

Application to Become a Director

PLEASE ENSURE THAT ALL QUESTIONS ARE COMPLETED AS FULLY AS POSSIBLE. PLEASE PRINT.

<p>Miss <input type="checkbox"/> Ms. <input type="checkbox"/> Mrs. <input type="checkbox"/> Mr. <input type="checkbox"/></p> <p>Name: _____</p>	<p>Home ☎: _____</p> <p>Work ☎: _____</p> <p>Mobile ☎: _____</p> <p>Email 📧: _____</p>
<p>Residential Address</p> <p>Address: _____</p> <p>Unit #: _____ City: _____</p> <p>Prov: _____ Postal Code: _____</p>	<p>Work Address (if not applicable, please indicate)</p> <p>Address: _____</p> <p>Unit #: _____ City: _____</p> <p>Prov: _____ Postal Code: _____</p>

Qualifications:

I, the undersigned, hereby apply to be considered for appointment as a Director of the Corporation, and in doing so, acknowledge and declare that: **(please check each statement below to indicate your acknowledgement)**

- I am at least eighteen (18) years of age;
- I am not an undischarged bankrupt;
- I am not a member of the Corporation's Professional Staff (not applicable to the *ex officio* Directors required by the *Public Hospitals Act*) or an employee of the Corporation (not applicable to the President and Chief Executive Officer); and
- I am not a spouse, common-law partner, same sex partner, dependent child, parent, brother or sister of a member of the Corporation's Professional Staff or a current member of the Board of Directors.

Review of Director's Responsibilities:

I confirm that I have reviewed Schedule "A" to this Application and agree that, if I am appointed as a Director of the Corporation, I: **(please check each statement below to indicate your acknowledgement)**

- will support the objects of the Corporation (*see Part 1, Schedule "A"*);
- will advise the Corporation if there is a circumstance that would cause me to automatically vacate the office of Director (*see Part 2, Schedule "A"*);
- will abide by the conflict of interest and confidentiality provisions governing Directors (*see Part 3, Schedule "A"*);

- will abide by the Code of Conduct policy and sign the Code of Conduct Agreement upon becoming a Director and annually thereafter;
- have read and understand the Board Selection and Succession Policy;
- will cooperate and assist the Board to fulfill its responsibilities to the Corporation (*see Part 4, Schedule "A"*);
- will exercise my powers and discharge my duties as Directors as required by law (*see Part 5, Schedule "A"*); and
- understand that I will not be compensated for my services as a Director (as required by charitable law), although I may be reimbursed for out-of-pocket expenses incurred.

Profile:

I understand that the Corporation wants to ensure that its Board of Directors has the necessary skills and experience to govern the Corporation and that the Board reflects the breadth, depth and diversity of **Grey and Bruce**, including the demographic, cultural, linguistic, economic, geographic, gender, ethnic and social characteristics of the community served by the Corporation. To assist the Corporation in establishing a Board that meets these objectives, I am providing the information requested below:

a) I have the skills or experience in the following areas: **(please check all that apply)**

- | | |
|--|---|
| <input type="checkbox"/> Finance | <input type="checkbox"/> Risk Management |
| <input type="checkbox"/> Business Management | <input type="checkbox"/> Information Technology |
| <input type="checkbox"/> Human Resources | <input type="checkbox"/> Education |
| <input type="checkbox"/> Health Care Administration and Policy | <input type="checkbox"/> Research |
| <input type="checkbox"/> Clinical | <input type="checkbox"/> Quality and Performance Management |
| <input type="checkbox"/> Government and Government Relations | <input type="checkbox"/> Board and Governance |
| <input type="checkbox"/> Political acumen | <input type="checkbox"/> Public Affairs and Communications |
| <input type="checkbox"/> Construction and Project Management | <input type="checkbox"/> Ethics |
| <input type="checkbox"/> Legal | <input type="checkbox"/> Patient and Health Care Advocacy |
| <input type="checkbox"/> Strategic Planning | <input type="checkbox"/> Community Involvement |

b) My current occupation, if any, is: _____

Resume:

Please attach a current copy of your resume to the application.

