

SUBJECT: **RESPONSIBILITIES OF A GOVERNOR**

CROSS REFERENCE:

AUTHORIZATION: Board of Governors

DATE Reviewed: January 2017

DATE Approved: February 2017

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1.0 Purpose

The Corporation is committed to ensuring that it achieves standards of excellence in the quality of its governance. This policy describes the duties and expectations of individual Governors and provides the context for the evaluation of their performance. It is recognized that all Governors, in their role as Governors, are volunteers who are not remunerated for their services, and who provide their time as a contribution to the community.

2.0 Application

This policy applies to all elected and ex-officio Governors and is provided to Governors before they are recruited for appointment to the Board.

3.0 Responsibilities

As a Governor of the Board and in contributing to the collective achievement of the role of the Board, the individual Governor is responsible for the following:

3.1 Fiduciary Duties

- i. Each Governor 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.
- ii. A Governor shall apply the level of skill and judgment that may reasonably be expected of a person with his or her knowledge and experience. Governors with special skill and knowledge are expected to apply that skill and knowledge to matters that come before the Board.

Both paragraphs above will automatically be replaced by the following upon proclamation of the *Not-for-Profit Corporations Act*, when it takes effect.

- iii. Every Governor, in exercising his or her powers and discharging his or her duties to the Corporation shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Governor shall comply with the *Not-for-Profit Corporations Act* (Ontario) and regulations and the Corporation's articles and by-laws.

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3.2 Accountability

A Governor's fiduciary duties are owed to the Corporation. The Governor is not solely accountable to any special group or interest and shall act and make decisions that are in the best interests of the Corporation, as a whole. A Governor shall be knowledgeable of the stakeholders to whom the Corporation is accountable and shall appropriately take into account the interest of such stakeholders when making decisions as a Governor, but shall not prefer the interests of any one group if to do so would not be in the best interests of the Corporation.

3.3 Education

- i. A Governor shall become knowledgeable about:
 - o the operations of the hospital;
 - o the health care environment generally;
 - o the Corporation's stakeholders;
 - o the duties and expectations of a Governor;
 - o the Board's governance role;
 - o the Board's governance structure and processes; and
 - o the Board of Governors Policy Manual.
- ii. A Governor will participate in a Board orientation session, orientation to committees, Board retreats and Board education sessions. A Governor should attend additional appropriate educational conferences in accordance with Board approved policies.

3.4 Board Policies and Hospital Policies

- i. A Governor shall be knowledgeable of and comply with the Board and hospital policies that are applicable to the Board including:
 - o The Board's Code of Conduct Policy;
 - o The Board's Conflict of Interest Policy; and
 - o The Board's Confidentiality Policy;

and shall annually execute an agreement to be bound by the said policies and this policy and declaring that he/she has no conflict of interest.

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3.5 Teamwork

A Governor shall develop and maintain sound relations and work co-operatively and respectfully with the Board Chair, Governors of the Board, the Foundation, and senior management.

3.6 Time and Commitment

A Governor is expected to commit the time required to perform Board and committee duties. The Board meets approximately nine times a year and a Governor is expected to attend all Board meetings and meetings of Committees on which he/she serves, either in person or, by exception, by telephone conference call. A Governor is expected to serve on at least one standing committee.

3.7 Community Representation

A Governor shall represent and be an ambassador for the Board and the Corporation in the communities served when asked to do so by the Board Chair.

3.8 Contribution to Governance

A Governor is 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 and skills;
- respecting the views of other Governors;
- voicing conflicting opinions during Board and committee meetings but respecting the decision of the majority;
- respecting the role of the Chair;
- respecting the role and terms of reference of Board committees; and
- participating in the annual evaluation of the performance of the Board and Committees and of their performance as a Governor.

3.9 Continuous Improvement

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

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3.10 Foundation Support

A Governor shall provide financial support to the Foundation in accordance with his or her means and shall support the Corporation and the Foundation through attendance at hospital and foundation sponsored events.

4.0 Term and Renewal

An elected Governor is elected for a term of two years and may serve for a maximum of ten years (except that should a Governor be elected as Board Chair in year eight or later of his or her maximum term, the term of Governor will be extended as required to enable the Board Chair to complete his or her three year term of office as Chair). An elected Governor's renewal is not automatic and shall depend on the Governor's performance, which will be reviewed by the Governance Committee on the completion of each two-year term, prior to making a recommendation to the Board for the Governor's re-election.

An ex-officio Governor is appointed to the Board for a term which coincides with the term of office held in the organization that the ex-officio Governor represents.

--- End of Policy ---