

## Seniors Care Network Board

### Call for Expressions of Interest from Seniors Advocate/Public Member

The Regional Geriatric Programs of Ontario define Specialized Geriatric Services (SGS) as “a spectrum of hospital and community-based health care services that deliver comprehensive geriatric assessments. [This means] they diagnose, treat, and rehabilitate frail older persons with complex medical, functional, and psychosocial problems. SGS are delivered by interprofessional teams of geriatric and geriatric mental health care providers specifically trained to recognize and treat frail seniors with multiple and complex needs. Teams may comprise the following: physician, *nurse practitioner*<sup>1</sup>, nurse, social worker, physiotherapist, occupational therapist, dietitian, pharmacist, and other health professions”.

Seniors Care Network coordinates regional SGS services funded by the Central East LHIN. These include five core programs, briefly described below.

**Behavioural Supports Ontario (BSO):** Trained health professionals and programming helping older people with challenging behaviours resulting from complex and challenging mental health, addictions, dementia or other neurodegenerative issues.

**Geriatric Assessment and Intervention Network (GAIN):** Twelve interprofessional geriatric teams located throughout the Central East LHIN, collaborating with geriatricians and other specialists, providing comprehensive assessments and creating care plans with seniors and families which include a wide range of interventions to optimize function and independence and keep older people living at home.

**Geriatric Emergency Management (GEM) Nurses:** Nurses working in the emergency department who conduct assessments and provide support to older people experiencing acute health concerns, with a focus on trying to reduce unnecessary hospital admissions.

**Nurse Practitioners Supporting Teams Averting Transfers (NPSTAT):** Nurse practitioners responding to residents of Long-Term Care facilities experiencing acute health concerns, helping to avoid transfers to hospital.

**Seniors Friendly (SF) Care:** Overseen by a working group comprised of representatives from all area hospitals and the RGP of Toronto collaborating to promote and provide strategic direction and leadership for Senior Friendly Hospital (SFH) care within the Central East Local Health Integration Network (CE LHIN).

Following release of the report titled “**Regional Specialized Geriatric Services in the Central East LHIN – Options for Coordinated Delivery, Organization and Governance**” (April 2011), the Central East LHIN Board of Directors approved the implementation of a regional model for the organization, coordination and governance of specialized geriatric services. The Seniors Care Network provides a platform and structure to facilitate clinical and service delivery integration activity intended to build better health outcomes for frail seniors across the Central East LHIN.

“The target population for SGS is frail seniors whose health, dignity and independence are at risk due to:

- Multiple complex medical and psychosocial problems
- A recent unexplained decline in health and/or level of function
- Loss of capacity for independent living”

RGPS of Ontario

<sup>1</sup> Added by Seniors Care Network, where NPs in the Central East LHIN provide clinical leadership in many SGS services

## **A. CALL FOR EXPRESSIONS OF INTEREST**

This Call is intended to identify and select a replacement Seniors Advocate/Public Member to fill a vacancy on the Board of Seniors Care Network.

It is expected that individuals who respond to the Call are those who are committed to championing the vision and assuming the roles articulated herein and within the document entitled “Seniors Care Network Charter of Accountabilities and Responsibilities”, a copy of which is attached as Appendix 1. Additional detail regarding the intent of Seniors Care Network and the shared governance framework can be found in the report entitled “*Regional Specialized Geriatric Services in the Central East LHIN: Options for Coordinated Delivery, Organization and Governance, April 2011*”, which can be accessed at the following website [www.seniorscarenetwork.ca](http://www.seniorscarenetwork.ca)

In selecting a Seniors Advocate/Public Member, all efforts will be made to balance geographic representation and skills. Interested individuals will be asked to describe their areas of knowledge, skills and experience in areas such as health system planning, advocacy, leadership, strategic planning, consensus building.

