



C R E D I T • V A L L E Y
THE CREDIT VALLEY HOSPITAL

ROLES AND RESPONSIBILITIES OF INDIVIDUAL DIRECTORS

Accountability

A Director acts ethically, honestly and in good faith with a view to ensuring the best interests of the Hospital and exercises the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. A Director does not represent the specific interests of any constituency. A Director adheres to the Vision, Mission and Values of the Hospital and complies with the *Public Hospitals Act*, the *Corporations Act*, by-laws, applicable rules and regulations and Board policies as they pertain to the responsibilities of the Board and individual Directors.

Exercise of Authority

A Director carries out the powers of office only when acting as a voting member during a duly constituted meeting of the Board or one of its committees. A Director respects the responsibilities delegated by the Board to the CEO and Chief of Staff, avoiding interference with their duties but insisting upon accountability and reporting mechanisms for assessing organizational performance.

Conflict of Interest

A Director complies with the Board Conflict of Interest Code of Conduct as prescribed in the Board Policy Manual and the Administrative by-laws.

Team Work

A Director works positively, cooperatively and respectfully with others in the performance of his or her duties.

Formal Dissent

A Director who is absent from a Board meeting is deemed to have supported the decisions and policies of the Board taken in his or her absence unless he or she formally records a dissenting view with the Board secretary.

Board Solidarity

The official spokesperson for the Board is the Chair or Chief Executive Officer as specified in the Administrative by-laws. A Director supports the decisions and policies of the Board in discussions with outsiders, even if the Director holds another view or voiced another view during a Board discussion or was absent from the Board meeting.

Confidentiality

A Director respects the confidentiality of Board discussions and information.

Attendance

A Director attends Board and assigned committee meetings and Board retreats, as specified in the Administrative by-laws. All Directors are expected to serve on two committees and to represent the Board when requested.

Participation

A Director comes prepared to meetings (of both the Board and its committees) and events, asks informed questions, and makes a constructive contribution to discussions.

Competencies

A Director actively contributes specific expertise, skills and other attributes that are needed on the Board.

Education

A Director takes advantage of opportunities to be educated and informed about the Board and the key issues in the Hospital and broader health system through participation in initial orientation and ongoing Board education.

Self-evaluation

A Director participates in the self-evaluation of the Board and individual members.

Foundation Activity

A Director supports the Hospital Foundation.

Reviewed and accepted by the Board of Governors as part of the "Governance Renewal" on April 28, 2005

Last reviewed by the Board of Directors: July 2008

DECLARATION

I have read and understand my roles and responsibilities as a member of the Board of Directors for The Credit Valley Hospital.

Signature

Date

Print Name