

<b>Manual</b>	<b>GOVERNANCE POLICY</b>		<b>POLICY</b>
Section 5.0	Board Effectiveness - Governance Policy Framework		
<b>Title</b>	<b>ROLES AND RESPONSIBILITIES AS AN ELECTED AND EX-OFFICIO DIRECTOR</b>		
Issuing Body/ Prepared By	Governance and Nominating Committee		
Approved by	Board of Directors		<b>Number:</b> GOV 5.20
Effective Date Revised Date	O: January 2009	Version 1	<b>File Name:</b> "Lhgdata"(J:)/Dept'1/Admin/ CorpDev/Corp&Board Planning/ Governance Policy/5.20 Roles and Responsibilities as an Elected and Ex-officio Director
Controlled document. Any documents appearing in paper form must be used for reference purposes only. The on-line copy on the file server above must be considered the current documentation.			

### 1.0 Accountability and Fiduciary Duties

A Director acts ethically, honestly, in good faith and in the best interests of Bluewater Health and in so doing, supports Bluewater Health in fulfilling its mission and mandate, and discharging its accountabilities. A Director exercises the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Directors with special skill and knowledge are expected to apply that skill and knowledge to matters that come before the Board.

A Director does not represent the specific interests of any constituency. A Director acts and makes decisions that are in the best interest of Bluewater Health as a whole. A Director adheres to the vision, mission and values of Bluewater Health and complies with the *Public Hospitals Act*, the *Corporations Act*, by-laws, applicable laws and regulations and Board policies. A Director adheres to the Principles of Governance and Board Accountabilities policy ( GOV-5.10)

### 2.0 Exercise of Authority

A Director carries out the powers of office only when acting as a voting member during a duly constituted meeting of the Board or one of its committees. A Director respects the responsibilities delegated by the Board to the President/Chief Executive Officer and Chief of Professional Staff, avoiding interference with their duties but insisting upon accountability to the Board and reporting mechanisms for assessing organizational performance.

### 3.0 Conflict of Interest

A Director does not place him/herself in a position where his/her personal interests conflict with those of Bluewater Health. A Director complies with the Conflict of Interest provisions in the by-laws and Board approved policy.

### 4.0 Team Work

A Director works positively, cooperatively and respectfully with others in the performance of his or her duties while exercising independence in decision-making.

**5.0 Participation**

A Director reviews pre-circulated material and comes prepared to Board and committee meetings and educational events, asks informed questions, and makes a constructive contribution to discussions. A Director considers the need for independent advice to the Board on major corporate actions.

**6.0 Formal Dissent**

A Director reviews the minutes of the previous meeting on receipt and insists that they record any Director’s disclosure of an actual or potential conflict of interest, abstention or dissent. A Director who is absent from a Board meeting is deemed to have supported the decisions and policies of the Board taken in his or her absence unless he or she formally records a dissenting view with the Board secretary.

**7.0 Board Solidarity**

The official spokesperson for the Board is the Chair or the Chair’s designate. A Director supports the decisions and policies of the Board in discussions with outsiders, even if the Director holds another view or voiced another view during a Board discussion or was absent from the Board meeting. A Director refers requests for statements on behalf of the Board to the Board Chair. The Board Chair may delegate his/her responsibility for representing and acting as spokesperson for the Board to other Directors, as required.

**8.0 Confidentiality**

A Director respects the confidentiality of *in camera* Board discussions and information and such other Board discussions as deemed to be confidential by the Board. Directors will respect the confidentiality of any Informal Meetings.

**9.0 Time and Commitment**

A Director is expected to commit the time required to fulfill Board and committee responsibilities. A Director is expected to attend a minimum of 85% of the meetings of the Board and 85% of committee meetings of which he/she is a member. Directors who fail to meet the attendance requirements are subject to review by the Chair and may be asked to step down from the Board. All Directors are expected to serve on at least one Board committee (exceptions to be approved by the Board) and to represent the Board and Bluewater Health in the community when reasonably requested by the Board Chair.

**10.0 Competencies**

A Director actively contributes specific expertise, skills and other attributes that are needed on the Board.

**11.0 Education**

A Director seeks opportunities to be educated and informed about the Board and the key issues in Bluewater Health and broader health care system through review of the Board Orientation Manual, participation in Board orientation and ongoing Board education.

**12.0 Self-Evaluation and Continuous Improvement**

A Director is committed to a process of continuous self-improvement as a Board member. All Directors participate in evaluation of the Board and elected Directors participate in individual Director peer assessment and act upon results in a positive and constructive manner.

**13.0 Fundraising Activity**

A Director supports the efforts of the Bluewater Health Foundation and Charlotte Eleanor Englehart Hospital Foundation.

**Monitoring:**

- Method:
1. Participation in annual assessment of the Board as a whole
  2. Participation in annual performance evaluation based on responsibilities outlined and provisions included in the By-laws.

Frequency: Annually