

## CANCER CARE ONTARIO CHARTER OF THE BOARD OF DIRECTORS

### PURPOSE:

The Cancer Care Ontario (CCO) board of directors (**Board**) is responsible for the overall governance of the affairs of CCO, subject to the provisions of the *Cancer Act*, CCO's *By-laws*, CCO's memorandum of understanding (MOU) with the Ministry of Health and Long-Term Care (MOHLTC) as well as all applicable Treasury Board/Management Board of Cabinet (TB/MBC) directives and legislation. To ensure that the Board has a shared understanding of its roles and responsibilities, the Board has adopted this Charter.

The Board is responsible for managing and controlling the affairs of CCO and for supervising CCO management. The Board's responsibilities include strategic planning, risk management, organizational and management oversight, oversight of internal financial and operational controls, governance and compliance, and communications with stakeholders. Directors of CCO's Board (**Directors**) are under a fiduciary duty to CCO to carry out the duties of their office honestly and in good faith, the best interests of CCO, and with the care, diligence, and skill of a reasonably prudent person.

Certain of the Board's responsibilities may be delegated to its Board committees (**Board Committees**). The responsibilities of such Board Committees will be as set forth in their respective charters, as amended from time to time by the Board.

**EXTERNAL ADVISORS:** As the need arises, the Board shall have the authority to retain external advisors, experts or consultants, in order to properly discharge its duties and responsibilities.

### RESPONSIBILITIES & FUNCTIONS:

The Board's detailed responsibilities and functions are as follows:

#### **A. Strategic Planning and Mission, Vision and Guiding Principles**

- The Board participates in the formulation and adoption of CCO's *Mission, Vision and Guiding Principles*. The Board reviews CCO's *Mission, Vision and Guiding Principles* as part of the strategic planning process, and approves any required amendments.
- The Board ensures that CCO develops and adopts a **Corporate Strategy and System Plans** (namely, the Ontario Cancer Plan and the Ontario Renal Plan) that are consistent with its *Mission, Vision and Guiding Principles* and its mandate as set out in the *Cancer Act* and its MOU.
- The Board ensures that CCO's **Enterprise Strategies** (including, CCO's Information Technology/Information Management (**IM/IT**) Strategy, Financial Strategy, Human Resources & Compensation Strategy and Communication Stakeholder Management Strategy) align with CCO's Corporate Strategy and System Plans, as these evolve over time.
- The Board provides oversight of CCO's development and adoption of, and ultimately approves CCO's Corporate Strategy, its System Plans and its Enterprise Strategies.
- The Board receives regular briefings or progress reports on the implementation of CCO's Corporate Strategy, System Plans and Enterprise Strategies from its Strategic Planning, Performance & Risk Management Committee (**SPPRMC**).
- The Board reviews the Corporate Strategy, its System Plans and its Enterprise Strategies as part of a regular planning cycle managed by SPPRMC.

The Board approves new strategic opportunities and partnerships. For clarity, the Board's IM/IT Committee shall be responsible for evaluating and recommending to the Board for approval (i) new IM&IT strategic

opportunities and partnerships, and (ii)CCO Information Technology Standards (as defined in CCO's Procurement Policy), and any revisions to such Standards.

**B. Quality and Performance Measurement and Monitoring**

- The Board ensures that CCO develops and adopts an enterprise-wide quality and performance measurement framework (**Performance Framework**) in order to measure CCO's performance against established performance indicators and against its Corporate Strategy, System Plans and Enterprise Strategies.
- The Board monitors, on a regular basis, CCO's performance against the Performance Framework and ensures that improvements and/or corrective action are taken where necessary.

**C. Financial Oversight**

- The Board is responsible for the stewardship of CCO's financial resources, including ensuring the availability of, and overseeing the allocation of its financial resources.
- The Board approves CCO's policies for financial planning and approves its annual operating budget, 3-year business plan and annual financial report.
- The Board monitors CCO's financial performance against its budget and ensures that a framework exists so that funds and assets are used for their intended purposes, with integrity and honesty, and according to applicable legislation, regulations, applicable TB/MBC directives and the principles of value for money, fairness, transparency and effective controllership.
- The Board ensures that CCO's investments are reviewed on an annual basis and approves any amendments required to CCO's investment policies.
- The Board ensures the accuracy of CCO's financial information through oversight of management and the approval of annual audited financial statements.
- The Board ensures that management has measures in place to ensure the adequacy and quality of CCO's internal financial and operational controls.
- The Board arranges for external audits of CCO, as required, and directs that any corrective action be taken, if needed.
- With assistance from its Audit & Finance Committee (AFC), the Board monitors, on an annual basis, ongoing and potential legal actions to which CCO is a party.
- The Board ensures that CCO operates within its TB/MBC approved allocations and Minister-approved business plans.
- The Board ensures that a framework exists to oversee CCO's procurement activities and its compliance to the TB/MBC Procurement directives, and approves any amendments required to the Terms of Reference of the AFC-Procurement Approval Committee.

