

Terms of Reference: Quality and Risk Committee of the Board of Directors

1. Purpose

The role of the QR Committee is to advise the Wellington Health Care Alliance (WHCA) Common Board comprised of North Wellington Health Care Corporation (NWHC) and Groves Memorial Community Hospital (GMCH) (each a “Hospital” and collectively “WHCA”) regarding safety, quality, risk and performance improvement matters as they apply to the WHCA, including with respect to the WHCA governance role for the quality of patient care and services.

2. Guiding Principles

Representatives of both Hospitals shall embrace the spirit and intent of the governance model set out in the Common Board Agreement when carrying out their responsibilities on this committee, including working together in good faith with a view to the best interest of the Hospitals taking into consideration the interest of the WHCA with the goal to advance the effectiveness, credibility and viability of the WHCA.

3. Authority

The QR Committee operates under the authority of the WHCA Common Board and the QR committee of GMCH and NWHC is the Quality Committee for the purposes of the *Excellent Care for All Act, 2010* (the “Act”).

Despite the intended joint and collaborative governance approach through the use of a WHCA Common Board as set forth in the Common Board Agreement, there shall formally remain two (2) separate QR Committees, each formally reporting to the delegated authority of the WHCA Common Board and functionally both QR Committees shall work as one body to fulfil their statutory obligations in accordance with these terms of reference and the intention of the WHCA

4. Composition

- Membership of each QR Committee shall be as follows:
 1. At least two (2) to five (5) elected directors from the WHCA Common Board
 2. Chief executive officer;
 3. Chief nursing executive;
 4. Chief of Staff from each corporation
 5. A person who works in the Hospital who is not a member of the College of Physicians and Surgeons or the College of Nurses;
 6. A patient representative from the Patient Partner Council; and
 7. Such other persons as the WHCA Common Board may from time to time appoint, provided that at least one-third of the voting members of the QR Committee shall be elected directors.
- The QR Committee may invite others to attend all or a portion of their meetings.

5. Chair

- An elected director of the WHCA Common Board shall serve as chair of the QR Committee for each Hospital.

6. Meetings

- The Committee shall meet bi-monthly, from September to June, or at the call of the chair.
- Quorum shall be a majority of voting members; and at least fifty percent of the members of the Committee who are members of the WHCA Common Board.

7. Resources

The chief executive officer shall be the primary resource to each QR Committee, shall cause all minutes of the QR Committees to be taken, and agendas to be prepared, and shall coordinate additional resources as required.

8. Procedures

- The QR Committee shall be empowered to establish their own procedures, processes, role descriptions and subcommittees, so long as such procedures, processes, role descriptions and subcommittees are consistent with the Common Board Agreement, the by-laws of each Hospital and these terms of reference, and to the extent permitted by law allow for these committees to meet jointly and function as one quality committee.

9. Responsibilities

The QR Committee, in accordance with the responsibilities in the Act, shall:

- Assist the WHCA to ensure that a system exists within each Hospital to measure and continuously improve QR

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and the services provided;

- Monitor the outcomes of quality improvement processes by receiving regular reports on measurements of quality; including various measures of effectiveness, efficiency and satisfaction, from each program or service. This will include measures such as the Corporate Quality Score Card, Quality Improvement Plans (QIP) and Collaborative Quality Improvement Plans, patient safety indicators, serious incidents, critical events and near misses, and patient experience reports
- Ensure a credentialing process is in place.
- Assist the WHCA to ensure that care and services are not misaligned with the Mission, Vision and Values of each Hospital
- Assist the WHCA to ensure that linkages exist with other care providers in the immediate community and with partners regionally and provincially to ensure equity and access for the residents in our catchment area. (aligned with accreditation process);
- Monitor implementation and compliance with the *Act* and the Accreditation Canada standards for acute care organizations;
- Receive reports and recommendations from ethics consultations annually (aligned with accreditation process); and
- Monitor organizational risk and appropriate mitigation strategies as applicable.
- Oversee preparation and recommend approval of the annual quality improvement plans and Collaborative Quality Improvement Plans;
- Make recommendations to the WHCA Common Board as appropriate; and
- Perform such other responsibilities as are required by the *Act* and its regulations.

10. Reporting

- Recommendations of the joint QR Committee shall be made to the WHCA Common Board. Minutes of the meetings of the QR Committee shall be made available to the Boards at any time.

11. Review and Evaluation

- The Terms of Reference shall be reviewed annually and amended as necessary to ensure compliance with ONCA and other applicable legislation.
- Any changes must be approved by the full Board.

References

[1] [Guide to the Not-for-Profit Corporations Act, 2010 - Ontario.ca](#)

[2] [Transitioning to and Governing Under the New Ontario Not-for-Profit ...](#)

Reviewed: Governance Committee Meeting May 26, 2026

Approved: GMCH & NWHC Board Meeting June 9, 2026