

	Number: GOVERNANCE 17	
	Subject: Role and Responsibilities of the Board Director	
Effective Date: 2019-11	Past Review Date:	Revision Date: 2019-11
Policy Sponsor or Department Responsible: Board of Directors	Approved by: Board of Directors (2019-11)	
Applies to: ÉBH, SVH, SLR, ÉBR		

PREAMBLE

The Board is responsible for the overall governance of the affairs of Bruyère in accordance with its By-laws. This policy outlines the roles and responsibilities of the Board Director.

1.0 ROLE AND RESPONSIBILITIES

1.1 Fiduciary Duties

1.1.1 This policy applies to all elected and ex-officio Directors.

1.1.2 Each Director is responsible to act honestly, in good faith and in the best interests of the organization and in so doing, to support the organization in fulfilling its Mission and Values and discharging its accountabilities.

1.1.3 A Director is required to apply the level of skill and judgment that may reasonably be expected of a person with their knowledge and experience (known as standard of care). Directors with special skill and knowledge are expected to apply that skill and knowledge to matters that come before the Board.

1.2 Accountability

1.2.1 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 interests of the organization, as a whole.

1.2.2 A Director shall be knowledgeable of the stakeholders to whom the organization is accountable and shall appropriately take into account the interests of such stakeholders when making decisions as a Director, but shall not prefer the interest of any one group if to do so would not be in the best interest of the organization.

1.3 Commitment to the Organization's Mission and Values

1.3.1 Each Director is responsible to stay informed about the Mission and Values of Bruyère and agrees to uphold and support their meaning.

1.4 Education

1.4.1 A Director shall become knowledgeable about:

- The operations of the organization;
- The health care needs of the community served;
- The health care environment generally;
- The duties, expectations and legal obligations of individual Directors;
- The Board's governance role;
- Board's governance structure and processes;
- Board adopted governance Policies;
- Bruyère Policies applicable to Board members;

- The role of CHSO; and

- The Catholic Health Alliance of Canada's [Health Ethics Guide](#).

1.4.2 A Director will participate in a Board orientation session, orientation to Committees, Board Retreats, Board education sessions and a mentoring program. A Director should attend additional appropriate educational conferences as required.

1.5 Teamwork

1.5.1 A Director shall develop and maintain sound relations and work co-operatively and respectfully with the Board Chair, other Directors, members of Committees and Senior Strategy Team.

1.6 Community Representation and Support

1.6.1 A Director shall represent the Board and Bruyère in the community when requested to do so by the Chair and/or Board.

1.7 Time and Commitment

1.7.1 A Director:

- Is expected to commit the time required to perform Board and Committee duties;
- Is expected to sit on at least one Board Committee unless the Board determines otherwise;
- Is expected to attend at least 75% of the regularly scheduled meetings of the Board and Committees (By-law Section 8.09 (b)); and,
- “In person” participation is encouraged. If this is not possible, Directors may participate by teleconference.

1.8 Contribution to Governance

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

- Reading materials in advance of meetings;
- Coming prepared to contribute to discussions;
- Offering constructive contributions to Board and Committee discussions;
- Contributing their expertise and skills;
- Respecting the view of other Directors of Committee members;
- Voicing conflicting opinions during Board and Committee meetings but respecting the decision of the majority even when the Director does not agree with it;
- Respecting the role of the Chair;
- Avoiding and declaring conflict of interests (refer to [GOVERNANCE 06 Conflict of Interest \(Code of Ethics\)](#));
- Ensuring confidentiality;
- Respecting the role and Terms of Reference of Board Committees; and
- Participating in Board evaluations and annual performance reviews.

1.9 Continuous Improvement

1.9.1 A Director shall commit to continuous self-improvement and participation in continuing education programs.

1.9.2 A Director shall receive and act upon the results of Board, Committee and individual evaluations in a positive and constructive manner.

2.0 TERM AND RENEWAL

2.1 A Director's term shall be in accordance with the By-Law 8.5 a. The term of a Director or the maximum number of consecutive years may be extended under extraordinary circumstances as approved by the Members on the advice of the Board.

2.2 An extraordinary circumstance includes, without limitation, an absence of appropriate replacement, an absence of a specific skill set, and any other circumstance where the Board determines that continuity is a concern.

3.0 RESIGNATION / REMOVAL

3.1 A member of the Board who wishes to resign will follow the process in accordance with the By-law Section 8.08. Should Board members choose to resign from the Board and become Community Representative of a committee, they must go through the same appointment process as outlined in GOVERNANCE 07, *Community Representatives*.

3.2 Guidelines for the removal of Director from the Board shall follow the process outlined in Bruyère's By-Law Article 8.09.

4.0 DECLARATION

4.1 All Directors of the Corporation shall sign the Statement of Director Role and Responsibilities and the Conflict of Interest form annually.

5.0 REFERENCES

Administrative By-law adopted July 14, 2003, revised March 28, 2019.

Statement of Roles and Responsibilities for Directors.

Catholic Health Alliance of Canada, [Health Ethics Guide](#), third edition.

Policies:

- [GOVERNANCE 07, *Community Representatives*](#)
- [GOVERNANCE 06 *Conflict of Interest \(Code of Ethics\)*](#)

In case of doubt, the English version of this policy takes precedence over the French.

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