

Table of Contents

1. ROLES & RESPONSIBILITIES OF THE BOARD.....	2
Quality and Performance Measurement and Monitoring.....	3
Financial Stewardship	4
Oversight of Management.....	4
Risk Identification, Control and Assurance	5
Stakeholder Relations, Communication and Accountability.....	5
Governance	5
Governance Development and Effectiveness.....	6
Compliance.....	7
• Ethical Business Conduct	7
• Meetings	7
• Independent Advisor.....	7
2. DUTIES, RESPONSIBILITIES AND EXPECTATIONS OF A DIRECTOR	8
Fiduciary Duty	8
Duty of Care.....	8
Accountability and Solidarity	8
Directors & Officers Liability Insurance	8
Orientation and Continuing Education	8
Board and Hospital Policies	9
Teamwork	9
Community and Foundation Support.....	9
Time and Commitment	9
Contribution to Governance	10
Continuous Improvement.....	10
Term and Renewal.....	10
Disclosure of Conflicts and Resolution of Conflicts of Interest	10
3. IN-CAMERA SESSIONS.....	10
4. INFORMAL SESSIONS OF INDEPENDENT DIRECTORS	11
•Purpose	11
•Process.....	11
•Membership / Participation.....	11
•Governance Guidelines Amendment and Review.....	12

Introduction

These Governance Guidelines of the Board of Directors (Governance Guidelines) of William Osler Health System (Osler) provides comprehensive coverage for the governance and effective leadership of the Board of Directors (Board).

Section 1 of the Governance Guidelines addresses the Roles and Responsibilities of the Board.

Section 2 of the Governance Guidelines addresses Duties, Roles and Responsibilities of a Director (Duties and Expectations). A separate stand-alone Position Description for an Individual Director to complement these Duties and Expectations has also been created.

Section 3 of the Governance Guidelines addresses *Meetings of Independent Directors Without Management* otherwise known as Informal Sessions of Independent Directors.

1. ROLES & RESPONSIBILITIES OF THE BOARD

The Board is responsible for the governance of the affairs of Osler, including providing independent, effective leadership; supervising the management of Osler's affairs; and overseeing Osler's Mission, Vision, Values and Promise, strategy, performance and risks.

The Board sets the "tone" to foster , values-based and responsible decision making, appropriate oversight of Management, and best-in-class corporate governance practices.

The Board provides policy direction and maintains ultimate oversight responsibility. It is not the role of the Board to manage Osler, but it is the Board's role to see that Osler is well-managed. Accordingly, the Board maintains the distinction between Board and Management roles while recognizing the interdependence between them.

All Board Members shall have the skills and abilities appropriate to their appointment as Directors. It is recognized that the right mix of experience, competencies, lived experiences and attributes will ensure that the Board will carry out its duties and responsibilities in the most effective manner.

Responsibilities for the Board are set out in the sections that follow.

The Board shall:

Strategic Planning, Values, Vision, Mission and Promise

1. Participate in the formulation and approval of Osler's Values, Vision, Mission and Promise;
2. Review and regularly approve a Strategic Plan that is consistent with Osler's Values, Mission, and will enable Osler to realize its Vision and Promise. The Board participates in the development of, and approves, the Strategic Plan;
3. Oversee the achievement of the Strategic Directions necessary to achieve the Strategic Plan;
4. Monitor regular progress reports on the achievement of the Key Performance Indicators to

measure the achievement of the Strategic Directions;

5. Take all reasonable steps to ensure that the Board's decisions are consistent with the Strategic Plan, Osler's Values, Vision and Mission and Promise and the Board's Ethical Decision Making Framework;
6. Conduct a quarterly review of the Strategic Plan, including Key Performance Indicators as part of a multi-year Strategic Plan;

Quality and Performance Measurement and Monitoring

1. Establish a process and schedule for monitoring and assessing performance in areas of Board responsibility, including:
 - a. Fulfilment of the Strategic Directions in a manner consistent with the Values, Vision, and Mission and Promise;
 - b. Oversight of the President/CEO's and Chief of Staff's performance;
 - c. Oversight of the quality of and access to patient care and Osler services;
 - d. Oversight of short and long-term financial reporting, financial statements, budgets, operating plans, capital plans, and debt levels;
 - e. External relations, including Osler's relationships with stakeholders, including, the Ministry of Health, Ontario Health, patients, nurses, physicians, other professional staff, all employees, the public, local communities, volunteers, donors, suppliers, partners, the media, and government;
 - f. Ensure that community members and Patient Family Partners are included in relevant Board committees and are welcomed to have a voice in decision-making.
 - g. Oversight of the Board's effectiveness and contribution;
2. Take all reasonable steps to ensure that appropriate measures of performance have been identified;
3. Monitor Osler's and the Board's performance against approved performance standards, benchmarking and indicators;
4. Take all reasonable steps to ensure that (a) Senior Management has plans in place to address variances from performance standards, benchmarking and indicators; and (b) the Board oversees implementation of such remediation plans;

Financial Stewardship

1. Review and approve a Schedule of Financial Signing Authorities;
2. Take all reasonable steps to ensure that (a) plans and information systems are in place to address variances from performance standards and indicators; and (b) the Board oversees implementation of such remediation plans;
3. Take all reasonable steps to ensure stewardship, availability, oversight and allocation of financial resources;
4. Review and approve policies for financial planning, including the annual and long-term operating and capital budgets and plans;
5. Monitor financial performance against budget, and direct corrective action if needed;
6. Review and approve investment policies, and monitor compliance thereof, and direct corrective action if needed;
7. Take all reasonable steps to ensure the accuracy of financial information through the oversight of Management and approval of annual audited financial statements;
8. Take all reasonable steps to ensure that Management has put measures in place to ensure the integrity of internal controls, and that assurance of the adequacy of such controls is provided to the Board;
9. Take all reasonable steps to ensure that policies and procedures are implemented that are designed to maintain appropriate auditing and accounting principles and practices;
10. Take all reasonable steps to ensure that Osler uses public funds with integrity and honesty, and only for the business of Osler based on the principle of value for money, and in compliance with applicable legislation and directives;

Oversight of Management, Including Selection, Supervision and Succession Planning for the CEO and Chief of Staff

1. Review and approve the Position Description for the CEO and the Chief of Staff;
2. Delegate approval authorities to the CEO and review and revise these authorities as appropriate;
3. Recruit and select the CEO and Chief of Staff as required;
4. Review and approve the CEO's and the Chief of Staff's annual performance goals and objectives;
5. Evaluate, in coordination with the Executive Committee, CEO performance and Chief of Staff performance, and recommend to the Board, for review and approval, CEO compensation and Chief of Staff compensation based on such performance;