## **B. GOVERNANCE AUTHORITY ROLES AND MEMBERSHIP**

Seniors Care Network is the umbrella organization that is ultimately accountable for the development and delivery of a coordinated and integrated regional system of Specialized Geriatric Services (SGS). Membership of the Board is intended to reflect a skills-based board. The following sectors and consumer representatives comprise the membership of the Board:

- Three hospital representatives, at the CEO level, VP or Senior Management level.
- Chief Executive Officer or Executive Director, Community Agency, three (3) representatives, to be distributed geographically among the three clusters
- Seniors advocate / public member, three (3) representatives (one from each cluster)
- Physician specialist in geriatric medicine or geriatric psychiatry, one (1) representative
- Long Term Care Home Administrator, one (1) representative
- Primary Health Care Representatives, two (2) representatives including Nurse Practitioner and Family Physician

Ex-officio, voting members include:

- Central East LHIN Seniors Physician Lead – ex officio
  - invited to the table for the duration of time in which they hold this position.

Ex-officio, non-voting members include:

- Chief Executive Officer of the Central East Local Health Integration Network (or designate)
- Chief Executive Officer of the Toronto Regional Geriatric Program (or designate)
- Executive Director of Seniors Care Network

Terms of Office: Board members will serve a three year term of office and terms will be staggered to protect the integrity of the Board.

## **C. SUBMISSION OF APPLICATION**

Interested individuals are asked to contact Kelly Kay, Executive Director, by email at [kkay@nhh.ca](mailto:kkay@nhh.ca) for further information or to request an Application Form.

**APPENDIX 1**  
**Seniors Care Network Board**  
**CHARTER OF ACCOUNTABILITIES AND RESPONSIBILITIES**

**Purpose:**

This document provides procedural guidance for the Seniors Care Network Board. The guidelines contained herein are intended to describe the governance structure, director and officer functions and the role and general practices of the governing body of the Seniors Care Network.

**1.0 Background**

In May, 2011, the Central East Local Health Integration Network (Central East LHIN) and their health service partners endorsed a Shared Governance framework as a mechanism to move forward a more coordinated and integrated Specialized Geriatric Services (SGS) system across the Central East LHIN. With the burgeoning population of seniors, the Central East LHIN and its health service partners recognize that in order to further advance the planning and implementation of a network of specialized services across the LHIN, inter-organizational collaboration and overall system coordination is more critical than ever. Through the creation of an organized system and common infrastructure, partners will leverage their existing investments in SGS and capitalize on new funding opportunities, with the intention of extending service delivery beyond what is currently possible and delivering a truly “regional” geriatric program. Formally organizing and coordinating SGS across the LHIN is a significant step in the evolution of a seniors’ strategy that will bring about the integration of services for frail seniors across sectors and communities in the Central East LHIN.

Following release of the report titled *“Regional Specialized Geriatric Services in the Central East LHIN – Options for Coordinated Delivery, Organization and Governance” (April 2011)*, the Central East LHIN Board of Directors approved the implementation of a regional model for the organization, coordination and governance of specialized geriatric services. The Seniors Care Network will provide a platform and structure to facilitate clinical and service delivery integration activity intended to build better health outcomes for frail seniors across the Central East LHIN.

**2.0 Definition of Specialized Geriatric Services**

Specialized Geriatric Services target frail seniors with multiple complex conditions and potentially reversible or remediable disabilities which are amenable to geriatric/gerontological interventions, such as:

- Falls, balance problems
- Functional limitations
- Confusion/cognitive impairments
- Depression
- Incontinence
- Nutritional problems

Specialized Geriatric Services includes comprehensive geriatric assessment and interventions intended to support independence and function. Specialized Geriatric Services are provided by

an interdisciplinary team of health professionals with expertise in care of the elderly and geriatric syndromes. The team often includes:

- Geriatricians;
- Geriatric Psychiatrists;
- Care of the Elderly physicians; and/or
- Advanced Practice Nurses (i.e. Clinical Nurse Specialists, Nurse Practitioners).
- Other clinicians such as occupational therapists, pharmacists, physiotherapists, social workers and registered nurses, dietitians and speech language pathologists
- Personal Support Workers

Specialized Geriatric Services are provided in a variety of settings across the continuum of care including home, community, ambulatory settings, long-term care facilities and in-patient hospital settings.

### 3.0 **Vision, Mission, Core Values and Foundational Principles for the Seniors Care Network**

The following preliminary vision, mission, principles and values to guide the development of Regional Specialized Geriatric Services are contained in the RSGS (2011) report noted in the Background section above:

Vision: Best health experiences for frail seniors in the CE LHIN.

Mission: Working as a regional system to create a high quality, integrated, person-centered system of care that supports the best quality of life for frail seniors and their families.

