

Board Policy & Human Resources Committee



TERMS OF REFERENCE – 2023-24

Purpose

The purpose of the Board Policy & Human Resources (BPHR) Committee is to assist the Board of Directors of the Calgary West Central Primary Care Network (CWC PCN) in fulfilling the Board's fiduciary obligations that relate to human resources and compensation. The committee will be responsible for providing the leadership team with policy-relevant guidance to drive effective corporate governance. The committee will also be tasked with conducting annual objective setting and performance reviews of the Executive Director and the Medical Director and will make appropriate recommendations to the Board based on their review. This committee may perform other tasks and ad hoc work at the request of the Board.

Quorum and composition

Quorum will be met by 50 per cent attendance of committee members who are not CWC PCN employees.

The committee will be comprised of no more than five members, at least two of whom will be members of the Board of Directors. The Board Vice-Chair will serve as Chair of this committee. Up to two members at large and one Alberta Health Services (AHS) governance member may also sit on the committee. The committee cycle will be annual.

The Executive Director and the Manager of Governance & Organizational Operations (G&O) will serve as ex-officio members on this committee to provide additional support. Other members of the CWC PCN leadership team, external stakeholders, or consultants may be invited to attend as guests when needed.

Committee members may resign from their committee duties with one month's written notice. Committee members may be removed from the committee by the Board for non-performance, conflict of interest, disruption, inability to fulfill duties, or any other reason deemed appropriate.

Reporting relationship and scope

The BPHR Committee reports to the CWC P.G. Co. Board of Directors. The Board of Directors, in turn, is accountable to the Joint Venture Governance Committee (JVGC) for the alignment of CWC P.G. Co. initiatives within the business plan, PCN objectives, Alberta Health (AH) policies, Primary Care Initiative (PCI) regulations, and the agreed-upon strategic direction.

The committee acts in an advisory capacity to the Board, and decisions must be approved by the Board of Directors. The committee has no decision-making authority unless specifically authorized by the Board, either through the committee's terms of reference or an approved Board motion.

Duties

The BPHR Committee shall be responsible for reviewing and making recommendations to the Board regarding the following on a periodic basis:

1. Policy Governance

- Supporting the CWC PCN via the Executive Director and the Manager of G&O in the development and review of Board policies and making recommendations for Board approval when necessary.

- Ensuring CWC PCN policies are strategically aligned with provincial and external stakeholders' expectations and policies.
- Striving to collaborate with other PCNs on shared governance practices or ideas.
- Undertaking such other corporate governance initiatives as may be necessary or desirable to contribute to the success of the CWC PCN at the request of the Board.

2. Human Resources

- Reviewing any significant changes to the overall CWC PCN benefit structure and any significant changes brought forward by the Executive Director, to ensure alignment with other provincial PCNs and organizations of similar size and scope.
- Ensuring that significant changes to the organization's structure are in alignment with the CWC PCN's Ends Policies and business plan.
- Ensuring management's internal controls related to human resources and personnel matters align with the Board's Ends and Executive Limitations Policies.
- Reviewing policy needs and direction against the human capacity of the organization.

3. Recruitment, Objective Setting, Performance Review, and Professional Development of the Executive Director and Medical Director

- Conducting the recruitment process for the Executive Director and Medical Director when needed, unless decided otherwise by the Board.
- Setting performance management goals and objectives with the Executive Director and the Medical Director and ensuring that they are documented accordingly prior to reporting to the Board for approval.
- Conducting an annual performance appraisal and goals review with the Executive Director and the Medical Director in alignment with the Board's [Executive Director and Medical Director Annual Appraisal Procedure](#).
- Developing a succession plan with the Executive Director and Medical Director to ensure business continuity in the event of a temporary or permanent vacancy in either of these roles.
- Providing a report of recommendations to the Board following the annual performance appraisals of the Executive Director and Medical Director, including recommended adjustments to total compensation and modifications to job descriptions, if warranted.
- Identifying professional development opportunities for the Executive Director and Medical Director during the annual performance review.

Meetings

The BPHR Committee will meet at least four times per year, either in-person or virtually, as needed. Additional meetings may be held as deemed necessary by the Committee Chair or as requested by any committee member or the Board. The agenda and meeting materials will be distributed five business days in advance of the meeting, whenever possible, via the Board's approved meeting management software.

The Committee Chair has the responsibility to excuse any elected member of the committee from any given topic who might be perceived to have a conflict of interest. Decisions will be consensus-based. Therefore, formal motions are only required when the committee is advising the Board to act on a specific issue.

The Manager of G&O, or one of their direct reports, will keep minutes of committee proceedings. The Chair or designate shall report the minutes at the next meeting of the Board of Directors once the minutes have been approved by the committee or, alternatively, verbally as a committee update if the minutes have not yet been formally approved.

Responsibility for policy review and committee evaluation

The BPHR Committee has the responsibility to review annually, or more frequently, if necessary (e.g., based on legislative or regulatory changes or developments in governance best practices), the following:

- BPHR Committee Terms of Reference;
- Board Executive Limitations policies and procedures; and
- Assessment of committee members, processes, and established goals.

Resources

Physician members serving on this committee will be paid hourly as per the Board Cost of Governance Policy.

The terms of reference were approved by the CWC P.G. Co. Board of Directors on **January 16, 2024**.