6. Take all reasonable steps to ensure that written emergency and permanent succession plans are in place for the CEO, the Chief of Staff, and other Senior Management;
7. Exercise oversight of the CEO's supervision of Senior Management as part of the CEO's annual evaluation;
8. Take all reasonable steps to ensure that a process for the selection of Chiefs of Department and other medical leadership positions as required under [By-Law Number 1 Administrative By-law](#) or the [Public Hospitals Act, R.S.O. 1990, c. P.40](#) is accomplished;

Risk Identification, Control and Assurance

1. Understand the material risks inherent in Osler's operations and take all reasonable steps to ensure that appropriate risk analysis is performed as part of the Board's decision-making;
2. Receive, review and approve quarterly reports and recommendations on the Enterprise Risk Management Framework, including the identification of material financial and non-financial risks, the internal controls and limitations to mitigate such risks, and assurance that such controls are functioning as intended.
3. Take all reasonable steps to ensure that appropriate programs and processes are in place to protect against risk;
4. Identify unusual risks to Osler and take all reasonable steps to ensure that there are plans in place to prevent and manage such risks;
5. Approve annually Osler's Health and Safety policies;
6. Direct the development of a specific risk-based review or audit of Osler as needed;
7. The Board will assess risks through an equity, diversity, inclusion and health justice lens to identify and address systemic barriers impacting equitable access to care.

Stakeholder Relations, Communication and Accountability

1. Identify Osler's Stakeholders and understand Stakeholder accountability;
2. Take all reasonable steps to ensure that Osler appropriately complies with legislation and regulation governing Stakeholders, and communicates with Stakeholders in manner consistent with accountability to Stakeholders;
3. Oversee the maintenance of strong Stakeholder relationships;

Governance

1. Be responsible for the quality of the Board's own governance.
2. Establish governance structures to facilitate the performance of the Board's role and enhance

individual Director performance.

3. Be responsible for the recruitment of a skilled, experienced and qualified Board; with consideration for identifying underrepresented communities and advancing intentional recruitment strategies.
4. Take all reasonable steps to ensure ongoing that Directors complete training and education to support them in their governance role.
5. Ensure Directors are aware of expectations regarding communication, behaviour and decision-making practices.
6. Periodically assess and review the Board's governance through evaluating Board structures, including Director recruitment; processes and Board composition, community representation and size; the number of Committees and their Terms of Reference; processes for the appointment of Committee Chairs; processes for the appointment of Board Officers; and other governance processes and structures.
7. Annually determine the level of financial literacy of all Board members by conducting an assessment upon initial appointment and by providing the necessary education and training required.

Governance Development and Effectiveness

1. With the Governance & Human Resources Committee, oversee the development and implementation of the Director Orientation Program.
2. With the Governance & Human Resources Committee, oversee the development and implementation of the Director Education Program.
3. Oversee the process of the Governance & Human Resources Committee's annual self-evaluation of Competencies and Attributes possessed by individual Directors.
4. Oversee the process of the Governance & Human Resources Committee's annual evaluation of the effectiveness and contribution of the Board, the Board Committees, all individual Directors, the Chair of the Board (Board Chair) and the Committee Chairs.
5. Receive, review and approve a report and recommendations from the Governance & Human Resources Committee on the results of the annual self-evaluation of the Competencies and Attributes possessed by individual Directors, and prospective Directors who possess desired Competencies, Representation and Attributes;
6. Receive, review and approve a report and recommendations from the Governance & Human Resources Committee on the results of the annual evaluation of the effectiveness and contribution of the Board, the Board Committees, all individual Directors, the Board Chair and the Committee Chairs;
7. Receive, review and approve a report and recommendations from the Governance & Human Resources Committee on Board and Committee leadership and Committee composition based on (i) the annual evaluation of the effectiveness and contribution of the Board, the Board Committees, all

individual Directors, the Board Chair and the Committee Chairs; and (ii) the annual self-evaluation of the Competencies and Attributes possessed by individual Directors.

Compliance

Take all reasonable steps and receive an annual report from the Resources & Audit Committee that appropriate processes and other internal controls are in place to ensure compliance with legal requirements applicable to Osler and Osler's Stakeholders.

Ethical Business Conduct

1. Guided by the Board's Ethical Decision-Making Framework, foster ethical, values based and responsible decision-making by Management and set the ethical tone for Osler and its Management;
2. Take all reasonable steps to satisfy the Board (i) of the integrity of the CEO, Chief of Staff and Senior Management, and (ii) that the CEO, Chief of Staff and Senior Management create a culture of integrity throughout Osler.
3. At the recommendation of the Governance & Human Resources Committee, review and approve the *Director Code of Conduct*; take all reasonable steps to ensure alignment between the *Director Code of Conduct* and the *Director Conflict of Interest Policy*, and Osler's *Whistleblower Policy and Procedure*.
4. Monitor compliance with the *Director Code of Conduct*, the *Director Conflict of Interest Policy*, and Osler's *Whistleblower Policy and Procedure*.
5. With the Governance & Human Resources Committee and the Board Chair, respond effectively to potential Directorial conflict of interest situations;

Meetings

1. Receive a written report from the CEO at each regularly scheduled Meeting on the current matters relevant to Osler;
2. Meet at least four times annually and as many additional times as needed to carry out its duties effectively;
3. Meet, at the Board Chair's discretion, in a separate, independent and non-management informal session of a regularly scheduled meeting of the Board;
4. Meet, at the Committee Chair's discretion, in a separate, independent and non-management informal session of a regularly scheduled meeting of the Committee;

Independent Advisor

1. Any Independent Advisor may be requested, by the Board, to present the Independent Advisor's written report to the Board or meet in closed session with the Board; and

2. Receive adequate funding from Osler for Independent Advisors and ordinary administrative expenses that are needed or appropriate for the Board and each Committee to carry out its duties.

2. DUTIES, RESPONSIBILITIES AND EXPECTATIONS OF A DIRECTOR

As a Member of the Board, and in contributing to the collective achievement of the foregoing roles and responsibilities of the Board, the individual Director is responsible for the following:

Fiduciary Duty

Each Director shall act honestly, in good faith, and in the best interests of Osler, and in so doing, will support Osler in fulfilling its Mission, Vision, Values and Promise and discharging its accountabilities.

Duty of Care

Each Director shall act with a duty of care, which means acting as a reasonably prudent person would act under similar circumstances. Each Director shall apply the level of skill and judgment that may reasonably be expected of a person with the Director's knowledge and experience. Directors with special skills and knowledge are expected to apply that skill and knowledge to matters that come before the Board.

Accountability and Solidarity

A Director's fiduciary duty is owed to Osler. The Director is not solely accountable to any special constituency, i.e., any Stakeholder, including any Stakeholder with which a Director may be affiliated, or any interest. Each Director shall act and make decisions that are in the best interests of Osler, as a whole. A Director is obligated to make a decision that may be adverse to a particular Stakeholder if the Director believes that such a decision is in the best interests of Osler. A Director shall be knowledgeable of the Stakeholders to whom Osler is accountable and shall appropriately take into consideration the interests of such Stakeholders when making a decision as a Director, but shall not prefer or diminish the interests of any one group if to do so would not be in the best interests of Osler. If or when a decision is made by the Board that may be viewed by a Director to be adverse to the interests of one or more Stakeholders, or that may be opposed by a Director, the Director is obligated to demonstrably support such a decision once it is made by the Board.