Core Values: Integrity, Dignity, Independence, Participation, Security and Safety, Transparency, Trust.

Foundational Principles support coordinated and integrated health services for frail seniors across the Central East LHIN; and include:

- Equitable Access to Care
- Innovation and Best Practice
- Seamless Care
- Timeliness, Responsiveness
- Collaboration and Respect
- Accountability and Commitment

### 4.0 **Core Business of Seniors Care Network**

Seniors Care Network works to improve the organization, coordination and governance of specialized geriatric services for a growing number of frail older adults in Scarborough, Durham Region, Northumberland County, Peterborough City and County, City of Kawartha Lakes and Haliburton County. The vision for Seniors Care Network is the best health experience for frail seniors in the Central East LHIN. Working as a regional system, our mission is to create a high quality, integrated, person-centered system of care that supports the best quality of life for frail seniors and their families. The Seniors Care Network has identified three strategic priorities, which include:

- Improving Care
- Fostering Excellence

- Increasing Awareness of Age Related Needs

## 5.0 Purpose of the Seniors Care Network Board

The Seniors Care Network Board (“the Board”) is responsible for the overall governance of the affairs of Seniors Care Network, subject to the provisions of the Seniors Care Network letter of understanding (**LOU**) with the Central East LHIN and applicable directives and legislation of the Ministry of Health and Long Term Care. To ensure that the Board has a shared understanding of its roles and responsibilities, the Board has adopted these accountabilities and responsibilities.

The Board is responsible for managing and controlling the affairs of Seniors Care Network and for supervising Seniors Care Network management. The Board’s responsibilities including strategic planning, risk management, organizational and management oversight, oversight of internal financial and operational controls, corporate governance, and communications with stakeholders. Members of Seniors Care Network Board are under a fiduciary duty to Seniors Care Network to carry out the duties of their office: honestly and in good faith; in the best interests of Seniors Care Network; and with the care, diligence, and skill of a reasonably prudent person.

Certain of the Board’s responsibilities may be delegated to 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.

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.

The Board will provide overall system leadership including:

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

- The Board participates in the formulation and adoption of Seniors Care Network’s *Mission, Vision and Guiding Principles*.
- The Board ensures that Seniors Care Network develops and adopts a strategic plan (**Strategic Plan**) that is consistent with its *Mission, Vision and Guiding Principles*, its mandate as set out in the LOU, which will enable Seniors Care Network to realize its mission, vision and objectives. The Board provides oversight in the development of, and ultimately approves, the Strategic Plan.
- The Board receives regular briefings or progress reports on the implementation of the Strategic Plan
- The Board reviews the Strategic Plan as part of a regular annual planning cycle.
- The Board approves new strategic opportunities and partnerships.

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

- The Board ensures that Seniors Care Network develops and adopts an enterprise-wide performance measurement framework (**Performance Framework**) in order to measure Seniors Care Network’s performance against established performance indicators and against its Strategic Plan.
- The Board ensures that management has identified appropriate measures of organizational performance.

- The Board monitors, on an annual basis, Seniors Care Network's performance against the Performance Framework and ensures that improvements and/or corrective action are taken where necessary.
- The Board ensures that Seniors Care Network develops a system to report on the implementation of the Performance Framework, including commitments to attaining specific performance goals within time frames.

**C. Financial Oversight**

- The Board is responsible for the stewardship of Seniors Care Network's financial resources, including ensuring the availability of, and overseeing the allocation of its financial resources.
- The Board approves Seniors Care Network's policies for financial planning and approves its annual operating budget, 3-year business plan and annual financial report.
- The Board monitors Seniors Care Network'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 Ministry's directives and the principles of value for money, fairness, transparency and effective controllership.
- The Board ensures that Seniors Care Network's investments are reviewed on an annual basis and approves any amendments required to RSGS's investment policies.
- The Board ensures the accuracy of Seniors Care Network's financial information through oversight of management and the approval of annual budget.
- The Board ensures that management has measures in place to ensure the adequacy and quality of Seniors Care Network's internal financial and operational controls.
- The Board arranges for external audits of Seniors Care Network, as required, and directs that any corrective action be taken, if needed.
- The Board monitors, on an annual basis, ongoing and potential legal actions to which Seniors Care Network is a party.
- The Board ensures Seniors Care Network operates within its approved allocations and Minister-approved business plans.
- The Board ensures that a framework exists to oversee Seniors Care Network's procurement activities and its compliance to the Ministry's Procurement directives.

