

**MIDDLESEX HOSPITAL ALLIANCE
Board of Director**

**Application for Membership
Director/Community Committee Member**

The Middlesex Hospital Alliance is governed by a knowledge-based Board of Directors comprised of 11 elected and 6 ex-officio members. A Board's composition should reflect a blend of expertise, experience, external contacts and personal characteristics that, assembled together as a team, advance the mission, vision and principles of the organization.

The Board of Directors of the MHA has also determined that the participation of Community Committee Members participating 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.

A knowledge-based Board focuses on recruiting individuals with the skills, competencies, and experience that are needed to move the organization toward achievement of its mission.

Board of Directors/Board Community Committee Members

1. Applicant Contact Information

| | | | |
|---|--|--|---------------------------------|
| Surname: | | First Name: | |
| Home Address: | | | |
| City: | | Province: | Postal Code: |
| Home Phone Number: | | Business Phone Number: | |
| Email Address: | | | |
| Preferred Method of Contact: Home Phone: <input type="checkbox"/> | | Business Phone: <input type="checkbox"/> | Email: <input type="checkbox"/> |

2. Eligibility Criteria and Conditions of Appointment

- a) Directors must be at least 18 years old.
- b) Undischarged bankrupts are ineligible to serve as directors.
- c) Directors cannot be a member of the Corporation's medical, dental or midwifery staff (except as allowed under the By-laws).
- d) Employees are not eligible to be Directors of the Corporation (except as allowed under the Bylaws).
- e) Directors cannot be the spouse, child, or parent of a member of the corporation's medical, dental or midwifery staff, or an employee of the corporation.
- f) A director is expected to commit the time required to perform board and committee duties. The minimum time commitment is likely 10 to 15 hours per month.
- g) Directors must fulfill the requirements and responsibilities of their position – for example, preparing for and attending board and committee meetings, upholding their fiduciary obligations preparing for and attending board and committee meetings, upholding their fiduciary obligations and working cooperatively and respectfully with other board members. Directors must comply with legislation governing the corporation, the corporation's by-laws and policies, and all other applicable rules.

3. Conflict of Interest Disclosure Statement

Directors must avoid conflicts between their self-interest and their duty to the corporation. In the space below, please identify any relationship with any organization that may create a conflict of interest, or the appearance of a conflict of interest, by virtue of being appointed to the board.

4. Knowledge, Skills and Experience

The board seeks a complementary balance of knowledge, skills and experience. Please indicate your areas of knowledge, skills and experience by completing Schedule A to this application or by listing below.

Please list current or prior board experience:

Which areas of board work are of particular interest to you?

Please describe any linkages you have or may have had with other health care groups within the community.

5. Committees: Please indicate the Board Standing Committee(s) upon which you would be most interested in serving:

- Governance (2nd Thursday monthly at 1730 hrs)
- Finance (2nd Thursday monthly at 0730 hrs)
- Planning (2nd Tuesday quarterly at 1530 hrs)
- Quality (2nd Tuesday bimonthly at 0730 hrs)

6. Declaration

By submitting this application, I declare the following:

- a) I meet the eligibility criteria and accept the conditions of appointment set out above.
- b) I have read and agree to comply with the following policies:
 - h) Position Description – Elected and Ex-officio Board of Directors,
 - ii) Position Description - Community Committee Members
 - iii) Code of Conduct for Directors,
 - iv) Conflict of Interest, and
 - v) Confidentiality.
- c) I certify that the information in this application and in my Curriculum Vitae is true.

Signature: _____ Date: _____

**Please return the completed form
along with your curriculum vitae to:**

Cathy Swan
Executive Assistant
Middlesex Hospital Alliance –
Administration
395 Carrie Street
Strathroy, ON N7G 3J4
Tel: 519-245-1550 Fax: 519-245-0366
Email: cathy.swan@mha.tvh.ca

**If you have any questions, please
contact:**

MHA Governance Committee Chair
c/o Cathy Swan
Executive Assistant
Middlesex Hospital Alliance –
Administration
395 Carrie Street
Strathroy, ON N7G 3J4
Tel: 519-245-5295 Fax: 519-245-0366
Email: cathy.swan@mha.tvh.ca


Application for Membership: Schedule A

Knowledge, Skills and Experience

Please indicate your areas of knowledge, skills and experience by checking off the relevant boxes in the table below. It is not expected that you possess knowledge, skills or experience in all the areas set out in the table. Please indicate only those areas that apply to you.

