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SUBJECT: POSITION DESCRIPTION – BOARD OF DIRECTORS

The following outlines the duties and expectations of a Kingston Health Sciences Centre Director. KHSC 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.

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.

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:

1. Fiduciary Duties
 - i) 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 corporation in fulfilling its mission and discharging its accountabilities;
 - ii) 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.
2. Accountability

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 stakeholders to whom the corporation 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.

3. Education

- i) 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.
- ii) 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 approved policies.

4. Board Policies and Corporation Policies

A director shall be knowledgeable of and comply with the policies that are applicable to the board including:

- the board's code of conduct;
- the board's conflict of interest policy;
- the board's confidentiality policy;
- the ethics and business conduct policy of the hospital; and
- expense reimbursement and perquisites policies.

5. Teamwork

A director shall develop and maintain sound relations and work cooperatively and respectfully with the board chair, members of the board and senior management.

6. Community Representation

A director shall represent the board and the hospital in the community when asked to do so by the board chair. Board members shall support the hospital and the foundation through attendance at hospital and foundation-sponsored events. Through active participation in hospital and Foundation activities, a director can then determine their support as a donor.

7. Time and Commitment

- i) A director is expected to commit the time required to perform board and committee duties. It is expected that a director will devote a minimum of between [10 and 15] hours per month.
- ii) The board meets approximately seven times a year and a director is expected to adhere to the board's attendance policy that requires attending at least 70% percent of board meetings.
- iii) A director is expected to serve on at least one standing committee. Committees generally meet approximately every second month (September to May).

8. Contribution to Governance

Directors are expected to make a contribution to the governance role of the board by:

- o Reading materials in advance of meetings and coming prepared to contribute to discussions;
- o Offering constructive contributions to board and committee discussions;
- o Contributing his or her special expertise and skill;
- o Respecting the views of other members of the board;
- o Voicing conflicting opinions during board and committee meetings, but respecting the decision of the majority even when the director does not agree with it;
- o Respecting the role of the chair;
- o Respecting the role and terms of reference of board committees; and
- o Participating in board evaluations and annual performance reviews.

9. 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.

10. Term and Renewal

- i) Directors shall be elected and shall retire in rotation as herein provided. The Directors referred to in subsection 4.1(a) of the by-law shall be elected for a term up to three (3) years provided that each such Director shall hold office until the earlier of the date on which their office is vacated pursuant to by-law provisions outlined in sections 4.4 or 4.5 or until the end of the meeting at which his or her successor is elected or appointed. Four (4) Directors shall retire from office each year subject to re-election as permitted by section 4.8 of the by-law. The Foundation Representative shall serve a term of one (1) year provided that such Foundation Representative shall hold office until the earlier of the date on which his or her office is vacated pursuant to sections 4.4 and 4.5 of until the end of the meeting at which his or her successor is elected or appointed.

- ii) Each Director referred to in subsection 4.1(a) of the by-law shall be eligible for re-election provided that such Director shall not be elected or appointed for a term that will result in the Director serving more than nine (9) consecutive years. Such Director may also be eligible for re-election for another term or terms (to a maximum of six (6) consecutive years) if two (2) or more years have elapsed since the termination of his or her last term. In determining a Director's length of service as a Director, service to another hospital corporation prior to the Effective Date shall be excluded and not considered. Despite the foregoing a Director may, by resolution of the Board, have their maximum term as a Director extended for the sole purpose of that Director succeeding to the office of Chair or serving as Chair. Despite the foregoing, where a Director was appointed to fill an unexpired term of a Director such partial term shall be excluded from the calculation of the maximum years of service.

- iii) A Director's renewal is not automatic and shall depend on the Director's performance.