

SCHEDULE E
GOVERNANCE TABLE
TERMS OF REFERENCE

Governance Table – Terms of Reference	
Capitalized terms used throughout these Terms of Reference have the meaning given to them in the KW4 OHT CDMA to which these Terms of Reference are a Schedule.	
Mandate	<p>The Governance Table is established under the CDMA as the KW4 OHT oversight body making recommendations and decisions in relation to the KW4 OHT in accordance with this CDMA. The Governance Table’s roles and responsibilities include to:</p> <p>Planning and Priorities</p> <ol style="list-style-type: none"> 1. recommend KW4 OHT priorities to the Partner Members and Strategic Members for approval; 2. oversee strategic plan development for approval by the Partner Members and Strategic Members 3. Recommend an Intellectual Property policy for approval by the Partner Members and Strategic Members, and 4. undertake and complete a formal review and evaluation of the CDMA for the KW4 OHT on an annual basis and at each stage of the Ontario Health Team designation process. <p>Quality and Risk</p> <ol style="list-style-type: none"> 1. review, and monitor quality standards, performance and quality improvement for the KW4 OHT; 2. Oversee performance measures for approval by the Partner Members and Strategic Members; 3. identify, monitor risks and consider mitigation and corrective actions for the KW4 OHT, and 4. review and approve standards for cyber security risk. <p>Resources and Accountability</p> <ol style="list-style-type: none"> 1. recommend a budget for the KW4 OHT for approval by the Partner Members and report on same to all Members; 2. approve Project budgets as part of the overall KW4 OHT budget;

3. recommend the annual Partner Member Resource Contribution for the KW4 OHT for approval by the Partner Members and report on same to all Members;
4. review the annual Partner Member Resource Contribution model and recommend any changes to the Partner Members;
5. determine annual Strategic Member Resource Contributions jointly with each Strategic Member and recommend to Partner Members for approval;
6. recommend application of funding from non-Members to the budget to reduce in-year Partner Member Resource Contributions for approval by the Partner Members;
7. Support the Executive Director to lead funding advocacy efforts for the KW4 OHT;
8. receive reports on and monitor financial performance quarterly;
9. provide quarterly financial reports to all Members;
10. recommend the Fund Holding Organization for approval by the Partner Members and Strategic Members;
11. direct the use of funds by the Fund Holding Organization;
12. receive and review financial results of the KW4 OHT and approved Projects regularly and report to the Members
13. Oversee the development of a digital health strategy; and direct the appropriate action to deal with variances from approved budgets and report to the Members on these actions quarterly.

Engagement and Reporting

1. establish a Community Council and its terms of reference and recommend for approval by the Partner Members and Strategic Members;
2. ensure key values of openness, transparency and timeliness with respect to information sharing;
3. Approve all notices to third parties and other publicity concerning the CDMA or the KW4 OHT;
4. approve a standardized process for engagement with Members and stakeholders;
5. seek input from and relay information to all Members;
6. consult with, inform, and provide recommendations to Members on a quarterly basis; and
7. report from time to time to Members on the work of the Governance Table and any subcommittees and working groups.

	<p>Governance and Compliance</p> <ol style="list-style-type: none"> 1. evaluate and identify areas of improvement in the integrated leadership and governance structure of the KW4 OHT on an ongoing basis, including the establishment of a standardized process to identify and admit additional Members to the KW4 OHT; 2. discuss compliance with, and amendments to, these Terms of Reference, the CDMA, or a Project Agreement; 3. facilitate dispute resolution; and 4. ensure compliance with all reporting requirements. <p>Operational</p> <ol style="list-style-type: none"> 1. recruit, hire and performance management of the KW4 OHT Executive Director 2. establish the role description of the KW4 OHT Executive Director and provide same to the Members for information; 3. delegate the operational accountabilities of the OHT to the KW4 OHT Executive Director, as it deems appropriate; 4. determine the appropriate compensation of the KW4 OHT Executive Director; 5. assess the performance of the KW4 OHT Executive Director and where necessary, initiate and oversee improvement plans or termination, as it deems appropriate. <p>Other</p> <p>Perform such other obligations as may be directed by the Partner Members and Strategic Members from time to time.</p>
<p>Subcommittees and Working Groups</p>	<p>The Governance Table shall establish one or more subcommittees or working groups in accordance with section 7.1 of the CDMA.</p>
<p>Membership</p>	<p>The membership of Governance Table shall be determined using the approved skills matrix and to support the governance and execution of the OHT priorities.</p> <ol style="list-style-type: none"> 1. five (5) Partner Members; 2. two (2) family/client, patient or caregiver members of the Community 3. three (3) community leaders 4. Chairs of Community Advisory Council and Primary Care Network 5. strategic advisors as the Steering Committee deems necessary.

Selecting and Changing Membership	The Governance Table is renewed on a three (3) year rotating cycle with a maximum of two (2) three (3) year terms for each member and approximately one third of the committee renewing each year. Initial terms will be 3, 4 and 5 years to set up the rotation.
Chair	<p>The Governance Table shall have a Chair, who shall be elected from among the members of the Governance Table members by a majority vote. The Chair shall participate in deliberations and decision-making of the Governance Tale.</p> <p>The Governance Table, at its discretion, may also appoint co-chairs who together shall hold the authority and accountability of the Chair.</p>
Meetings	<p>Meetings shall be held at a minimum quarterly. Additional meetings will be called by the Chair as required. The Chair may determine the meeting procedures. Meetings may be by any available technology.</p> <p>Based on the focus of individual agenda items, there may be times when additional individuals will be invited to participate in meeting discussions. Permission should be sought from the Chair.</p>
Quorum	Meetings of the Governance Table may proceed with the members present and there shall not be a quorum required for meetings of the Governance Table.
Decisions	<p>Approval of the Governance Table shall be by consensus, and where consensus cannot be reached, by two thirds (2/3) of the members of the Governance Table present at a duly called meeting of the Governance Table.</p> <p>Consensus means that each member is prepared to support the decision or, if applicable, recommend it to their Member Governing Authority or organization, as the case may be, even if they do not agree with the decision/recommendation.</p>
Minutes	Meeting minutes will document deliberations and recommendations. Discussion during meetings shall be open, frank, and free-flowing, and while contents of minutes will be shared with all Members, they will not include attribution of individual contributions made by the Governance Table members.

Information Sharing	<p>The Governance Table shall develop a protocol for how information is shared with Members and their respective Member Governing Authority, the Community Council, the PCC, subcommittees and working groups.</p> <p>The Governance Table shall meet with the Members every two to three (2-3) months, or more frequently at the call of the Steering Committee Chair.</p>
Confidentiality	<p>The Governance Table members shall respect the confidentiality of information received by, and discussions of, the Governance Table.</p> <p>Governance Table members shall share information in accordance with the protocol adopted by the Governance Table from time to time.</p> <p>Governance Table members and all members of subcommittees or working groups shall each sign an acknowledgement confirming their agreement to respect the confidentiality of information received in their capacity as a member of the Governance Table or one of its subcommittees or working groups as applicable and to adhere to these Terms of Reference and any protocols, policies or procedures adopted by the Governance Table from time to time.</p>
Policies	<p>The Governance Table may adopt policies, protocols, and procedures to support the work of the Governance Table and its subcommittees and working groups.</p>
Review and Amendment	<p>These Terms of Reference shall be reviewed annually by the Governance Table and may be amended only with the written agreement of the Partner Members.</p>

REVIEWED:

These Terms of Reference will be reviewed annually.

Date of Last Review: July 2023, October 2024