

 <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 # 2.2</p>
POSITION DESCRIPTION FOR ELECTED AND EX-OFFICIO DIRECTORS		
<p>Date Issued: November 2011 Date Last Revised: November 2021 Next Review Date: November 2024</p>	<p>Issued by: Governance Committee</p>	<p>Approved by: Board of Directors</p>
<p>Cross Reference: Policy 3.1 Roles and Responsibilities of Board of Directors</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.

POLICY**1.0 Accountability and Fiduciary Duties**

A Director acts ethically, honestly, in good faith and in the best interests of Middlesex Hospital Alliance (MHA) 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 should not be placed in a position where 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 3.5).

4.0 Team Work

A Director works positively, cooperatively and respectfully with others in the performance of their 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 their 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 3.6).

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 they are 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.