



## BOARD OF DIRECTORS Policy Manual

<b>Policy:</b>	<b>Roles and Responsibilities of Individual Board Directors</b>	<b>Policy Number:</b> V-A-3
<b>Category:</b>	<b>Board Effectiveness Section A: Governance Policy Framework</b>	Page 1 of 2
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The roles and responsibilities of individual Directors are as follows:

### **Accountability and Fiduciary Duties**

A Director acts ethically, honestly, in good faith and makes decisions that are in the best interests of Stevenson Memorial Hospital (SMH) and in so doing, supports the Hospital in fulfilling its mission and mandate and discharging its accountabilities. 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. 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 delegated by the Board to the Chief Executive Officer (CEO).

### **Conflict of Interest**

A Director complies with the Hospital's Board of Directors Conflict of Interest policy as prescribed in the Board Policy Manual and Corporation By-Laws.

### **Team Work**

A Director works positively, cooperatively and respectfully with all members of the Board of Directors and the management team in the performance of their duties. A Director communicates with the CEO through the Board Chair with respect to any issues/concerns related to the management or operations of the Hospital.

### **Formal Dissent**

A Director who is absent from a Board meeting is deemed to have supported the decisions and policies of the Board taken in their absence unless they formally record a dissenting view with the Board secretary.

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### **Policy Solidarity**

A Director supports approved Board policies and Board decisions.

### **Attendance**

A Director is expected to attend all meetings of the Board and assigned committees and Board retreats in person or by electronic means. In the event of extenuating circumstances, at a minimum a Director is expected to attend at least 75% of these meetings on an annual basis. All Directors are expected to serve on at least one Standing Committee and to represent the Board when requested.

### **Participation**

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

### **Competencies**

A Director brings unique expertise and skills which will inform Board discussion and decisions. However, it is recognized that a Director does not provide advice to the Board in a professional capacity.

### **Confidentiality**

Every Director, Officer, member of a committee of the Board, member of the medical staff, dental staff, midwifery staff and nurse-extended class nurse with privileges and employee of the Corporation shall respect the confidentiality of matters brought before the Board or before any committee, subcommittee or task force, or any matter dealt with in the course of the employee's employment or of the medical staff, dental staff, midwifery staff or nurse - extended class nurse with privileges staff member's activities in the Hospital.

### **Education**

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

### **Self-Evaluation**

A Director participates in the evaluation of the performance of the Board as a whole and of their performance as a Director.

### **Financial Support and Fundraising**

A Director makes a personal financial contribution to the fundraising activities of the Foundation.