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|---|---|
| Accounting <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced | Information Technology <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced |
| Board & Governance <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced | Labour Relations <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced |
| Business Management <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced | Legal <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced |
| Clinical <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced | Patient & Health Care Advocacy <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced |
| Construction & Project Management <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced | Political Acumen <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced |
| Diversity Issues <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced | Public Affairs & Communications <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced |
| Education <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced | Quality & Patient Safety Management <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced |
| Ethics <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced | Quality & Performance Management <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced |
| Finance <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced | Research <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced |
| Government & Government Relations <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced | Risk Management <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced |
| Health Care Administration & Policy <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced | Stakeholder Engagement <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced |
| Human Resources Management <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced | Strategic Planning <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced |

Describe other knowledge, skills or experience that you feel you will bring to the board:

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|---|------------------------------------|---|---------------|
|  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"/> | Manual 2.2 |
| Subject: POSITION DESCRIPTION FOR ELECTED AND EX-OFFICIO DIRECTORS | | | |
| Date Issued: November 2011 Date Reviewed: March 14, 2013 Date Revised: March 14, 2013 | Issued by: Governance Committee | Approved by: Board of Directors | |
| Cross Reference: Policy 3.1 Roles and Responsibilities of Board of Directors February 24, 2011 | | | |

BACKGROUND:

A Board's composition should reflect a blend of expertise, experience, external contacts and personal characteristics that, assembled together as a team, advance the mission of the organization.

A knowledge-based board focuses on recruiting individuals with the skills, competencies, and experience that are needed to move the organization toward achievement of its mission.

POLICY**1.0 Accountability and Fiduciary Duties**

A Director acts ethically, honestly, in good faith and in the best interests of Middlesex Hospital Alliance and in so doing, supports MHA 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 MHA as a whole. A Director adheres to the vision, mission and guiding principles of MHA and complies with the *Public Hospitals Act*, the *Corporations Act*, by-laws, applicable laws and regulations and Board policies.

2.0 Exercise of Authority

A Director carries out the powers of office only when acting as a 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 MHA. A Director complies with the Conflict of Interest provisions in the by-laws and Board approved policy. (Policy 2.2)

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. (Policy 3.5)

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 2/3 of the meetings of the Board and 2/3 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 MHA 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 MHA 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 act upon results in a positive and constructive manner.

13.0 Fundraising Activity

A Director supports the efforts of the Strathroy Middlesex General Hospital (SMGH) and Four Counties Health Services (FCHS) Foundation.

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|  <p>Middlesex Hospital Alliance Strathroy Site <input checked="" type="checkbox"/> Four Counties Site <input checked="" type="checkbox"/></p> | <p>Policy <input checked="" type="checkbox"/> Procedure <input type="checkbox"/> Standard <input type="checkbox"/> Medical Directive <input type="checkbox"/></p> | <p>Manual BOARD OF DIRECTORS Policy 2.2A</p> |
| Position Description for Community Committee Members | | |
| <p>Date Issued: February 14, 2013 Date Reviewed: Date Revised:</p> | <p>Issued by: Governance Committee</p> | <p>Approved by: MHA Board of Directors</p> |
| <p>Cross Reference:</p> | | |

BACKGROUND:

A Board's composition should reflect a blend of expertise, experience, external contacts and personal characteristics that, assembled together as a team, advance the mission of the organization.

A knowledge-based Board focuses on recruiting individuals with the skills, competencies, and experience that are needed to move the organization toward achievement of its mission.

