

Manual	GOVERNANCE POLICY		POLICY
Section 5.0	Board Effectiveness - Governance Policy Framework		
Title	NON-DIRECTOR COMMITTEE MEMBERS		
Issuing Body/ Prepared By	Governance and Nominating Committee		
Approved by	Board of Directors		Number: GOV 5.65
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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.			

Purpose

The Board has determined that the participation of Non-Directors from the community as members of certain Board Committees is beneficial to obtain a broad range of perspectives, to provide additional expertise and to identify and assess individuals' interest and aptitude to be Directors in the future.

Selection

The Governance & Nominating Committee is responsible for recommending individuals to the Board to serve as Non-Director Committee Members for in accordance with the Nominations Process policy (GOV-5.70). Non-Director Committee Members shall meet the qualifications for Directors as set out in s.5.03 of the By-laws.

Responsibilities

1.0 Accountability and Fiduciary Duties

A Non-Director Committee Member 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 Non-Director Committee Member exercises the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Non-Director Committee Members with special skill and knowledge are expected to apply that skill and knowledge to matters that come before the Committee. A Non-Director Committee Member does not represent the specific interests of any constituency. A Non-Director Committee Member acts and makes decisions that are in the best interest of Bluewater Health as a whole. A Non-Director Committee Member 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 Non-Director Committee Member adheres to the Principles of Governance and Board Accountabilities policy (GOV-5.10).

2.0 Exercise of Authority

A Non-Director Committee Member carries out the powers of office only when acting as a voting member during a duly constituted meeting of the Committee. A Non-Director Committee Member 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 Committee and reporting mechanisms for assessing organizational performance.

3.0 Conflict of Interest

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

4.0 Team Work

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

6.0 Formal Dissent

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

7.0 Board Solidarity

The official spokesperson for the Board and its committees is the Chair or the Chair's designate. A Non-Director Committee Member supports the decisions and policies of the Committee in discussions with outsiders, even if the Non-Director Committee Member holds another view or voiced another view during a Committee discussion or was absent from the Committee meeting. A Non-Director Committee Member refers requests for comments on behalf of the Committee to the Committee Chair.

8.0 Confidentiality

A Non-Director Committee Member respects the confidentiality of Committee discussions and information.

9.0 Time and Commitment

A Non-Director Committee Member is expected to commit the time required to fulfill Committee responsibilities. A Non-Director Committee Member is expected to attend a minimum of 85% of the meetings of the Committees of which he/she is a member. Non-Director Committee Members who fail to meet the attendance requirements are subject to review by the Committee Chair and may be asked to step down from the Committee.

10.0 Competencies

A Non-Director Committee Member actively contributes specific expertise, skills and other attributes that are needed on the Committee.

11.0 Education

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

12.0 Self-Evaluation and Continuous Improvement

A Non-Director Committee Member is committed to a process of continuous self-improvement as a Committee member. All Non-Director Committee Member participate in evaluation of the Committee and in individual Non-Director Committee Member evaluations and act upon results in a positive and constructive manner.

13.0 Fundraising Activity

A Non-Director Committee Member 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