



RED LAKE MARGARET COCHENOUR MEMORIAL HOSPITAL

-STATEMENT OF POLICY AND PROCEDURE-

SUBJECT: Director Role Description

DOC. ID#: BG-JD-01

MANUAL: BOARD OF DIRECTORS

Original Date: Apr-98

CATEGORY: ROLE DESCRIPTIONS

Last Revision Date: Jan-21

DEVELOPED BY: CEO

APPROVED BY: CEO

Next Revision Date: Jan-24

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1. DEFINITION:

- Directors: voting members of the Board of Directors
- Ex-officio Directors: As per the Public Hospitals Act – Regulations 965 (Board Composition), Hospitals are required to have the administrator (President & CEO), the President of the Medical Staff, the Chief of Staff and the Chief Nursing Executive on the Board, as *non-voting ex officio Directors*.

2. PURPOSE:

The Hospital is committed to ensuring that it achieves standards of excellence in the quality of its governance and has adopted this policy, which describes the duties and expectations of Directors.

3. APPLICATION

This policy applies to all elected and *ex officio* Directors and is provided to Directors when they are recruited for appointment to the Board. A Director who wishes to serve on the Board must confirm in writing that they will abide by this policy.

4. 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:

4.1 *Fiduciary Duties:*

Each Director is responsible to act honestly, in good faith and in the best interest of the Hospital, and in so doing, to support the Hospital in fulfilling its mission and meeting its accountabilities. A Director shall exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

4.2 *Accountability:*

A Director's fiduciary duty is 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 Hospital as a whole. A Director shall be knowledgeable of the stakeholders to whom the Hospital is accountable and shall

appropriately consider the interest 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 interest of the Hospital.

4.3 Education:

A Director shall be knowledgeable about:

- The general 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;
- The Board's governance structure and processes;
- Board-adopted governance policies;
- Hospital policies applicable to Board members;
- The role of the Chief Executive Officer and Chief of Staff
- The legislative, regulatory and funding context in which the Hospital operates, generally

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.

4.4 Board Policies and Hospital Policies:

A Director shall understand and comply with the Board and Hospital policies that are applicable to the Board including but not limited to the Board's:

- Code of Conduct
- Conflict of Interest Policy
- Confidentiality Policy
- Broader Public Sector Perquisites Directive
- Board and Committee Attendance policy
- Statement of Roles and Responsibilities
- Staff and Board of Governors Travel Expense Policy

4.5 Teamwork:

A Director shall develop and maintain sound relations and work cooperatively and respectfully with the board Chair, other Board Directors and senior management. Directors shall engage in constructive debate, and actively participate in Board discussions. Once decisions are made by the Board, Directors will support the Board's direction.

4.6 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. Directors shall support the Hospital and the Foundation through attendance at Hospital and Foundation sponsored events as appropriate.

4.7 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 5-10 hours per month.

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% of Board meetings.

A Director is expected to serve on at least one standing committee. Committees generally meet monthly. When the composition of the Board allows, each Director should serve a minimum of one term of the allowable 10-year appointment on the Quality Committee.

4.8 Contribution to Governance:

Directors are expected to contribute 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 differing 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;
- Becoming familiar patient safety and its various legal obligations, to effectively contribute to the Hospital’s quality of care.

4.9 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.

5. POSITION TERM

A Director is elected for a term of two years and may serve for a maximum of 10 years. A Director’s renewal is not automatic and shall depend on the Director’s performance.

6. AMENDMENT

The policy may be amended by the Board of Directors.

I have read and agree with this role description.	
Director’s Signature	Date