PURPOSE OF THIS POLICY:

As part of its responsibility for ensuring Board effectiveness, the 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 Non-Director Committee Members 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 Community Committee Member 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 Committee Member exercises the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Community Committee members with special skill and knowledge are expected to apply that skill and knowledge to matters that come before the Board. A Community Committee Member does not represent the specific interests of any constituency. A Community Committee Member acts and makes decisions that are in the best interest of MHA as a whole. A Community Committee Member adheres to the vision, mission and values of MHA and complies with the *Public Hospitals Act*, the *Corporations Act*, by-laws, applicable laws and regulations and Board policies. A Community Committee Member adheres to the Code of Conduct for Directors policy (3.3).

2.0 Exercise of Authority

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

4.0 Team Work

A Community 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 Community Committee Member 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 Committee member considers the need for independent advice to the Committee on major corporate actions.

6.0 Formal Dissent

A Community Committee Member 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 Committee Member 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 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 Community Committee Member supports the decisions and policies of the Committee in discussions with outsiders, even if the Community Committee Member holds another view or voiced another view during a Committee discussion or was absent from the Committee meeting. A Community Committee Member refers requests for comments on behalf of the Committee to the Committee Chair.

8.0 Confidentiality

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

9.0 Time and Commitment

A Community Committee Member is expected to commit the time required to fulfill Committee responsibilities. A Community Committee Member is expected to attend a minimum of 85% of the meetings of the Committees of which he/she is 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 Committee Member actively contributes specific expertise, skills and other attributes that are needed on the Committee.

11.0 Education

A Community Committee Member 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.

12.0 Self Evaluation and Continuous Improvement

A Community Committee Member 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.

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|  <p>Middlesex Hospital Alliance Strathroy Site <input checked="" type="checkbox"/> Four Counties Site <input checked="" type="checkbox"/></p> | Policy <input checked="" type="checkbox"/> Procedure <input type="checkbox"/> Standard <input type="checkbox"/> Medical Directive <input type="checkbox"/> | Manual BOARD OF DIRECTORS Policy 3.3 |
| CODE OF CONDUCT FOR DIRECTORS | | |
| Date Issued: April 28, 2010 Date Reviewed: March 14, 2013 Date Revised: | Issued by: Governance Committee | Approved by: MHA Board of Directors |
| Cross Reference: | | |

BACKGROUND:

A Board's composition should reflect a blend of expertise, experience, external contacts and personal characteristics that, assembled together as a team, advance the mission of the organization.

A knowledge-based Board focuses on recruiting individuals with the skills, competencies, and experience that are needed to move the organization toward achievement of its mission.

POLICY:**PURPOSE OF THIS CODE**

1.01 Purpose. The purpose of this Code of Conduct is to set forth the general expectations for, and duties of, the Directors of Middlesex Hospital Alliance, and provides for certain consequences in respect of breaches of those duties or of the by-laws or policies of Middlesex Hospital Alliance.

2.0 DEFINITIONS

2.01 Definitions. In this Policy, the following terms shall have the following meanings:

- (a) "Board" means the Board of Directors of the Middlesex Hospital Alliance;
- (b) "Chair" means the Chair of the Board of Directors of Middlesex Hospital Alliance;
- (c) "Code" refers to this Code of Conduct for Directors;
- (b) "Director(s)" means Directors sitting on the Board of Directors of Middlesex Hospital Alliance, including *ex-officio* Directors and non-Board members of Board committees;
- (c) "Hospitals" means either of the two corporations that form the Middlesex Hospital Alliance, including Strathroy Middlesex General Hospital and Four Counties Health Services Corporation;
- (d) "MHA" means Middlesex Hospital Alliance and includes Strathroy Middlesex General Hospital and Four Counties Health Services Corporation.

3.0 APPLICATION

3.01 Application of the Code. The duties of Directors set out in this Code apply in addition to those set out in MHA's *Code of Business Conduct and Ethics*.

4.0 DUTIES OF DIRECTORS

4.01 Duty of Care, Diligence and Skill. All Directors of MHA stand in a fiduciary relationship to the organization. In discharging their duties, each Director must act honestly and in good faith with a view to the best interest of MHA and must exercise the care, diligence and skill that would be expected of a person with their knowledge and experience. This standard can be achieved by any Director who devotes reasonable time and attention to the affairs of MHA and who exercises informed business judgment. Reasonable delegation is permitted to senior management, with certain

exceptions, but responsibility for governance decisions will always be that of the Directors. The Directors cannot contract out of their legal duties or appoint a proxy to assume their legal duties. Directors will be personally liable for any breach of them.