Directors & Officers Liability Insurance

Board Directors of Osler are covered by Errors & Omissions/Directors & Officers Liability Insurance maintained through HIROC in respect of liability arising from the performance of their duties while they are on Osler's Board of Directors, subject to Policy limits and exclusions. For more information on the policy, including limits and exclusions please contact Osler's Board Office.

Orientation and Continuing Education

Each incoming Director shall complete the requirements of the Director Orientation Program within a reasonable period of time after being appointed to the Board.

Each Director shall complete the annual requirements of the Director Education Program.

Each Director shall acquire knowledge and display competency concerning, in no particular order:

- a. The strategic direction of Osler
- b. The Mission, Vision, Values and Promise at Osler
- c. The operations of Osler;
- d. The healthcare needs of the community served;
- e. The healthcare sector and relevant legal and regulatory environment;
- f. The duties and expectations of a Director;
- g. The Board's governance role, structures and processes;
- h. Board-adopted governance policies; and
- i. Osler policies applicable to Board members.

In addition to the regularly scheduled Board and Committee Meetings of which a Director is a Member, Directors are required to complete an Orientation Program; prepare and contribute at the Annual Governance and Strategy Retreat, prepare and attend the Annual Meeting; and complete the Education Program. Directors will also be encouraged to attend additional educational conferences in accordance with Board-approved policies.

Board and Hospital Policies

A Director shall be knowledgeable of, and comply with, Board and Osler policies that are applicable to the Board, including:

- a. *Director Code of Conduct*;
- b. Confidentiality;
- c. Use of Information Technology;
- d. *Director Conflict of Interest Policy*;
- e. *Whistleblower Policy and Procedure*; and
- f. All Human Resource Policies pertaining to anti-discrimination and respectful workplace.
- g. All Osler policies that support equity, diversity, inclusion and health justice specific to addressing structural and systemic racism and harm.

Teamwork

A Director shall develop and maintain healthy and productive working relations, and work co-operatively and respectfully, with the Board Chair, with other Members of the Board, and with Senior Management.

Community and Foundation Support

A Director shall formally represent the Board and Osler in the community only when asked to do so by, or on behalf of, the Board Chair, or with permission from the Board.

Board Directors are required to provide financial support annually to the [William Osler Health System Foundation](#) (Foundation) in accordance with their means and resources, and attend Osler and Foundation sponsored events at which Directors are invited.

Time and Commitment

A Director is expected to commit the time required to prepare for, arrive informed, and participate effectively,

in Board and Committee responsibilities, and is expected to adhere to the Board's attendance policy, which requires attendance at no less than seventy-five (75) percent of Board and Committee meetings in a given twelve-month period. Any Director who is absent from three consecutive Meetings of a Committee of which the Director is a Member, or three consecutive Board Meetings, or in either case in a twelve-month period, may be asked to resign from the Committee or Board, respectively, by the Committee or Board Chair.

Contribution to Governance

Directors shall contribute to their governance role by:

- a. Reading materials in advance of meetings and coming prepared to contribute effectively to discussions;
- b. Offering constructive contributions and posing effective, value-added questions during Board and Committee discussions;
- c. Contributing any directorial special expertise or skill as required;
- d. Listening effectively and respecting the views of other Directors;
- e. Voicing a conflicting opinion during Board and Committee meetings, but respecting and supporting the decision of the majority even when the Director may not agree with such decision;
- f. Displaying respect for the role of the Board Chair and the CEO and both incumbents;
- g. Respecting and acting in compliance with the Roles and Responsibilities of the Board, these Governance Guidelines, the Terms of Reference of Board Committees; the Individual Director Position Description; and any other Position Description that may apply to the Director; and
- h. Participating in Board, Board Committee, and individual Director evaluations and annual performance reviews.

Continuous Improvement

A Director shall commit to be responsible for continuous self-improvement. A Director shall receive and act upon the results of the individual Director Assessment in a positive and constructive manner through discussions with the Board Chair and identification of required Professional Development or continuing education.

Term and Renewal

A Director is elected for a term of two (2) or three (3) years and, pending effectiveness and contribution evaluation, and fulfilment of the competencies and attributes that the Director is expected to bring to the Board, the Director may serve for a maximum of eight (8) years (exclusive of partial terms). A Director's renewal is not automatic and shall depend upon the Director's Individual Assessment and employment of competencies and attributes.

Disclosure of Conflicts and Resolution of Conflicts of Interest

Please refer to the *Director Conflict of Interest Policy*, which outlines the process for disclosing conflicts as well as the process for resolving conflicts of interest.

3. IN-CAMERA SESSIONS

In-Camera Sessions are minuted sessions of the Board that are generally held for the following purposes:

physician matters, employment matters, litigation, negotiation of material contracts, and some governance matters such as evaluation results. Depending on the topic discussed all members of the Board including ex-officio members are required to participate during these sessions.

4. INFORMAL SESSIONS OF INDEPENDENT DIRECTORS

Informal Sessions of Independent (i.e. elected) Directors without Management, other Employees, or ex-officio Directors present, are separate sessions of the Board or Board Committee, held with the Independent Directors only, at the call of the Board or Committee Chair, at the completion, of each Board or Committee meeting. There are no agendas or minutes taken for or at such informal sessions.

Purpose

The purpose of an informal session is to:

1. Provide an opportunity to assess Board and Committee processes, and particularly the quality of material and information provided by Management, and any other concern(s) that Board or Committee Members may have;
2. Provide an opportunity for the Board and Committee Chairs, the Board or Committee, as the case may be, to discuss areas where the performance of Board and Committee Members or Management could be strengthened;
3. Build relationships of confidence and cohesion among Independent Board and Committee Members.

Process

1. Informal sessions shall not be considered meetings of the Board or the Committee;
2. Minutes will not be kept, nor will decisions be made, for informal Committee and Board sessions respectively;
3. The Board or Committee Chair shall communicate within a reasonable period of time following the informal session with the CEO or direct report to the relevant Board Committee, as the case may be, on any desired messaging from the informal session, without identifying any individual who made any commentary, and any relevant matter raised by the Board or Committee in the informal session.

Membership / Participation

1. A Director that remains in the informal session of the Board or of the Committee without Management is identified as an "Independent Director," who is defined as a non-employee, non-ex-officio, elected and voting Director who is, in addition, free of any relationship to Osler or to Management that could reasonably be perceived to materially interfere with the Director's ability to act in the best interests of Osler.
2. The CEO, the Chief of Staff, the Chief Nursing Executive, and the President(s) of the Medical Staff shall not, by the above definition, be considered to be Independent Directors.

