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| Alexandra Marine & General Hospital | MANUAL: Governance | Revision Date: August-13-2021 |
| Approved by: Board | Terms of Reference Executive & Resources Committee | Original Date: February-4-2013 |

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Purpose

- Exercise the full powers of the Board in all matters as authorized by the Board, reporting every action at the next Board meeting.
- Ensure that a strategic planning process is undertaken with Board involvement and eventual approval to the Board.
- Review such matters brought forth by the Administration and consider appropriate recommendations to be put forth for the consideration of the Board.
- Review and advise or make recommendations to the Board on any matters as directed by the Board.
- Develop process to oversee the performance and compensation of the President/CEO and Chief of Staff.
- Oversee CEO's supervision of management and management succession plans.
- Perform advocacy on behalf of the hospital and stakeholders where required in support of the mission, vision, values and strategic directions of the hospital.
- Oversee Human Resources Planning.

Objectives / Responsibilities

To the extent that the Board is responsible in its governance capacity, the following duties are delegated to this Committee:

- Develop process to oversee the performance and compensation of the President/CEO including:
 - Develop position description for approval by the Board
 - Oversee recruitment, selection and succession plan
 - Review and recommend to the Board the President/CEO's annual objectives
 - Develop and conduct a process to review the performance of the President/CEO
 - Recommend President/CEO's compensation for approval by Board
 - Oversee President/CEO's supervision of management and management succession plans.
- Develop process to oversee the performance and compensation of the Chief of Medical Staff including:
 - Develop position description for approval by the Board
 - Oversee recruitment, selection and succession plan
 - Develop and conduct a process to review the performance of the Chief of Staff
 - Recommend Chief of Staff compensation for approval by Board
- Oversight of communication and marketing plan to encourage a positive image of the AMGH.
- Provide advice and support to the Chair, President/CEO, Chief of Staff and committee chairs.
- Ensure a process is in place to credential medical staff annually.
- Advise the Board on the acquisition, development or disposal of land and modification of existing or the building of new structures.
- Ensure the implementation of appropriate systems to manage risks of the corporation's business as identified from Leadership.
- Oversight for monitoring compliance with mandated/legislated programs.
- Ensure the implementation of appropriate systems to manage the corporation's business with respect to and inclusive of: clinical services, fiscal, capital, human resources
- Coordinate investigation and evaluation of system integration opportunities

Membership

- Board Chair
- Vice Chairs
- Treasurer
- Past Chair
- Board Member
- Chief of Staff (non-voting)
- President/Chief Executive Officer (non-voting)

Note: All committee members are voting members, unless otherwise indicated.

Chairperson(s)

- Chair of the 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
- Oversee committee membership

Recorder

Executive Assistant to the President & CEO

Terms of Appointment

Based on Board Member Term of Office/Committee Chair

Quorum

Majority of the voting membership.

Frequency of Meetings

The Committee shall meet 10 times/year and at the call of the Chair.

Meeting Venue

AMGH, or Virtual Platform, i.e., WebEx, as required

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

Circulation

Minutes are circulated to all Board/Committee members.

Reporting Relationship

Board of Directors

Evaluation

Evaluation of meeting process to be completed at the end of each meeting

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 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 board and committee members be held accountable to understand and acknowledge their obligations when a conflict of interest, potential or perceived arises.

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| Approval Process | Board of Directors Committee: | 2021-04-12 |
| | Governance & Nominating Committee: | 2021-03-19 |
| | Executive & Resources Committee: | 2021-02-24 |
| | Governance & Nominating Committee: | 2021-02-19 |