

BOARD MANUAL

SUBJECT: Responsibilities of Non-Directors on Board Committees	NUMBER: 2-A-32
SECTION: Structure, Roles and Responsibilities	APPROVED BY: Board of Directors
DATE: February 23, 2011	REVISED/REVIEWED: November 28, 2012 September 30, 2015, January 24, 2018

In accordance with the CMH By-Law No. 1, Article 9.1 (c), the Board may appoint additional persons to Board committees who are not directors but are entitled to vote on all matters brought before the committee.

Role

A non-director may be appointed to a Board committee to contribute one or more of the following:

- special expertise
- the perspective of a member of the community valuable experience as a former Director
- skills and knowledge for consideration as a potential future Director

Responsibilities

Standards of Care

A non-director member, in exercising his/her function and discharging his/her duties as a member of a Board committee shall:

- act honestly, in good faith and in the best interests of the Hospital
- apply the level of skill and judgment that may reasonably be expected of a non-director with his/her knowledge and experience

General

The non-director committee member will:

- attend, participate and vote at meetings of the Board committee to which the member is appointed
- comply with the Board of Directors conflict of interest policy and Section 4.9 of the corporation's By-law No. 1
- respect the confidentiality of matters brought before the Board committees
- support the Board's decisions and policies at all times even though the committee member holds another view or voiced another view during a committee discussion or was absent from the committee meeting

- comply with the Board and Hospital policies that are applicable to the Board

Contribution to Committee Business

A non-director committee member is expected to make a contribution to the work of the committee through:

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

Attendance and Availability

A non-director committee member will:

- have the ability to commit the time required to perform committee duties and attend relevant education sessions in accordance with the Board attendance policy
- participate in relevant orientation session(s)

A non-director committee member is invited to attend open Board meetings and receive minutes, without rights to participate in discussion or vote. Attendance at Board meetings provides context to the work conducted by Board committees

Communication and Interaction

As a member of the Board committee, each member will:

- work positively, cooperatively and respectfully with all members of the Board committee and the management team
- participate fully and frankly in the deliberations and discussions
- demonstrate an openness to others' 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 in advance when introducing significant and/or previously unknown information or material at a committee meeting

Appointment and Term

The Board of directors appoints non-director committee members for a one year term. The non-director may be reappointed for successive one year terms.

Conclusion of Term

Upon conclusion of service the committee member will sign off on the "off boarding checklist" confirming return of items such as confidential information, parking passes, ID badge.