Conflict of Interest:

Below I disclose my participation or affiliation with any organizations that may create an actual or perceived conflict of interest with the Corporation:

Declaration:

If my application is approved, I agree to act as a Director of the Corporation and, in my capacity as a Director of the Corporation, I shall at all times act honestly and in good faith, in the best interest of the Corporation and abide by the Corporation's By-Laws and all governing legislation. I understand that the term that I may serve as a Director is to be determined. I fully understand that any errors in my application may result in my application for consideration as a Director being refused or my Directorship being revoked. I undertake to advise the Corporation immediately in writing of any change in the information contained in this Application.

I understand it is the policy of the Corporation to conduct reference and criminal background checks as part of the selection process. Permission is hereby given to the Corporation to investigate the references provided and conduct a background check.

PRINT NAME OF APPLICANT

SIGNATURE OF APPLICANT

DATE

Phone number where applicant may be reached during daytime

Please submit your completed application and resume to:

Grey Bruce Health Services
Office of the President and CEO
P.O. Box 1800
1800 8th Street East
Owen Sound, ON N4K 6M9
☎ (519) 376-2121 Ext. 2801
📠 (519) 376-9760
📧 jcarter@gbhs.on.ca

Excerpts taken from By-Laws of the Corporation

Part 1 – Objects of the Corporation

1. To establish, equip, staff, maintain, operate and conduct, on one (1) or more sites, a public hospital, including, without limiting the generality of the foregoing, active treatment programs and services, chronic care, community health, emergency services, out-patient services, rehabilitation and therapeutic services.
2. To operate and maintain laboratories, diagnostic imaging services, research facilities, therapeutic and rehabilitation facilities, pharmacies or dispensaries.
3. To participate in all phases of education pertaining to healthcare, including specifically the education of physicians, dentists, nursing staff and other healthcare personnel.
4. To provide such other healthcare services as are required by the communities of Grey and Bruce Counties and their environs, including without limitation, the provision of long-term care facilities and in-home healthcare services, in accordance with all applicable legislation as may be amended from time to time.

Part 2 – Vacancy and Termination of Office

- (a) The office of a Director shall automatically be vacated:
- (i) if the Director does not, within ten (10) days after election or appointment as a Director, become a Member, or ceases to be a Member of the Corporation;
 - (ii) if the Director is elected or appointed to the position of an elected official of a municipality or school board;
 - (iii) if the Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an assignment in bankruptcy or is declared insolvent;
 - (iv) if the Director is found to be a mentally incompetent person or becomes of unsound mind; GBHS By-Laws June 17th, 2010 Page 15
 - (v) if the Director, by notice in writing to the Corporation, resigns office, which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
 - (vi) if at a special meeting of Members a resolution is passed by at least two thirds (2/3) of the votes cast by the Members at the special meeting removing the Director before the expiration of the Director's term of office; or
 - (vii) if the Director dies.
- (b) The office of a Director may be vacated by a simple majority resolution of the Board:
- (i) if a Director is absent for three (3) consecutive meetings of the Board, or if a Director is absent for one-third (1/3) or more of the meetings of the Board in any twelve (12) month period, the Board may declare his/her seat vacant; or

- (ii) if a Director fails to comply with the *Public Hospitals Act*, the Act, the Corporation's Letters Patent, By-Law, Rules, Regulations, policies and procedures, including without limitation, the confidentiality, standards of care and conflict of interest requirements.

