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March 14, 2018

Grand River Hospital Nomination Process, 2018

Supplementary Information for Posting from

Closing Date: March 23, 2018 at 5:00PM

During the annual Grand River Hospital (GRH) Board of Directors recruitment process, the GRH Board recruits expertise based on its strategic needs in the coming years.

Starting in 2018, GRH is embarking on several capital projects which will require significant capital financing. To ensure that the Board of Directors will continue to be well equipped with strong expertise to oversee the implementation of these projects and the on-going management of associated strategic financial issues, the Board is recruiting a Special Director with deep experience in strategic oversight of risk management and capital financing. The individual will bring their financial knowledge and insight to support a strategic financial approach to making complex decisions.

GRH posted a call for applications to join our Board earlier this year and the review of the applications thus received is underway to fill other Board/Committee vacancies. This second posting is the continuation of the 2018 board recruitment process. Applicants who submitted an application prior to the closing date of February 7, 2018 need not reapply.

All applications will be evaluated in accordance with GRH's Board Recruitment and Succession Planning Policy (4C13) and nomination process.



Application Package: Board of Directors – Special Director

As requested, please find enclosed an application for membership on the Board of Directors at Grand River Hospital. Along with the application, we have also included material on the Hospital, our Foundation and Board policies related to the roles, responsibilities and duties of our Board members. Additional information can be found on our website: http://www.grhosp.on.ca/about/board-of-directors/join-our-board-sd

Please note that all responses are confidential. If you are interested in being considered for the Board, please forward your application by mail, fax or email* **no later than March 23, 2018 at 5:00pm** to:

Grand River Hospital Nominations Sub-Committee, Board of Directors c/o Catherine Heal P.O. Box 9056 835 King Street West Kitchener, ON N2G 1G3 Fax: 519-749-4293 Email: catherine.heal2@grhosp.on.ca

For inquiries: Tele: 519-749-4300 ext. 6709 catherine.heal2@grhosp.on.ca

Thank you for your interest in Grand River Hospital.

Best regards,

Karen Wetteskind Chair, Nominations Sub-Committee

*Disclaimer: Please note that GRH does not guarantee that personal information sent to any GRH email addresses is protected against all privacy risks. By submitting your application by email, you are accepting the privacy risks associated with this form of communication.



1. Instructions

- (a) To apply to be a member of the Grand River Hospital Board of Directors, you must complete this form and submit it with a copy of your current resume or a brief biographical sketch.
- (b) Please submit your application by mail, fax or email* to:

Nominations Sub-Committee, Board of Directors c/o Catherine Heal Grand River Hospital PO Box 9056 835 King Street West Kitchener, ON N2G 1G3 Fax: 519-749-4293 catherine.heal2@grhosp.on.ca

(c) For more information about the application process, please contact Catherine Heal at 519-749-4300 ext. 6709

2. Applicant Contact Information

Surname:		First Name:		
Home Address:				
City:		Province: ON	Postal Code:	
Home Phone Number:		Business Phone I	Number:	
E-mail Address:				
Preferred Method of Contact:	Home Phone	Business P	hone	E-mail

3. Eligibility Criteria and Conditions of Appointment (see the Corporation By-laws for more detail)

- (a) Directors must be at least 18 years old.
- (b) Directors must be either a resident, employee, or carry on a business within the area served by the Corporation for a continuous period of at least three months prior to becoming a member of the Corporation.
- (c) Undischarged bankrupts are ineligible to become a Director.
- (d) Other persons excluded from being appointed or elected as a Director include: employees and members of the Professional Staff except those appointed pursuant to the Public Hospitals Act and family or household members of employees or members of the Professional Staff as defined in the Corporation By-laws.
- (e) A Director is expected to commit the time required to perform Board and committee duties. The minimum time commitment is likely 10-15 hours per month. Directors and committee members must attend at least 75% of meetings.
- (f) Directors must fulfill the requirements and responsibilities of their position, for example, preparing for and attending Board and committee meetings, upholding their fiduciary obligation to the hospital, and working cooperatively and respectfully with other Board members. Directors must comply with the Public Hospitals Act and other legislation governing the hospital, the hospital's by-laws and policies, and all other applicable rules.
- (g) Directors must sign a Declaration confirming their agreement to adhere to their fiduciary duties and Board and hospital policies.

*Disclaimer: Please note that GRH does not guarantee that personal information sent to any GRH email addresses is protected against all privacy risks. By submitting your application by email, you are accepting the privacy risks associated with this form of communication.

Please refer to the Board policies and by-laws on the website: <u>www.grhosp.on.ca/joinourboard</u> for further details concerning the roles and responsibilities of Directors.



4. Conflict of Interest Disclosure Statement

Directors must avoid conflicts between their self-interest and their duty to the corporation. In the space below, please identify any relationship with any organization that may create a conflict of interest, or the appearance of a conflict of interest, by virtue of being appointed to the Board.

5. Knowledge, Skills, and Experience

The Board seeks a complementary balance of knowledge, skills and experience. Please indicate your areas of knowledge, skills and experience by completing **Schedule A** to this application and provide the information requested below.

