

APPLICATION FOR MEMBERSHIP - BOARD OF DIRECTORS

Glengarry Memorial Hospital
Hôpital Glengarry Memorial



To apply to be a member of the Hôpital Glengarry Memorial Hospital Board of Directors, you must complete this form and submit it with a copy of your current resume or a brief biographical sketch. Please submit your completed documentation by mail, fax, or email to the following address:

HGMH Administration
20260 County Road 43
Alexandria, ON K0C 1A0
Fax: 613.525.5673
Email: jmattice@hgmh.on.ca

For more information about the application process, please contact the Executive Administrative Assistant by calling 613.525.2222 x4104 or by emailing the address above.

I provide the following information with respect to my application for membership on the board.

Note: Please note this is strictly a volunteer position with no remuneration.

Name:		Date of Birth:
Addresses:	Business:	
	Home:	
Telephone Numbers:	Business:	Home:
Facsimile Numbers:	Business:	Home:
E-Mail Address(es):		
Please list current or prior board experience:		
Which areas of board work are of particular interest to you?		
Languages spoken:		
Languages written:		
Please describe any linkages you may have had with various health care groups within the community:		

Conflict of Interest Disclosure Statement

Directors must avoid conflicts between their self-interest and their duty to the hospital. In the space below, please identify any relationship with any organization that may create a conflict of interest, or the appearance of a conflict of interest, by virtue of being appointed to the board.

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Eligibility Criteria and Conditions of Appointment

- (a) Directors must be at least 18 years old.
- (b) Directors must be members of the corporation.
- (c) Undischarged bankrupts are ineligible to serve as directors.
- (d) No member of the medical staff or dental staff or employee of the Hospital shall be eligible for election or appointment to the Board except as where otherwise provided in the By-laws.
- (e) No spouse of any person included in (c) above shall be eligible for election or appointment to the Board, except by resolution of the Board.
- (f) A director is expected to commit the time required to perform board and committee duties. The minimum time commitment is likely 10-15 hours per month. The term will be either for 2 years or 3 years.
- (g) Directors must fulfill the requirements and responsibilities of their position, for example, preparing for and attending board and committee meetings, upholding their fiduciary obligation to the hospital, and working co-operatively and respectfully with other board members. Directors must comply with the *Public Hospitals Act* and other legislation governing the hospital, the hospital's by-laws and policies, and all other applicable rules.
- (h) Directors must sign a Declaration confirming their agreement to adhere to their fiduciary duties and board and hospital policies, as well as a confidentiality form.

Please refer to Duties and Expectations of a Director for further details.

Knowledge, Skills, and Experience

The board seeks a complementary balance of knowledge, skills, and experience. Please indicate your areas of knowledge, skills, and experience by completing Schedule A to this application.

Police Check

The final step to becoming a director is receipt of a favourable vulnerable sector criminal reference check.

Please attach an up-to-date resumé.	
_____	_____
Date	Signature

You may be asked to come for an interview. If selected by the nominating committee, the applicant will be notified to be present at the Annual Meeting when/if voting is to take place. You will also be notified if you are not selected.



POLICY NUMBER: GO.01.011.0.10

POLICY TYPE: GOVERNANCE (Administrative)

SUBJECT: DUTIES AND EXPECTATIONS OF A DIRECTOR

POLICY: The hospital is committed to ensuring that it achieves standards of excellence in the quality of its governance and has adopted this policy describing the duties and expectations of directors.

A director who wishes to serve on the board must confirm in writing that he or she will abide by this policy and must accept to have a criminal reference check.

PROCEDURE:

Position Description - Board of Directors

As a member of the 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 the hospital and in so doing, to support the hospital in fulfilling its mission and discharging its accountabilities.

A director shall apply the level of skill and judgment that may reasonably be expected of a person with his or her knowledge and experience. Directors with special skill and knowledge are expected to apply that skill and knowledge to matters that come before the board.

2. *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 hospital, as a whole.

A director shall be knowledgeable of the stakeholders to whom the hospital 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 hospital.

3. *Education*

A director shall be knowledgeable about:

- The operations of the hospital;
- The health care needs of the community served;
- The health care 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,
- Hospital 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.

4. *Board Policies and Hospital Policies*

A director shall be knowledgeable of and comply with the board and hospital 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,
- The Ethics and Business Conduct Policy of the hospital.

5. *Teamwork*

A director shall develop and maintain sound relations and work co-operatively and respectfully with the board chair, members of the board and senior management.

6. *Community Representation and Support*

A director shall represent the board and the hospital in the community when asked to do so by the board chair.

Board members shall support the hospital and the foundation through attendance at hospital and foundation sponsored events.

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 ten (10) hours per month.

The board meets approximately nine times a year and a director is expected to adhere to the board's attendance policy that requires attending at least 70 to 80 percent of board meetings.

A director is expected to serve on at least one standing committee. Committees generally meet monthly.

8. *Contribution to Governance*

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;
- 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.

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.

