached, a formal vote may be called. A simple majority vote of those OHT members in attendance will be used to resolve or approve any issue requiring a vote except in those situations that involve programmatic or financial implications, were a two-third majority is required. Each OHT member will have one vote.**

**Quorum**

A quorum shall be a majority (50% +1) of committee members.

**Values**

Collaboration Leadership Effective Accountable Innovation

**Confidentiality**

**The JBC will work in a manner that supports open communication. Meetings of the JBC are not open to the public.** All members will be expected to respect this confidentiality and will be encouraged to discuss information that can be reported publicly at the end of each meeting. Data provided must not contain any personal information (see “Duty” section below).

**Conflict of Interest**

Members will be required to declare any pecuniary and non-pecuniary conflict of interest to the JBC and refrain from discussions, as appropriate.

**Duty**

As governors appointed to a board and appointed to the JBC, there may be times when governors appear to be conflicted. Governors have a duty of care owed to the board that appointed them to the JBC. This duty never diminishes. To assist with resolving any concerns regarding duty or conflict, it is expected that the members of the JBC will openly discuss the conflict and develop a path to resolution.

Duties and Responsibilities

The JBC has the following specific duties and responsibilities:

**Articulate Member Accountabilities**

Within the first 90 days, the JBC is responsible for:

1. developing a framework (i.e., a table of contents and key concepts) and developing the corresponding agreements for member and affiliate accountabilities for approval by the member organizations that may include:

* integration principles
* guiding principles
* updated/finalized JBC Terms of Reference and the governance structure
* terms of reference for committees and working groups of the OHT
* decision making structures for the OHT
* conflict resolution mechanisms
* data sharing agreements
* development of supporting governance tools and mechanisms (such as reporting, communication and decision making templates)

**Undertake Integrated Strategic Planning**

**Within the first 6 months, the JBC is responsible for:**

1. **overseeing a strategic planning process, approved by the member organizations, that involves member and affiliate organizations and the community**
2. **approving a draft integrated strategic plan for the OHT (that includes a vision, mission and goals) for approval by the member boards; and**
3. **approving the measures and overseeing the monitoring process for the achievement of the strategic plans and targets**

**Oversee Quality Improvement and System Performance**

The JBC is responsible for:

1. **overseeing the development of an** integrated quality improvement plan that ensures that key OHT priorities are formulated that enable the OHT to accomplish its mission and actualize its vision in accordance with the strategic plan
2. promoting effective collaboration and engagement among the members, affiliates and the community, particularly as it relates to planning and performance
3. **overseeing the progress of the integrated quality** improvement plan and recommending corrective action as necessary to member and affiliate organizations
4. communicating progress on the quality improvement plan and overall system performance to member and affiliate organizations and key stakeholders

**Create OHT Brand Assets**

Within the first year, the JBC shall:

1. develop OHT brand assets including logo, letterhead, website and patient facing material; and
2. using the brand assets, promote the work of the OHT

**Ensure Ongoing Effectiveness**

The JBC shall:

1. monitor members’ adherence to corporate governance principles and accountabilities
2. measure the JBC’s own effectiveness and efficiency, including monitoring the effectiveness of individual members and employing a process for JBC’s renewal that embraces evaluation and continuous improvement
3. ensure ethical behaviour and compliance with laws and regulations, audit and accounting principles and requirements of accreditation organization(s)
4. periodically review and revise governance policies, processes and structures as appropriate

**Ensure Financial Viability**

The JBC shall:

1. establish key financial objectives that support financial needs (including, when appropriate, capital allocations and expenditures)
2. ensure that the OHT undertakes necessary financial planning activities so that resources are allocated effectively and within the parameters of the financial performance indicators
3. ensure that optimal utilization of resources is a key focus and that the OHT operates within its resource envelope; and
4. recommend for approval by member organizations the operating and capital plans

**Ensure Communication**

The JBC shall:

1. establish key mechanisms for ongoing communication with WWLHIN and Ontario Health
2. ensure ongoing and effective community with all stakeholders – patients, partners, community, service provider organizations, municipal and regional government and others

General

The JBC shall review and assess the adequacy of the terms of reference every year and submit suggested amendments to OHT member organizations for final approval.

**Did not deal with exiting and entering members – is this best done in an MOU?**