Please list any professional designations or certifications you hold:

Please list current or prior Board experience:

Which areas of Board work are of particular interest to you?

Please describe any linkages you have or may have had with other health care groups within the community:



6. Police Clearance

A police records check will be required prior to appointment on the Board of Directors.

7. Declaration

By submitting this application, I declare the following:

- (a) I meet the eligibility criteria and accept the conditions of appointment set out above;
- (b) I have read and agree to comply with the following:
 - (i) Role description – Duties and Expectations of a Director
 - (ii) Code of Conduct Policy
 - (iii) Confidentiality Policy
 - Conflict of Interest Policy (iv)
- (c) I certify that the information in this application and in my resume or biographical sketch is true.

Signature:_____Date:_____Date:_____



Schedule A

Knowledge, Skills, and Experience

Please indicate your areas of knowledge, skills, and experience by checking off the relevant boxes in the table below. It is not expected that you possess knowledge, skill or experience in all the areas set out in the table. Please indicate only those areas that apply to you.

Basic: Limited exposure or training

Intermediate: Personal or business experience; work with experts; some training or education in the skill Advanced: Competent practitioner or expert; able to instruct or advise others in the skill area

Accounting	Labour Relations
□ Basic □ Intermediate □ Advanced	□ Basic □ Intermediate □ Advanced
Board and Governance	Legal
□ Basic □ Intermediate □ Advanced	Basic Intermediate Advanced
Business Management	Patient & Health Care Advocacy
□ Basic □ Intermediate □ Advanced	□ Basic □ Intermediate □ Advanced
Clinical	Political Acumen
□ Basic □ Intermediate □ Advanced	□ Basic □ Intermediate □ Advanced
Diversity Issues	Project Management
□ Basic □ Intermediate □ Advanced	□ Basic □ Intermediate □ Advanced
Education	Public Affairs & Communications
□ Basic □ Intermediate □ Advanced	□ Basic □ Intermediate □ Advanced
Ethics	Quality & Patient Safety Management
□ Basic □ Intermediate □ Advanced	□ Basic □ Intermediate □ Advanced
□ Basic □ Intermediate □ Advanced	Basic Intermediate Advanced Quality & Performance Management
Finance	Quality & Performance Management
Finance □ Basic □ Intermediate □ Advanced	Quality & Performance Management
Finance Basic Intermediate Advanced Government & Government Relations	Quality & Performance Management Basic Intermediate Advanced Research
Finance Basic Intermediate Advanced Government & Government Relations Basic Intermediate Advanced	Quality & Performance Management Basic Intermediate Advanced Research Basic Intermediate Advanced
Finance Basic Intermediate Advanced Government & Government Relations Basic Intermediate Advanced Health Care Administration & Policy Basic Intermediate Advanced	Quality & Performance Management Basic Intermediate Advanced Research Basic Intermediate Advanced Risk Management Basic Intermediate Advanced
Finance Basic Intermediate Advanced Government & Government Relations Basic Intermediate Advanced Health Care Administration & Policy	Quality & Performance Management Basic Intermediate Advanced Research Basic Intermediate Advanced Risk Management Intermediate Intermediate
Finance Basic Intermediate Advanced Government & Government Relations Basic Intermediate Advanced Health Care Administration & Policy Basic Intermediate Advanced Human Resources Management Basic Intermediate Advanced	Quality & Performance Management Basic Intermediate Advanced Research Basic Intermediate Basic Intermediate Advanced Risk Management Basic Intermediate Advanced Stakeholder & Community Engagement Basic Intermediate
Finance Basic Intermediate Advanced Government & Government Relations Basic Intermediate Advanced Health Care Administration & Policy Basic Intermediate Advanced Human Resources Management	Quality & Performance Management Basic Intermediate Advanced Research Basic Intermediate Basic Intermediate Risk Management Basic Intermediate Advanced Stakeholder & Community Engagement

GRAND RIVER HOSPITAL BOARD MANUAL

Approved By:	Board	Number:	3-B-1
Date Issued:	November 28, 2006	Page:	1 of 2
Last Review Date:	September 27, 2016	Last Revision Date:	September 8, 2016
SUBJECT:	Board Accountability	Statement	

Board Accountability

The duty of the Board is to make decisions that are in the best interests of the hospital. These decisions should further the hospital's mission, move it towards its vision and be consistent with its values.

The Board is accountable to the hospital for acting consistently with the Letters Patent, the By-law, applicable legislation, the common law as it governs hospitals and the achievement of its mission, vision and strategic directions. The Board exercises its powers in good faith and honesty in order to further the purposes for which the hospital was created. The Directors act in what they consider to be the best interests of the hospital, each exercising his or her unfettered discretion in decision making. *Ex-officio* Directors fulfill the same duty to the hospital, placing the interests of their nominator or group subordinate to those of the hospital. Directors do not place themselves in a position where their personal interests conflict with those of the hospital.

The Directors establish objectives that are within the capacity of the hospital's human and physical resources. The Board strikes to maintain a balance within its medical and other staff to ensure a broad base of expertise while attaining the most efficient utilization of the facilities and resources of the hospital.