Part 3 – Conflict of Interest and Confidentiality Provisions

Conflict of Interest

"Conflict of Interest" includes, without limitation, the following three areas that may give rise to a Conflict of Interest for the Directors of the Corporation, namely:

- (i) Pecuniary or financial interest - a Director is said to have a pecuniary interest in a decision when the Director (or his/her Associates) stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations. In such cases, the declaration of any pecuniary interest held by a Director (or his/her Associates) is essential;
 - (ii) Interests that impede a Director in his/her duty to promote the greater interest of the whole community served by the Corporation - participation or influence in Board decisions that selectively and disproportionately benefit particular agencies, companies and organizations, professional groups, or patients from particular demographic, geographic, political, socio-economic, cultural, or other groups is a violation of the Director's entrusted responsibility to the community at large. Accordingly, if the Director's external affiliations, obligations or other formal associations influence or are perceived to unduly influence the Director's actions, then a Conflict of Interest may need to be declared; or
 - (iii) Adverse Intent - A Director is said to have an adverse intent to the Corporation when his or her intent is in opposition to the interest of the Corporation in a claim, application or proceeding against the Corporation;
- (a) Every Director who, either directly or through one of his/her Associates, has or thinks he/she may potentially have a Conflict of Interest with respect to a proposed or current contract, transaction, matter or decision of the Corporation shall disclose the nature and extent of the interest at a meeting of the Board.
 - (b) The declaration of interest shall be disclosed at the meeting of the Board at which the contract, transaction, matter or decision is first raised.
 - (c) If the Director (or his/her Associates) becomes interested in a contract, transaction, matter or decision after the Board meeting at which it is first raised, the Director shall make a declaration at the next Board meeting following the Director's perception or apprehension of a conflict.
 - (d) In the case of an existing contract, transaction, matter or decision the declaration shall be made at the first meeting of the Board after the member becomes a Director or the interest comes into being.
 - (e) After making such a declaration no interested Director shall vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting on a contract, transaction, matter or decision, nor shall the member be counted in any required quorum with respect to the vote.
 - (f) If a Director has made a declaration of interest in compliance with this By-Law the Director is not accountable to the Corporation for any profit he/she may realize from the contract, transaction, matter or decision.

- (g) If the Director fails to make a declaration of his/her interest in a contract, transaction, matter or decision as required by this By-Law, this shall be considered grounds for termination of his/her position as a Director of the Corporation.
- (h) The failure of any member to comply with the Conflict of Interest By-Law of the Corporation does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board of the Corporation.
- (i) If a Director believes that any other Director is in a Conflict of Interest position with respect to any contract, transaction, matter or decision, the Director shall have the concern recorded in the minutes. Thereafter, at the request of the Director who recorded the initial concern, the Board shall, after the Director alleged to have a conflict has absented him/herself from the room, vote on whether the Director alleged to have a Conflict of Interest is, in the opinion of the Board, in a Conflict of Interest. If the Board so finds the person in a Conflict of Interest, the Board member shall absent him/herself during any subsequent discussion or voting process relating to or pertaining to the conflict. The question of whether or not a Director has a Conflict of Interest shall be determined by a simple majority of the Board and shall be final.
- (j) If the Board finds that the person is not in conflict, the Board will then vote on the contract, transaction, matter or decision and the votes of each Director shall be recorded.
- (k) Every declaration of a Conflict of Interest and the general nature thereof shall be recorded in the minutes by the Board.
- (l) Where the number of Directors who, by reason of the provisions of this section 4.7, are prohibited from participating in a meeting is such that at that meeting, the remaining members are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this By-Law, the remaining number of members shall be deemed to constitute a quorum, provided such number is not less than three.
- (m) Where in the circumstances mentioned in paragraph (l) above, the remaining number of members who are not prohibited from participating in the meeting is less than three, the President and Chief Executive Officer may apply to a judge on an ex parte basis for an order authorizing the Board to give consideration to, discuss and vote on the matter out of which the interest arises.
- (n) The judge may, on an application brought under paragraph (m) above, by order, declare that section 4.7 does not apply to the Board, as the case may be, in respect of the matter in relation to which the application is brought, and the Board thereupon may give consideration to, discuss and vote on the matter in the same manner as though none of the members had any interest therein, subject only to such conditions and directions as the judge may consider appropriate and so order.

Confidentiality

- (a) Every Director, Officer and employee of the Corporation shall respect the confidentiality of matters brought before the Board, keeping in mind that unauthorized statements could adversely affect the interests of the Corporation.
- (b) The Board shall give authority to one or more Directors, Officers or employees of the Corporation to make statements to the news media or public about matters brought before the Board.

