

Role and Responsibilities of Individual Board Members

POLICY:

As a member of the Board, thereby contributing to the collective achievement of the governance role of the Board, the individual director will be responsible for the following:

Fiduciary Duties

- Each director is responsible to act honestly, in good faith and in the best interests of the Corporation, and in so doing, to support the Corporation in fulfilling its mission and discharging its accountabilities.
- Each director will apply the level of skill and judgment that may reasonably be expected of a person with his or her knowledge and experience to matters that come before the Board.

Accountability

- Each director's fiduciary duties are owed to the Corporation and will make decisions that are in the best interest of the Corporation, as a whole. A director will not be accountable to or prefer the interests of any one group.
- Each director will be knowledgeable of the stakeholders to whom the Corporation is accountable and will appropriately take into account the interests of these stakeholders when making decisions as a director.

Exercise of Authority

- A director carries out the powers of office only when acting as a voting member during a duly constituted meeting of the Board.
- A director respects the responsibilities delegated by the Board to the CEO and Chief of Staff, avoiding interference with their duties but insisting upon accountability and reporting mechanisms for assessing organizational performance.

Education

- Each director will be knowledgeable about:
 - a) the operations of the Corporation
 - b) the healthcare needs of the community served
 - c) the healthcare environment generally
 - d) the duties and expectations of a director
 - e) the Board's governance role
 - f) the Board's governance structure and processes
 - g) the Board's adopted governance policies
 - h) the Corporation policies applicable to Board members
- Each director will participate in a Board orientation session, Board retreats and Board education sessions.
- Each director should attend additional appropriate educational conferences in accordance with Board approved policies.

Board Policies and Corporation Policies

- Each director will be knowledgeable of and comply with the Board and Corporation policies that are applicable to the Board including:
 - a) Code of Conduct

- b) Evaluation of Board Performance
- c) Complaints/Compliments Received by Members of Board
- d) Ethics Policy of the Corporation

Teamwork

- Each director will develop and maintain sound relations and work cooperatively and respectfully with the Board Chair, members of the Board and senior management.

Community Representation and Support

- Board members will support the Corporation and foundation through attendance at Corporation and foundation sponsored events, and where possible and appropriate, consider financial contributions in accordance with their means.

Time and Commitment

- Each director is expected to commit the time required to perform Board and committee duties. It is expected that a director will devote a minimum of between 5-10 hours per month.
- The Board meets approximately 10 times a year and a director is expected to adhere to the Board's attendance requirements as outlined in the by-laws.
- Each director is expected to serve on at least one standing committee. Committees generally meet every second month.

Contribution to Governance

- Each director is expected to make a contribution to the governance role of the Board through:
 - a) reading materials in advance of meetings and coming prepared to contribute to discussions
 - b) offering constructive contributions to Board and committee discussions
 - c) contributing his or her special expertise and skill
 - d) respecting the views of other members of the Board
 - e) expressing personal opinions during Board and committee meetings but respecting the decision of the majority even when not agreeing with it
 - f) respecting the role of the Chair
 - g) respecting the role and Terms of Reference of Board committees
 - h) participating in Board evaluations and annual performance reviews

Continuous Improvement

- Each director will commit to being responsible for continuous self-improvement.
- Each director will receive and act upon the results of Board evaluations in a positive and constructive manner.

Term and Renewal (only applies to community members)

- Following the selection process as identified in Corporate Policies, each director is appointed for a term of up to three years and may serve for a maximum of nine years.
- Upon completion of an assigned term of office, a director wishing to continue to serve in this capacity will reapply for another term and participate in the approved Board Selection Process.

PROCEDURE:

1. This policy applies to all elected and ex-officio directors and is provided to applicants before they are recruited to the Board.
2. An applicant who wishes to serve on the Board will confirm in writing that he or she will abide by this policy.
3. This policy is part of the application package for new applicants.