To Directors who are members of the hospital Corporation	For complying with the By-law and applicable legislation as it governs the hospital, and for the achievement of its mission and vision in a manner consistent with its values and accountabilities. For evaluation of Board effectiveness.
To Patients	For quality services, patient safety, patient- and family- centred care and best practices.
To Ministry of Health and Long-Term Care	For compliance with applicable legislation, regulation and policies, including funding policies for capital.
To the Waterloo Wellington Local Health Integration Network	For performance of H-SAA, participation in WWLHIN-led initiatives, expenditure management and performance management.

To guide the Board in making decisions, the Board has confirmed the following accountabilities in no particular order:

To the Foundation and their Donors	For financial stewardship.
To Staff, Volunteers and Professional Staff	For establishing and communicating expectations and providing a safe work environment.
To Health System Partners	For cooperation and collaboration of service delivery and to work with healthcare partners to ensure a sustainable health system.
To Communities We Serve	For advocacy, efficient utilization of resources, clear communication, transparent processes and expectation management.

GRAND **CR**IVER HOSPITAL

BOARD MANUAL

Approved By:	Board	Number:	3-B-10
Date Issued:	November 28, 2006	Page:	1 of 4
Last Review Date:	September 27, 2016	Last Revision Date:	September 8, 2016
SUBJECT:	Statement of the Role	es and Responsibilities	of the Board

Purpose

To ensure that the Board has a shared understanding of its governance role, the Board has adopted this Statement of the Roles and Responsibilities of the Board.

Roles of the Board

The Board is responsible for the overall governance of the affairs of the Grand River Hospital.

Each Director is responsible to act honestly, in good faith and in the best interests of the hospital and in doing so, supports the hospital in its mission and discharging its accountabilities.

To that end, the Board performs the following roles:

Strategic Direction/ Policy Formulation	Determine the ends, goals and policies which provide guidance to those empowered with the responsibility to manage hospital operations
Decision-Making	Choose from alternatives which advance the ends and goals of the hospital and that are consistent with Board policies
Oversight	Monitor and assess hospital processes/ outcomes and exercise accountability for results
Relationship Development	Build relationships with the hospital's key stakeholders

Responsibilities of the Board

Responsibilities of the Board include:

Strategic Planning and Mission, Vision and Values

- Participate in the formulation and adoption of the hospital's mission, vision and values.
- Ensure that the hospital develops and adopts a strategic plan that is consistent with its mission and values, which will enable the hospital to realize its vision. The Board participates in the development of and ultimately approves the strategic plan.
- Oversee hospital operations for consistency with the strategic plan and strategic directions.
- Receive regular briefings or progress reports on the implementation of strategic directions and initiatives.

- Ensure that its decisions are consistent with the strategic plan and the hospital's mission, vision and values.
- Conduct an annual review of the strategic plan as part of a regular annual planning cycle.
- Work collaboratively with educational institutions as required.

Performance Measurement and Monitoring

- Establish a process and a schedule for regular monitoring and assessing performance in areas of Board responsibility including:
 - Fulfillment of the strategic directions in a manner consistent with the mission, vision and values
 - Oversight of management performance
 - Quality of patient care and hospital services
 - Financial conditions
 - External relations
 - The Board's own effectiveness.
- Ensure that management has identified appropriate measures of performance.
- Monitor hospital and Board performance against Board-approved performance standards and indicators.
- Ensure that management has plans in place to address variances from performance standards and indicators, and oversee implementation of remediation plans.
- Ensure that the hospital maintains its status as an accredited hospital.

Quality Oversight

- Establish policies and plans related to quality, including the Quality Improvement Plan.
- Ensure that policies and improvement plans are in place related to quality of care, patient safety, patient experience and access.
- Monitor quality performance against the Board-approved Quality Improvement Plan, performance standards and indicators.
- Ensure that management has plans in place to address variances from performance standards indicators, and oversee implementation of remediation plans.

Risk Identification and Oversight

- Be knowledgeable about risks inherent in hospital operations and ensure that appropriate risk analysis is performed as part of Board decision-making.
- Oversee management's risk management program.
- Ensure that appropriate programs and processes are in place to protect against risk.
- Identify unusual risks to the organization and ensure that there are plans in place to prevent and manage such risks.

Financial Oversight

- Stewardship of financial resources including ensuring availability of, and overseeing allocation of financial resources.
- Approve policies for financial planning and approve the annual operating and capital budget.
- Monitor financial performance against budget.

- Approve investment policies and monitor compliance.
- Ensure the accuracy of financial information through oversight of management and approval of annual audited financial statements.
- Ensure management has put measures in place to ensure the integrity of internal controls.
- Oversees asset management.

Oversight of Management

- Ensure the effective management of the operations, and the human and financial resources of the hospital.
- Recruit and supervise the CEO by:
 - Developing and approving the CEO job description
 - Undertaking a CEO recruitment process and selecting the CEO
 - Reviewing and approving the CEO's annual performance goals
 - Reviewing CEO performance and determining CEO compensation.
- Exercise oversight of the CEO's supervision of senior management as part of the CEO's annual review.
- Ensure succession planning is in place for the CEO and the Chief of Staff.
- Ensure that the CEO and Chief of Staff establish an appropriate succession plan for both management and professional staff members.