3. The CEO normally will be asked by the Board Chair to participate in the first portion of the informal session of the Board, with other direct reports and Executive Lead present. Then, a “CEO-only” session would occur to have a more candid discussion between the Board and the CEO, and the CEO and Board, without direct reports to the CEO present.

Governance Guidelines Amendment and Review

To honour the spirit and intent of applicable law as it evolves, the authority to make minor technical amendments to these Governance Guidelines of the Board is delegated to the Director, Board Relations, who will report any amendments to the Governance & Human Resources Committee at its next meeting.

As directed by the Board or recommended by the Governance & Human Resources Committee, these Governance Guidelines will be evaluated by the Governance & Human Resources Committee, and updates and revisions shall be recommended to the Board for review and approval.

Introduction

Director recruitment has evolved to align with best practices.

The Governance & Human Resources Committee is responsible for the recruitment of Directors and Community Member representatives. A Nominations Committee will be established, chaired by the Past Chair of the Board or designate Board Member, to lead the recruitment process to avoid any potential conflicts of interest.

Committee Mandate

The Committee has the following roles and responsibilities as they relate to recruitment of individual Directors and Community Member representatives:

1. Review the Mission, Vision, Values and Promise, Strategic Plan and Enterprise Risk Framework of Osler.
2. Review the Position Description for an Individual Director and/or Community Member representative of Osler.
3. Review the most recent Director Competency and Attributes Matrix and the arrival at Desired Competencies and Attributes in a prospective Candidate Director and/or Community Member representative.
4. Review the most recent Director Individual and Peer Assessment Results of each Incumbent Director and/or Community Member representative.
5. Based on the foregoing Strategic Plan, Enterprise Risk Framework, Desired Competencies and Attributes, and Individual Director and Peer Evaluation Results, establish, define and rank, for Board review and approval, the Desired Competencies¹ and Attributes² of a Prospective Director and/or Community Member representative that are necessary including a ranking of “must-have” Desired Competencies and Attributes.

¹ A Director Competency is defined as skill, knowledge, education, experience or expertise that is measured, contributes to Director effectiveness, and is strengthened or diminished by the presence or absence of training and development. Examples of Director Competencies may include but are not limited to: Community Leadership, Enterprise Leadership, Financial and Accounting, Governance, Government / Public Sector, Health Care Sector, Human Resources and Performance / Quality Management, Information Technology, Legal/Regulatory, Marketing and Communications, Risk Management, Stakeholder Relations, Strategic Planning, and Sustainability/Social Responsibility.

² A Director Attribute is defined as a quality, characteristic, trait or behavior that is inherent to the Director, is measured, contributes to Director effectiveness, and is strengthened or diminished through self-awareness, mentoring and attention. Examples of Director Attributes may include but are not limited to: Awareness and Influence Skills, Commitment, Communication Skills, Independent Thinking, Integrity, Orientation Towards Consensus, and Teamwork.

Any and all deliberations, discussions, documentation, meetings, In-Camera sessions, and minutes of the Committee shall be Confidential Information under the Confidentiality Policy and shall apply to Members of the Committee and Members of the Board.

6. Upon Board review and approval of the Desired Competencies and Attributes of the Prospective Director(s) and/or Community Member representative(s), a Director Search Consultant may be retained in the business judgment of the Committee, and with the review and approval of the Board.

If a Director Search Consultant is retained, the Committee and Search Consultant shall jointly undertake the tasks below.

7. A Project Plan will be developed by the Search Consultant and should include many or all of the following best practice components:
 - a. An advertising and recruitment strategy;
 - b. Information packages for Director and/or Community Member Candidates;
 - c. Administration of the Competency and Attributes Matrix to arrive at Desired Competencies and Attributes;
 - d. Cover letters and resumes aligned with the Desired Competencies and Attributes;
 - e. Establishment of an interview protocol and questions to measure Competencies and Attributes;
 - f. Background, reference, criminal checks of prospective Director and/or Community Member Candidates (from long list to ranked short-list, to finalist list);
 - g. Review vacancies with Foundation Chair to determine if there are any appropriate candidates for consideration;
 - h. Establishment of a long list of Director and/or Community Member Candidates;
 - i. First interviews of long list of Director and/or Community Member Candidates by the Committee and Search Consultant (if retained);
 - j. Matching of interview notes and reference check information against Desired Competencies and Attributes for long-list, ranked short-list and finalist list of Director and/or Community Member Candidates;
 - k. Round-robin set of first interview questions repeated across Director and/or Community Member Candidates, with matching of interview data to Desired Competencies and Attributes by each Committee Member independently;

- l. Development of individual Director and/or Community Member Candidate Profiles, summarizing assessment of Competencies and Attributes moving from long list to ranked short-listed Candidate by the Committee;
 - m. Establishment of a ranked short-list of Director and/or Community Member Candidates and Profiles, for review and approval by the Board;
 - n. Disclosure of any lack of consensus on the Committee on the short-list ranking of any Director Candidate to the Board;
 - o. Second interviews of ranked short-list Director and/or Community Member Candidates by the Committee and Search Consultant (if retained);
 - p. Establishment of a finalist list of Director and/or Community Member Candidates, for review and approval by the Board;
 - q. Moving from ranked short list to finalist list occurs by each Committee member doing desk research prior to collective Meeting of Committee, with ranked finalist list submitted to Committee Chair by each Committee Member (including Committee Chair);
 - r. Final interviews of highest ranked finalist list of Director and/or Community Member Candidates, with invitation to non-Committee Directors to attend these interviews;
 - s. Establishment of a Finalist List and Profiles, and Evergreen List and Profiles of any top Candidates who may be available only in the future, for review and approval by the Board;
 - t. A total Finalist list and Evergreen List available over the next two or three years;
 - u. Final due diligence, reference and background checks of Finalist Director and/or Community Member Candidates to measure Attributes and cultural fit with the Board/Committees and Senior Management team, in the business judgment of the Committee; and
 - v. Offer made to top Finalist Director and/or Community Member Candidates by Board and Committee Chair.
8. Propose a written offer on behalf of the Board to the top Finalist Director Candidate(s), with expectations, roles and responsibilities, for review and approval by the Board.
 9. Extend the written offer on behalf of the Board to the top Director Candidate(s).
 10. Propose a tailored Orientation Plan for the Incoming Director(s) and/or Community Member representative(s), which shall include assignment of a Mentor Director (for Directors) and a one-year performance review of the Director and/or Community Member representative(s) by the Governance & Human Resources Committee.

The above activities may take as long as three or four months or sometimes longer.

It is essential the work of the Committee be supported by Management and other resources.

