

## BOARD MANUAL

<b>SUBJECT: Responsibilities of Non-Directors on Board Committees</b>	<b>NO.: 2-A-32</b>
<b>SECTION: Structure, Roles and Responsibilities</b>	
<b>APPROVED BY: Board of Directors</b>	<b>DATE: June 28, 2023</b>

In accordance with the Corporation's Corporate By-Law, the Board may appoint additional persons to Board committees who are not directors but are entitled to vote on all matters brought before the committee.

### Role

A non-director may be appointed to a Board committee to contribute one or more of the following:

- special expertise, skills and attributes
- the perspective of a member of the community
- valuable experience as a former Director, and/or
- skills and knowledge for consideration as a potential future Director.

### Responsibilities

#### General

The non-director committee member will:

- attend, participate and vote at meetings of the Board committee to which the member is appointed;
- comply with the Board conflict of interest policy and Article 5 of the Corporation's Corporate By-Law.
- respect the confidentiality of matters brought before the Board committees;
- support the Board's decisions and policies at all times even though the committee member holds another view or voiced another view during a committee discussion or was absent from the committee meeting.
- comply with the applicable Board and Hospital policies.
- comply with the Code of Conduct

#### Contribution to Committee Business

A non-director committee member is expected to contribute to the work of the committee through:

- reading materials in advance of meetings and coming prepared to contribute to discussions
- offering constructive contributions to committee discussions
- contributing special expertise, skills and attributes

- respecting the role and charter of the Board committee, and
- participating in annual Board evaluation processes.

### **Attendance and Availability**

A non-director committee member will:

- have the ability to commit the time required to perform committee duties and attend relevant education sessions in accordance with the Board attendance policy, and
- participate in relevant orientation session(s).

A non-director committee member is invited to attend open Board meetings and receive minutes, without rights to participate in discussion or vote. Attendance at Board meetings provides context to the work conducted by Board committees.

### **Communication and Interaction**

As a member of the Board committee, each member will:

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

### **Community Representation**

As a member of the Board committee, each member will

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

### **Appointment and Term**

The Board of Directors appoints non-director committee members for a one-year term. The non-director may be reappointed for successive one year terms.

### **Conclusion of Term**

Upon conclusion of service the committee member 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

September 25, 2020

May 26, 2021

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