

Policies and Procedures

Section: Governance	Policy Number: 2011-05
Subject: Duties, Obligations and Expectations of Directors	Approved by: Board of Directors
Original Effective Date: June 8, 2011	/Revision Dates: June 13, 2016

Chairperson

Date

Duties, Obligations and Expectations of Directors-Draft

Purpose

The corporation is committed to **(omit ensuring that it)** achieving standards of excellence **in governance. (omit** in the quality of its governance and has adopted) This policy describes the duties and expectations of all elected and ex-officio directors.

(OmitApplication

This policy applies to all elected and ex-officio directors and is provided to directors as part of their orientation to the Board.)

Position Description – Board of Directors

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 corporation and in so doing, to support the corporation in fulfilling its mission and discharging its accountabilities.

A director shall apply the level of skill and judgement 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 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** interest of any one group if to do so would not be in the best interest of the corporation.

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- *Education*

A director will participate in a board orientation session, orientation to committees, board retreats and board education sessions. Directors should attend additional appropriate educational conferences in accordance with board approved policies.

A director shall be knowledgeable about:

- ✓ **Activities of the organization;**
- ✓ **Organization's stakeholders;**
- ✓ **Primary health care environment (*omit* generally;)**
- ✓ **Duties and expectations of a director;**
- ✓ ***By-Laws***
- ✓ **Board's governance role, *structure and processes*;**
- ✓ **(*omit* Board's governance structure and processes);**
- ✓ **Board adopted governance policies *and procedures*; and,**
- ✓ **Organization policies shared with the board that are applicable to board members.**

- *Board Policies and Corporation Policies*

A director shall be knowledgeable of and comply with the board and organization policies that are applicable to the board. (*omit* including ***the Board's*** :

- ✓ **Code of Conduct**
- ✓ **Conflict of Interest Policy;**
- ✓ **Confidentiality Policy; and,)**

- *Teamwork*

A director shall develop and maintain sound relations and work cooperatively and respectfully with the board Chair, members of the board and ***the ED-NP Lead***.

- *Community Representation and Support*

A director shall represent the board and the organization in the community when asked to do so by the board Chair .

- *Time and Commitment*

A director is expected to commit the time (***3-5 hours per month***) required to perform board and committee duties. Each member is asked to serve on at least one

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committee. The Board meets approximately 9 times a year and committees meet throughout the board year as needed.

A member is expected to attend two thirds (2/3) of Board meetings including the Annual General Meeting (AGM) and any special meetings called on an ad hoc basis. If unable to attend a meeting the member is asked to notify the Chair of that meeting.

In the event that a board or committee member is unable to attend two thirds of regular meetings of the board or committee, the commitment of the board member will be reviewed by the Board Chair. The Chair may consult with the Executive Committee. As a consequence the board member may be asked to resign their position.

(Omit A director is expected to serve on at least one standing committee if applicable.) Committees generally meet as required. The skills, experience, and personal qualities that the board will use to select potential directors are set out in the nominating committee's Process for Selection of Directors and Competency Matrix processes ***(see Recruitment Policy 2011-08)*** A director is expected to attend the Annual General Meeting and any special meetings called ***on an ad hoc basis.***

- ***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;

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- ✓ Participating in board evaluation and annual performance reviews **of the ED-NP Lead**
- ✓ (*omit* Contribute relevant feedback to the Chair/designate to assist with Leadership team performance evaluation)
- *Continuous Improvement*
A director shall commit to be responsible for continuous self-improvement. **A confidential self evaluation tool is available to assist the director in self assessment.** 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 term of three years and may serve for a maximum of six consecutive years. A director must be off the board for a minimum of two years before standing for election as a potential board director. A director's renewal is not automatic and shall depend on the director's performance.