

 <p>POLITIQUES ET PROCÉDURES</p> <p>APPROVISIONNEMENT ET LOGISTIQUE <i>PROCUREMENT AND LOGISTICS</i></p> <p>POLICIES AND PROCEDURES</p>	NUMÉRO / NUMBER: GOVERNANCE 17		
	SUJET / SUBJECT: Rôle et responsabilités du conseil d'administration/ Role and Responsibilities of the Board Director		
	EN VIGUEUR LE / EFFECTIVE DATE : 2019-11	RÉVISION ANTÉRIEURE / PAST REVIEW DATE : 2019-11	DATE DE LA RÉVISION / REVISION DATE : ####-## SEPT. 28, 2023
	EN VIGUEUR À / APPLIES TO : HÉB/ÉBH, HSV/SVH, RÉB/ÉBR, RSL/SLR		
ACTUALISATION OU SERVICE RESPONSABLE / POLICY SPONSOR OR DEPARTMENT RESPONSIBLE : CONSEIL D'ADMINISTRATION/ BOARD OF DIRECTORS	APPROUVÉ PAR / APPROVED BY : CONSEIL D'ADMINISTRATION / BOARD OF DIRECTORS (####-##)		

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 voting 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 subjective 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 telephone, electronic or other communication facilities that permit all participants to communicate adequately with each other during the meeting."

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 views of other Directors and 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 policy on [Conflict of Interest \(Code of Ethics\)\(GOV06\)](#));
- Ensuring confidentiality;
- Respecting the role and Terms of Reference of Board Committees; and

- Participating in Board evaluations and annual performance reviews (refer to policy on Evaluations and Assessments (GOV20).

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 Administrative By-Law, article 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 Administrative By-law, article 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 the policy on Community Representation on Committees of the Board of Directors (GOV07).

3.2 Guidelines for the removal of Director from the Board shall follow the process outlined in Administrative 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.

Statement of Roles and Responsibilities for Directors.

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

Policies:

- [GOV 07, Community Representation on Committees of the Board of Directors](#)
- [GOV 06 Conflict of Interest \(Code of Ethics\)](#)
- [GOV 19 Educational Opportunities for Board Members](#)
- [GOV 20 Assessments and Evaluations](#)

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

NUMÉRO / NUMBER
GOVERNANCE 17

DERNIÈRE RÉVISION / LAST REVISION
####-##