

ISSUED BY:	Board of Directors	NUMBER:	V-A-3
AUTHORIZED BY:	Board of Directors	REVISION DATE:	January 25, 2022
ISSUE DATE:	July 8, 2003	REVIEW DATE:	
CATEGORY:	Part V-A – Ensure Board Effectiveness	PAGE:	1 of 3
SUBJECT:	ROLES AND RESPONSIBILITIES OF INDIVIDUAL DIRECTORS		

Fiduciary Duty and Duty of Care

As a “fiduciary” of the Corporation, a Director must act ethically, honestly and in good faith and make decisions that are in the best interests of the Hospital, having regard to all relevant considerations including, but not limited to considering the impact of the Board of Director’s (Board) decisions on affected stakeholders. In instances where the interests of stakeholders conflict with each other or with those of the Hospital, a Director must act in the best interests of the Hospital, commensurate with its duties as a responsible and well-intended public hospital.

A Director exercises the care, diligence and skill that a prudent person would exercise in comparable circumstances. Directors with special skill and knowledge are expected to apply that skill and knowledge to matters that come before the Board. A Director does not represent the specific interests of any constituency or group.

A Director complies with all applicable laws, including but not limited to the *Public Hospitals Act*, the *Corporations Act*, By-laws and Board policies.

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 or one of its appointed bodies. A Director respects the responsibilities assigned or delegated by the Board to the Board Chair, Committee Chairs, the Chief Executive Officer (CEO) and Chief of Staff (COS), avoiding interference with their duties but insisting upon accountability and reporting mechanisms for assessing organizational performance.

Confidentiality

Every Director shall respect the confidentiality of matters brought before the Board and all Committees, keeping in mind that unauthorized statements could adversely affect the interests of the Corporation.

Conflict of Interest

A Director complies with the Board’s Conflict of Interest policy as prescribed in the Administrative By-Law 4.8.

Team Work

A Director works positively, cooperatively and respectfully with all members of the Board and the management team in the performance of his/her duties.

Policy Solidarity

The official spokesperson for the Board is the Chair or CEO. A Director supports the decisions and policies of the Board in discussions with outsiders, even if the Director holds another view or voiced another view during a Board discussion or was absent from the Board meeting. A Director refers requests for statements on behalf of the Board to the Board Chair or CEO.

Formal Dissent

A Director is deemed to have supported the decisions and policies of the Board, whether they are present at or absent from a Board meeting, unless he/she formally records a dissenting view with the Board secretary. While an absent Director may formally record a dissenting view prior to the approval of the minutes at the next meeting, this does not change the decision reached by the Board.

Community Representation and Support

A Director should represent the Board and the Hospital in the community when asked to do so by the Board Chair. Board members should provide financial support to the Hospital Foundations in accordance with their means and should support the Hospital, the Foundations and the Volunteer Association through attendance at Hospital, Foundation and Volunteer Association sponsored events.

Attendance

A Director is generally expected to attend all Board meetings including Board plenary sessions and assigned Standing or Ad-Hoc Committee meetings in person or by electronic means. All Directors are expected to serve on one or two Board Standing Committees and to represent the Board when requested. Unless otherwise decided by the Board, a Director is required to attend a minimum of 75% of Board and assigned Committee meetings on an annual basis.

Time Commitment

A Director is generally expected to commit an average of 10-15 hours per month in preparation for and attendance at Board meetings, assigned Committee meetings and events.

Participation

A Director comes prepared to meetings (of both the Board and its Committees) and events, asks informed questions, and makes a constructive contribution to discussions.

Competencies

A Director actively contributes specific expertise and skills which will inform Board discussion and decisions. However, the elected Directors do not provide professional advice to the Board.

Education

A Director takes advantage of opportunities to be educated and informed about the Board and the key issues related to the Hospital and the broader health system through participation in initial orientation and ongoing Board education.

A Director will participate in a Board orientation session, orientation to Committees, Board plenary sessions and Board education sessions. A Director should attend additional appropriate educational conferences in accordance with Board approval policies.

Evaluation and Continuous Improvement

A Director should commit to being responsible for continuous self-improvement. A Director participates in the evaluation of the performance of the Board as a whole and of his/her performance as a Director. A Director should receive and act upon the results of Board evaluations in a positive and constructive manner.