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| | Policy/Procedure Name: | Responsibilities of Individual Directors |
| Manual: Governance | Number: | |
| Section: Board Effectiveness | Effective Date: 01 SEPT 2011 | |
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Purpose

The following is a statement of responsibilities of individual Directors, which should be understood as the Board Code of Conduct. All Directors and Committee Appointee Members will complete a Declaration of commitment to, and compliance with, these responsibilities annually (Annual Declaration and Consent).

Scope

The policy pertains to all staff members and credentialed staff at Muskoka Algonquin Healthcare (MAHC).

Fiduciary Duty and Duty of Care

As a fiduciary of the Corporation, a Director acts honestly and in good faith with a view to the best interest of the Corporation, and exercises the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. In so doing, a Director supports the Corporation in fulfilling its mission and discharging its responsibilities.

A Director does not represent the specific interests of any constituency or group. A Director acts and makes decisions that are in the best interest of the Corporation as a whole.

Exercise of Authority

A Director carries out the powers of office only when acting 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 and Chief Executive Officer avoiding interference with their duties but insisting upon accountability to the Board and reporting mechanisms for assessing organizational performance. A Director adheres to the mission, vision, and values of the Corporation, applicable law, the by-laws, and Board-approved policies.

Conflict of Interest

Every Director must comply with the Conflict of Interest provisions in the *Not-for-Profit Corporations Act, 2010* (the “Act”), the by-laws, and the Conflict of Interest policy.

Confidentiality

Every Director must respect the confidentiality of the information of the Corporation, including matters brought before the Board and all Committees, keeping in mind that unauthorized disclosure of information could adversely affect the interests of the Corporation. Directors shall not disclose or use for their own purpose confidential information concerning the activities and affairs of the Corporation unless otherwise authorized by the Board.

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It is recognized that the role of a Director may include representing the Corporation in the community. However, such representations must be respectful of and consistent with the Director’s duty of confidentiality.

Board Solidarity

A Director supports the decisions and policies of the Board in discussions with persons beyond the Board, even if the Director holds another view or voiced another view during a Board discussion or was absent from the Board or Committee meeting. In accordance with the Act, a Director who is present at a Board or Committee meeting is deemed to have consented to any resolution passed or action taken at the meeting, unless:

- (a) the Director’s dissent is entered in the meeting minutes;
- (b) the Director requests that their dissent be entered in the meeting minutes;
- (c) the Director gives their dissent to the secretary of the meeting before the meeting is terminated; or
- (d) the Director submits their written dissent to the secretary immediately after the meeting is terminated.

A Director who votes for or consents to a resolution is not entitled to dissent.

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven days after becoming aware of the resolution, the director:

- (a) causes their written dissent to be placed with the meeting minutes; or
- (b) submits their written dissent to the secretary.

Board Spokesperson

The official spokesperson for the Board is the Chair or the Chair’s designate. The President and Chief Executive Officer or the Chief of Staff, or their designate, may speak on behalf of the Corporation. News media responses and public discussion of the Corporation’s affairs should only be made through the Board’s authorized spokespersons. A Director refers requests for statements on behalf of the Board to the Chair. Any Director who is questioned by news reporters or other media representatives should refer such individuals to the appropriate representatives of the Corporation. A Director shall not make any statements to the media or the public unless authorized by the Board Chair.

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Respectful Conduct

It is recognized that Directors bring to the Board diverse background, 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.

A Director maintains effective and respectful relationships with Directors, management, and stakeholders by working collaboratively, transparently and with integrity with others in the performance of their duties while exercising independence in decision making.

Time and Commitment

A Director is expected to commit the necessary time required to fulfill Board and Committee responsibilities including preparation for and attendance at Board meetings and assigned Committee meetings, as well as attendance at the Corporation’s public events when possible.

A Director is expected to attend all meetings of the Board and all assigned Committee meetings, either in person or by electronic means. Directors who fail to meet an 80% minimum attendance requirement for all Board meetings and all assigned Committee meetings may be 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 two Committees following one year of service and to represent the Board and the Corporation in the community when requested by the Board Chair.

Participation

A Director expects to receive relevant information in advance of meetings, reviews pre-circulated material, comes prepared to Board and Committee meetings, asks informed questions and makes constructive contribution to discussions.

Education

A Director seeks opportunities to be educated and informed about the Corporation and the key issues related to the Corporation and the healthcare system through participation in Board orientation and ongoing Board education.

Evaluation

A Director participates in the evaluation of the performance of the Board as a whole and of their performance as a Director.

Fundraising

Directors are expected to support the Foundations and Auxiliaries, and are strongly encouraged to provide financial support to the Foundations in accordance with their means. Directors shall support the Corporation, the Foundations, and Auxiliaries through attendance at events.

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Social Media and the Internet

Directors are responsible for ensuring that their activities on social media and the internet, including in a personal context, do not compromise the integrity, independence, and impartiality of the Board or harm the Corporation’s reputation. The Corporation’s brands, logo, and trademarks cannot be associated with any personal accounts.

Obtaining Advice of Counsel

Requests to obtain outside opinions or advice regarding matters before the Board must be made through the Chair.

Cross Reference

Annual Declaration and Consent
Conflict of Interest Policy

Notes

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