Committee Support and Logistics

1. The Committee is accountable to the Board and has the authority to consider and report on all matters of Director recruitment policies and practices.
2. With the authorization of the Board, the Committee may engage independent experts (Search Firm, Background Check Experts, Legal Advisor, other) to assist the Committee in carrying out its responsibilities provided that the terms and conditions of any such engagement will be subject to the approval of the Board of Directors.
3. The Secretary (or the equivalent) will attend all meetings of, and act as Secretary to the Committee, unless excused by the Chair of the Committee.
4. The Committee will be provided with any and all resources needed, to schedule and plan interviews; manage Director profiles and logistic planning subject to Committee direction; and thank Director Candidates.
5. Minutes will be recorded at each meeting of the Committee and will be accepted and approved by the Committee at its next meeting.
6. The President & CEO may be a member of the Committee.
7. The Committee Chair will report to the Board on any meetings of the Committee held between Board meetings. The Chair may provide an oral report to the Board on matters not yet minuted and may elect to report on In-Camera matters during In-Camera meetings of the Board.
8. Committee Members will treat all discussions and resolutions of the Committee in the strictest of confidence, and will not disclose any information relating to any materials tabled or discussions at the meeting, until the release of such information is authorized by the Chair of the Board.
9. When a Committee Member believes that they have a potential conflict of interest in respect of a matter before the Committee, the Committee Member will declare the conflict and will leave the room during discussions of such matters, unless authorized by the Committee to participate.
10. An In-Camera Session may be held at each meeting at the discretion of the Committee Chair.

Purpose

The purpose of this document is to review the selection process for the Board Chair, Vice Chair(s), Committee Chairs, and other Officers of the Board.

It is in the interests of Osler that there be a succession plan and smooth transition for Board leadership and other Officer positions.

The Board Chair, Vice Chair(s), (First Vice Chair or Second Vice Chair), Committee Chairs and other Officers (including Treasurer), shall be independent Members of the Board who possess demonstrated and documented Competencies and Attributes set out within this Guideline and the Competency and Attributes Matrix, and shall be recommended by the Governance & Human Resources Committee for review and approval by the Board one year prior to the conclusion of the incumbent Office-holder or Committee Chair's term.

For ease of drafting, this Guideline will address Board Chair, Vice Chair(s), and Committee Chair; however, the items within this Guideline shall also apply to Treasurer.

The proposed Board Chair, Vice-Chair (First Vice Chair or Second Vice Chair), and Committee Chairs shall be reviewed and approved by the Board prior to the expiry of each of the Incumbent terms, as the case may be, respectively.

While it is normally desirable for Board leadership continuity, efficiency, and effective operations for an individual to progress from Vice Chair to Board Chair, or from Second Vice Chair to First Vice Chair to Board Chair, such progression is not required. The independent and external Members of the Governance & Human Resources Committee shall review the desirability of the Vice Chair (First Vice Chair) continuing on as Board Chair as part of the Committee's consultations with other independent and external members of the Board pursuant to this Guideline. Whilst progressing from Vice Chair to Board Chair is normally the case, it is not necessarily the case.

Process

1. The Governance & Human Resources Committee is mandated to conduct the Chairs' and other Officers' Selection Process, and to recommend to the Board, for the Board's review and approval, a written report and nominee(s) for incoming Board Chair, the Vice Chair (First and Second Vice Chairs), and Committee Chairs, based on expected vacancies in such positions.
2. The tenure of each of the Board Chair, Vice-Chair (First Vice Chair and Second Vice Chair) positions shall be elected annually for a maximum of two (2) years, pending results of annual evaluations. Each Committee Chair shall be elected annually. Efforts shall be made to stagger the terms of the foregoing positions so as to promote gradual leadership succession. (The Board Chair may be elected for a third year at the request and upon special resolution of the Board.)

Chair Evaluation

The effectiveness and contribution of the Board Chair, the Vice-Chair (First Vice Chair and Second Vice Chair), and each Committee Chair, shall be evaluated annually in writing by each Director or Committee Member and reported to the Governance & Human Resources Committee. The Governance & Human Resources Committee shall have meetings with each of the Board Chair, the Vice-Chair (First Vice Chair and Second Vice Chair), and Committee Chairs, to discuss their evaluation and any action to be taken (e.g., coaching, mentoring, education).

Orientation and Education

Each of the Board Chair, the Vice-Chair (First Vice Chair and Second Vice Chair) and Committee Chairs shall participate and complete an orientation and ongoing education program designed specifically for their roles and responsibilities as set out in the Director Orientation Policy and Director Education Policy.

Competencies and Attributes

1. The Governance & Human Resources Committee, as part of the Committee's Terms of Reference, shall maintain a Director Competency and Attributes Matrix, which shall be completed by each Director upon initial appointment and reviewed regularly which shall include a self-assessment of the degree of proficiency on each Competency and Attribute by each Director.
2. The positions of Board Chair, Vice-Chair (First Vice Chair and Second Vice Chair), Committee Chair shall not be recommended by the Committee to the most senior Director or Committee Member, or necessarily the Vice Chair (First Vice Chair or Second Vice Chair), or the Director or Committee Member who desires or self-nominates, but rather to, in the judgment of the Governance & Human Resources Committee, in reviewing and recommending to the Board, and in the Board in reviewing and approving, the Director(s) who possesses the Competencies and Attributes to fulfill the roles and responsibilities inherent in the relevant Position Description. (See reference to Position Descriptions for each of the Board Chair, the Vice-Chair (First Vice Chair and Second Vice Chair), and the Committee Chair).

Additional Considerations

1. A prospective Board Chair should normally have served as Vice-Chair (or First Vice Chair if there are two Vice Chairs) for at least one year prior to becoming considered for Board Chair. The Board Chair must be willing to fulfill the duties of Board Chair as set out in the Board Chair Position Description.
2. A prospective Vice-Chair (First Vice Chair or Second Vice Chair) should normally have served as a Standing Committee Chair for at least one year prior to becoming considered for Vice-Chair (First Vice Chair or Second Vice Chair). The Vice-Chair (First Vice Chair or Second Vice Chair) should be willing to entertain becoming Board Chair (or, in the case of Second Vice Chair, the First Vice Chair) if the Board so desires, and must be willing to temporarily fulfill the duties of Board Chair (or First Vice Chair) from time to time.
3. A prospective Committee Chair should normally have served as a Committee Member for one or more years prior to becoming considered for Committee Chair.

Committee Consultations with Directors

Each Director shall be canvassed, confidentially, by the Governance & Human Resources Committee on which Director(s) possesses the Competencies, Attributes, availability, desire, and proper motivation, to the best of each Director's knowledge, information and belief, to fulfill the relevant Position Description, and ideally one year prior to the term limit expiry of the incumbent. Normally, when this is done, there is a shared consensus around one Director or Committee Member for the relevant position.

