

BOARD MANUAL

SUBJECT: Responsibilities of a Director	NO.: 2-A-30
SECTION: Structure, Roles and Responsibilities	
APPROVED BY: Board of Directors	DATE: June 28, 2023

Responsibilities

As a member of the Board, and in contributing to the collective achievement of the role of the Board, each Director is responsible for the following:

Fiduciary Duties

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 does not represent the specific interests of any constituency or group. A director acts and makes decisions that are in the best interests of the Corporation as a whole.

General

As a member of the Board, each Director will:

- understand the difference between oversight and management, respecting the responsibilities delegated by the Board to the CEO and the Chief of Staff
- each Director will comply with the organizations code of conduct
- comply with the Board of Directors conflict of interest policy and Article 5 of the Corporation By-law
- respect the confidentiality of matters brought before the Board and all committees
- support the Board's decisions and policies at all times even though the Director holds another view or voiced another view during a Board discussion or was absent from the Board meeting
- comply with the Board and Hospital policies that are applicable to the Board

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 special expertise, skills and attributes
- respecting the role and terms of references of the Board and Board committees

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- participate in the Board evaluation processes

Attendance and Availability

Each Director will:

- have the ability to commit the necessary time for Board meetings, committee meetings and Board education in accordance with the Board attendance policy
- serve as an active member of at least one committee and contribute to its purpose
- when absent, record their dissent to any action of the Board or its committees in accordance with the requirement in Article 4.9 of the Corporation's Corporate By-law

Communication and Interaction

As a member of the Board, each Director will:

- work positively, cooperatively and respectfully with all members of the Board and the management team
- participate fully and frankly in the deliberations and discussions of the Board
- demonstrate an openness to other people's opinions and the willingness to listen
- have the confidence and will to make tough decisions, including the strength to challenge the majority view
- advise the Chair and the CEO in advance when introducing significant and/or previously unknown information or material at a Board meeting

Community Representation

As a member of the Board, each Director will:

- not speak on behalf of the Board and the Hospital in the community unless asked to do so by the Board Chair in keeping with the communications policy regarding Board spokesperson
- align their public views with the Hospital's position.

Knowledge

Recognizing that decisions can only be made by well-informed Directors, each Director will participate in Board and committee orientation, Board education and other education sessions in accordance with Board policy and have an understanding of:

- the Corporation's strategic direction
- the current provincial, regional, and local health care environment
- the role and responsibilities of the Board and a Director
- the key performance indicators for Board oversight of the Corporation

Appointment and Team

A Director is elected for a three-year term. An elected Director may not serve for more than nine consecutive or cumulative years.

Conclusion of Term

Upon conclusion of service the Director will return all items and materials as requested by the Corporation, delete all electronic materials as requested by the Corporation and confirm compliance with these activities as instructed by the CEO.

DEVELOPED: February 23, 2011		
REVISED/REVIEWED:		
November 28, 2012	June 25, 2014	November 26, 2014
January 24, 2018	November 25, 2020	May 26, 2021
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