Part 4 – Responsibilities of the Board

The Board of Directors shall manage the affairs of the Corporation and:

- (a) develop and review on a regular basis the mission, objectives and strategic plan of the Corporation in relation to the provision, within available resources, of appropriate programs and services in order to meet the needs of both the rural and urban population served;
- (b) establish procedures for monitoring compliance with the requirements of the *Public Hospitals Act*, the hospital management regulations thereunder, the by-laws of the Corporation and other applicable legislation;
- (c) establish specific policies which will provide the general framework within which the President and Chief Executive Officer, the Medical Advisory Committee, the medical, dental, midwifery and the Hospital staff will establish procedures for the management of the day-to-day processes within the Corporation;
- (d) hire the President and Chief Executive Officer;
- (e) appoint an Acting or Interim President and CEO as circumstances require who would have the authority to perform all duties, responsibilities and obligations of the President and CEO;
- (f) delegate responsibility and concomitant authority to the President and Chief Executive Officer for the operation of the Corporation and require accountability to the Board;
- (g) appoint the Chief of Staff;
- (h) delegate responsibility and concomitant authority to the Chief of Staff for the operation of the general clinical organization of the Corporation and the supervision of the practice of medicine, dentistry, midwifery, and extended class nursing in the Corporation, and require accountability to the Board;
- (i) appoint and re-appoint Physicians, Dentists and Midwives to the medical, dental midwifery, and extended class nursing staff of the Corporation, and delineate the respective Privileges after considering the recommendations of the Medical Advisory Committee, in accordance with legislative and by-law requirements;
- (j) through the Medical, Dental, Midwifery and Extended Class Nursing Staff organization, assess and monitor the acceptance by each member of the medical, dental, midwifery, and extended class nursing staff of responsibility to the patient and to the Corporation concomitant with the Privileges and duties of the appointment and with the by-laws of the Corporation;
- (k) review regularly the functioning of the Corporation in relation to the objects of the Corporation as stated in the letters patent, supplementary letters patent and the by-laws, and demonstrate accountability for its responsibility to the annual meeting of the Corporation;
- (l) review on a regular basis the role and responsibility of the Corporation to its community in relation to the provision, within the means available, of appropriate types and amounts of services;
- (m) subject to the fiscal and human resources available to the Hospital, ensure that the services which are provided have properly qualified staff and appropriate facilities;
- (n) ascertain that methods are established for the regular evaluation of the quality of care, and that all Hospital services are regularly evaluated in relation to generally accepted standards, and require accountability on a regular basis;

- (o) ensure that all staff, including clinical nurses, are involved in decision making within the Hospital on administrative, financial, operational and planning matters, as well as on appropriate hospital committees, including but not limited to the Fiscal Advisory Committee to be established by action of the Board;
- (p) ensure that an occupational health and safety program and a health surveillance program is established and require accountability on a regular basis;
- (q) ensure that there are By-Laws for the Hospital, including procedures for the election of Medical Staff officers and the appointment of a Chief of Staff, and to approve such By-Law; and
- (r) ensure that policies are in place to facilitate organ procurement and donation.

Part 5 - Standards of Care

Every Director and officer of the Corporation in exercising his/her powers and discharging his/her duties shall:

- (a) act honestly and in good faith with a view to the best interests of the Corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances."

Part 6 – Minimum Time Commitment for Members

The Board of Directors meets monthly and rotates the location of its meetings to all Sites. Meetings are approximately five hours in length, exclusive of travel and meeting preparation time.

Board members are asked to commit to membership on at least two standing Board Committees of the Board. These meetings are scheduled on the last Wednesday of each month at the Owen Sound Site and would involve a total of four hours of meeting time, exclusive of travel and meeting preparation time.

Members may attend ad hoc meetings as called, an annual retreat, the Annual meeting in June of each year, and educational courses in governance.