

BOARD, COMMITTEE, BOARD CHAIR, AND INDIVIDUAL DIRECTOR EVALUATION PROCESS

1. INTRODUCTION

- A. The Board of Directors (the “Board”) evaluation process is designed to provide directors with an opportunity to examine Board effectiveness and identify opportunities for improvement.
- B. The evaluation process includes annual assessments of the performance of the Board, Board Committees, the Board Chair, Committee Chairs and individual Directors in meeting the *Terms of Reference for the Board of Directors*.
- C. At the direction of the Board, the Governance & Human Resources Committee may be tasked to establish different or additional assessment processes, which may include more comprehensive reviews of certain aspects of Board activity or specific aspects of Board and/or Committee processes.

2. BOARD COMMITTEE PERFORMANCE

- A. Directors will be requested to complete a brief questionnaire in advance. The questionnaire includes but is not limited to the following topics:
 - (1) Chair performance;
 - (2) Director contribution to the agenda;
 - (3) Director transparency;
 - (4) Quantity, value, relevancy and presentation of information; and
 - (5) Feedback provided to the CEO/Management.
- B. Board Committee questionnaires will be completed annually.
- C. The Board Resource Officer will collect, organize and submit questionnaire results to the respective Committee Chairs prior to the Committee meeting.
- D. Committee Chairs will lead a discussion of the results with Committee Directors.

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3. BOARD, BOARD COMMITTEE AND BOARD CHAIR PERFORMANCE

A. Once every two years, Board and Board Committee performance will be evaluated through completion of a comprehensive questionnaire, except during an Accreditation Canada Survey year, when the Accreditation Canada Governance Functioning Survey Tool will be used.

(1) Directors will be requested to complete comprehensive questionnaires that ask for their individual evaluation of how well the Board and Board Committees are functioning. The questionnaires include but are not limited to the following topics:

- a. timing, frequency, and length of meetings;
- b. Board calendar;
- c. adequacy of individual meeting agendas and the quality and relevance of supporting information;
- d. strategic planning processes;
- e. quality of Board input into the decision-making process;
- f. opportunity for individual input to the discussions;
- g. policies and procedures;
- h. stakeholder communications, and in particular the relationship with the Minister of Health;
- i. Board response to critical issues;
- j. management presentations and support; and
- k. handling of the public section.

(2) The President and Chief Executive Officer (the “CEO”) will be asked to complete the above questionnaires and to offer management’s comments, focusing on opportunities for improvement.

(3) The Senior Executive Team (“SET”) will be asked to complete the questionnaire sections that relate to Board and Board Committee effectiveness.

(4) Board, Committee and Board Chair questionnaires will be completed in the fall, in order for questionnaire distribution, response and results compilation to be completed in advance of results review and discussion at the January Governance & Human Resources Committee meeting.

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- (5) The Chair of the Governance & Human Resources Committee, supported by the Board Resource Officer, will compile questionnaire responses into one summary document to support discussion. Creation of the summary document will be undertaken in such a manner as to ensure confidentiality of individual Directors.
 - (6) Committee discussion of the questionnaire responses will occur with Governance & Human Resources Committee Resource staff present; however, staff may be asked to leave the discussion when required and as determined by the Committee.
 - B. On alternating years, a facilitated discussion will be conducted with the full Board in attendance.
 - (1) At the January meeting, Directors will be asked to participate in a full Board facilitated discussion regarding the Board, Committee and Director performance.
 - (2) The Board Chair, Governance & Human Resources Committee Chair and will meet in the early fall to select the discussion topic and facilitator.
 - C. Based on the findings of the questionnaire/survey results, or the facilitated discussion, the Board will develop/review and revise an annual Board Effectiveness Improvement Plan.
- 4. COMMITTEE CHAIR, INDIVIDUAL DIRECTOR, AND DIRECTOR PEER PERFORMANCE**
- A. Directors will be asked to complete a comprehensive questionnaire in which they individually rate their own performance. The topics include but are not limited to:
 - (1) preparation for meetings;
 - (2) attendance record;
 - (3) familiarity with the activities of the Authority;
 - (4) effective contribution to the Board discussion;
 - (5) comfort with the decision-making process; and
 - (6) working relationships with fellow Directors.

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- B. Completion of the individual Director questionnaires will be undertaken each fall and submitted to the Chair of the Governance & Human Resources Committee through the Board Resource Officer.
- C. Completion of Director Peer questionnaires will be undertaken annually and submitted to the Board Chair through the Board Resource Officer. Peer questionnaire responses will be reviewed on a confidential basis and results will be discussed through a confidential personal interview with each Director.
- D. The Chair of the Governance & Human Resources Committee, supported by the Board Resource Officer, will compile questionnaire responses into one summary document to support discussion. The compilation will be done in such a manner as to ensure confidentiality of individual Directors.
- E. The individual questionnaire responses will be reviewed on a confidential basis by the Chair of the Governance & Human Resources Committee, who will advise the Board Chair of any situations that would appear to warrant follow-up in the form of additional training, a personal interview, etc.
- F. Any follow-up recommended by the Chair of the Governance & Human Resources Committee will be handled on a confidential basis, and the questionnaires completed by the individual Directors will be destroyed without record.
- G. This process does not preclude the Board Chair from dealing with individual Director issues or problems as they may occur from time to time.
- H. The Board Chair will meet with each director on an annual basis, in person where possible or through electronic means if required, and have a more informal discussion on past year Director performance.