Recruit and supervise the Chief of Staff by:

- Developing a process for selecting the Chief of Staff jointly with the St. Mary's General Hospital Board at WHCC and ensuring the process is implemented and followed.
- Reviewing the Chief of Staff's performance and setting the Chief of Staff's compensation jointly with the St. Mary's General Hospital Board at WHCC.
- Develop, implement and maintain a process for the selection of Department Chiefs and other medical leadership positions as required under the hospital's By-laws or the *Public Hospitals Act*

Stakeholder Communication and Accountability

- Identify hospital stakeholders and understand stakeholder accountability.
- Ensure the organization appropriately communicates with stakeholders in a manner consistent with accountability to stakeholders and to promote engagement.
- Contribute to the maintenance of strong stakeholder relationships.
- Perform advocacy on behalf of the hospital with stakeholders where required in support of the mission, vision and values and strategic directions of the hospital.
- Work collaboratively with other community agencies and institutions in meeting the health care needs of the communities served by the hospital.

Governance

- Establish governance structures to facilitate the performance of the Board's role and enhance individual Director performance.
- Recruit a skilled, experienced and qualified Board.
- Ensure ongoing Board training and education.

• Annually assess and review its governance by evaluating Board structures including Board recruitment processes and Board composition and size, number of Committees and their terms of reference, processes for appointment of Committee Chairs, processes for appointment of Board officers and other governance processes and structures.

Legal Compliance

• Ensure that appropriate processes are in place to ensure compliance with legal requirements.

The law considers a Director as a fiduciary owing a duty to the Corporation to act in its best interest. Every Director should be aware of his or her responsibilities.

Recommended Reading

Each Director receives the *Guide to Good Governance* issued by the Ontario Hospital Association, which sets out the respective responsibilities of an individual Director and the Board of Directors. The *Grand River Hospital Board Manual* contains the hospital by-law, and policies relating to the duties and expectations of a Director.

The following resources are recommended to gain an understanding of a Director's responsibilities:

- 1. Chapter 2: Hospital Accountability and Stakeholder Relations, <u>Guide to Good</u> <u>Governance, Third Edition</u>, Ontario Hospital Association, 2015.
- 2. Chapter 6: Duties and Obligations of Individual Directors, <u>Guide to Good</u> <u>Governance, Third Edition</u>, Ontario Hospital Association, 2015.
- 3. Sections 4.6, 4.7, 4.8 and 4.9 of the hospital's By-law (Section 3-A-3 of the Board Manual) which deal with a Director's responsibility.
- 4. Sections 5.7, 5.8 and 5.9 of the hospital's By-law relating to liability of Directors and officers.
- 5. Section 3-B of the GRH Board Manual, Policies 1 to 10.
- 6. GRH Board Policy 3-B-14: Role Description Duties and Expectations of a Director, GRH Board Manual, or

GRH Board Policy 3-B-25: Role Description – Community Members on Board Committees, GRH Board Manual.

GRAND **K**IVER HOSPITAL

BOARD MANUAL

Approved By:	Board	Number:	3-B-14
Date Issued:	November 28, 2006	Page:	1 of 4
Last Review Date:	September 27, 2016	Last Revision Date:	September 8, 2016
SUBJECT:	Role Description – D	uties and Expectation	ons of a Director

Purpose

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.

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 or she will abide by this policy and other policies of the Board.

Duties and Expectations

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 hospital 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 or her knowledge and experience. Directors with special skill and knowledge are expected to apply that skill and knowledge to matters that come before the Board.

Accountability

A Director's fiduciary duties are owed to the hospital. 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 take into account the interests 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 best interests of the hospital.

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;
- The 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 policy.

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 Policy;
- The Board's Conflict of Interest Policy;
- The Board's Confidentiality Policy;
- The Ethics and business code of conduct policies of the hospital; and
- Expense reimbursement and perquisites policies.

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 hospital's foundation in accordance with their means and shall support the hospital and the foundation through attendance at hospital and foundation sponsored events.

Time and Commitment

A Director is expected to commit the time required to perform Board and Committee duties.

The Board meets at least seven (7) times a year. A Director is expected to adhere to the Board's attendance policy that requires attending at least 75 percent of Board meetings.

A Director is expected to serve as an active member of at least one Committee and to represent the Board when requested by the Board Chair.

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 or 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 evaluations in a positive and constructive manner.

Term and Renewal

A Director is elected for a maximum term of three years and may serve up to nine consecutive years. A Director's renewal is not automatic and shall depend on the Director's performance.

Annual Declaration and Consent

A Director will execute an Annual Director Declaration and Consent (Form 3-B-2A) immediately upon appointment and annually thereafter.

The law considers a Director as a fiduciary owing a duty to the corporation to act in its best interest. Every Director should be aware of his or her responsibilities.