Leadership Development and Succession Planning

The Governance & Human Resources Committee shall take all reasonable steps, in its deliberations, recommendations and report to the Board, to incorporate leadership development and succession planning, including but not limited to the Board and Committee talent pools and availability of prospective Board Chair, Vice-Chair (First Vice Chair and Second Vice Chair), and Committee Chair candidates, considering tenure limits and re-appointment procedures required.

Views of the Incumbent Board Chair

The incumbent Board Chair's views on the recommended appointment, by the Governance & Human Resources Committee to the Board, of the proposed Board Chair, Vice-Chair (First Vice Chair and Second Vice Chair), and Committee Chairs, shall be sought by the Committee and, in light of the healthy working relationship required with the incumbent Board Chair, given due regard prior to recommendation to the Board.

Views of the CEO and Other Ex-Officio Directors and Senior Management at Osler and the Foundation

The incumbent CEO's and other ex-officio Director's and Senior Management's views, at Osler and the Foundation, on the recommended appointment, by the Governance & Human Resources Committee to the Board, of the proposed Board Chair, Vice-Chair (First Vice Chair and Second Vice Chair), and Committee Chairs sought by the Committee and, in light of the healthy working relationship required with each of the foregoing individuals, given due regard.

Recommendations by the Committee

1. The Governance & Human Resources Committee shall produce a written report and recommendation(s) of candidate(s), to the full Board, for Board Chair, Vice-Chair (First Vice Chair and Second Vice Chair), and Committee Chairs, as the case may be, for review and approval, and in accordance with [By-Law Number 1 Administrative By-law](#).
2. At the time of a recommended appointment of a successor Board Chair, Vice-Chair (First Vice Chair and Second Vice Chair), and Committee Chair by the Governance & Human Resources Committee, if there is not shared consensus among the Committee, and all direct or perceived conflicts of interest have been disclosed and appropriately managed, and both candidates for the particular Officer or Committee Chair role have been consulted by the Committee and are interested in being considered for the relevant Officer or Committee Chair role, the Board shall receive the above context as part of

the Committee's report. This context may be provided in an In-Camera Session, without Management present.

3. If two Directors or Committee Members are arrived at by the Governance & Human Resources Committee via the foregoing consultation process as candidates for Board Chair, or Vice-Chair (or First Vice Chair or Second Chair), or Committee Chair, as the case may be, at the recommendation of the Governance & Human Resources Committee, and review and approval by the Board, the following process may be followed:

There may be an additional consultation by the Governance & Human Resources Committee with each of the nominated candidates, or an additional meeting of the Committee, or both, to orient towards consensus.

There may be an In-Camera Session of the Board without both candidates present (likely to be two prospective Board Chairs). A closed vote (i.e., not a show of hands) should be held to avoid pressure and the holding of grudges. Both candidates should be invited back into the room, and the winner should be announced, but not the result, so as to preserve harmony. The future and outgoing Board Chair, or Vice-Chair (First Vice Chair or Second Vice Chair), or Committee Chair, as the case may be, should then work with and mentor the incoming Board Chair, Vice-Chair (First Vice Chair or Second Vice Chair), or Committee Chair, respectively, to ensure a smooth transition to a new Board Chair, Vice-Chair (First Vice Chair or Second Vice Chair), or Committee Chair.

4. To assist in the foregoing process requirements, please see the Competencies and Attributes, and Position Descriptions for the Board Chair, the Vice-Chair, and each Committee Chair, and referenced herein in full form.

Conflicts of Interest Within the Governance & Human Resources Committee

1. The Governance & Human Resources Committee shall be conflict-free for the foregoing purposes, which is to say no member of the Committee wishes to be considered for the Board Chair, Vice-Chair (or First Vice Chair or Second Vice Chair), or Committee Chair, as the case may be. If there is a member who wishes to be considered for the Board Chair, Vice-Chair (or First Vice Chair or Second Vice Chair), or Committee Chair position, as the case may be, that member should recuse themselves from the Committee in deliberations and exert no influence on the process, for that particular role.
2. The Chair or any other Member of the Governance & Human Resources Committee shall recuse oneself from any item(s) in this Guideline that applies to the Chair or any other Member of the Committee, on the basis of direct or perceived conflict of interest, as defined by the *Director Conflict of Interest Policy*, that the Chair or other Committee Member may have.
3. A direct conflict of interest shall include a recommendation, or possible recommendation, by the Governance & Human Resources Committee in which a Member or the Committee Chair has an interest, i.e., to be considered as the Board Chair, a Vice Chair (or First Vice Chair or Second Vice Chair), or a Committee Chair, or another direct interest.
4. A perceived conflict of interest shall include any relationship that a non-Committee Director may have with any Committee Member, other than serving as Directors on the Osler Board.

5. In the case of recusal by the Chair of the Committee because of a direct or perceived conflict of interest, Members of the Committee shall select a Member of the Committee to serve as *pro tem* Chair of the Committee for the purpose of the relevant item(s) in this Guideline.
6. In the event of recusal by the Chair or another Committee Member because of a direct or perceived conflict of interest, all deliberations, minutes, recommendations and reporting shall be maintained in confidence by the remaining Members of the Committee for the relevant item(s) in this Guideline.
7. If any Director (complainant Director) has concern about the non-disclosure or inappropriate management of a direct or perceived conflict of interest any Member of the Committee under this Guideline, the Director may approach the current Board Chair in confidence. The Board Chair, in consultation with the Chief Legal and Risk Officer, and an Independent Advisor, as necessary, shall make a recommendation to the Committee whilst preserving the identity of the complainant Director.

Selection Criteria – Desirable Competencies and Attributes

Each of the Board Chair, the Vice-Chair (First and Second Vice Chairs), shall possess to the fullest extent practicable:

- a. The Independence, Competencies and Attributes required to fulfill the Position Description for the Board Chair, the Vice-Chair (or First Vice Chair and Second Vice Chair), or Committee Chair, as the case may be;
- b. Integrity;
- c. Proven leadership and consensus-building skills;
- d. Knowledge of the Strategic Plan and Enterprise Risk Framework of Osler;
- e. Meeting conducting, communication and facilitation skills;
- f. Financial literacy;
- g. Competencies and Attributes of the Director and the Committee's Terms of Reference (for a Committee Chair);
- h. An ability to act impartially, without bias, and in the best interests of Osler;
- i. Tact, diplomacy and political acuity;
- j. Time to continue the legacy of building strong relationships between Osler and Stakeholders (as a Board Chair, or with permission of the Board or Board Chair otherwise);
- k. Ability to forge relationships with the CEO, the Chief of Staff and other Board Members;
- l. Ability to forge relationships with the Board Chair, the direct Management report to the Committee, and other Committee Members (for a Committee Chair);
- m. Outstanding record of achievement in one or several areas of Competencies and Attributes used to select Board Members; and
- n. Such other criteria reviewed and approved by the Board on the recommendation of the Committee.

