

## Position Description – Director of the Corporation

<b>Policy Number</b>	<i>BOH106</i>	<b>Approved Date</b>	<i>February 20, 2019</i>
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### REVISION HISTORY

<b>Reviewed</b>	November 30, 2023	<b>Amended:</b>	
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### Purpose

The Corporation is committed to ensuring that it achieves standards of excellence in the quality of its governance. This policy sets out the duties and expectations of each of its directors (each a “**Director**”).

### Scope

This policy applies to all Directors.

### Regulation

#### a) Position Description

As a member of the board of Directors of the Corporation (“**Board**”), and in contributing to the collective achievement of the role of the Board, each individual Director is responsible for the following:

#### b) Fiduciary Duties

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

Every Director, in exercising his or her powers and discharging his or her duties to the Corporation, shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director shall comply with the *Health Protection and Promotion Act* (Ontario) and regulations thereunder and the Corporation's articles and by-laws.

#### c) 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 interest of the Corporation, as a whole. A Director shall be knowledgeable of the stakeholders to whom the Corporation is accountable and shall appropriately take into account the interests of such 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 Corporation.

#### **d) Education**

A Director shall be knowledgeable about:

- The operations of the Corporation;
- The public health needs of the community served;
- The public health environment generally;
- The duties and expectations of a Director;
- The Board's governance role;
- Board's governance structure and processes;
- Board-adopted governance policies; and
- Corporation policies applicable to Board members.

A Director will participate in a Board orientation session, orientation to committees, Board retreats and Board education sessions. A Director should attend additional appropriate educational conferences in accordance with Board approved policies.

#### **e) Board Policies and Corporation Policies**

A Director shall be knowledgeable of and comply with the 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; and
- Expense reimbursement and perquisites policies.

#### **f) Teamwork**

A Director shall develop and maintain sound relations and work cooperatively and respectfully with the Board chair, members of the Board and senior management.

#### **g) Community Representation**

A Director shall represent the Board and the Corporation in the community when asked to do so by the Board chair.

#### **h) Contribution to Governance**

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

- Reading materials in advance of meetings and coming prepared to contribute to discussions;
- Offering constructive contributions to Board and committee discussions;
- 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;
- Respecting the role of the chair;

- Respecting the role and terms of reference of Board committees; and
- Participating in Board evaluations and annual performance reviews.

**i) 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.

***Amendment***

This policy shall be reviewed and approved by the Board every two years, and may be amended from time to time as the Board deems necessary.