

**GRAND RIVER  
HOSPITAL  
BOARD MANUAL**

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Approved By:	Board	Number:	3-B-14
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Last Review Date:	June 25, 2019	Last Revision Date:	June 25, 2019
<b>SUBJECT:</b>	<b>Role Description – Duties and Expectations of a Director</b>		

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**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. Municipal nominees are elected Directors, once elected. A Director who wishes to serve on the Board must confirm in writing that he or she will abide by this 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 board and hospital policies that are applicable to the Board including but not limited to:

- The Corporate and Professional By-laws;
- The Board's Ethics Framework
- The Decision Making Framework;
- The Board's Code of Conduct Policy;
- The Board's Conflict of Interest Policy;
- The Board's Confidentiality Policy;
- The Board's policies regarding the Board's accountability, and the duties, roles and responsibilities, and those of individual Directors or Committee Community Members (Section 3B of the Board Manual);
- The privacy, security, 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 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**

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.