**Statement of Roles and Responsibilities for Directors**

# Purpose

Bruyère Continuing Care is committed to ensuring a high standard in the quality and

understanding of governance and has adopted a statement of roles and responsibilities of the Board, describing duties and expectations.

# Application

The statement applies to all directors of the Board, elected and ex-officio, before appointment to the Board or to any of its Committees.

# Roles and Responsibilities for the Board of Directors

As a director of the Board or Board Committees, individual Directors are responsible for the

following:

## Fiduciary Duties

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.

A Director is required to apply the level of skill and judgment that may reasonably be expected of a person with his or her 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.

## Accountability

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. 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.

## Commitment to the Organization’s Mission and Values

Each Director is responsible to stay informed about the Mission and Values of Bruyère

Continuing Care and agrees to uphold and support their meaning.

## Education

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 and expectations of individual Directors;
* The Board’s governance role;
* Board’s governance structure and processes;
* Board adopted governance Policies; and
* Bruyère Policies applicable to Board members.

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.

## Board Policies

A Director shall be knowledgeable of and comply with the Board Policies.

## Teamwork

A Director shall develop and maintain sound relations and work co-operatively and

respectfully with the Board Chair, other Directors, Community Representatives, members of Committees and Senior Management.

## Community Representation and Support

A Director shall represent the Board and Bruyère Continuing Care in the community, where

possible, when asked to do so by the Chair.

## Time and Commitment

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;
* Is expected to be present at Board and related meetings unless they send regrets.

Attendance at meetings is mandatory, unless beyond control*.* As per By-law 8.10, failure to attend a minimum of 75% of the regularly scheduled meetings could result in dismissal from the Board; and

* “In person” participation is encouraged (non-pandemic). If this is not possible Directors may participate by teleconference.

## Contribution to Governance

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 interest (refer to [GOVERNANCE 06 Conflict of](http://infonet/manual/bins/default.asp?cid=394-556-3216-9331) [Interest (Code of Ethics)](http://infonet/manual/bins/default.asp?cid=394-556-3216-9331));
  + Ensuring confidentiality;
  + Respecting the role and Terms of Reference of Board Committees; and
  + Participating in Board evaluations and annual performance reviews.

## Continuous Improvement

A Director shall commit to continuous self-improvement and participation in continuing

education programs. A Director shall receive and act upon the results of Board and Committee evaluations in a positive and constructive manner.

# Term and Renewal

As outlined in By-law 8.05, a Director is elected for a term of up to three (3) years and shall be eligible for re-election up to a maximum of six (6) consecutive years of service. A Director’s renewal is not automatic and shall depend on the Director’s performance.