Recommended Reading

Each Director receives the *Guide to Good Governance* issued by the Ontario Hospital Association, which sets out the respective responsibilities of an individual Director and the Board of Directors. The *Grand River Hospital Board Manual* contains the hospital by-law, and policies relating to the duties and expectations of a Director.

The following resources are recommended to gain an understanding of a Director's responsibilities:

- Chapter 2: Hospital Accountability and Stakeholder Relations, and Chapter
 6: Duties and Obligations of Individual Directors, <u>Guide to Good</u> <u>Governance</u>, Third Edition, Ontario Hospital Association, 2015.
- 2. Sections 4.6, 4.7, 4.8 and 4.9 of the hospital's By-law (Section 3-A-3 of the Board Manual) which deal with a Director's responsibility.
- 3. Sections 5.7, 5.8 and 5.9 of the hospital's by-law relating to liability of Directors and officers.
- 4. Section 3-B of the GRH Board Manual, Policies 1 to 10.
- GRH Board Policy 3-B-14: Role Description Duties and Expectations of a Director, GRH Board Manual, or

GRH Board Policy 3-B-25: Role Description – Community Members on Board Committees, GRH Board Manual.

GRAND **CR**IVER HOSPITAL

BOARD MANUAL

Approved By:	Board	Number:	3-B-25
Date Issued:	March 24, 2009	Page:	1 of 2
Last Review	September 27,	Last Revision Date:	September 8, 2016
Date:	2016		
SUBJECT:	Role Description - Committees	- Community Members	s on Board

Policy

In accordance with the By-law, the Board may appoint additional members who are not Directors to any Committee of the Board except the Executive Committee and those persons shall be entitled to vote on all matters brought before the Committee.

Role

A community member may be appointed to a Board Committee to contribute one or more of the following:

- Special expertise
- The perspective of a member of the community
- Valuable experience as a former director, and/or
- Skills and knowledge for consideration as a potential future director.

Duties and Expectations

General

The community member Committee member will:

- Attend and participate at meetings of the Board Committee to which the member is appointed; and,
- Participate in an orientation to the Board and Committee, Board planning meetings and Board education sessions.

Standards of Care

A community member, in exercising his/her function and discharging his/her duties as a member of a Board Committee of the Board shall:

- Act honestly, in good faith and in the best interests of the hospital; and,
- Apply the level of skill and judgment that may reasonably be expected of a community member with his or her knowledge and experience.

Contribution to Committee Business

A community member Committee member is expected to make a contribution to the work of the Committee through:

• Reading materials in advance of meetings and coming prepared to contribute to discussions;

- Offering constructive contributions to Committee discussions;
- Contributing his or her special expertise and skill;
- Respecting the views of other Committee members;
- Voicing conflicting opinions during Committee meetings but respecting the decision of the majority when not in agreement;
- Respecting the role of the Chair;
- Respecting the role and terms of reference of the Board Committee(s); and,
- Participating in Board Committee evaluations.

Time and Commitment

A community member Committee member is expected to commit the time required to perform Committee duties.

Attendance

A community member Committee member is expected to attend at least 75% of all meetings of the assigned Committee, Board planning and education sessions.

A community member Committee member is invited to attend open Board meetings and receive minutes, without rights to participate in discussion or vote. Attendance at meetings provides context to the work conducted by Board Committees.

Related Policies

A community member Committee member shall understand and comply with the following Board policies:

- The Board's Code of Conduct Policy;
- The Board's Conflict of Interest Policy;
- The Board's Confidentiality Policy;
- The Ethics and business code of conduct policies of the hospital; and
- Expense reimbursement and perquisites policies.

Term and Renewal

A community member Committee member is appointed for a one year renewable term.

Annual Declaration and Consent

A community member Committee member will execute an Annual Committee Member Declaration and Consent (Form 3-B-2B) immediately upon appointment and annually thereafter.

GRAND **S**RIVER HOSPITAL BOARD MANUAL

Approved By:	Board	Number:	3-B-2
Date Issued:	November 28, 2006	Page:	1 of 3
Last Review Date:	February 2, 2016	Last Revision Date:	February 23, 2016
SUBJECT:	Code of Conduct Pol	icy	

Purpose

The hospital is committed to ensuring that in all aspects of its affairs it maintains the highest standards of public trust and integrity.

Application

This Code of Conduct Policy applies to all Directors, including *ex-officio* Directors and community members of Board Committees.

Directors' Duties

All Directors of the hospital stand in a fiduciary relationship to the hospital corporation. As fiduciaries, Directors must act honestly, in good faith, and in the best interests of the hospital corporation.

Directors will be held to strict standards of honesty, integrity and loyalty. A Director shall not put personal interests ahead of the best interests of the corporation.

Directors must avoid situations where their personal interests will conflict with their duties to the corporation. Directors must also avoid situations where their duties to the corporation may conflict with duties owed elsewhere. Where conflicts of interest arise, Directors will comply with the requirements of the hospital's by-laws and applicable legislation.

In addition, all Directors must respect the confidentiality of information about the corporation.

Best Interests of the Corporation

Directors must act solely in the best interests of the corporation. Directors who are nominees of a particular group must act in the best interests of the corporation, even if this conflicts with the interests of the nominating party.