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

- With assistance from the Board Executive, the Board recruits and supervises the Executive Director by:
  - Developing and approving the Executive Director job description;
  - Undertaking an Executive Director recruitment process and selecting the Executive Director;
  - Reviewing and approving the Executive Director's annual performance goals;
  - Reviewing Executive Director performance and achievement of the RSGS's strategic goals; and
  - Determining Executive Director compensation.
- The Board ensures that a framework exists to support Seniors Care Network's development of a formal succession plan for the Executive Director and management.

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

- The Board is to be knowledgeable of risks inherent in Seniors Care Network's operations and will ensure that appropriate risks analysis is performed as part of GA 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, and assessment of risk tolerance, and risk measurement 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.
- The Board arranges for risk-based audits of Seniors Care Network, as required, and directs that any corrective action be taken, if needed.

#### **F. Stakeholder Communications and Accountability**

- The Board identifies Seniors Care Network's stakeholders and understands stakeholder accountability.
- The Board ensures Seniors Care Network 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 LOU.
- The Board contributes to the maintenance of strong stakeholder relationships.
- The Board performs advocacy on behalf of Seniors Care Network with stakeholders where required in support of Seniors Care Network's *Mission, Vision and Guiding Principles* and its strategic objectives.

#### **G. Governance**

- The Board is responsible for the overall governance of Seniors Care Network and to ensure that Seniors Care Network's strategic, business, and operational plans, policies and activities are consistent with the directions of the Ministry and that a framework exists to support Seniors Care Network's compliance with the LOU, applicable legislation and directives and policies relevant to Seniors Care Network'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 the members of the Board Committees.
- The Board ensures that criteria exist for the selection of potential members and that a framework exists to recommend the appointment of individuals qualified to be members, 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 members of Board Committees.
- The Board oversees the development of an effective orientation and continuing education program for the 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 Seniors Care Network's LOU.

- The Board passes or amends such resolutions regulating management and operations as are required.
- The Board approves a conflict of interest policy for Seniors Care Network employees, consultants and Board members and Board Committee members.

#### **H. Human Resources**

- The Board approves, on an annual basis, Seniors Care Network'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 qualification and salary ranges for all RSGS 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 RSGS employees.
- The Board approves, on an annual basis, a compensation framework for Seniors Care Network management.
- The Board approves, on an annual basis, any amendments required to Seniors Care Network's contribution to the HOOPP pension plan and its health and benefits plan.

#### **5.0 Host Agency**

In August 2011, the Central East LHIN Board selected Northumberland Hills Hospital (NHH) as the host agency for the Seniors Care Network. As the host agency, NHH committed to meeting three key deliverables as follows:

- Establish a shared governance model;
- Recruitment of the Seniors Care Network program staff; and,
- House Seniors Care Network offices and provide back office support.

The host agency does not hold any additional authority over the governance of the system. As an SGS provider, NHH is an equal partner in the shared governance model.

#### **6.0 Conflict of Interest**

(See Seniors Care Network Board Policy - Conflict of Interest)

The role of the Chair and members is to, by bringing their expertise/experience; represent the interests of frail seniors in the Central East LHIN, and not personal interests nor the interests of the organization, sector or profession to which they are affiliated.

The Board Chair and members have a duty to ensure that trust and confidence in the integrity of the decision-making processes of the Board are maintained. Key to this is ensuring members of the Board are free from conflict or potential conflict in their decision-making. A member who is in a position of conflict or potential conflict should immediately disclose such conflict to the Seniors Care Network Board by notification to the Chair or Vice Chair. The disclosure should be sufficient to disclose the nature and extent of the member's interest. Disclosure should be made at the earliest possible time and prior to any discussion and/or decision making on the matter. The member shall not attempt in any way to influence the decision making.

#### **7.0 Decision-making Process**

Decisions of the Board will be made through a process of achieving consensus. In the event consensus cannot be achieved, voting of the membership shall occur. The Chair will vote only in the event of a tie vote. The results of all decisions will be recorded in the minutes. Once a

decision is made, all members will support the decision. The Board will speak with one voice. The Chair and Executive Director are the spokespersons for the Seniors Care Network Board.