- 4.02 Duty of Care.** The required standard of care is measured against the subjective standard of what a person with that skill and experience would do in comparable circumstances. This requires the Directors to devote the necessary time and attention to be able to bring their own judgment to bear on a matter and make an informed decision. The Directors must use common sense in their decision-making and should be careful, deliberate, and cautious. The Directors have a duty to be aware of information that reasonable care and diligence would have revealed, and they should try to foresee the probable consequences of their proposed course of action.
- 4.03 Duty of Diligence.** The concept of diligence implies attentiveness, persistence and vigilant activity. This means that attention to the purpose and policies, delegation of authority and the operations of MHA are essential.
- 4.04 Duty of Skill.** The test for skill is a subjective test determined by the skills and knowledge possessed by an individual Director. A Director has a duty to employ the skills and knowledge that he or she possesses. The greater the skills of a Director, the higher the standard of care that will be expected of the individual.
- 4.05 Duty to Act for a Proper Purpose.** The Directors must act in the best interests of MHA. Other interests may legitimately be considered, including those of the employees, patients, creditors, governments and the public-at-large; however, these cannot be paramount and cannot ultimately lead to action contrary to the best interests of MHA.
- 4.06 Duty to Avoid Conflict of Interest.** Directors must avoid situations where their personal interests will conflict, or will appear to conflict with their duties to MHA. Directors must also avoid situations where their duties to MHA may conflict with duties owed elsewhere.

5.0 BOARD SOLIDARITY

- 5.01 Diversity, Mutual Respect and Authority of Chair.** It is recognized that Directors bring to the Board diverse backgrounds, skills and experience. Directors will not always agree with one another on all issues. All debates shall take place in an atmosphere of mutual respect and courtesy. The authority of the Chair must be respected by all Directors.
- 5.02 Support of Board Decisions and Actions.** Directors acknowledge that properly authorized Board actions must be supported by all Directors. The Board speaks with one voice. Those Directors who have abstained or voted against a motion must adhere to and support the decision of a majority of Directors.

6.0 CONFIDENTIALITY

- 6.01 Representing MHA in the Community.** It is recognized that the role of Director may include representing MHA in the community. However, such representations must be respectful of and consistent with the Director's duty of confidentiality.
- 6.02 No Representations Unless Authorized.** The Chair is the only official spokesperson for the Board. No Director shall speak or make representations on behalf of the Board unless authorized by the Chair. When so authorized, the Director's representations must be consistent with accepted positions and policies of the Board.
- 6.03 Respect for Confidential Information.** Every Director of MHA shall respect the confidentiality of information about the Hospitals, whether that information is received in a meeting of the Board or of a committee or is otherwise provided to or obtained by the Director.
- 6.04 Breach of Confidentiality.** A Director is in breach of his or her duties with respect to confidentiality when information is used or disclosed for purposes other than those of serving MHA.

7.0 OBTAINING ADVICE OF COUNSEL

7.01 Outside Advice. Directors' requests to obtain outside opinions or advice regarding matters before the Board shall be made through the Chair.


8.0 DISCIPLINARY ACTION

8.01 Breach of the Code of Conduct for Directors. In the event of an alleged breach of the Code by a Director, the Board will follow the steps outlined below with the understanding that they are a guideline only and the nature of the conduct will guide the nature of the response.