**D. Oversight of Management Including Selection, Supervision and Succession Planning for the CEO**

- With assistance from its Corporate Governance & Nominating Committee, the Board recruits and supervises the CEO by:
  - Developing and approving the CEO job description;
  - Undertaking a CEO recruitment process and selecting the CEO;
  - Reviewing and approving the CEO's annual performance goals;
  - Reviewing CEO performance and achievement of CCO's strategic goals; and
  - Determining CEO compensation.
- The Board ensures that a framework exists to support CCO's development of a formal succession plan for the CEO and Executives.

#### **E. Risk Identification and Oversight**

- The Board is to be knowledgeable of risks inherent in CCO's operations and will ensure that appropriate risk analysis is performed as part of Board decision-making.
- The Board oversees management's development and implementation of an enterprise-wide risk management framework (**ERM Framework**) including but not limited to a risk policy, a risk profile, an assessment of risk tolerance, and risk measurement and management strategies, to identify, manage and report on existing and potential risks.
- The Board receives regular briefings or progress reports on the implementation of the ERM Framework and on risk from the SPPRMC and from the IM/ITC in respect of the IM&IT Portfolio.
- The Board arranges for risk-based audits of CCO, as required, and directs that any corrective action be taken, if needed.

#### **F. Stakeholder Communication and Accountability**

- The Board identifies CCO's stakeholders and understands stakeholder accountability.
- The Board ensures CCO appropriately communicates with stakeholders in a manner consistent with accountability to stakeholders.
- The Board ensures that a framework exists to ensure management's compliance with the *Information Exchange, Communication and Issues Management Protocol* established under the MOU.
- The Board contributes to the maintenance of strong stakeholder relationships.
- The Board performs advocacy on behalf of CCO with stakeholders where required in support of CCO's *Mission, Vision and Guiding Principles* and its strategic objectives.

#### **G. Governance & Compliance**

- The Board is responsible for the overall governance of CCO and to ensure that CCO's strategic, business, and operational plans, policies and activities are consistent with the directions of the MOHLTC and that a framework exists to support CCO's compliance with the *Cancer Act*, CCO's MOU, applicable legislation and TB/MBC directives and policies relevant to CCO's mandate.
- The Board periodically assesses and reviews its governance by evaluating its Board structures, including the size, structure and composition of the Board and Board committees and term limits for CCO Directors and non-Director members of Board Committees.
- The Board ensures that criteria exist for the selection of potential Directors and that a framework exists to recommend the appointment of individuals qualified to become Directors, consistent with such criteria.
- The Board ensures that a framework exists to recommend members to Board Committees.
- The Board ensures that a process exists for the evaluation of Directors and non-Director members of Board Committees.
- The Board oversees the development of an effective orientation and continuing education program for Directors and non-Director members of Board Committees.
- The Board maintains effective oversight of all Board Committees.
- The Board approves all enterprise-wide guidelines, plans, policies and procedures that require Board participation and/or are necessary for the Board Committees to carry out their mandates.
- The Board approves any amendments required to CCO's MOU.
- The Board passes or amends such *By-laws* or resolutions regulating management and operations as are required.
- The Board approves a conflict of interest policy for CCO employees, consultants and Board and non-Director Board Committee members.

**H. Human Resources**

- The Board approves, on an annual basis, CCO’s human resources and compensation strategy and oversees management’s implementation thereof.
- The Board ensures that a framework exists to support job classifications, job descriptions, personnel qualifications and salary ranges for all CCO employees and that a process is in place for appropriately evaluating and rewarding employee performance and approves, on an annual basis, the annual salary adjustment for CCO employees.
- The Board approves, on an annual basis, any amendments required to CCO’s contributions to the HOOPP pension plan and its health and benefits plan.

**Amendment:** This Charter may be amended by the Board.

**Approval Date:** February 24, 2005  
**Revision #1:** June 22, 2006  
**Revision #2:** September 29, 2010  
**Revision #3:** September 29, 2011  
**Revision #4:** September 26, 2013  
**Revision #5:** November 20, 2014