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TIMMINS AND DISTRICT HOSPITAL ADMINISTRATIVE BY-LAW 2005 -

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**3.9 DUTIES AND RESPONSIBILITIES OF EVERY DIRECTOR**

In contributing to the achievement of the responsibilities of the Board as a whole, each Director shall:

- (1) adhere to the principles of governance set out in section 3.10 and the Corporation's vision, mission and core values;
- (2) work positively, co-operatively and respectfully as a member of the team with other Directors and with the Corporation's management and staff;
- (3) respect and abide by Board decisions;
- (4) serve on at least one (1) standing Committee;
- (5) regularly attend Board and Committee meetings;
- (6) complete the necessary background preparation in order to participate effectively in meetings of the Board and its Committees;
- (7) keep informed about:
  - (a) matters relating to the Corporation;
  - (b) the health needs of the community served;
  - (c) other health care services provided in the region; and
  - (d) health preservation programs;
- (8) participate in initial orientation as a new Director and in on-going Board education;
- (9) participate in an annual self and peer evaluation of the Board and individual members;
- (10) abide by the Conflict of Interest and Standards of Care provisions contained in this By-Law;
- (11) represent the Board, when requested;

### **3.10 GUIDELINES FOR THE NOMINATION OF DIRECTORS**

- (1) To ensure the membership of the Board reflects the breadth, depth and diversity of the community the following principles, qualities and skills will guide the Board Governance Committee when considering candidates for Board membership:
  - (a) the Board should be seen as capable and experienced to lead the Corporation;
  - (b) the membership of the Board shall reflect a wide range of interests and perspectives including:
    - (i) understanding the special needs of the James Bay Coast.
    - (ii) community involvement;
    - (iii) perspective of patients and their families; and
    - (iv) understanding of the special needs of the Aboriginal People living in the James Bay Coast;
  - (c) the membership of the Board should encompass the universal and collective competencies set out in sections 3.10(3) and 3.10(4) below while balancing the need to consider succession planning for the Board; and
  - (d) the membership must have regard for the demographic, linguistic, cultural, economic, geographic, ethnic, religious and social characteristics of the community served, including without limitation, the Aboriginal community.
- (2) The Board should be seen as applying objective criteria in determining the appropriate candidates for election as a Director and in doing so, shall review the Corporation's vision, strategic direction for the upcoming three (3) years and shall require that an appropriate application for each of the candidates be completed which application shall be objectively considered by the Board prior to developing its recommendations for the membership. In doing so, the Board Governance Committee shall consider identified universal, collective and specifically identified competencies that candidates should have.

- (3) The Board Governance Committee should ensure that all Board members have the following universal competencies:
- (a) understanding of the distinction between the strategic and policy role of the Board and the day to day operational responsibilities of management;
  - (b) capability to give leadership to the development of the Corporation;
  - (c) commitment to the vision, mission and core values of the Corporation;
  - (d) ability to work as a member of a team;
  - (e) willingness to participate in Board orientation and continuing education;
  - (f) respect for the views of others;
  - (g) objectivity;
  - (h) recognition of the time commitment and the willingness to devote the time and energy necessary to perform the role of directors (considering commitments of the candidate to other organizations);
  - (i) enthusiasm and capacity for resolving challenging issues;
  - (j) integrity and the absence of conflicts of interest;
  - (k) independence;
  - (l) an understanding of the range of obligations and constraints imposed upon directors of corporations; and
  - (m) an understanding of the unique cultural and support requirements of individuals and special communities.
- (4) The Board Governance Committee should strive to ensure that the following collective competencies are present in the Board as a whole:
- (a) prior experience in governance;
  - (b) strategic planning experience;
  - (c) high level leadership or executive experience in a business or educational program;

- (d) understanding of health care needs, issues and trends;
  - (e) understanding of the diverse needs of the district;
  - (f) understanding of the health care needs, issues and trends affecting the Aboriginal People;
  - (g) previous experience in the health field;
  - (h) awareness of provincial health care trends;
  - (i) demonstrated leadership on behalf of the needs of patients and families;
  - (j) strong financial skills;
  - (k) understanding of fiscal, financial and legal matters;
  - (l) knowledge and experience in health professional education;
  - (m) knowledge and experience in human resource management;
  - (n) knowledge and experience in communications and information technology; and
  - (o) knowledge and experience in government and public relations.
- (5) The Board Governance Committee shall annually identify characteristics that should be sought in recruitment, given the Corporation's current strategic priorities and Board needs.
- (6) Current Board members whose terms are expiring are not entitled to automatically stand for re-election but must be considered in light of sections 3.10(2), (3), (4) and (5) and in addition, the Board member's performance during the Board member's term including consideration of the following factors:
- (a) an understanding of governance and the Director's fiduciary duty to act in the best interest of the Corporation;
  - (b) demonstrates high ethical standards and integrity;
  - (c) ability to commit the necessary time for Board and Committee meetings, retreats, events and meeting preparation;
  - (d) commitment to continuing education;

- (e) effective communication, including contributions at Board and Committee meetings and on behalf of the Board where requested;
  - (f) support of Board actions (regardless of how Director voted);
  - (g) ability to express a dissenting opinion in a constructive manner;
  - (h) ability to integrate continuing education into Board deliberations;
  - (i) compliance with the governing legislation, Articles and By-Law, including without limitation, the conflict of interest and confidentiality provisions of this By-Law; and
  - (j) support of the Corporation's objects, mission, vision and values;
- (7) The Board Governance Committee shall consider the above factors while balancing the need of ensuing ongoing expertise on the Board and the need to plan for the succession of the Board officer positions.