- (a) When a Director feels or has reason to believe that another Director has violated the Code, that Director should communicate directly with the Chair regarding the concern.
- (b) When it becomes evident that a Director may have breached the Code, the Chair should have a meeting with the Director to discuss the circumstances. If it then becomes evident that the Director has breached the Code, the Chair should point out the behaviour, point out that the Code prohibits such behaviour, and discuss that the behaviour is unacceptable.
- (c) Depending on the seriousness of the breach, it may be appropriate to prepare a letter from the Chair to the Director to document the Chair's concerns. The letter would put the Director on notice that s/he has a fiduciary duty to act in the best interests of MHA and to comply with its by-laws and policies, including the *Code of Conduct for Directors*. The letter would identify the offending behaviour and advise the Director that s/he has breached the Director's duty to MHA, and that any more of such behaviour will not be tolerated and will require the Chair to recommend to the Board that remedial action be taken against the Director.
- (d) If the behaviour continues, the Executive Committee as a whole could meet with the Director to reinforce the unacceptability of the behaviour. A further letter may also be sent from the entire Executive Committee.
- (e) If the Executive Committee concludes that the Director's behaviour renders the Director a liability to MHA and the Board, the Director should be advised in person and in writing that the Chair will be raising the matter before the full Board at the next Board meeting.
- (f) At the Board meeting at which the Director's behaviour is raised, the Chair may present a summary of the Director's behaviour, its impact on MHA and the Board, and what actions the Chair/Executive Committee have taken to deal with it. The Director will be given an opportunity to speak to the Board and then leave the room. The Board may then deliberate over the appropriate action to take which could include:
 - (i) Approving a motion that a further letter of sanction be sent to the Director reflecting the Board's disapproval of his/her conduct and stating that the Board will not tolerate any further incidents in breach of his/her duty;
 - (ii) Asking for the Director's resignation from the Board; or
 - (iii) Approving a motion to remove the Director from the Board under the by-laws.
- (g) At any time during this process, the Director may resign from the Board.

9.0 AMENDMENT

9.01 Amendment. This Policy may be amended by the Board of Directors.

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|  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"/> | Manual BOARD OF DIRECTORS Policy 3.7 |
| CONFLICT OF INTEREST | | | |
| Date Issued: April 28, 2010 Date Reviewed: March 14, 2013 Date Revised: | Issued by: Governance Committee | Approved by: MHA Board of Directors | |
| Cross Reference: | | | |

BACKGROUND:

A Board's composition should reflect a blend of expertise, experience, external contacts and personal characteristics that, assembled together as a team, advance the mission of the organization.

A knowledge-based Board focuses on recruiting individuals with the skills, competencies, and experience that are needed to move the organization toward achievement of its mission.

POLICY:**PURPOSE:**

The purpose of this policy is to establish a standard of conduct applicable to each Board member in the exercise of any power or the performance of any duty or function on behalf of The Middlesex Hospital Alliance (MHA). It is intended to support the MHA's integrity, to promote its goals and to enhance public confidence in the MHA and those associated with it.

DEFINITION:

An actual or potential conflict of interest arises when a member or expert is placed in a situation in which:

- His or her personal interests, financial or otherwise, or
- The interests of an immediate family member or of a person with whom there exists, or has recently existed, an intimate relationship, conflict with the member's responsibilities to the board.

A written policy that addresses situations in which the interests of its directors, officers and key staff come into conflict, or appear to come into conflict, with the interests of the organization.

- (a) Every Director who, either directly or through one of his Associates, has or thinks he may potentially have a Conflict of Interest with respect to a proposed or current contract, transaction, matter or decision of either Corporation shall disclose the nature and extent of the Conflict of Interest at a meeting of the Board.
- (b) The declaration of Conflict of Interest shall be disclosed at the meeting of the Board at which the contract, transaction, matter or decision is first raised. If the Director, or his Associates, becomes interested in a contract, transaction, matter or decision after the Board meeting at which it is first raised, the Director shall make a declaration at the next Board meeting following the Director's perception or apprehension of a Conflict of Interest.
- (c) All such declarations of interest (including the specific nature thereof) shall be recorded in the minutes of the meeting and in the minutes of every meeting at which the matter that is the subject of the declaration is addressed (either discussed or voted on). The Secretary of the Corporation shall maintain a list of all ongoing matters that are the subject of a Conflict of Interest declaration, together with the identity of the conflicted Director(s). Such list shall be referred to by the Secretary (or designate) when


preparing Board or Committee packages, and any materials relating to a matter that is the subject of a Conflict of Interest declaration shall be omitted from the Board or Committee package of any conflicted Director.

