

## BOARD OF DIRECTORS

Health Sciences North / Horizon Santé-Nord

**ISSUED BY:** Board of Directors

**AUTHORIZED BY:** Board of Directors

**ISSUE DATE:** July 8, 2003

**NUMBER:** V-A-5

**REVISION DATE:** March 8, 2016

**REVIEW DATE:** February 16, 2017

**PAGE:** 1 of 3

**CATEGORY:** Part V-A – Ensure Board Effectiveness

**SUBJECT:** GUIDELINES FOR THE SELECTION OF DIRECTORS

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### Balance Within the Board of Directors

- The Board of Directors (Board) as a whole should be seen by the community it serves, government and the broader community as capable, experienced and well able to lead the organization;
- The overall composition of the elected directors should ensure a balance of perspectives;
- The membership of the Board and its committees should be drawn widely to provide the skills the Board requires to meet its responsibilities and to genuinely reflect the breadth, depth and diversity of the community it serves so it can maintain the confidence of all it serves. Consideration may be given to suitable applicants who reside outside of the hospital's catchment area;
- The membership must seek to reflect the geographical, cultural, gender, ethnic, linguistic, and religious characteristics of the Sudbury region and Northeastern Ontario; and must include at least one (1) member of the aboriginal community, two (2) members from Northeastern Ontario outside of Sudbury; and (2) representatives from academic institutions
- In order to reflect the bilingual nature of the region and Northeastern Ontario, the elected membership of the Board must include a minimum one-third (1/3) representation from the French speaking community.

### Profile of a Director

*Each member of the Board will offer:*

#### A Time Commitment

- Ability to commit the necessary time for Board meetings, committee meetings, plenary sessions, events and meeting preparation

#### A Willingness to Participate in Board Orientation and Continuing Education

- Commitment to learn

#### An Understanding of Governance

- Ability to add value to the organization

- Ability to discern the role of governance versus management
- An understanding of the role and responsibilities of a Board and a Director
- Integrity
- A willingness to act on, to be accountable for and to publicly support Board decisions
- Ability to be and/or be seen as free of actual or perceived conflicts of interest

#### Informed Judgment

- Provide knowledge, experience and perspective
- Provide wise counsel and *ask* relevant questions at a strategic level
- Consider and reconcile different perspectives and viewpoints and foster systems thinking
- Offer expertise in a specific area (e.g. human resources, accounting, construction)
- Possess a level of financial knowledge (understanding financial statements)

#### A Willingness to serve

- Respect other Board members and their views
- Ability to work as a team
- Enthusiasm for the role and its demands

#### Effective Communication Skills

- Contribute to Board and committee meetings
- Ability to listen effectively
- Ability and willingness to express a dissenting opinion in a constructive manner
- Objectivity and ability to resolve challenging issues
- Ability to link with external networks and a broad range of contacts to promote the Board and to serve as an ambassador

#### A Conflict Free Presence

- Shall declare any real or perceived conflict of interest
- Shall not be an employee or staff member of the corporation except if they are members of the Board by virtue of their office
- Shall not be a spouse, child or parent of an employee or staff member of the corporation except if they are members of the Board by virtue of their office
- Shall not be an employee or staff member of any health care business or agency that is likely to be influenced by decisions made by the Hospital.

Beyond the generic qualities expected of all Directors as outlined in the Profile of a Director, the Board Profile will reflect the Board's needs (which will change over time) with respect to the specific skills, expertise and experience of members of the Board and Board Committees.

#### **Board Profile**

Beyond the generic qualities expected of Directors as outlined in the Profile of a Director, the Board Profile will reflect the Hospital's needs (which will change over time) with the current needs, including the following relevant professional and personal experience in:

- business management in a complex corporate environment
- professional accounting designation
- construction design/management
- education
- finance
- law
- communications/information systems management
- government relations
- research
- governance
- quality and risk management
- knowledge of healthcare systems
- human resources management/ labour relations
- strategic planning
- mining/manufacturing (LEAN)