



Application Package: Board of Directors

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 relevant Board policies related to the roles, responsibilities and duties of our Board members. Additional information can be found on our website: <https://www.grhosp.on.ca/news/2021/grh-board-recruitment>

Please note that all responses are confidential. If you are interested in being considered for the Board or a board committee, please forward your application by mail, or email* **no later than 4:00 pm, March 12, 2021** to:

Catherine Heal, Manager, Governance & Corporate Projects
Email: catherine.heal@grhosp.on.ca

Thank you for your interest in Grand River Hospital.

Best regards,

Sandra Hanmer
Chair, Governance and Community Engagement 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.*

BOARD MANUAL

Approved By:	Board	Number:	3-B-1
Date Issued:	November 28, 2006	Page:	1 of 2
Last Review Date:	June 25, 2019	Last Revision Date:	June 25, 2019

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, and the common law as it governs hospitals, and for 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 guide the Board in making decisions, the Board has confirmed the following accountabilities in no particular order:

To Directors who are members of the hospital Corporation	For complying with the By-laws and applicable legislation as they govern 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, privacy, and confidentiality, 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 Ontario Health	For performance of H-SAA, participation in WWLHIN-led initiatives, expenditure management and performance management.

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.

References:

- 3-A-1 Legislative and Regulatory Framework
- 3-B-10 Statement of the Roles and Responsibilities of the Board
- 3-B-14 Role Description – Duties and Expectations of a Director

**BOARD MANUAL**

Approved By:	Board	Number:	3-B-2
Date Issued:	November 28, 2006	Page:	1 of 3
Last Review Date:	May 29, 2018	Last Revision Date:	May 29, 2018
SUBJECT:	Code of Conduct Policy		

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 committee 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, board policies, the Freedom of Information and Protection of Privacy Act (2012) and the Personal Health Information and Protection of Privacy Act (2004). 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.

Privacy and Confidentiality

It is recognized that the role of a 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.

Directors must fulfill their duties in relation to the privacy and confidentiality provisions of provincial legislation and the board's Confidentiality Policy. Directors must take appropriate measures to safeguard the confidentiality of information about the hospital, including personal information and personal health information, 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, or when the director does not comply with 3-B-3 Confidentiality Policy.

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, act 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.

Protection and Use of Organization Assets

Directors shall take every reasonable measure to protect and appropriately use organization assets made available to them, and use those assets only for the purpose of fulfilling director roles and responsibilities.

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

Directors must report any breach of the code of conduct, or any illegal or unethical behavior. Any director or community committee member 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, all directors and community committee members will be requested to sign a Declaration and Consent letter-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.

References:

- Grand River Hospital Corporation By-Law, No.1
- 2-2 Ethics Policy
- 3-B-3 Confidentiality Policy
- 3.B.3.2 Use of GRH Devices and Information
- 3-B-5 Conflict of Interest Policy
- 3-B-10 Statement of Roles and Responsibilities of the Board
- 3-B-14 Role Description: Duties and Responsibilities of a Director
- 4-A-2 Decision Making Framework.
- Annual Director and Community Member Declaration and Consent
- Access, Use and Disposal of Hospital Devices and Information (under development)

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Approved By:	Board	Number:	3-B-3
Date Issued:	November 28, 2006	Page:	1 of 2
Last Review Date:	May 29, 2018	Last Revision Date:	May 28, 2018
SUBJECT:	Confidentiality Policy		

Purpose

To ensure that personal information and/or confidential information that comes before the board is collected, used or disclosed in compliance with Ontario privacy legislation, and with the authorization of 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. Unless authorized by the board, directors may not speak about any confidential information on behalf of the board to the media.

Directors are responsible for treating personal health information and personal information as confidential information as required by legislation.

Application

This policy applies to all directors 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.

Collection, Use and Disclosure 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. Collection, use or disclosure of confidential information must comply with hospital policies, the Freedom of Information and Protection of Privacy Act (2012) and the Personal Health Information and Protection of Privacy Act (2004).

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.

