
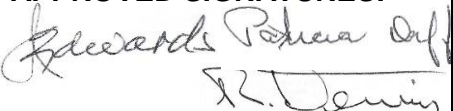


MICs GROUP OF HEALTH SERVICES... MICs Board of Directors 	TOPIC: Board Director's Role and Responsibilities	NUMBER: GOV-020
	CATEGORY: Board of Directors	DATE: October 30 th , 2016
	DEPARTMENT: Governance	REVISED DATE: November 23 rd , 2016
	AUTHORITY: MICs Board Chairs	
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BOARD DIRECTORS' ROLE AND RESPONSIBILITIES

POLICY

As a member of the MICs Board, and in contributing to the collective achievement of the role of the board, the individual director is responsible for the following:

1. Fiduciary Duties

- Each director is responsible to act honestly, in good faith and in the best interests of MICs Group and in so doing, to support the organization in fulfilling its mission and discharging its accountabilities.
- A director is expected to apply knowledge, skill and judgement to matters that come before the board.

2. Accountability

- The director is not solely accountable to any special group or interest and shall act and make decisions that are in the best interest of the organization as a whole.
- A director shall appropriately take into account the interests of MICs' stakeholders when making decisions as a director, but shall not prefer the interests of any one group, if to do so would not be in the best interests of the organization.

3. Education

A director shall be knowledgeable about:

- the mission and vision and activities of MICs
- MICs' stakeholders
- the healthcare industry generally and MICs issues in particular
- the duties and expectations of a director
- the board's governance role, structure and processes
- the Board's adopted governance policies
- policies applicable to board members

A director will participate in a Board orientation session, orientation to committees, Board planning sessions and Board education sessions.

A director should attend additional appropriate educational conferences in accordance with board approved policies.

4. Board Policies

A director shall be knowledgeable of and comply with the MICs' by-laws and policies and corporate policies that are applicable to the board including:

- the Board's Code of Conduct
- the Board's Conflict of Interest Policy
- the Board's Confidentiality Policy
- all other governing policies

A director shall confirm annually, in writing, that he/she has read and will adhere to MICs' by-laws and board policies.

5. Teamwork

A director shall develop and maintain sound relations and work co-operatively and respectfully with the Board Chair, board members, the CEO, senior management and staff.

6. Community Representation and Support

Directors are expected, when asked by their Chair, and where feasible, to represent their hospital or MICs at public events with other organizations or agencies, before government or in other venues or with other parties.

7. Time and Commitment

A director is expected to commit the time required to perform Board and committee duties. It is expected that a director will devote a minimum of between 10-15 hours per month.

A director is expected to adhere to the board's attendance policy that requires attending at least 75% of Board meetings.

A director is expected to serve on at least one committee or task force.

8. Contribution to Governance

Directors are expected to understand the difference between governance and management.

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

- reading materials in advance of meetings and coming prepared to contribute to discussions and to vote as required
- offering constructive contributions to board and committee discussions
- Board policies

- contributing his or her special expertise and skill
- respecting the views of other members of the board
- voicing conflicting opinions during board and committee meetings but respecting the decision of the majority even when the director does not agree with it
- participating in board evaluations and annual performance reviews

9. Continuous Improvement

A director shall commit to be responsible for continuous self-improvement.

A director shall receive and act upon the results of Board evaluations in a positive and constructive manner.

Source: OHA documents