#### 8.0 **Confidentiality**

All information furnished to or acquired by members of the Board written or verbal, shall be considered public information UNLESS it is stamped or otherwise indicated confidential. In the event that personal health information is collected, used and/or disclosed by a member, the members agree that any such collection, use and/or disclosure shall be in accordance with the Personal Health Information Protection Act, 2004.

#### 9.0 **Insurance and Indemnification**

Members of the Seniors Care Network Board shall seek and confirm insurance coverage from their current insurance provider for their work on the Seniors Care Network Board. Northumberland Hills Hospital's insurance coverage will be extended to the Senior's Advocate/Public Members. Insurance coverage recommended is claims arising in relation to decisions made by the Board including general liability, professional liability, products liability and contractual liability in an amount not less than five million dollars for any one occurrence for personal injury, bodily injury or property damage howsoever caused. The members shall indemnify and hold each other harmless from and against all damages, costs, expenses, charges, losses or liabilities whatsoever (including, without limiting the generality of the foregoing, claims of third parties of whatsoever kind, legal fees or otherwise) arising from or incidental to any failure by the defaulting member to perform and discharge their obligations and liabilities.

#### 10.0 **Membership (cross reference Board Policy - MEMBERSHIP, TERM OF OFFICE, AND TERMINATION OF MEMBERSHIP)**

Board composition is intended to reflect a skills-based board. The following sectors and consumer representatives will comprise the membership of the Board:

- Three hospital representatives, at the CEO level, VP or Senior Management level.
  - Note: since hospitals fund 50% of the Seniors Care Network budget, hospitals should be represented on the Board. These representatives will be appointed by the Central East Executive Committee (CEEC), and approved by the Board. One of the hospital representatives should be based in a rural hospital and one should be based in an urban hospital. A minimum of one of the hospital representatives shall be a CEO in order to maintain a liaison with CEEC.
- Chief Executive Officer or Executive Director, Community Agency, three (3) representatives, to be distributed geographically among the three clusters
- Seniors advocate / public member, three (3) representatives (one from each cluster)
- Physician specialist in geriatric medicine or geriatric psychiatry, one (1) representative
- Long Term Care Home Administrator, one (1) representative
- Primary Health Care Representatives, two (2) representatives including Nurse Practitioner and Family Physician

Ex-officio, voting members include:

- Central East LHIN Seniors Physician Lead – ex officio
  - o invited to the table for the duration of time in which they hold this position.

Ex-officio, non-voting members include:

- Chief Executive Officer of the Central East Local Health Integration Network (or designate)
- Chief Executive Officer of the Toronto Regional Geriatric Program (or designate)
- Executive Director of Seniors Care Network

The Board Chair may invite other guests to attend meetings of the Board

Term of Office:

The term of office for members of the Board will be three years.

One-third of voting members will be appointed initially to a one-year term; one third of voting members will be appointed initially to a two-year term; and one-third of voting members will be appointed initially for a three-year term. Thereafter, each voting member may be re-appointed for a further three year term. If, prior to the expiry of the term a member wishes to resign, resignations should be submitted in writing to the Chair. Vacancies will be filled in the same manner as the original selection, for a new 3-year term.

Term of Office Restrictions:

No person shall serve as an elected Member for more than six (6) consecutive years of services. However, following a break in the continuous service of at least one year, the same person may reapply for membership.

Termination of Membership:

The office of the elected Member may be vacated by a two thirds resolution of the Board Membership:

- If the Member is absent for three (3) consecutive regularly scheduled meetings of the Board, or if a Member is absent for four (4) or more of the regularly scheduled meetings of the Board in any twelve (12) month period, or
- If the Member knowingly fails to comply with the policies and procedures of the Board, including without limitation, the confidentiality and conflict of interest provisions.

**11.0 Chair and Vice-Chair Appointments**

The Chair and Vice-Chair positions will be two-year terms and will be appointed from within the Board membership.

**12.0 Frequency of Meetings**

The Board will meet a minimum of six times per year.

**13.0 Quorum**

A quorum for decision-making shall be considered as two-thirds of Board members eligible to vote or seven voting members, whichever is greater.