References:

- Grand River Hospital's By-Law
- 2-2 Ethics Policy
- 3-B-2 Code of Conduct
- 3-B-4 Conflict of Interest
- 3-B-10 Statement of Roles and Responsibilities of the Board
- 3-B-14 Role Description: Duties and Responsibilities of a Director
- 4-A2 Decision Making Framework.
- Annual Director and Community Member Declaration and Consent
- Access, Use and Disposal of Hospital Devices and Information (under development)



BOARD MANUAL

Approved By:	Board	Number:	3-B-4
Date Issued:	January 24, 2012	Page:	1 of 2
Last Review Date:	June 26, 2018	Last Revision Date:	June 26, 2018
SUBJECT:	Conflict of Interest		

General Principle

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. This will be done by ensuring that they and other members of the board are free from real or perceived 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 real or perceived conflict of interest arises.

Article 4.6 of the Corporate By-Law contains provisions regarding conflict of interest that must be strictly adhered to. In addition to the by-law, the process set out in this policy shall be followed when a conflict or potential conflict arises.

Application

This policy applies to all directors including ex-officio directors and all community members of committees.

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

1. Transactions 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.

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 other improper purposes. 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. *Duty to Disclose Information of Value to the Corporation*

When a director fails to disclose information that is relevant to a vital aspect of the corporation’s affairs.

5. *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.

6. *Confidential Information*

Refer to 3-B-3 Confidentiality Policy

7. 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.

8. 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.

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.

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, vote, or attempt to influence the voting 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;
- 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; or,
- e) Directors are encouraged to seek the guidance of the board chair if they are uncertain about whether a situation constitutes a real or perceived conflict of interest

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/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.

References:

- Grand River Hospital's By-Law
- 2-2 Ethics Policy
- 3-B-2 Code of Conduct
- 3-B-3 Confidentiality Policy
- 3-B-3.2 Use of GRH Information and Devices
- 3-B-10 Statement of Roles and Responsibilities of the Board
- 3-B-14 Role Description: Duties and Responsibilities of a Director
- 4-A2 Decision Making Framework.
- Annual Director and Community Member Declaration and Consent

BOARD MANUAL

Approved By:	Board	Number:	3-B-6
Date Issued:	November 28, 2006	Page:	1 of 1
Last Review Date:	June 25, 2019	Last Revision Date:	June 25, 2019

SUBJECT: **Meeting Attendance Policy**

Purpose

To ensure that Board members contribute their expertise and judgment to the business and affairs of the hospital by attending and participating in Board and Committee meetings.

Application

This policy applies to all Board Directors and Community Members of Board Committees.

Policy

1. Board members are expected to attend all Board meetings, all Board education sessions, and all meetings of the Committees to which they are assigned.
2. It is recognized that Directors and Community Members may be unable to attend some meetings due to conflicts with other commitments or other unforeseen circumstances. An in-person attendance rate of at least 75% is acceptable.

Process

1. Where a Director or Community Member fails to attend in person 75% of the meetings of the Board, education sessions, or of a committee in a 12-month period, or is absent for three consecutive meetings, the Board or Committee Chair shall discuss the reasons for the absences with the member, and the Board may ask the individual to resign. Action leading to the termination of a Director will be in accordance with the by-laws.
2. The Board Chair shall, in the Board Chair's sole discretion, determine if a Board member's absences are excusable and may grant a Board member a limited period of time to rearrange their schedule so that there are no conflicts with regularly scheduled board or committee meetings.
3. A Board member's record of attendance shall be considered with respect to renewal of a Board term or future assignment to a Committee.
4. The Governance and Community Engagement Committee will produce a periodic attendance report summarizing individual attendance at all Board meetings, Board education sessions, and Committee meetings.

BOARD MANUAL

Approved By:	Board	Number:	3-B-10
Date Issued:	November 28, 2006	Page:	1 of 4
Last Review Date:	June 25, 2019	Last Revision Date:	June 25, 2019

SUBJECT: Statement of the Roles 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:

<i>Strategic Direction/ Policy Formulation</i>	Determine the ends, goals and policies which provide guidance to those empowered with the responsibility to manage hospital operations
<i>Decision-Making</i>	Choose from alternatives which advance the ends and goals of the hospital and that are consistent with Board policies
<i>Oversight</i>	Monitor and assess hospital processes/ outcomes and exercise accountability for results
<i>Relationship Development</i>	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, and will enable the hospital to realize them. 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.
- Oversee strategic integration initiatives.
- Receive regular briefings or progress reports on the implementation of strategic directions and initiative.

