

JOINT BOARD POLICY

Management System\Tillsonburg District Memorial Hospital\Administrative Services\Board of Directors Policies\

Subject: AHI-TDMH Position Description - Duties and Expectations of a Director

Document # 37315 Version: Current 1.0

Last Modified Date: 2019-10-11 3:21:00 PM

Authorized by: Board of Directors

This is a CONTROLLED document. Only the original electronic document is to be considered current. Paper copies may be outdated.**PURPOSE**

The hospital is committed to ensuring that it achieves standards of excellence in the quality of its governance and has adopted this policy describing the duties and expectations of directors.

APPLICATION

This policy applies to all elected and ex officio directors and is provided to directors before they are recruited for appointment to the board. A director who wishes to serve on the board must confirm in writing that he or she will abide by this policy (Director's Declaration Form).

POSITION DESCRIPTION

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 (as per Corporate By-laws)

Every Director and Officer of the Corporation in exercising his or her powers and discharging his/her duties shall:

- (i) act honestly and in good faith, loyal to the Corporation and with a view to the best interests of the Corporation;
- (ii) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;

Accountability

A director's fiduciary duties are owed to the corporation. The director is not solely accountable to any special group or interest and shall act and make decisions that are in the best interest of the corporation, as a whole. A director shall become 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 hospital.

Education

A director shall be knowledgeable about:

- The operations of the hospital;
- The health care needs of the community served;
- The health care environment generally;
- The duties and expectations of a director;

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- The board's governance role;
- Board's governance structure and processes;
- Board-adopted governance policies; and
- Hospital policies applicable to board members.

A director will participate in a board orientation session, orientation to committees, board retreats and board education sessions. A director should attend additional appropriate educational conferences in accordance with board approved policies.

Board Policies and Corporation Policies

A director shall be knowledgeable of and comply with the policies that are applicable to the board including:

- The board's code of conduct;
- The board's conflict of interest policy;
- The board's confidentiality policy;
- The ethics and business conduct policy of the hospital; and
- Expense reimbursement and perquisites policies.
- Teamwork

A director shall develop and maintain sound relations and work cooperatively and respectfully with the board chair, members of the board and senior management.

Community Representation

A director shall represent the board and the hospital in the community when asked to do so by the board chair. Board members are encouraged to participate in events that support their respective hospitals.

Time and Commitment

A director is expected to commit the time required to perform board and committee duties.

The board meets approximately nine times a year and a director is expected to adhere to the board's attendance policy that requires attending at least 75 percent of board meetings. A voting director is expected to serve on at least one standing committee.

Contribution to Governance

Directors are expected to make a contribution to the governance role of the board by:

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- 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 and skill;
- Respecting the views of other members of the board;
- Voicing conflicting opinions during board and committee meetings, but respecting the decision of the majority even when the director does not agree with it;
- Respecting the role of the chair;
- Respecting the role and terms of reference of board committees; and
- Participating in board evaluations and annual performance reviews.

Continuous Improvement

A director shall commit to be responsible for continuous self-improvement. A director shall receive and act upon the results of board evaluations in a positive and constructive manner.

Term and Renewal

A director is elected for a term of up to three years and may serve for a maximum of nine years. A director's renewal is not automatic and shall depend on the director's performance.

AMENDMENT

This policy may be amended by the Governance Committee for approval by the Board of Directors.

References: OHA's Guide to Good Governance, Third Edition, 2015 (Form 6.5)

Approval Date: Governance Steering Committee – September 12, 2019

Joint Board of Directors – September 25, 2019