Confidentiality

It is recognized that the role of Director may include representing the hospital in the community. However, such representations must be respectful of and consistent with the Director's duty of confidentiality.

Every Director and Committee member shall respect the confidentiality of information about the hospital whether that information is received in a meeting of the Board or of a Committee or is otherwise provided to or obtained by the Director.

A Director is in breach of duty with respect to confidentiality when the Director uses or discloses confidential information for purposes other than the purposes of the hospital corporation.

Board Spokesperson

The Board has adopted a policy with respect to designating a spokesperson on behalf of the Board. Only the Chair or designate may speak on behalf of the Board. The CEO, or the Chief of Staff or his/her designates, may speak on behalf of the organization.

No Director shall speak or make representations on behalf of the Board unless authorized by the Chair or the Board. When so authorized, the Board member's representations must be consistent with accepted positions and policies of the Board.

Media Contact and Public Discussion

News media contact and responses and public discussion of the hospital corporation's affairs should only be made through the Board's authorized spokespersons. Any Director who is questioned by news reporters or other media representatives should refer such individuals to the appropriate representatives of the corporation.

Respectful Conduct

It is recognized that Directors bring to the Board diverse background, skills and experience. Directors will not always agree with one another on all issues. All debates shall take place in an atmosphere of mutual respect and courtesy.

The authority of the chair must be respected by all Directors.

Corporate Obedience – Board Solidarity

Directors acknowledge that properly authorized Board actions must be supported by all Directors. The Board speaks with one voice. Those Directors who have abstained or voted against a motion must adhere to and support the decision of a majority of the Directors.

Obtaining Advice of Counsel

Request to obtain outside opinions or advice regarding matters before the Board may be made through the Chair.

Violations of the Code of Conduct

Any Director who violates the Code of Conduct Policy shall face appropriate disciplinary action as determined by the Board. Action leading to the termination of a Director will be according to the by-laws.

Annual Director and Community Member Declaration and Consent

Annually Board members will be requested to sign a Declaration and Consent letter (attached) indicating compliance with policies and codes, the by-laws of the corporation and such other policies of the corporation that are applicable to the Board

GRAND RIVER HOSPITAL BOARD MANUAL

Approved By:	Board	Number:	3-B-3
Date Issued:	November 28, 2006	Page:	1 of 1
Last Review Date:	February 2, 2016	Last Revision Date:	February 23, 2016
SUBJECT:	Confidentiality Policy	7	

Purpose

To ensure that confidential matters are not disclosed until disclosure is authorized by the Board.

Policy

The Directors owe to the hospital a duty not to disclose or discuss with another person or entity, or to use for their own purpose, confidential information concerning the business and affairs of the hospital received in their capacity as Directors unless otherwise authorized by the Board. Every Director should ensure that no statement not authorized by the Board is made by the press or public.

Application

This policy applies to all Board and community Committee members.

Confidential Matters

All matters that are the subject of closed sessions of the Board are confidential until disclosed in an open session of the Board.

All matters that are before a Committee or task force of the Board are confidential, unless they have been determined not to be confidential by the chair of the relevant Committee or task force, or by the Board.

All matters that are the subject of open sessions of the Board are not confidential.

Procedure for Maintaining Minutes

Minutes of closed sessions of the Board shall be recorded by the secretary or designate, or if the secretary or designate is not present, by a Director designated by the chair of the Board.

All minutes of closed sessions of the Board shall be marked confidential and shall be handled in a secure manner.

All minutes of meetings of Committees and task forces of the Board shall be marked confidential and shall be handled in a secure manner.

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BOARD MANUAL

BOARD MAIUAL					
Approved By:	Board	Number:	3-B-4		
Date Issued:	January 24, 2012	Page:	1 of 2		
Last Review Date:	Feb.4, 2015	Last Revision Date:	Feb. 24, 2015		
SUBJECT:	General Principles Regarding Conflict of Interest				

Included in the fiduciary duty that a director owes to the corporation is a requirement that the director must also avoid situations where the interests of the director will be in conflict with the duties that are owed to the corporation.

Conflict of interest is often expressed as a conflict between the personal interest of the director and the fiduciary duties the director owes the corporation. There may also be situations that are better described as a conflict between "duty and duty." These are situations in which the duties the director owes to the corporation are in conflict with duties owed elsewhere (e.g., to another corporation).

Types of Conflicts of Interest

Situations in which a conflict of interest may arise cannot be exhaustively enumerated but include the following:

1. Transactions with the Corporation

The *Corporations Act* provides a "safe harbour" for a director who is in a conflict of interest by virtue of being directly or indirectly interested in a contract or proposed contract with the corporation. Provided the director has declared the interest and refrained from voting, the director will not be accountable for any profit realized from the contract and the contract is not voidable by reason only of the director being in a fiduciary relationship with the corporation that is a party to the contract.

Under the *Not-for-Profit Corporations Act*, the "safe harbor" arises where a director or officer:

- Is a party to a material contract or transaction with the corporation; or
- Is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the corporation.