- 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's 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, Guide to Good Governance, Third Edition, Ontario Hospital Association, 2015.
2. Chapter 6: Duties and Obligations of Individual Directors, Guide to Good Governance, Third Edition, Ontario Hospital Association, 2015.

Directors should familiarize themselves with the following board policies:

1. 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.
2. Sections 5.7, 5.8 and 5.9 of the hospital's By-law relating to liability of Directors and officers.
3. Section 3-B of the GRH Board Manual, Policies 1 to 10.
4. 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 RIVER
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BOARD MANUAL**

Approved By:	Board	Number:	3-B-14
Date Issued:	November 28, 2006	Page:	1 of 4
Last Review Date:	June 25, 2019	Last Revision Date:	June 25, 2019
SUBJECT:	Role Description – Duties and Expectations 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. 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.

BOARD MANUAL

Approved By:	Board	Number:	3-B-25
Date Issued:	March 24, 2009	Page:	1 of 2
Last Review Date:	June 25, 2019	Last Revision Date:	June 25, 2019

SUBJECT: **Role Description – Community Members on Board Committees**

Policy

In accordance with the By-law, the Board may appoint additional members who are not Directors to any Committees 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 including the positions required by legislation
- Valuable experience as a former Director, and/or
- Skills and knowledge for consideration as a potential future Director.

Duties and Expectations

General

The Committee Community 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 the Committee to which they are appointed (mandatory), board planning meetings and applicable 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 Committee Community member is expected to make a contribution to the work of the Committee by:

- 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 Committee(s);
and,
- Participating in board committee evaluations.

Time and Commitment

A Committee Community Member is expected to commit the time required to perform committee duties.

Attendance

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

A Committee Community 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 Committee Community 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 Board's Use of GRH Devices and Information Policy
- The Board's Decision Making and Ethics Frameworks
- The hospital's policies on ethics, privacy and security and business code of conduct; 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 immediately upon appointment and annually thereafter.

Application for Board of Directors/ Board Committees, 2021



1. Instructions

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

Governance & Community Engagement Committee, Board of Directors
catherine.heal@grhosp.on.ca
- (c) Please refer to Schedule B for the recruitment priorities for this year's recruitment process.
- (d) For more information about the application process, please contact Catherine Heal by email.

2. Applicant Contact Information

Surname:	First Name:	
Home Address:		
City:	Province: ON	Postal Code:
Home Phone Number:	Business Phone Number:	
E-mail Address:		
Preferred Method of Contact:	Home Phone <input type="checkbox"/>	Business Phone <input type="checkbox"/> E-mail <input type="checkbox"/>

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. New members must attend all orientation sessions.
- (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.

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

Application for Board of Directors/ Board Committees, 2021



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:

Application for Board of Directors/ Board Committees, 2021



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
 - (iv) Conflict of Interest Policy
- (c) I certify that the information in this application and in my resume or biographical sketch is true.

Signature:

Date:

Application for Board of Directors/ Board Committees, 2021



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 <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced	Labour Relations <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced
Board and Governance <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced	Legal <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced
Business Management <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced	Patient & Health Care Advocacy <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced
Diversity Issues <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced	Political Acumen <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced
Education <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced	Project Management <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced
Ethics <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced	Public Affairs & Communications <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced
Finance <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced	Quality & Patient Safety Management <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced
Government & Government Relations <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced	Quality & Performance Management <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced
Health Care Administration & Policy <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced	Research <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced
Human Resources Management <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced	Risk Management <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced
Information Technology & Information Management <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced	Stakeholder & Community Engagement <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced
	Strategic Planning <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced

Schedule B:

Recruitment Priorities for the 2021 Recruitment Process

1. Diversity
2. Legal expertise
3. Governance in the innovation sector
4. Collaborative governance
5. Collaboration and partnership
6. Senior leadership in a high performing/high reliability organization
7. Political acuity
8. Risk management