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|  | <input checked="" type="checkbox"/> Policy <input type="checkbox"/> Procedure <input type="checkbox"/> Protocol <input type="checkbox"/> Terms of Reference | Section Board Governance | Number 02-014 |
| | Position Description – Board of Directors | | |
| Date Issued: September 2006 Date Review/Revised: Mar. 2010, Jun. 2010, Nov. 2011, Aug. 2013, Sep. 2014, Jan. 2016, Oct. 2016 Next Review Date: October 2019 | | | |
| Owner: President & Chief Executive Officer | Reviewer(s): Executive, Governance & Planning Committee | Approver: Board of Governors | |
| Cross Reference: Code of Conduct 02-012; Conflict of Interest Policy 02-011; Confidentiality Policy 02-010; Code of Ethics Policy 30-017 | | | |

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Purpose

South Huron Hospital Association (SHHA; 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. The Board's composition should reflect a balanced blend of expertise, experience, external relationships and personal attributes that, working together as a team, advance the mission of the Hospital.

Policy

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/she will abide by this policy.

Duties and Expectations of a Director

Position Description – Board of Directors

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 SHHA and in so doing, to support the hospital 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/her knowledge and experience. Directors with special skills and knowledge are expected to apply that skill and knowledge to matters that come before the Board.
- **Accountability**
 - The hospital Board is accountable to members of the hospital, public and governing bodies for acting consistently with the Articles of Incorporation, the by-laws, applicable legislation, the common law as it governs hospitals and the achievement of its mission and vision. The directors exercise the power vested in

them in good faith and honesty in order to further the purposes for which the hospital was created. They act in what they consider to be the best interests of the hospital, each exercising his/her unfettered discretion in decision making. Ex-officio directors fulfill the same duty to the corporation, placing the interests of their nominator or group subordinate to those of the corporation. Directors do not place themselves in a position where their personal interests conflict with those of the hospital.

- Exercise of Authority
 - A director carries out the powers of their office only when acting as a board member during a duly constituted Board meeting or one of its committees. Each Director respects the responsibilities which have been delegated to the President & CEO, avoiding interference in their duties but insisting upon accountability and associated performance reporting to the Board.

In choosing between competing demands on scarce resources, the Board has established the following accountabilities:

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|--|--|
| To Members of the Corporation | For acting consistently with the Articles of Incorporation, the bylaws, applicable legislation, the common law as it governs corporations and the achievement of its mission and vision. |
| To Patients | For safe, family-centered care and best practices. |
| To Ministry of Health and Long-Term Care | For expenditure management compliance with policies and regulations, data quality and performance management. |
| To the Foundation | For donor stewardship and support. |
| To Staff, Volunteers and Physicians | For transparent processes and Chief Executive Officer, Chief of Staff and Medical Advisory Committee evaluation. |
| To Partners | For collaboration. |
| To Communities We Serve | For advocacy, communication and expectation management. |

- Patient Quality and Safety

- The Board is accountable to the public to ensure that all patients are provided with safe quality care. The directors establish objectives that are within the capacity of the hospital's plan and resources, maximizing patient quality as well as patient and staff safety. Regular reports regarding patient care are reviewed by Board members, utilizing performance management tools. The Board of Directors ensures there is a current quality plan implemented and monitored annually.

- 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;
- 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 Polices and Hospital Policies

A director shall be knowledgeable of and comply with the Board and hospital 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; and,
- The Business Code of Ethics Policy of the hospital.

- Teamwork

A director shall develop and maintain sound relations and work co-operatively and respectfully with the Board Chair, members of the Board and senior management.

- Community Representation and Support

A director shall represent the Board and the hospital in the community when asked to do so by the Board Chair. Board members shall provide financial support to the South Huron Hospital's Foundation within their personal means and shall support the South Huron Hospital's Foundation events where possible.

- Time and Commitment

A 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 (10 and 15) hours per month.

The Board meets approximately nine (9) times a year and a director is expected to adhere to the hospital Board attendance policy that requires attending at least six (6) Board meetings. Board directors are volunteer positions.

A director is expected to serve on at least one standing committee. All first term directors will usually sit on the Board Quality, Utilization and Risk standing committee as part of their orientation process. Committees meet in accordance with their own terms of reference.

- **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/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 evaluation in a positive and constructive manner.

Term and Renewal

A director is elected for a term of two years and may serve for a maximum of eight years.

Self-Assessment Measurement

Using the attached template (Appendix A), individual directors will be afforded an opportunity for evaluation each year that reflects performance on the Board and its committees.

The evaluation will take into account the Mission, Vision and Values of SHHA, the core values and the strategic priorities.

The Executive, Governance and Planning Committee of the Board is responsible for establishing the entire evaluation process to be used and is also responsible for ensuring timely and appropriate followup on governance improvement opportunities, reflecting this in its communication with the Board.

Amendment

This policy may be amended by the Board.

Related Documents

Appendix A – Self-Assessment

APPENDIX A
form for policy #02-014

SOUTH HURON HOSPITAL ASSOCIATION

SECTION BOARD

TITLE SELF-ASSESSMENT

| Trait/Characteristic | Scoring | | | |
|---|----------------------------------|-----------------------|----------|------------------|
| | Outstanding/ Above Average | Fully Satisfactory | Adequate | Could Improve |
| Reads materials and comes prepared for meetings | | | | |
| Participates - actively engaged at meeting | | | | |
| Supports and promotes the hospital | | | | |
| Consistently demonstrates integrity and high ethical standards | | | | |
| Complies with the conflicts of interest policy | | | | |
| Respects confidentiality as required | | | | |
| Communicates ideas and concepts effectively | | | | |
| Listens well and respects those with differing opinions | | | | |
| Thinks independently - will express view contrary to the group | | | | |
| Inquisitive - asks appropriate and incisive questions | | | | |
| Thinks strategically in assessing the situation and offering alternatives | | | | |
| Exhibits sound, balanced judgement for the benefit of all stakeholders | | | | |
| Develops and maintains sound relationships - a team player | | | | |

| Trait/Characteristic | Scoring | | | |
|---|----------------------------------|-----------------------|----------|------------------|
| | Outstanding/ Above Average | Fully Satisfactory | Adequate | Could Improve |
| Understands the role of board committees | | | | |
| Understands and respects the role of the chair | | | | |
| Demonstrates financial literacy though not necessarily an expert in the field | | | | |
| Effectively applies and contributes his/her special skills, knowledge or talent to the issues | | | | |
| Supports board decisions - acts as one on all board actions once the decision has been made | | | | |
| Contributes effectively to board performance | | | | |
| Self (Identify yourself by placing a check in this column) | | | | |

Outstanding/Above Average

Consistently performs beyond expectations; does more than is expected of a director; frequently contributes more than average.

Fully Satisfactory

Consistently demonstrates the quality at a standard expected of a director; a solid performer.

Adequate

Demonstrates the expected qualities but may be inconsistent in the demonstration or has minor weakness that could be improved with attention.

Could Improve

Would benefit by modifying this aspect of his/her behavior to confirm to the expectations.