

Table of Contents

Purpose	1
Responsibilities.....	1
Leadership and Membership	3
Term.....	3
Management Resource and Other Support for the Committee	3
Quorum	3
Accountability.....	3
Meeting Frequency.....	3
Notice of Meeting.....	3
Attendance by Non-members.....	4
Committee Reporting to the Board	4
Minutes of Meetings.....	4
In-Camera Sessions.....	4
Informal Sessions of Independent Directors	4
Access by the Committee.....	4
Committee Work Plan	4
Committee Orientation and Continuing Education	4
Committee Evaluation	5
Terms of Reference Amendment and Review	5

Purpose

The Health Services & Quality Committee (Committee) of the Board of Directors (Board) operates under the authority of the Board as set out in the [Excellent Care for All Act](#), 2010, S.O. 2010, c. 14 (Act), and reports to the Board. The Committee is responsible for taking all reasonable steps to ensure that the appropriate systems and structures are in place for the monitoring and management of quality, patient safety, risk and health services at William Osler Health System (Osler).

Responsibilities

The Committee shall:

1. Engage Management to complete all work, research and analysis, and to do all such other acts or things, as necessary or advisable, to assist the Committee in the preparation of its recommendations for presentation to the Board;

2. Monitor and report to the Board on clinical quality issues and on the overall quality of services provided at Osler;
3. Identify and recommend to the Board the priorities for quality, safety and health service outcomes at Osler, and establish annual indicators, their drivers and strategies, for review and approval by the Board;
4. Review, on a quarterly basis, the Corporate Performance Indicator Report (i.e. Balanced Scorecard and Quality Improvement Plan) which may include public reporting, and recommend additions and changes to the Corporate Performance Indicator Report to keep it current based on Ministry and Ontario Health mandated indicators and hospital-specific requirements;
5. Identify Quality Performance Indicators, with variance from the target, and review the rationale for the variances and mitigating strategies with the Board;
6. Receive quarterly reports on critical incidents, recommendations from quality-of-care reviews and sentinel event reports, and monitor their progress and resolution;
7. Provide oversight of Enterprise Risk Management reports on a quarterly basis on clinical quality, quality operations risk and patient experience risk;
8. Report quarterly to the Board on the Committee's oversight of clinical quality, quality operations risk and patient experience risk;
9. Take all reasonable steps to ensure that there are processes in place for sharing best practice information with hospital and professional staff, and for monitoring such use and implementation within Osler; and provide an annual report to the Board on such implementation or adoption, as the case may be;
10. Monitor the preparation and progress for Osler's Accreditation Survey by Accreditation Canada; monitor and implementation of recommendations arising from the survey; and report to the Board on the foregoing for informational purposes;
11. Monitor compliance with Ministry of Health regulation or policy changes, and make recommendations to the Board for review and approval if or when such regulation or policy changes impact the quality of care;
12. Recommend an annual work plan for review and approval by the Board;
13. Oversee the development and implementation of an annual Quality Improvement Plan and Patient Safety Plan;
14. Ensure the development of hospital-wide policies, processes and programs to prepare and protect Osler from foreseeable and significant risks related to the quality and safety of service delivery; and
15. Perform such other tasks as outlined in the By-laws, as requested by the Board, or as provided under regulations under the Act.

Leadership and Membership

The Board Chair, in consultation with the Governance & Human Resources Committee, and upon approval of the Board, shall appoint a member of the Committee, who is an elected member of the Board, to be Chair of the Committee (Committee Chair).

Membership of the Health Services & Quality Committee is outlined within the *Excellent Care for All Act* and includes: (i) one third (1/3) of the membership of the Committee must be elected Members of the Board; (ii) the President & CEO (CEO); (iii) one (1) Member of the Medical Advisory Committee; (iv) the Chief Nursing Executive; (v) a Hospital employee, as appointed by the Board, who is not a member of the College of Physicians and Surgeons or the College of Nurses; and (vi) Community Members, as appointed by the Board. The Health Services & Quality Committee also includes a patient representative as a Member of the Committee. Additional Members may be added as deemed necessary by the Committee.

Term

The term of appointment of Members of the Committee shall be for one (1) year, renewable up to three (3) years maximum, other than ex-officio Members (CEO, Chief of Staff, Chief Nursing Executive), or at the request of the Board. Community Members and the Patient Representative shall serve for a term of one (1) year, renewable for a maximum of two (2) years, or at the request of the Board.

Management Resource and Other Support for the Committee

The Management resources for the Committee shall be the Executive Vice President and Chief Clinical Officer and the Executive Vice President, Quality, Research & Chief Nursing Executive.

Quorum

As set out in section 5.5 of [By-Law Number 1 Administrative By-law](#), for a meeting to be held, quorum shall constitute a majority of members with at least a majority of elected members being present, whether present in person, or by telephone, video or other electronic means.

Accountability

The Committee is accountable to the Board.

Meeting Frequency

The Committee will meet at least eight (8) times in each twelve (12)-month period or more often as the Committee Chair deems appropriate.

Notice of Meeting

Meetings of the Committee may be called by the Committee Chair, by two other Committee Members, or by the Board Chair by providing notice not fewer than two days before the meeting is to take place. Such notice shall be given by personal delivery or by electronic means to the address of the Member shown on the records of Osler. **The Committee Chair may choose to schedule meetings in advance for the full Board year, and such notice of the**

annual schedule constitutes due notice of any Committee meeting listed on that schedule. Despite the foregoing, meetings of the Committee may be held at any time without notice if all the Members are present; or those Members who are absent waive notice or signify their consent in writing to the Committee with respect to the meeting being held in their absence.

Attendance by Non-members

Attendance by non-members of the Committee will be at the discretion of the Committee Chair.

Committee Reporting to the Board

Unless extraordinary circumstances prevent it from doing so, the Committee shall report on its activities to the Board, orally or in writing, following each meeting of the Committee.

Minutes of Meetings

Minutes and written reporting of Committee meetings shall be made available at the next Committee meeting and will be shared with all Directors at the next scheduled meeting of the Board.

In-Camera Sessions

The Committee, at the Committee Chair's discretion, may meet In-Camera or with others, to discuss matters relevant to these Terms of Reference. In-Camera Sessions are minuted and 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 Committee including ex-officio members are required to participate during these sessions.

Informal Sessions of Independent Directors

Informal sessions of Independent (elected) Directors without Management, other employees or ex-officio Directors present shall be held at the completion of each Committee meeting. There are no agendas created or minutes taken for or at such sessions.

Access by the Committee

The Committee will have access to Osler's Management and to such documentation, personnel or resources as directed through the CEO and/or Director, Board Relations as the Committee determines necessary to fulfill these Terms of Reference.

Committee Work Plan

The Committee Chair shall oversee the Director, Board Relations, in preparing a written work plan and calendar annually to take all reasonable steps to ensure that the annual and ongoing responsibilities of the Committee are scheduled and fully addressed. The plan shall be presented to the Committee for its approval. The Director, Board Relations, shall also maintain a rolling register of outstanding matters for completion.

Committee Orientation and Continuing Education

Members shall receive formal and scheduled orientation on the Committee's responsibilities and objectives, and ongoing continuing education as requested by the Committee.

Committee Evaluation

The Board and Committee shall annually review in writing, discuss, and evaluate the effectiveness and contribution of the Committee and its Members.

Terms of Reference Amendment and Review

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

The Terms of Reference will be evaluated by this Committee each year at its first meeting of the new Board cycle. Updates and revisions shall be recommended to the Board for review and approval.