The Governance & Human Resources Committee shall take all necessary steps, in recommending prospective Board Chair, Vice Chair (or First Vice Chair and Second Vice Chair), and Committee Chair to the Board, that each of the proposed Officer or Committee Chair Candidates possess, with a documented line of reasoning, the relevant and foregoing Competencies and Attributes to be Board Chair, Vice Chair (or First Vice Chair or Second Vice Chair), or Committee Chair, as the case may be, and fulfill the relevant Position Description.

Selection Criteria – Diversity

The Governance & Human Resources Committee shall take all reasonable steps, in its deliberations, recommendations and report to the Board, to incorporate diversity in Board Chair, Vice Chair (or First Vice Chair and Second Vice Chair), and Committee Chair recommendations, including and not limited to, no particular order, having regard to Age, Indigenous Peoples, Gender, Geography, Persons with Disabilities and Racialized complement not only on the Board and Committees but in key leadership positions. The Governance & Human Resources Committee shall receive regular education on unconscious biases and other relevant topics.

Position Description

The Position Descriptions for the Board Chair, the Vice Chair (First Vice Chair and the Second Vice Chair), and Committee Chairs shall apply to each of the above leadership positions. Each incumbent shall be required to fulfil the corresponding Position Description. Each Member of the Board shall be provided with the foregoing Position Descriptions at the time that the Governance & Human Resources Committee consults with each Director on one or more of the foregoing expected vacancies.

Guideline Amendment and Review

To honour the spirit and intent of applicable law as it evolves, the authority to make minor technical amendments to these Guidelines is delegated to the Director, Board Relations, who will report any amendments to the Governance & Human Resources Committee at its next meeting.

As directed by the Board or recommended by the Governance & Human Resources Committee, these Guidelines will be evaluated by the Governance & Human Resources Committee, and updates and revisions shall be recommended to the Board for review and approval.

The following information has been provided by Dr. Richard Leblanc, Ph.D. This document and information herein are not for posting, publishing, usage or distribution beyond William Osler Health System And is for the sole purpose of this Director Competency and Attribute review.

Identified competency and attribute gaps are utilized (i) to assess and communicate the needs to support Board Member elections to the Osler Board of Directors (Board); (ii) to recommend future incumbent Directors to Board Committees by the Governance & Human Resources Committee (Committee); and (iii) to identify “potential future” candidates for the role of Community Member representative with the possibility of filling future Board vacancies, both planned and unplanned. Each Director and Community Member representative will be asked to self-assess their level of proficiency for each Competency and Attribute using the Scale provided.

1. Introduction to Director Competency and Attribute Self Review

A Director Competency is defined as skill, knowledge, education, experience or expertise (i) that can be measured; (ii) that contributes to Director effectiveness; and (iii) that can be strengthened or diminished by the presence or absence of training and development. See the Table within Section 3, below: Director Competency Review.

A Director Attribute is defined as a quality, characteristic, trait, or behaviour that is inherent to the Director, that can be measured, that contributes to Director effectiveness, and that may be strengthened through self-awareness, mentoring and attention. See the Table within Section 5, below: Director Attribute Review.

The Competencies and Attributes that are listed below, at Sections 3 and 5, respectively, have been developed by the Committee, are consistent with best governance and health care practices, and will be reviewed annually by the Committee and recommended to the Board for review and approval, to reflect the strategy, oversight responsibilities, and circumstances of Osler.

It is not necessary for Directors to be expert in many or even more than a small number of Competencies. Being very proficient in one Competency may mean that a Director is, by necessity, less proficient in others. This is perfectly fine, normal and acceptable. Attributes, however, should be possessed by each Director at as high of a level of proficiency as possible. What is important is that the Board has the collective coverage over the Competencies and Attributes that are necessary to provide oversight and strategic advice to Osler Management, and that the Board and each Director is as effective as possible in doing so.

Competency and Attribute proficiency should be developed, maintained, and updated. Thus, a Competency or Attribute can be developed, or a Competency or Attribute may diminish, when the Competency or Attribute is not maintained, kept current, or focussed upon, by a Director. This Competency and Attribute Review informs Director education and developmental needs or facilitates board renewal when a Competency or Attribute possessed by the Director is no longer required by the Board, or may be less relevant, or may be less developed than is necessary.

2. Assessing Director Competency

The following four-point Scale will be used for assessing Director Competencies in Section 3.

Level of Proficiency	Description
1. Minimal or Limited	Has rarely encountered, nor has been responsible for, the Competency prior to service on the Osler Board.
	Has not developed proficiency in the Competency.
	Possesses minimal, if any, direct or relevant experience, or recent education or knowledge of the Competency.
2. Basic	Has some educational background and/or experience and/or learning that allows for a basic understanding of the Competency.
	Some experience and/or knowledge related to the Competency, but not at a senior executive level and not in Osler's market and industry.
	Basic understanding of the principles of the Competency.
	Capable of following Board discussion of the Competency with a level of understanding to cast an informed vote.
	Seeks mentorship from other Directors who are strong or expert in the Competency.
3. Skilled	Significant understanding and expertise in the Competency – has education or experience directly relevant to the competency or post-secondary education specifically relevant to the area.
	Senior executive experience in the Competency, to significant experience as a practitioner in the Competency.
	Above-average grasp of principles of the Competency to possesses practical knowledge specific to the Competency and can meaningfully engage with practical questions.
	Capable of contributing to Board discussions of the Competency to capable of analysing, explaining data, and contributing significantly to Board discussions of the Competency.
	Formulates high quality questions and demonstrates nuanced understanding of the Competency.
	Demonstrates leadership and mentoring of the Competency to Management and other Directors.
4. Expert	Expert-level proficiency within the Competency – if available, has a professional designation or postgraduate degree or significant work experience specifically relevant to the Competency.
	Has invested approximately 10,000 hours (formal or informal) to developing expertise within the Competency.
	Is regarded by others as possessing significant expertise in the Competency, and can challenge other experts adeptly.
	Extensive practical experience as an expert practitioner in the Competency.
	Applies the Competency to complex and difficult situations adeptly.
	Extensive and up-to-date knowledge of trends and best practices in the Competency – could function or is functioning as a high-level practitioner in the Competency.

Level of Proficiency	Description
	Capable of analysing and explaining data, leading Board discussion, developing long-term strategy and challenging experts in the Competency.
	Frequently leads discussions of the Competency, reflecting deep and insightful analysis, and asks highly effective questions concerning the Competency.
	Oversees and guides Management on the Competency and mentors and develops other Directors in the Competency.

Directors and Community Member representatives are asked to provide the information below using an online tool.

