



## Board Governing Policy

### 4.9 Director Position Description

<b>Policy Number</b>	4.9
<b>Policy Title</b>	Director Position Description
<b>Date First Approved</b>	April 16, 2010
<b>Date Reviewed</b>	June 1, 2016, September 9, 2019
<b>Date Revised</b>	June 23, 2016, September 26, 2019

**Preamble:** Directors must keep the Mission, Vision and Values of Covenant Health, Covenant Care and Covenant Living (hereinafter referred to as “Covenant”) foremost as a basis for all Covenant Health Board, Covenant Care Board and Covenant Living’s Board (hereinafter referred to as “Board”) action. They work within the established Mission and Values framework.

**Purpose:** To ensure that Covenant is meeting the needs of those it serves and that Directors fulfill their responsibilities to the Board.

**Policy:** In accepting appointment to the Board, Directors agree to carry out the following duties on behalf of the organization and its community:

Attendance:

It is expected that Directors will attend all meetings of the Board. Regrets for exceptions should be tendered to the Board Chair through the CEO’s Office.

Service: All Directors are expected to serve on a minimum of one of the committees of the Board. Committees usually meet at a regular time decided by the committees. Assignment to a committee is made by the Board Chair on the recommendation of the Governance Committee and will attempt to accommodate the varied skills and interests of the Directors. Directors may be approached to serve on additional special or ad hoc committees as the need arises.

Study: Directors are responsible for studying the issues before the Board and coming to the Board and committee meetings prepared to discuss and vote matters in the interest of the organization and its patients, residents, staff, physicians, volunteers and community. The CEO, who is the secretary to the Board, is available to answer questions or brief Directors on matters on the Board’s agenda.

Representation: From time to time, Directors will be asked to represent the organization for civic occasions or at meetings of other agencies or government. The Board also relies on all of its Directors to consider the needs and interests of the organization in their dealings in the community and keep the Officers of the Board, including the CEO, informed of matters of interest to the organization.

Time: As a minimum, Directors should expect to attend board and committee meetings. They should expect to spend about three hours reviewing matters on the agenda of these meetings. Additional meetings are discretionary and tend to occur when the Board is dealing with issues with specific time commitments.

Board Meetings: The Board of Directors are required to meet a minimum of four (4) times per year. Meetings are called to order at a time and place determined well in advance of the meeting.

Committee Meetings: Committees will choose a regular day and time of meeting and, if required, will cancel with sufficient advance notice. This practice is intended to assist Directors in their personal planning.

Other Meetings: Directors are expected to attend an annual Board Retreat which is scheduled at the beginning of the year. New Directors must also attend a Board orientation session. As well, Directors participate in the Annual Community Meeting.

Directors are volunteers and it is important that their service be offered without incurring costs to them. The organization, therefore, undertakes to support them out of its operating funds with respect to:

Education: It is in the interest of the organization to have a Board educated and well informed about the organization and about the health care delivery system at large. Educational opportunities will be brought forward to the Board for consideration. Board members are also encouraged to identify opportunities that could be of interest to the Board for consideration.

Expenses: Directors are expected to file expense claim forms for all out-of-pocket expenses that they incur while on business for Covenant. These include hotel and travel costs while on organization-sponsored programs and other official functions undertaken.

Protection: Directors and committee members are covered by the corporate (Directors and Officers insurance) liability protection, as well as the Covenant Health Act, for their participation in the Board and its decisions on behalf of the organization.

Explanations: Health care is extremely complex. The Board has a responsibility to make decisions in the interest of the organization and the community that it serves. For this reason, Directors may request whatever information they need in order to comprehend matters that come within the purview of the Board. They are encouraged to approach the CEO prior to Board meetings to ask questions or request further information.

The independence, unity and ethical integrity of the Board is essential to its effectiveness and respect in the organization and in the community. For this reason, the Board abides by specific practices regarding conflict of interest, confidentiality and the restraint of interference in the day-to-day operation of the organization as well as committing to the statement of ethical integrity (code of conduct).

Conflict of Interest: The basic presumption is that Board members will not, nor their families, nor business associates, do business with the organization. If in exceptional circumstances, a Director wishes to engage in commercial or professional business with the organization, as allowed in the Bylaws, then he or she is expected to declare his or her interest to the Board and hear the advice. This discussion should take place well in advance of any Board or committee meeting at which the matter is scheduled for discussion. Board members are also cautioned about voting their sympathies with respect to labor relations and inter-professional issues before the Board. At all times, they are expected to vote for what they consider to be the best for the organization.

Confidentiality: Although it will be unusual, Directors may be apprised of personal information about patients, residents, physicians, hospital staff, and job applicants. These matters must be held in the strictest confidence and discussed or referred to at only official times when they are relevant. Directors are also expected to keep discussion of Board business within the Board and management. The organization has a responsibility to keep the community advised about its plans and progress, and both Board and staff respect a media policy which clearly indicates who is authorized to speak for the organization. The official spokesperson is the CEO or his designate and the Vice President – Communications coordinates all information to be released. All media inquiries must be referred to Communications. No interviews are to be given, or media-related event coordinated, without first discussing with Communications and getting Board or CEO approval.

Board Solidarity: Directors are encouraged to question matters and discuss the organization's business at Board and committee level. They may abstain from voting or vote against motions and have their votes recorded. Once a vote has been taken, it is expected that all will support the decision outside of the Boardroom.

Operations Versus Governance: The Board's role is governance and the CEO and the Senior Leadership Team are responsible for operations. The Board will be educated on their governance responsibilities and refer operational inquiries to the CEO.