2. Acting for an Improper Purpose

It is a breach of the duties of the director if the director acts in self-interest or for a collateral purpose. The director must act in the best interests of the corporation. The courts will examine what was uppermost in the mind of the director when the decision was made. The director's primary motivation must be in the best interest of the corporation.

3. Appropriation of Corporate Opportunity

A director will be in breach of duties owed to the corporation when the director diverts to his or her own use and benefit an opportunity in which the corporation has an interest.

4. Serving on the Board of Other Corporations

A director who is a director of two corporations that are transacting with one another will be in a conflict of interest. A director who serves as a director of more than one corporation may also be in a position where there are competing or conflicting duties.

This may arise where the director serves as a director of two corporations that are competing with one another (e.g., if two corporations are both seeking to take advantage of the same opportunity). A director may be in possession of confidential information received in one boardroom that is of importance to a decision being made in the other boardroom. The director cannot discharge the duty to maintain such information in confidence while at the same time discharging the duty to make disclosure.

5. Misuse of Confidential Information

Directors have a duty to hold information in confidence and to use it only for purposes of the corporation and not for personal gain.

The Extent of Disclosure that Must be Made by a Director

The disclosure required will vary with the facts and circumstances of each case but must be sufficient to inform the corporation fully of the nature and extent of the director's interest.

Procedures When Conflicts Arise

The *Corporations Act* requires the director to make disclosure and refrain from voting. The process set out in the *Corporations Act* applies to a direct or indirect interest (usually a personal or financial interest) in a contract or proposed contract.

Under the *Not-for-Profit Corporations Act*, a director is not only required to disclose and refrain from voting but is not to attend any part of the meeting of directors during which the contract or transaction is discussed.

Not all conflicts may be addressed through the provisions in the *Corporations Act* or the *Not-for-Profit Corporations Act*. There is some case law to suggest that a corporation can approve the director's actions in connection with a corporate opportunity if the director has made full disclosure of the opportunity. Where that situation arises, both the director and the corporation should obtain independent legal advice.

In some cases, a director may have no option but to resign.

GRAND **C**RIVER HOSPITAL BOARD MANUAL

Approved By:	Board	Number:	3-B-5	
Date Issued:	November 28, 2006	Page:	1 of 4	
Last Review Date:	February 2, 2016	Last Revision Date:	February 23, 2016	
SUBJECT:	Conflict of Interest Policy			

Purpose

All Directors have a duty to ensure that the trust and confidence of the public in the integrity of the decision-making processes of the Board are maintained by ensuring that they and other members of the Board are free from conflict or potential conflict in their decision-making. It is inherent in a Director's fiduciary duty that conflicts of interest be avoided. It is important that all Directors understand their obligations when a conflict of interest or potential conflicting interest arises.

Application

This policy applies to all Directors including *ex-officio* Directors and all community members of Committees.

Policy

Directors and non-Board Committee members shall avoid situations in which they may be in a position of conflict of interest. The by-laws contain provisions regarding conflict of interest that must be strictly adhered to.

In addition to the by-laws, the process set out in this policy shall be followed when a conflict or potential conflict arises.

Description of Conflict of Interest

A conflict of interest arises in any situation where a Director's duty to act solely in the best interests of the Corporation and to adhere to his or her fiduciary duties is compromised or impeded by any other interest, relationship or duty of the Director. A conflict of interest also includes circumstances in which the Director's duties to the Corporation are in conflict with other duties owed by the Director such that the Director is not able to fully discharge the fiduciary duties owed to the Corporation.

The situations in which potential conflict of interest may arise cannot be exhaustively set out. Conflicts often arise in the following situations:

Transacting with the Corporation - When a Director transacts with the Corporation directly or indirectly; when a Director has a material interest or indirect interest in a transaction or contract with the Corporation.

Interest of a Relative - When the Corporation conducts business with suppliers of goods or services or any other party of which a relative or member of the household of a Director is a principal, officer or representative.

Gifts - When a Director or a member of the Director's household or any other person or entity designated by the Director, accepts gifts, payments, services or anything else of more than a token or nominal value from a party with whom the Corporation may transact business (including a supplier of goods or services) for the purposes of (or that may be perceived to be for the purposes of) influencing an act or decision of the Board.

Acting for an Improper Purpose - When Directors exercise their powers motivated by selfinterest or other improper purposes. Directors must act solely in the best interest of the Corporation. Directors who are nominees of a particular group must act in the best interest of the Corporation even if this conflicts with the interests of the nominating party.

Appropriation of Corporate Opportunity - When a Director diverts to his or her own use an opportunity or advantage that belongs to the Corporation.

Duty to Disclose Information of Value to the Corporation - When Directors fail to disclose information that is relevant to a vital aspect of the Corporation's affairs.

Serving on other Corporations – A Director may be in a position where there is a conflict of "duty and duty". This may arise where the Director serves as a Director of two Corporations that are competing or transacting with one another. It may also arise where a Director has an association or relationship with another entity. For example, if two Corporations are both seeking to take advantage of the same opportunity.