3. Director Competency Review

Competency Description	Rating ¹	Commentary ²
Community Leadership Competency in leadership (e.g., Brampton, Etobicoke, At Large) in a voluntary, community or professional organization. May have had an active leadership role in such organization, with a local community impact and spirit.		
Enterprise Leadership Competency, whether as a recent or current CEO, COO or other senior executive, in a profit and loss role, of a large, medium or small organization, including non-profit, with a successful track record of leading value creation and growth, implementing strategic direction, and being accountable for executive performance.		
Financial and Accounting Competency, whether as a professional accountant, a prior or current CFO, or other type of proficiency, including, e.g., a CPA or CFA designation, with understanding of financial and/or audit matters, financial accounting, reporting, finance, investment, tax and capital structure.		
Governance Previous leadership role experience on a board of a large, medium or small organization, including non-profit, with mature governance and risk management practices.		
Government / Public Sector Competency in legislative process, policy development, Ontario Public Service, or health and long-term care, with		

¹ Each Director should insert a Rating based on the Scale on pages 2 and 3: 1 = Minimal or Limited; 2 = Basic; 3 = Skilled; and 4 = Expert.

² Each Director should insert brief commentary supporting the Rating for each Competency, particularly when and how Skilled or Expert application was acquired. Please feel free to cross-reference to your resume if doing so assists, as part of your commentary but not in place of your commentary.

Competency Description	Rating ¹	Commentary ²
knowledge of broad public policy development, critical analysis of options, strategic advocacy, and implementation of public or health care policy.		
Health Care Sector Competency in health care sector; Osler's strategy, funding model, financials, operational issues, risks, pressures, regulatory concerns, technology, stakeholder expectations; and sound knowledge of where the health care sector is going.		
Human Resources and Performance/Quality Management Competency in human resources, including CEO succession, talent development, employee engagement, recruiting, and performance and quality management and evaluation. An understanding of executive compensation, benefits, pension programs, legislation and agreements.		
Information Technology Competency in enterprise-wide data and digital application. Experience in e-health, online health care adoption, usage and experience; data transformation for patient care; cost reduction; data application, insight and management: artificial intelligence; blockchain; privacy; cybersecurity; and the application of the foregoing to the digital strategy at Osler.		
Legal/Regulatory Competency in health and long-term care laws and regulation, including financial, labour, safety and contract law, combined with sound commercial judgment, and an understanding of Osler's services and regulatory environment in which Osler operates.		
Marketing and Communications Competency in brand, reputation and communication; experience in providing oversight regarding strategic communication frameworks. Understanding of marketing, including social and traditional media, technology, brand, positioning and planning.		
Risk Management Competency in risk management, including internal controls, audit, assurance, capital and project management, reputation, cyber, safety, supply chain, operational and natural disaster planning and recovery risks, and understanding of risk profile of Osler. Understanding of enterprise risk management, including identifying, controlling, reporting and assuring material financial and non-financial risks, within an overall enterprise risk management framework.		

Competency Description	Rating ¹	Commentary ²
Stakeholder Relations Competency in organizations with large interdependent stakeholder ecosystem; knowledge of survey, satisfaction and engagement methodologies; competency in strategic management frameworks; knowledge of Osler Stakeholder profile and opportunities; and credibility and contacts with Osler's employees, regulators, local communities, partners and other Stakeholders.		
Strategic Planning Competency driving strategic innovation, transformation and direction to lead and challenge the organization; understanding of the Osler's history, strategy, funding model, key performance indicators, health industry dynamics, predictive trends, operations, financials, and stakeholder expectations; and strategic credibility of the foregoing with Management.		
Sustainability/Social Responsibility Competency in, or a strong understanding of, leading social responsibility, community and environmental practices, associated risks and regulatory requirements, including workplace diversity, health and safety, ethical conduct, supply chains, environmental impact, and in sound community responsibility and engagement practices and reporting, applied in particular to the health care sector.		
Other – please indicate.		

General comments or suggestions (if any):

The Scale to be Used for Assessing Attributes

Please review the following four-point Scale, which will be used for the Director Self-Assessment.

4. Assessing Director Attributes

Level of Performance	Description
1. Poor	In your opinion, poor performance is displayed on the Attribute, a significant weakness exists, overall Board effectiveness is compromised by performance on the Attribute, and further development of the Attribute is needed.
	“Poor” is defined as: worse than what is usual, expected, or desirable; of a low standard or quality; bad; deficient or lacking; paltry.
2. Fair	In your opinion, fair performance is displayed on the Attribute, a shortcoming exists, overall Board effectiveness is lessened by performance on the Attribute, and development of the Attribute is warranted.
	“Fair” is defined as: moderately good, though not outstandingly so; reasonable; adequate.
3. Good	In your opinion, good performance is displayed on the attribute, a few opportunities for improvement exist, overall Board effectiveness is enhanced by performance on the attribute, and development of the Attribute would be possible.
	“Good” is defined as: having enough of the appropriate qualities to the purpose; satisfactory; effective; sufficient in quantity or degree; thorough.
4. Excellent	In your opinion, excellent performance is displayed, a few opportunities for minor improvements exist, overall Board effectiveness is significantly enhanced by performance on the Attribute, and development of the Attribute is not needed.
	“Excellent” is defined as: that which excels in some respect; extremely good; outstanding; that which excels to a great degree.

5. Director Attribute Review

Attribute Description	Rating ³	Commentary ⁴
Awareness and Influence Skills Displays awareness of oneself and one’s effect on a group, engages in persuasive reasoning, and can adjust approach accordingly. Has a positive impact on the Board and enhances decision-making.		
Commitment Displays availability and willingness to travel, to attend, to be prepared for meetings, to contribute to Board and Committee functions, and to take leadership roles. Demonstrates an information-seeking orientation and knowledge of current issues facing Osler.		
Communication Skills		

³ Each Director should insert a Rating based on the Scale on pages 2 and 3: 1 = Poor; 2 = Fair; 3 = Good; and 4 = Excellent.

⁴ Each Director should insert brief commentary supporting the Rating for each Attribute, particularly when Good or Excellent performance was self-assessed.

Attribute Description	Rating ³	Commentary ⁴
Displays an ability to listen thoughtfully, to raise questions constructively, to communicate in a clear, logical and well-timed manner, to encourage and build upon open discussion of key issues, and to build upon the opinions of others in a positive manner.		
Independent Thinking Exhibits a willingness to formulate or maintain one's own opinion, to constructively challenge prevailing opinion, to avoid potential or actual conflicts of interest, to not have any biases or preference for a particular stakeholder, and to act in the best interests of Osler at all times.		
Integrity Demonstrates and insists upon high ethical standards and character, maintains confidentiality, acts transparently, supports and is accountable for Board decisions, and maintains public confidence and goodwill of Osler's stakeholders.		
Orientation Towards Consensus Demonstrates an orientation toward resolving differences of opinion, forging consensus, reaching solutions, and maintaining resiliency and composure under difficult circumstances.		
Teamwork Demonstrates perception, acuity, tact and rapport to build constructive working relationships and dynamics with fellow Directors and Management that engender mutual trust, respect and collaboration.		
Other – please indicate.		

General comments or suggestions (if any):