



THE RED LAKE MARGARET COCHENOUR MEMORIAL HOSPITAL

-STATEMENT OF POLICY AND PROCEDURE-

SUBJECT: Annual Declaration & Consent		DOC. ID#: BG-DIR-09
MANUAL: BOARD OF GOVERNORS		Original Date: Oct-12
CATEGORY: DIRECTORS		Last Revision Date: See Electronic Copy.
DEVELOPED BY: CEO	APPROVED BY: BOARD	Next Revision Date: See Electronic Copy.
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1. PURPOSE:

The board of directors (the “**Board**”) of The Red Lake Margaret Cochenour Memorial Hospital (the “**Corporation**”) has a reputation in the community for its integrity and commitment to objective health systems planning. In support of this image, the Board expects and requires Directors and non-Director Board committee members to behave in a professional, respectful, and collegial manner while carrying out their responsibilities on the Board.

Each Director has a fiduciary duty and duty of care to the organization. The Board expects and requires that each Director understands the roles and responsibilities, commits to being informed, and to representing the interests of the Corporation.

2. POLICY:

Each year, every Director and non-Director Board committee member will review and sign the Annual Declaration and Consent Form (Appendix A).

3. PROCEDURE:

- At the first meeting of the new Board year, the Board Secretary will prepare the Annual Declaration and Consent Form for each Director to sign.¹
- Signed forms will be put in each Director and Board committee member’s file.
- If Directors do not consent before or within 10 days of their election/appointment, they are deemed not to be a Director, unless the Director is re-elected or reappointed

¹ This must be within 10 days of the Directors’ election or appointment, which is not possible if the Director is elected at a June Annual Meeting.

where there is no break in their term of office.² Later consent can validate their election but may leave open the issue of the validity of the actions taken during the period before consent was obtained.

² ONCA, s. 24(8) states: "An individual who is elected or appointed to hold office as a director is not a director, and is deemed not to have been elected or appointed to hold office as a director, unless the individual consents in writing to hold office as a director before or within 10 days after the election or appointment." ONCA s. 24(10) states: "Subsection (8) does not apply to a director who is re-elected or reappointed where there is no break in his or her term of office."

SCHEDULE A

ANNUAL DECLARATION AND CONSENT

To: The Red Lake Margaret Cochenour Memorial Hospital (“**Corporation**”)

And To: The board of directors of the Corporation (“**Board**”)

Consent

I am an individual elected or appointed to the Board and hereby acknowledge and declare that I:

- (a) consent to act as a director of the Corporation;
- (b) am at least 18 years of age;
- (c) have not been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (d) have not been found to be incapable by any court in Canada or elsewhere;
- (e) do not have the status of a bankrupt;
- (f) am not an “ineligible individual” as defined in the *Income Tax Act* (Canada) or any regulations made under it;
- (g) have my principal residence or carry on business within the area served by the Corporation as established by the Board from time to time, unless otherwise determined by the Board;
- (h) am not an employee or Professional Staff member, except as provided under the *Public Hospitals Act*; and
- (i) am not a spouse, dependent child, parent, brother, or sister of, and do not live in the same household as, an employee or Professional Staff member, unless otherwise determined by the Board.

I am an individual appointed to a Board committee and consent to serve the Corporation as a non-director Board committee member.

Meeting Participation Consent

I consent to the holding of Board and Board committee meetings by telephonic or electronic means that permit all persons participating in the meeting to communicate adequately with

each other during the meeting. I also consent to the participation by any director or Board committee member at a Board or Board committee meeting by such telephonic or electronic means.

Compliance with Policies

I confirm that I have read and understand all of the Board-approved policies and codes of conduct and any other applicable policies of the Corporation, as amended or supplemented from time to time (the “**Policies**”), including but not limited to:

- Conflict of Interest Policy; and
- Board Code of Conduct.

I agree to comply with the *Not-for-Profit Corporations Act, 2010* (the “**Act**”) and the Corporation’s articles, by-laws, and Policies (“**Governance Documents**”).

Conflicts

In accordance with the Act and the Corporation’s Governance Documents, I make the following disclosure:

I have an interest, directly or indirectly, in the following entities, persons, or matters, which includes entities in which I am a director or officer:

This disclosure is a general notice of interest pursuant to the Act and the Corporation’s Governance Documents, and accordingly, I should be regarded as interested in any of the above entities, persons, or matters.

I acknowledge that this disclosure is in addition to my obligations to comply with the Act and the Corporation’s Governance Documents in respect of any specific conflict that may arise.

I declare the above information to be true and accurate as of the date hereof.

Notice

Notice for Board and/or Board committee meetings may be sent to me at the address set out below:

Address: _____
Email: _____
Telephone: _____
Attention: _____

Dated this _____ day of _____, 20__.

Name (Please print):