

Terms of Reference: Resources and Audit Committee of the Board of Directors

1. Purpose

The role of the Resources and Audit Committee is to advise and recommend courses of action to the Common Board of the Wellington Health Care Alliance (WHCA) (North Wellington Health Care Corporation and Groves Memorial Community Hospital (each a “Hospital” and collectively the “WHCA”) for matters delegated to the JEC , and to the boards of directors of each of the Hospitals (collectively, the “Boards”), as the case may be, with respect to the financial health, human resources, information communication and automation technology (ICAT), and support services necessary to continuously improve the quality and safety of patient care across the WHCA.

2. Guiding Principles

Representatives of both Hospitals shall embrace the spirit and intent of the joint 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. Composition

Membership shall be at least three (3) to five (5) Hospital directors, and the President and CEO.

Quorum shall be the majority of the voting members of the Committee; and at least fifty percent (50%) of the members of the Committee who are members of the Board.

From time to time the Chair may invite other individuals to attend all or a portion of the Committee meetings.

4. Chair

The chairpersonship of the Committee shall be held by the Treasurer.

5. Meetings

- The Committee shall meet at least five (5) meetings, from September to June of each year.
- 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.

6. Resources

The CEO and the Vice President, Corporate Services, Chief Financial Officer and Chief Human Resources Officer shall be the primary resource to the Committee, shall cause all minutes of the Committee to be taken and agendas to be prepared, and shall coordinate additional resources as required.

The WHCA senior leadership team members (as required) of both Hospitals shall have a standing invitation to attend Committee meetings but shall not have any right to vote thereat.

7. Procedures

The Committee shall be empowered to establish its 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.

8. Responsibilities

The Committee has the responsibility to monitor, make recommendations for approval and/or deliver reports in the following areas:

Financial

- Annual budget for operating revenues and expenditures;
- Terms, conditions and signing of each Hospital’s Service Accountability Agreement with Ontario Health West;
- Annual capital project and capital equipment budgets;
- Periodic multi-year plans for major capital and project expenditures
- Financial statements and information regarding significant variances to established budgets
- Risk management systems including insurance.
- Contracts or purchases which exceed the limits established for the President;
- Policies on financial administration, controls and recommend changes;

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- Investments and long-term debt;
- Compliance and attestations (fiduciary and stewardship); and
- Receive any recommendations from the Fiscal Advisory Committee.

Human Resources

- Systems to measure and continuously improve the recruitment and retention of all staff, including reports on turnover;
- Systems to measure and monitor the wellness, well-being, and engagement of staff, physicians and volunteers;
- Strategic matters related to human resources, organizational design and development, and personnel issues;
- Compensation mandates relative to bargaining, pay equity and non-union wage increases;
- Benefit issues relative to reserve levels and any projected cost increases;
- Health and safety programs in compliance with the *Occupational Health and Safety Act*; and
- Compliance with Executive Compensation, pay Equity and other applicable Legislation.

Information, Communication and Automation Technology (ICAT)

- Ensure appropriate ICAT equipment, systems, policies and procedures of appropriate use are in place to support effective, safe and efficient operations;
- Oversight of an effective cyber security system across all sites, including business continuity plans, downtime planning across all users, and plans to respond to cyber-security events such as a ransomware attack; and
- Provide oversight for health information systems planning

Property and Support Services

- Acquisition, use and disposition of Hospital property including equipment and technology;
- Condition of physical infrastructure of all facilities and equipment including preventative maintenance, repair and replacement when required;
- Appropriateness of policies and practices in place regarding administration of physical resources to mitigate loss or deterioration of assets; and
- Siting and utilization of buildings and additions and review Master Plan and design for appropriate use;
- Receive, review and monitor progress and ensure that risk management strategies are implemented to ensure success of major projects;

Community Needs

- Assess the resources required to support and maintain priority programs and services to meet community needs.

Audit

The Committee also acts as the Audit Committee of the Boards and will undertake the following:

- Review with the auditors their audit plan, including scope, timetable, and fees;
- Review auditor's independence;
- Enquire into major financial risks faced by the Hospitals and the appropriateness of related controls to minimize their potential impact;
- Obtain an explanation from management of all significant variances between comparative reporting periods and a response to any identified weaknesses;
- Recommend when appropriate, approval of the audited annual financial statements to the Boards;
- Meet privately with the external auditors (without the presence of management) and with senior management
- Annually monitor and evaluate the performance of the external auditors and recommend to the Boards the appointment of a firm of chartered professional accountants as the Corporation's external auditors and any changes of external auditors.

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9. Reporting

Recommendations from the Committee shall be made to the Common Board Minutes of the meetings of the Committee shall be made available to the Boards at any time.

10. 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