

Kemptville District Hospital Board of Directors Position Description

Duties of Directors

All Directors of the Hospital stand in a fiduciary relationship to the Hospital corporation. As fiduciaries, Directors must act honestly, in good faith, and in the best interests of the Hospital. Directors will be held to strict standards of honesty, integrity and loyalty. A Director shall not put personal interests ahead of the best interests of the Hospital.

During their term, a member of the Board of the Hospital will be expected to:

- a) Ensure that their decision-making is continuously guided by the Hospital's mission of building healthier communities by delivering safe, community-centered health services and by the Hospital's core values;
- b) Act responsibly and fairly with the care, diligence, loyalty, and prudence of a reasonable individual and carry out their functions in such a way as to maintain confidence in the Hospital;
- c) Comply with legislation, governing documents, by-laws and policies of the Hospital, particularly the conflict of interest, ethical decision making, and confidentiality provisions;
- d) Declare any and all conflicts of interest at the beginning of each Board Committee and Board meeting;
- e) Perform their assigned duties in a professional and timely manner pursuant to the Board's direction and oversight;
- f) Communicate regularly and effectively, including contributions at Board and Committee meetings and on behalf of the Board where requested;
- g) Maintain an atmosphere of mutual respect and courtesy when engaging in discussions and debates, respecting the authority of the Chair at all times. When considering conflicting issues, Directors and the Board shall act at all times in the best interests of the Hospital, while having regard for the needs of the community served;
- h) Acknowledge and respect the principle that the Board speaks with one voice and that properly authorized Board actions must be supported by all Directors, with those Directors who have abstained or voted against a motion adhering to and supporting the decision of a majority of the Directors;
- i) Use their best efforts to regularly participate in professional development activities and integrate that continuing education into Board deliberations;
- j) Regularly attend Board and committee meetings - failure to attend 70% of Board and committee meetings or more than two (2) consecutive meetings without just cause may result in the Director being asked to resign.

Directors may not:

- a) Assist any person or any organization in its dealings with the Hospital, when such intervention may result in real or perceived preferential treatment to that person or organization by the Hospital;

- b) Use, for their personal benefit or advantage, or for the benefit or advantage of any family member, or any other person or organization, any information acquired in the exercise of their office that is not otherwise generally available to the public;
- c) Persuade or attempt to persuade any employee of the Hospital to leave the employ of the Hospital or to become employed by any person or entity other than the Hospital;
- d) Engage in or facilitate any discriminatory or harassing behavior directed toward staff, members, officers, Directors, meeting attendees, sponsors, suppliers, contractors, or others in the context of activities relating to the hospital; and
- e) Solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to a patient or a donor with respect to matters pertaining to the Hospital without fully disclosing such items to the Board of Directors.

After leaving the Board, former Directors shall respect the confidentiality of information received in the performance of their duties, as well as the confidentiality of the deliberations in which they participated.

In governing the Hospital, the Board has the following responsibilities, among others:

- Develop, approve and regularly review the mission, vision, values, objectives and strategic plan of the Hospital in relation to the provision, within available resources, of appropriate programs and services to build a healthier community;
- Provide strategic leadership to the Hospital in establishing and realizing its mandate, vision and core values, focusing its energy on matters of policy rather than the day-to-day operational responsibilities of management;
- Ensure that the Board's decisions and Hospital operations align with the strategic plan and regularly review the functioning of the Hospital in relation to the objects of the Hospital as stated in the letters patent, supplementary letters patent and the by-laws;
- Appoint the Chief Executive Officer (CEO) of the Hospital and delegate responsibility and concomitant authority to the CEO for the operation of the Hospital while requiring accountability to the Board;
- Appoint the Chief of Staff and delegate responsibility and concomitant authority to the Chief of Staff for the operation of the general clinical organization of the Hospital and the supervision of the practice of medicine in the Hospital while requiring accountability to the Board;
- Establish specific policies providing the general framework within which the CEO, the Medical Advisory Committee, and the medical and Hospital staff will establish procedures for management of the day-to-day processes within the Hospital;
- Provide clear direction and feedback to the CEO on their performance through the authorized processes of the Board;
- Oversee the performance of the Chief of Staff, in a clear and fair process;
- Ensure compliance with the requirements of the Public Hospitals Act, the hospital management regulations thereunder, the by-laws of the Hospital and other applicable legislation;
- Assess management performance, the quality of programs and patient services, financial conditions and risks, stakeholder relations and the Board's own effectiveness;

- Ensure that the Hospital operates within its resources and monitors their efficient and effective use;
- Appoint and re-appoint physicians to the medical staff of the Hospital and delineate the respective privileges at the recommendation of the Medical Advisory Committee, in accordance with legislative and by-law requirements;
- Assess and monitor the acceptance by each member of the medical staff, through the Medical Advisory Committee, of responsibility to the patient and to the Hospital concomitant with the privileges and duties of the appointment and with the by-laws of the Hospital;
- Review on a regular basis the role and responsibility of the Hospital to its community in relation to the provision, within the means available, of appropriate types and amounts of services;
- Ensure that the services which are provided by the Hospital have properly qualified staff and appropriate facilities; and,
- Ascertain that methods are established for the regular evaluation of the quality of care, and that all Hospital services are regularly evaluated in relation to generally accepted standards, and require accountability on a regular basis.

Term and Commitment

Directors shall be elected for a three-year term and may be renewed to a maximum of nine consecutive years.