

 Middlesex Hospital Alliance Strathroy Site <input checked="" type="checkbox"/> Four Counties Site <input checked="" type="checkbox"/>	Policy <input checked="" type="checkbox"/> Procedure <input type="checkbox"/> Standard <input type="checkbox"/> Medical Directive <input type="checkbox"/>	<b>Manual</b> <b>BOARD OF DIRECTORS</b> <b>Policy 2.2A</b>
<b>Position Description for Community Committee Representatives</b>		
<b>Date Issued:</b> February 14, 2013 <b>Date Approved :</b> May 2022 <b>Next Review Date:</b> May 9, 2025	Issued by: Governance Committee	Approved by: MHA Board of Directors
Cross Reference:		

## BACKGROUND:

Committees of the Board are an important element of the Middlesex Hospital Alliance (MHA) governance process that aid it in the fulfilment of its governance role. Board Committees are tasked with assisting with the work of the Board and provide leadership and direction to the hospital's executive, while overseeing key aspects of performance and management.

With this focus in mind, the Board calls on Community representatives to serve on certain Board committees to ensure the right blend of expertise, experience, external contacts and personal characteristics are present, while also ensuring a Board Succession pipeline is in place.

## PURPOSE OF THIS POLICY:

As part of its responsibility for ensuring Board effectiveness, the Middlesex Hospital Alliance (MHA) Board has determined that the participation of Community Committee Members on 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. This policy sets out selection process and responsibilities of Community Committee Members.

## SELECTION:

The Governance Committee is responsible for recommending individuals to the Board to serve as community representatives in accordance with the Nominations Process policy (Policy 2.9). Community representatives shall meet the qualifications for Community representatives as set out in the Hospital By-laws (s 7.07)

## RESPONSIBILITIES:

### 1.0 Accountability and Fiduciary Duties

A Community representative acts ethically, honestly, in good faith and in the best interests of MHA and in so doing, supports MHA in fulfilling its mission and mandate, and discharging its accountabilities. A Community representative exercises the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Community representatives with special skill and knowledge are expected to apply that skill and knowledge to matters that come before the Board. A Community representative does not represent the specific interests of any constituency. A Community representative acts and makes decisions that are in the best interest of MHA as a whole. A Community representative adheres to the vision, mission and values of MHA and complies with the *Public Hospitals Act*, the *Ontario Not-for-Profit Corporations Act*, by-laws,

applicable laws and regulations and Board policies. A Community representative adheres to the Code of Conduct for Directors policy (Policy 3.3).

## **2.0 Exercise of Authority**

A Community representative carries out the powers of office only when acting as a voting member during a duly constituted meeting of the Committee. A Community representative 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 Community representative respects the confidentiality of Committee discussions and Information. (Policy 3.5).

## **4.0 Team Work**

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

## **6.0 Formal Dissent**

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

## **7.0 Board Solidarity**

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

## **8.0 Confidentiality**

A Community representative respects the confidentiality of Committee discussions and information (Policy 3.6).

## **9.0 Time and Commitment**

A Community representative is expected to commit the time required to fulfill Committee responsibilities. A Community representative is expected to attend a minimum of 2/3 of the meetings of the Committees of which they are a member. Community Committee Members who fail to meet the attendance requirements are subject to review by the Governance Committee and may be asked to step down from the Committee.

## **10.0 Competencies**

A Community representative actively contributes specific expertise, skills and other attributes that are needed on the Committee.

## **11.0 Term Limit**

- (a) Defined under the MHA Bylaws, Community Representatives shall serve for a term of three (2) two year terms up to a maximum of (6) six consecutive years. Following a break in the continuous service of at least one (1) year, the same person may return as a Community member on the Committee. The term limit shall not preclude their future candidacy for nomination to the Board.

## **12.0 Education**

A Community representative seeks opportunities to be educated and informed about the Committee, the Board and the key issues at the MHA and in the broader health care system through participation in Board and Committee orientation and education programs, maximizing use of information and resources on the Board website, participation in strategic planning processes, Board retreats and other mechanisms, as appropriate.

## **13.0 Self Evaluation and Continuous Improvement**

A Community representative is committed to a process of continuous self-improvement as a Committee member. All Community Committee Members participate in the evaluation of the Committee, and act upon results in a positive and constructive manner.

### **Amendment:**

This policy may be amended by the Board of Directors.