

BOARD MANUAL

SUBJECT: Responsibilities of a Director	NUMBER: 2-A-30
SECTION: Structure, Roles and Responsibilities	APPROVED BY: Board of Directors
DATE: February 23, 2011	REVISED/REVIEWED: November 28, 2012, June 25, 2014, November 26, 2014, January 24, 2018

Responsibilities

As a member of the Board, and in contributing to the collective achievement of the role of the Board, the individual Director is 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.

A Director shall apply the level of skill and judgment that may reasonably be expected of a person with his or her knowledge and experience. Directors with special skill and knowledge are expected to apply that skill and knowledge to matters that come before the Board.

Accountability

A Director's fiduciary duties are owed to the corporation. Each Director shall act and make decisions that are in the best interest of the corporation, as a whole.

A Director shall be knowledgeable of the stakeholders to whom the corporation is accountable and shall appropriately take into account the interests of such stakeholders when making decisions as a Director, but shall not prefer the interests of any one group if to do so would not be in the best interests of the corporation.

General

As a member of the Board, each Director will:

- understand the difference between oversight and management, respecting the responsibilities delegated by the Board to the CEO and the Chief of Staff
- comply with the Board of Directors conflict of interest policy and Section 4.9 of the corporation's by-law
- respect the confidentiality of matters brought before the Board and all committees
- support the Board's decisions and policies at all times even though the director holds another view or voiced another view during a Board discussion or was absent from the Board meeting
- comply with the Board and Hospital policies that are applicable to the Board

Contribution to Governance

Directors are expected to make a contribution to the governance role of the Board through:

- reading materials in advance of meetings and coming prepared to contribute to discussions
- offering constructive contributions to Board and committee discussions
- contributing his or her special expertise, skills and attributes
- respecting the role and terms of reference of the Board and Board committees
- participate in the Board evaluation processes

Attendance and Availability

Each Director will:

- have the ability to commit the necessary time for Board meetings, committee meetings and Board education in accordance with the Board attendance policy
- serve as an active member of at least one committee and contribute to its purpose

Communication and Interaction

As a member of the Board, each Director will:

- work positively, cooperatively and respectfully with all members of the Board of Directors and the management team
- participate fully and frankly in the deliberations and discussions of the Board
- demonstrate an openness to other people's opinions and the willingness to listen
- have the confidence and will to make tough decisions, including the strength to challenge the majority view
- advise the Chair and the CEO in advance when introducing significant and/or previously unknown information or material at a Board meeting

Community Representation

A Director shall represent the Board and the Hospital in the community only when asked to do so by the Board Chair (see the communications policy regarding Board spokesperson)

Knowledge

Recognizing that decisions can only be made by well-informed Directors, each Director will participate in Board and committee orientation, Board education and other education sessions in accordance with Board policy and have an understanding of:

- the corporation's strategic direction
- the current provincial and local health care environment
- the role and responsibilities of the Board and a Director
- the key performance indicators for Board oversight of the corporation

Appointment and Term

A Director is elected for a term of up to three years. An elected Director may not serve for more than nine consecutive or cumulative years.

Conclusion of Term

Upon conclusion of service the Director will sign off on the "Off Boarding" checklist confirming the return of items such as confidential information, parking pass and name badge.