10. *Term and Renewal*

A director is elected for a term of two or three years and may serve for a maximum of ten years. A director's renewal is not automatic and shall depend on the director's performance.



POLICY NUMBER: GO.01.012.0.10

POLICY TYPE: GOVERNANCE (Administrative)

SUBJECT: ROLES AND RESPONSIBILITIES OF THE BOARD

POLICY: To ensure that the board has a shared understanding of its governance role, the board has adopted this Sample Statement of the Roles and Responsibilities of the Board.

The board is responsible for the overall governance of the affairs of the hospital.

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

PROCEDURE:

1. Strategic Planning and Mission, Vision and Values

- a) The board participates in the formulation and adoption of the hospital's mission, vision and values.
- b) The board ensures that the hospital develops and adopts a strategic plan that is consistent with the hospital's mission and values, which will enable the hospital to realize its vision. The board participates in the development of and ultimately approves the strategic plan.
- c) The board oversees hospital operations for consistency with the strategic plan and strategic directions.
- d) The board receives regular briefings or progress reports on implementation of strategic directions and initiatives.
- e) The board ensures that its decisions are consistent with the strategic plan and the hospital's mission, vision and values.
- f) The board annually conducts a review of the strategic plan as part of a regular annual planning cycle.

2. Quality and Performance Measurement and Monitoring

- a) The board is responsible for establishing a process and a schedule for monitoring and assessing performance in areas of board responsibility including:
 - Fulfillment of the strategic directions in a manner consistent with the mission, vision and values
 - Oversight of management performance
 - Quality of patient care and hospital services

Reference: OHA Guide to Good Governance

Prepared by: Governance, Nominating Committee

Approved by: Board of Directors

Effective Date: April 2008

Last Reviewed / Revised: April 2010 2015



- Financial conditions
 - External relations
 - Board's own effectiveness
- b) The board ensures that management has identified appropriate measures of performance.
- c) The board monitors hospital and board performance against board-approved performance standards and indicators.
- d) The board ensures that management has plans in place to address variances from performance standards indicators, and the board oversees implementation of remediation plans.
3. ***Financial Oversight***
- a) The board is responsible for stewardship of financial resources including ensuring availability of, and overseeing allocation of, financial resources.
- b) The board approves policies for financial planning and approves the annual operating and capital budget.
- c) The board monitors financial performance against budget.
- d) The board approves investment policies and monitors compliance.
- e) The board ensures the accuracy of financial information through oversight of management and approval of annual audited financial statements.
- f) The board ensures management has put measures in place to ensure the integrity of internal controls.
4. ***Oversight of Management Including Selection, Supervision and Succession Planning for the CEO and Chief of Staff***
- a) The board recruits and supervises the CEO by:
- Developing and approving the CEO job description
 - Undertaking a CEO recruitment process and selecting the CEO
 - Reviewing and approving the CEO's annual performance goals
 - Reviewing CEO performance and determining CEO compensation
- b) The board ensures succession planning is in place for the CEO and senior management.
- c) The board exercises oversight of the CEO's supervision of senior management as part of the CEO's annual review.
- d) The board develops a process for selection and review of the Chief of Staff and ensures the process is implemented and followed.
- e) The board reviews Chief of Staff performance and sets Chief of Staff compensation.
- f) The board develops, implements and maintains a process for the selection of department chiefs and other medical leadership positions as required under the hospital's by-laws or the *Public Hospitals Act*.
5. ***Risk Identification and Oversight***
- a) The board is responsible to be knowledgeable about risks inherent in hospital operations and ensure that appropriate risk analysis is performed as part of



- board decision-making.
 - b) The board oversees management's risk management program.
 - c) The board ensures that appropriate programs and processes are in place to protect against risk.
 - d) The board is responsible for identifying unusual risks to the organization for ensuring that there are plans in place to prevent and manage such risks.
6. ***Stakeholder Communication and Accountability***
- a) The board identifies hospital stakeholders and understands stakeholder accountability.
 - b) The board ensures the organization appropriately communicates with stakeholders in a manner consistent with accountability to stakeholders.
 - c) The board contributes to the maintenance of strong stakeholder relationships.
 - d) The board performs advocacy on behalf of the hospital with stakeholders where required in support of the mission, vision and values and strategic directions of the hospital.
7. ***Governance***
- a) The board is responsible for the quality of its own governance.
 - b) The board establishes governance structures to facilitate the performance of the board's role and enhance individual director performance.
 - c) The board is responsible for the recruitment of a skilled, experienced and qualified board.
 - d) The board ensures ongoing board training and education.
 - e) The board periodically assesses and reviews its governance through periodically evaluating board structures including board recruitment processes and board composition and size, number of committees and their Terms of Reference, processes for appointment of committee chairs, processes for appointment of board officers and other governance processes and structures.
8. ***Legal Compliance***
- The board ensures that appropriate processes are in place to ensure compliance with legal requirements.
9. ***Amendment***
- This statement may be amended by the board.