



TITLE: Director Position Description

MANUAL: BOARD OF DIRECTORS

SECTION: Position Descriptions and Performance Standards

APPROVED BY: BOARD OF DIRECTORS

PURPOSE:

The North Shore Health Network is committed to ensuring that it achieves standards of excellence in the quality of its governance and has adopted this policy describing the duties and expectations of Directors.

APPLICATION

This policy applies to all elected and ex-officio Directors. The policy will be provided to Director candidates prior to their appointments to the Board. A Director who wishes to serve on the Board must confirm in writing that they will abide by this policy.

POSITION DESCRIPTION – BOARD OF DIRECTORS

As a member of the Board, and in contributing to the collective achievement of the role of the Board, the individual Director is responsible for the following:

- *Fiduciary Duties*
Each Director is responsible to act honestly, in good faith and in the best interests of the Health Centre and in so doing, to support the Health Centre in fulfilling its mission and discharging its accountabilities.

A Director shall apply the level of skill and judgment that may reasonably be expected of a person with his or her knowledge and experience. Directors with special skill and knowledge are expected to apply that skill and knowledge to matters that come before the Board.

- *Accountability*
A Director's fiduciary duties are owed to the corporation. The Director is not solely accountable to any special group or interest and shall act and make decisions that are in the best interest of the Health Centre, as a whole. A Director shall be knowledgeable of the stakeholders to whom the Health Centre is accountable and shall appropriately take into account the interests of such stakeholders when making decisions as a Director, but shall not prefer the interests of any one group if to do so would not be in the best interests of the Health Centre.

Directors understand that the Chair and CEO are the official spokespeople of NSHN in accordance with BOD-021.

- *Education*
A Director shall be knowledgeable about:
 - The operations of the North Shore Health Network;

- The health care needs of the communities served;
- The health care environment generally;
- The duties and expectations of a Director;
- The Board's governance role;
- Board's governance structure and processes;
- Board adopted governance policies; and
- The North Shore Health Network policies applicable to Board members.

A Director will participate in a Board orientation session, orientation to committees, Board retreats and Board education sessions. A Director should attend additional appropriate educational conferences in accordance with Board approved policies.

- *Board Policies and Health Centre Policies*

A Director shall be knowledgeable of and comply with the Board and North Shore Health Network policies that are applicable to the Board including:

- The Board's Code of Conduct;
- The Board's Conflict of Interest Policy;
- The Board's Confidentiality Policy;
- The Risk Management Policy; and
- The Ethics Decision Making Framework and Business Conduct Policy of the North Shore Health Network.

- *Teamwork*

A Director shall develop and maintain sound relations and work co-operatively and respectfully with the Board Chair, members of the Board and senior management.

- *Community Representation and Support*

A Director shall represent the Board and the North Shore Health Network in the community when asked to do so by the Board chair. Board members shall provide financial support to the North Shore Health Network's Foundation through attendance at the North Shore Health Network and Foundation sponsored events.

- *Time and Commitment*

A Director is expected to commit the time required to perform Board and committee duties.

The Board meets approximately nine times a year and a Director is expected to adhere to the Board's attendance policy that requires attending at least seventy percent (70%) of Board Meetings.

A Director is expected to serve on at least one standing committee.

- *Contribution to Governance*

Directors are expected to make a contribution to the governance role of the Board through:

- Reading materials in advance of meetings and coming prepared to contribute to discussions;

- Offering constructive contributions to Board and committee discussions;
 - Contributing his or her special expertise and skill;
 - Respecting the views of other members of the Board;
 - Voicing conflicting opinions during Board and committee meetings nevertheless respecting the decision of the majority even when the Director does not agree with it;
 - Respecting the role of the Chair;
 - Respecting the role and Terms of Reference of Board committees; and
 - Participating in Board evaluations and annual performance reviews.
- *Continuous Improvement*
A Director shall commit to be responsible for continuous self-improvement. A Director shall receive and act upon the results of Board evaluations in a positive and constructive manner.

TERM AND RENEWAL

A Director is elected for a term of three years and may serve for a maximum of nine years. A Director's renewal is not automatic and shall depend on the Director's performance.

AMENDMENT

This policy may be amended by the Board.

REFERENCES

North Shore Health Network. (2024). *Administrative and Professional Staff By-Law 2024-1*, Article 14-Responsibilities of the Board, page 16-17 and Schedule A Responsibilities of the Board.

Ontario Hospital Association. *Guide to Good Governance, 4th Edition* (2023), Chapter 4: Hospital Accountability and Stakeholder Relations.