



LENNOX AND ADDINGTON COUNTY GENERAL HOSPITAL

POSITION DESCRIPTION – BOARD OF DIRECTORS

Purpose

The Hospital is committed to ensuring that it achieves standards in excellence in the quality of its governance and has adopted this position description describing the duties and expectations of directors.

Application

This position description applies to all elected and ex-officio directors and is provided to Directors before they are recruited for appointment to the Board. A director who wishes to serve on the Board must confirm in writing that he/she will abide by this policy description.

Duties and Expectations of a Director

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:

Fiduciary Duties	Accountability	Education
<p>Each Director is responsible to act honestly, in good faith and in the best interests of the Hospital and in do so doing, to support the Hospital in fulfilling its mission and discharging its accountabilities.</p> <p>A Director shall apply the level of skill and judgment that may reasonably be expected of a person with his or her knowledge to matters that come before the Board.</p>	<p>A Director's fiduciary duties are owed to the Corporation.</p> <p>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.</p> <p>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.</p>	<p>A Director shall be knowledgeable about:</p> <ul style="list-style-type: none"> • 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. <p>A Director will participate in a Board Orientation session, orientation to committees, Board retreats and Board education sessions.</p> <p>A Director should attend additional appropriate educational conferences in accordance with Board approved policies.</p>
Board Policies and Hospital Policies	Teamwork	Community Representation and Support
<p>A Director shall be knowledgeable of and comply with the Board and Hospital policies that are applicable to the Board including:</p> <ul style="list-style-type: none"> • 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. 	<p>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.</p>	<p>A Director shall represent the Board and the Hospital in the community when asked to do so by the Board Chair.</p> <p>Board members shall provide financial support to the Hospital's Foundation in accordance with their means and shall support the Hospital and the Foundation through attendance at Hospital and Foundation sponsored events.</p>

POSITION DESCRIPTION – BOARD OF DIRECTORS

Time and Commitment	Contribution to Governance	Continuous Improvement
<p>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 and 15 hours per month.</p> <p>The Board meets approximately 10 times a year and a Director is expected to adhere to the Board's attendance policy that requires attending at least 70% of Board meetings.</p> <p>A Director is expected to serve on at least one standing committee. Committees generally meet monthly.</p>	<p>Directors are expected to make a contribution to the governance role of the Board through:</p> <ul style="list-style-type: none"> Reading materials in advance of meetings and coming prepared to contribute to discussions; Offering constructive contributions to Board and Committee discussions; Contributing his/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 Committee; and Participating in Board evaluations and annual performance reviews. 	<p>A Director shall commit to be responsible for continuous self-improvement.</p> <p>A Director shall receive and act upon the results of Board evaluations in a positive and constructive manner.</p>
Term and Renewal		
<p>A Director is elected for a term of three years and may service for a maximum of 12 years. A Director's renewal is not automatic and shall depend on the Director's performance.</p>		
Amendment		
<p>This position description may be amended by the Board.</p>		