- (d) After making such a declaration, no interested Director shall vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting, on a contract, transaction, matter or decision, nor shall the Director be counted in any required quorum with respect to the vote. The abstention of the conflicted Director from discussion and voting shall also be recorded in the minutes of each relevant meeting. The conflicted Director is not restricted from answering questions about or explaining his involvement in the matter that is the subject of the declaration.
- (e) If a Director has made a declaration of Conflict of Interest in compliance with this By-Law, the Director is not accountable to the Corporation for any profits he may realize from the contract, transaction, matter or decision.
- (f) If the Director fails to make a Declaration of his Conflict of Interest in a contract, transaction, matter or decision, as required by this By-Law, this failure may be considered grounds for termination of his position as a Director.
- (g) The failure of any Director to comply with the Conflict of Interest provisions of this By-Law does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board.
- (h) If a Director believes that any other Director is in a Conflict of Interest position with respect to any contract, transaction, matter or decision, the Director shall have his concern recorded in the minutes, and the Director with the alleged Conflict of Interest shall have the right to address the Board with respect to the allegation. Thereafter, at the request of the Director who recorded the initial concern, the Board, after the Director alleged to have a Conflict of Interest has absented himself from the room, shall vote on whether the Director alleged to have a Conflict of Interest is, in the opinion of the Board, in a Conflict of Interest. If the Board finds the person in a Conflict of Interest, that interested Director shall absent himself during any subsequent discussion or voting process relating to or pertaining to the conflict. The question of whether a Director has a Conflict of Interest shall be determined by a simple majority of the Board and shall be final.
- (i) If the Board finds that the person is not in a Conflict of Interest, the Board will then vote on the contract, transaction, matter or decision and the votes of each Director shall be recorded.
- (j) Every declaration of a Conflict of Interest and the general nature thereof shall be recorded in the minutes by the Board.
- (k) Where the number of Directors who, by reason of the provisions of this section, are prohibited from participating in a meeting is such that at that meeting the remaining Directors are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this By-Law, the remaining number of Directors shall be deemed to constitute a quorum, provided such number is not less than three (3).
- (l) Where, in the circumstances mentioned in the preceding paragraph, the remaining number of Directors who are not prohibited from participating in the meeting is less than three (3), the Chair of the Board may apply to the Superior Court of Justice on an *ex parte* basis for an order authorizing the Board to give consideration to, discuss and vote on the matter out of which the interest arises, or such other relief as the Court may consider appropriate.

(Conflict of Interest a – 1 taken from MHA Bylaws June 12, 2007)

Amendment:

This policy may be amended by the Board of Directors.

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|  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"/> | Manual BOARD OF DIRECTORS Policy 3.6 |
| Confidentiality | | | |
| Date Issued: April 28, 2010 Date Reviewed: March 14, 2013 Date Revised: | Issued by: Governance Committee | Approved by: MHA Board of Directors | |
| Cross Reference: | | | |

BACKGROUND:

A Board's composition should reflect a blend of expertise, experience, external contacts and personal characteristics that, assembled together as a team, advance the mission of the organization.

A knowledge-based Board focuses on recruiting individuals with the skills, competencies, and experience that are needed to move the organization toward achievement of its mission.

POLICY:**PURPOSE OF THIS CODE:**

To ensure that confidential matters are not disclosed until disclosure is authorized by the board.

DEFINITION:

- (a) Every Director, Officer, Professional Staff member, employee of the Corporation and every member of a Committee shall respect the confidentiality of matters brought before the Board or any such Committee or coming to his attention in the course of his duties, keeping in mind that unauthorized statements may adversely affect the interests of the Corporations.
- (b) All materials and information distributed to the Board at or in advance of a Board meeting shall be deemed confidential unless:
 - (i) otherwise expressly indicated on the material or information; or
 - (ii) the Board determines otherwise.
- (c) No statements respecting such matters shall be made to the public or the press by any such Director, Officer, Professional Staff member, Committee member, or employee except as authorized by the Board.
- (d) Persons permitted to attend any meeting of the Board or any meeting of a Committee as a guest or observer shall be advised that they are required to respect the confidentiality of all matters coming to their attention during any such meeting and shall undertake accordingly.

(Confidentiality a-d taken from MHA Bylaws June 12, 2007)

Amendment:

This policy may be amended by the Board of Directors.