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<b>Subject:</b>	<b>RESPONSIBILITIES OF INDIVIDUAL DIRECTORS</b>		

The following is a statement of responsibilities of individual Directors, which should be understood as the Board Code of Conduct. All Directors and non-Director Board committee members will complete a Declaration of commitment to, and compliance with, these responsibilities annually.

## **Policy**

### ***Fiduciary Duty and Duty of Care***

As a fiduciary of the Corporation, a Director acts honestly and in good faith with a view to the best interests of the Corporation, and exercises the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. In so doing, a Director supports the Corporation in fulfilling its mission and discharging its responsibilities. All directors, including *ex-officio* directors, are held to the same duties and standard of care.

A Director's fiduciary duties are owed to the Corporation. The Director is not solely accountable to any special group or interest and shall act and make decisions that are in the best interest of the Corporation, as a whole. A Director shall be knowledgeable of the parties to whom the corporation is accountable and shall appropriately take into account the interests of such parties 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 Corporation.

### ***Exercise of Authority***

A Director carries out the powers of office only when acting during a duly constituted meeting of the Board or one of its committees. A Director respects the responsibilities delegated by the Board to the CEO avoiding interference with their duties but insisting upon accountability to the Board and reporting mechanisms for assessing organizational performance.

A Director adheres to the mission, vision, and values of the Corporation, applicable law, the by-laws, and Board-approved policies.

### ***Conflicts of Interest***

Every Director must comply with the conflict-of-interest provisions in the *Not-for-Profit Corporations Act, 2010* (“ONCA”), the by-laws, and the Conflict-of-Interest Policy (II-A-8).

### ***Confidentiality***

Every Director must respect the confidentiality of the information of the Corporation, including matters brought before the Board and all committees, keeping in mind that unauthorized disclosure or use of information could adversely affect the interests of the Corporation. Directors will not disclose or use for their own purpose confidential information concerning the activities and affairs of the Corporation unless otherwise authorized by the Board.

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

### ***Board Solidarity and Director Dissent***

A Director supports the decisions of the Board in discussions with persons beyond the Board, even if the Director holds another view or voiced another view during a Board discussion or was absent from the Board or Board committee meeting. In accordance with the Act, a Director who is present at a Board or Board committee meeting is deemed to have consented to any resolution passed or action taken at the meeting, unless:

- (a) the Director's dissent is entered in the meeting minutes;
- (b) the Director requests that their dissent be entered in the meeting minutes;
- (c) the Director gives their dissent to the secretary of the meeting before the meeting is terminated; or
- (d) the Director submits their written dissent to the secretary immediately after the meeting is terminated.

A Director who votes for or consents to a resolution is not entitled to dissent.

A Director who was not present at a meeting at which a resolution was passed, or action taken is deemed to have consented to the resolution or action unless within seven days after becoming aware of the resolution, the Director:

- (a) causes their written dissent to be placed with the meeting minutes; or
- (b) submits their written dissent to the secretary.

### ***Board Spokesperson***

The Board chair ("**Chair**") will be the spokesperson for the Board. The CEO or the COS, or their designate, may speak on behalf of the Corporation. News media responses and public discussion of the Corporation's activities and 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 may not always agree with one another on all issues. All debates will take place in an atmosphere of mutual respect and courtesy. The authority of the chair must be respected by all Directors.

### ***Time and Commitment***

A Director is expected to commit the necessary time required to fulfill Board and committee responsibilities. It is expected that a Director will devote a minimum of 10 to 15 hours per month. The Board meetings approximately seven times per year and a Director is expected to adhere to the Board's attendance policy.

A Director shall represent the Board and the Corporation in the community when asked to do so by the Chair. Directors shall support the Corporation and the Foundation through attendance at sponsored events. Through active participation in Corporation and Foundation activities, a Director can then determine their support as a donor.

### ***Participation and Contributions to Governance***

A Director is expected to contribute to the governance role by:

- receive relevant information in advance of meetings;
- review pre-circulated materials and come prepared to Board and committee meetings, ask informed questions and makes a constructive contribution to discussion;
- contribute their special expertise and skill;
- voice conflicting opinions during Board and committee meetings, but respect the decision of the majority even if the Director does not agree with it;
- respect the role of the Chair; and
- respect the role and terms of reference of board committees.

All directors are expected to serve on at least one standing committee. Initially, a Director's preference with respect to membership on the standing committees will be accommodated where possible, based on their areas of interest and expertise. However, in order to develop Director competency in the range of Board responsibilities, elected Directors will be expected to serve on all Board standing committees over the course of their service as a Director.

### ***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;
- Board's governance structure and processes;
- Board-adopted governance policies; and
- hospital policies applicable to board members.

A Director seeks opportunities to be educated and informed about the Corporation and the key issues related to the Corporation and the healthcare system through participation in Board orientation, orientation to committees, board retreats, and ongoing Board education. A Director should attend appropriate educational conferences in accordance with Board-approved policies.

A Director shall commit to be responsible for continuous self-improvement. A Director shall receive and act upon results of Board evaluations in a positive and constructive manner.

### ***Teamwork***

A Director shall develop and maintain sound relations and work cooperatively and respectfully with the Chair, other Directors, and senior management.

### ***Evaluation***

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

### ***Obtaining Advice of Counsel***

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