

## BOARD MANUAL

<b>SUBJECT:</b> Digital Health Strategy Committee Terms of Reference	<b>NO.: 2-A-17</b>
<b>SECTION:</b> Structure, Roles and Responsibilities	
<b>APPROVED BY:</b> Board of Directors	<b>DATE:</b> December 25, 2025

### 1. Application

Reporting to the Board of Directors, the Digital Health Strategy Committee of the Board (the “Committee”) provides governance oversight, strategic direction and assurances to the Board regarding the development, implementation and evaluation of the Cambridge Memorial Hospital’s Digital Health Plan, Operational Excellence Plan, and Research & Innovation Plan.

The Committee monitors these initiatives in alignment with hospital priorities, regulatory requirements and best practices in digital health, innovation and patient-centred care.

### 2. Composition

- a. The Committee shall be composed of the following voting members:
  - i. Up to three (3) elected Directors, one of whom shall sit as Chair of the Committee; and
  - ii. Up to five (5) other members from the broader community who have experience in clinical informatics, information technology and digital health, appointed by the Board upon the recommendation of the Governance Committee; and
  - iii. One (1) member, appointed by the Patient Family Advisory Committee (PFAC), appointed by management in consultation with PFAC
- b. Non-voting resources to the Committee may include:
  - i. President & Chief Executive Officer (CEO)
  - ii. Vice President, Finance and Corporate Services and Chief Financial Officer
  - iii. Vice President, People and Strategy
  - iv. Director, Corporate Services & Chief Information Officer
  - v. Director, Operational Excellence
  - vi. Clinical Representative(s)

### 3. Meetings

The Committee shall:

- (a) meet at least four (4) times annually, or more frequently as circumstances require;
- (b) conduct all or part of any meeting in the absence of management, and, at a minimum, conduct such a session at each regularly-scheduled Committee meeting;
- (c) invite to its meetings any Director, member of management or such other persons as it considers necessary to carry out its duties and responsibilities;
- (d) exclude from its meetings any persons it considers necessary to carry out its duties and responsibilities.

#### **4. Specific Duties and Responsibilities**

The Committee shall:

- (a) Monitor project performance for digital health operational excellence and research and innovation projects and make recommendations with respect to:
  - 1. Reporting and progress updates
  - 2. Risk mitigation strategies on project deliverables
  - 3. Benefits realization and return on investment
  - 4. Innovation and further intellectual capital development opportunities
- (b) Review and recommend the use of expenditures from each project's contingency and/or change requests, as guided by policy
- (c) Provide strategic advice informed by private sector and/or international best practices in digital health implementation and
- (d) Optimize opportunities for effectiveness and certainty for project deliverables of scope and function, capital and operating costs, schedule, quality, communication and risk management
- (e) Provide regular progress updates to the Board of Directors.

#### **5. General**

The Committee shall have the following additional general duties and responsibilities:

- (a) report to the Board of Directors on matters arising at Committee meetings following each meeting of the Committee;
- (b) maintain minutes or other records of meetings and activities of the Committee;

- (c) have the authority upon approval by the Board to engage independent legal counsel, consultants, or other advisors with respect to fulfilling its responsibilities and the hospital shall provide appropriate funding;
- (d) conduct an annual evaluation of the Committee in which the Committee reviews its performance for the preceding year for the purpose, among other things, of assessing whether the Committee fulfilled the purposes and responsibilities stated in these terms of reference;
- (e) review and assess the adequacy of these terms of reference annually and submit any proposed amendments to the Governance Committee and the Board for approval;
- (f) provide an orientation for new committee members; and
- (g) perform such other functions and tasks as may be assigned from time to time by the Board of Directors.

At the completion of the Digital Health Plan, Operational Excellence Plan, and Research and Innovation Plan, the Governance and Nominating Committee shall review the continuing need and relevance of this Committee and make a recommendation concerning its continuance to the Board of Directors.

<b>DEVELOPED: April 27, 2022</b>		
<b>REVISED/REVIEWED:</b>		
May 7, 2025	Click or tap to enter a date.	Click or tap to enter a date.
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