A Director may be in possession of confidential information received in one Boardroom or related to the matter that is of importance to a decision being made in the other Boardroom. The Director cannot discharge the duty to maintain such information in confidence while at the same time discharging the duty to make disclosure. The Director cannot act to advance any interests other than those of the Corporation.

Disclosure of Conflicts

A Director who is in a position of conflict or potential conflict shall immediately disclose such conflict to the Board by notification to the Chair or Vice-Chair of the Board. If the Chair has a conflict, notice shall be given to the Vice-Chair. The disclosure shall be in sufficient detail to disclose the nature and extent of the Director's interest. Disclosure shall be made at the earliest possible time and, when possible, prior to any discussion and vote on the matter.

When (i) a Director is not present at a meeting in which a matter that is a conflict of interest for him/her is first discussed and/or voted upon, or (ii) a conflict arises for a Director after a matter has been discussed but not yet voted upon by the Board, or, (iii) a Director becomes conflicted after a matter has been approved, the Director shall make the declaration of the

conflict to the Chair or Vice-Chair as soon as possible and at the next meeting of the Board.

Abstain from Discussions

A Director may make a general declaration of the Director's relationships and interests in entities or persons that give rise to conflicts.

The Director shall not be present during the discussion or vote in respect of the matter in which he/she has a conflict and shall not attempt in any way to influence the voting.

Process for Resolving Conflicts and Addressing Breaches of Duty

All Directors shall comply with the requirements of the by-laws and this policy.

A Director should be referred to the process outlined below in any of the following circumstances:

1. Circumstances for Referral

Where any Director believes that he/she personally, or another Director:

- a) Has breached his or her duties to the Corporation;
- b) Is in a position where there is a potential breach of duty to the Corporation;
- c) Is in a situation of actual or potential conflict of interest; or,
- d) Has behaved or is likely to behave in a manner that is not consistent with the highest standards of public trust and integrity and such behaviour may have an adverse impact on the Corporation.

2. Process for Resolution

The matter shall be referred to the following process:

- a) Refer matter to the Chair or where the issue may involve the Chair, to the Vice-Chair, with notice to the CEO.
- b) The Chair (or Vice-Chair as the case may be) may either (i) attempt to resolve the matter informally, or (ii) refer the matter to the Executive Committee or to an *ad hoc* sub-Committee of the Board established by the Chair (or Vice-Chair) that shall report to the Board.
- c) If the Chair or Vice-Chair elects to resolve the matter informally and the matter cannot be informally resolved to the satisfaction of the Chair/ Vice-Chair, , the Director referring the matter and the Director involved, then the Chair or Vice Chair shall refer the matter to the process in (b)(ii) above.
- d) A decision of the Board by majority resolution shall determine the matter.

It is recognized that if a conflict or other matter referred cannot be resolved to the satisfaction of the Board (by simple majority resolution), or if a breach of duty has occurred, a Director may be asked to resign or may be subject to removal pursuant to the by-laws, the *Corporations Act and the Not-for-Profit Corporations Act.*

Perceived Conflicts

It is acknowledged that not all conflicts or potential conflicts may be satisfactorily resolved by strict compliance with the by-laws. There may be cases where the perception of a conflict of interest or breach of duty (even when non conflict exists or breach has occurred) may be harmful to the Corporation, notwithstanding that there has been compliance with the by-laws. In such circumstances, the process set out in this policy for addressing conflicts and breaches of duty shall be followed.

It is recognized that the perception of conflict or breach of duty may be harmful to the Corporation even where no conflict exists or breach has occurred, and it may be in the best interests of the Corporation that the Director be asked to resign.



MISSION

We raise funds to help Grand River Hospital provide exceptional care.

VISION

Grand River Hospital Foundation (GRHF) fosters a philanthropic environment where everyone in the community understands and passionately supports exceptional care.

ABOUT THE FOUNDATION

GRHF is governed by an 18-member Board of Governors comprised of leading business professionals from all economic sectors in the Waterloo Wellington Region. A team of 15 staff solicit and receipt donations, acknowledge and report back to donors on the use of their gifts and connect with the community to inspire support of the Hospital's greatest needs.

In 2016, GRHF raised \$6.6M from over 14,500 donors. In addition to gifts from individuals and corporations, the Foundation operates three Grand events – The Grand Ride, The Grand Experience and The Grand Golf Classic. In the past year 83 community organizations hosted fundraising events and donated proceeds to Grand River Hospital Foundation. In 2017, the Foundation is committed to raising \$7.7M for Grand River Hospital.

GRHF granted \$7.8M to the hospital in 2016 for capital equipment, minor equipment, patient experience initiatives, research and staff education. Its 2017 commitment is to grant approximately \$8.2M.

Grand River Hospital Foundation has an ambitious goal to be a leader in local healthcare philanthropy. To achieve this vision, the Foundation's current Strategic Plan, 2015-2017, outlines focused efforts in the areas of organizational excellence, fundraising leadership, brand awareness and communications and community engagement.

The Foundation and Hospital work together to advance exceptional care. Members of the Hospital's Board of Directors, the Senior Leadership Team, Physicians and Management Team assist the Foundation in a variety of ways to inspire donors to give to Grand River Hospital.