



# Timmins and District Hospital L'Hôpital de Timmins et du district

<b>Policy Title:</b> ENGAGEMENT OF LEGAL OR OTHER SERVICES BY BOARD COMMITTEES OR INDIVIDUAL DIRECTORS		
<b>Policy No.:</b> B-16	<b>Approved Date:</b>	June 15, 2021 May 5, 2009
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### A. Purpose

To regulate and structure the retaining of legal, or other services, by Board Committees or individual Directors.

### B. Definitions

N/A

### C. Content

Individual Directors and Committee members may request advice from external experts (e.g. legal or financial) at the expense of the Hospital. Such requests shall be made to the Chair who has sole authority to determine disposition of the request.

### D. Policy/Procedure

The Hospital will not fund or engage independent or outside legal or other professional services on behalf of a Board Committee or Director, unless;

- a) the Committee or Director is facing civil or criminal liability or exposure thereto resulting from actions or conduct arising in the performance of their duties on behalf of the Corporation;
- b) the actions or conduct in question were exercised honestly and in good faith and in the best interests of the Corporation;

- c) it would consistent with the best interests of the Corporation or *section 136 of the Ontario Business Corporations Act* to engage such legal or other professional services on behalf of the Committee or Director;
- d) the engagement and funding of such legal or other professional services has been pre-approved and sanctioned by the Board.

Nothing in this policy should be construed to preclude any Committee or Director from engaging and retaining legal or other professional services at their expense to act on their behalf should they feel such services are necessary in their best interests.

#### **E. References**

Article 5.3.5.2 of the Corporation By-Law  
Policy B-5 Code of Conduct  
Ontario Business Corporations Act

#### **F. Appendices/Links**

N/A