

**SUBJECT: RESPONSIBILITIES OF A NON-GOVERNOR MEMBER OF A BOARD
STANDING COMMITTEE**CROSS REFERENCE:
AUTHORIZATION: Board of GovernorsDATE Reviewed: January 2017
DATE Approved: February 2017
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Note: *This policy has been expanded beyond Community Members in light of the non-Governor representatives of the Foundation, MSA and hospital staff who will be designated as members of various Standing Committees.*

1.0 Purpose

The Board of Governors values the contribution of Non-Governor Members on designated Board Standing Committees. This includes Community Members with particular skills, experience and knowledge to supplement the contribution of elected Governors and designated representatives. Experience has shown that these individuals enrich the work of their Committees. In addition, Community Members are also a potential resource for succession planning and recruitment to the Board of Governors.

Non-Governor Members of a Board Standing Committee are volunteers who are recruited for their specific skills, experience and knowledge, 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 Non-Governor Members appointed by the Board to serve on designated Board Standing Committees and is provided to them before they are appointed to the Standing Committee.

3.0 Responsibilities

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

3.1 Fiduciary Duties

- i. Each Non-Governor Member 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 non-Governor Member shall apply the level of skill and judgment that may reasonably be expected of a person with his or her knowledge and experience. Non-Governor Members with special skill and knowledge are expected to apply that skill and knowledge to matters that come before the Standing Committee.

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

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- iii. Every Non-Governor Member, 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 Non-Governor Member shall comply with the *Not-for-Profit Corporations Act (Ontario)* and regulations and the Corporation's articles and by-laws.

3.2 Accountability

A Non-Governor Member's fiduciary duties are owed to the Corporation. The Non-Governor Member 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 Non-Governor Member 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 Non-Governor Member, 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 Non-Governor Member of a Board Standing Committee shall become knowledgeable about:
 - o the operations of the hospital which pertain to the relevant Standing Committee responsibilities;
 - o the health care environment generally;
 - o the duties and expectations of a Non-Governor Member;
 - o the responsibilities of the Standing Committee to which he/she is appointed; and
 - o relevant sections of the Board of Governors Policy Manual.
- ii. A Non-Governor Member will participate in Board and Standing Committee orientation sessions and if requested, in Board retreats and Board education sessions. A Non-Governor Member may wish to attend additional appropriate educational conferences in accordance with Board approved policies.

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3.4 Board Policies and Hospital Policies

A Non-Governor Member shall be knowledgeable of and comply with the Board and hospital policies that are applicable to the Standing Committee including:

- The Board's Code of Conduct Policy;
- The Board's Conflict of Interest Policy; and
- 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.

3.5 Teamwork

A Non-Governor Member shall develop and maintain sound relations and work co-operatively and respectfully with the Standing Committee Chair, other Committee members and senior management.

3.6 Time and Commitment

A Non-Governor Member of a Board Standing Committee is expected to commit the time required to perform Standing Committee duties. Standing Committees meet as few as four and as many as ten times a year and a Non-Governor Member is expected to attend all of the meetings of the Committee on which he/she serves either in person or, by exception, by telephone conference call.

3.7 Contribution to Governance

A Non-Governor Member is expected to make a contribution to the governance role of the Standing Committee through:

- reading materials in advance of meetings and coming prepared to contribute to discussions;
- offering constructive contributions to committee discussions;
- contributing special expertise and skills;
- respecting the views of other committee members;

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- voicing conflicting opinions during Committee meetings but respecting the decision of the majority;
- respecting the role of the Committee Chair;
- respecting the role and terms of reference of Board committees; and
- participating in the annual evaluation of the Committees and of their performance as a Community Member.

4.0 Term and Renewal

A Non-Governor Member is appointed annually on the recommendation of the Governance Committee subject to the Member's satisfactory performance. In normal circumstances, a Member will serve for a maximum of three years but this term may be extended on the recommendation of the Governance Committee.

A designated representative who is to serve on a Standing Committee, is appointed annually by the Board on the recommendation of the sponsoring organization, where applicable.

--- End of Policy ---