

Red Lake Margaret Cochenour Memorial Hospital

JOB DESCRIPTION

DEPARTMENT: BOARD OF GOVERNORS	JOB DESCRIPTION TITLE: TRUSTEE	JOB DESCRIPTION NUMBER: BG-JD-01			
AUTHORIZATION:	ORIGINAL:	REVISIONS:			
Dennis Gushulak, Board Chair	Apr. 98	Oct. 07			

1. CONSTITUTION OF THE BOARD:

In accordance with the administrative bylaws of the Hospital, the Board of Governors is composed of fourteen (14) members who are seated and 1 ex-officio member as follows:

By Election:

Seven (7) Governors who shall be ex-officio voting Governors elected by the members at the Hospital Corporation's Annual General Meeting.

By Appointment:

Five (5) Governors who shall be ex-officio voting Governors as follows:

- (i) One (1) representative from the Corporation of the Municipality of Red Lake recommended by the Corporation of the Municipality of Red Lake and approved by the Board;
- (ii) One (1) representative from the Township of Ear Falls recommended by the Township of Ear Falls and approved by the Board;
- (iii) One (1) representative from among the native population appointed through a process to be determined and approved by the Board;
- (iv) One (1) representative from the Hospital Auxiliary recommended by the Hospital Auxiliary and approved by the Board;
- (v) One (1) representative from the Hospital Foundation recommended by the Hospital Foundation and approved by the Board.

Two (2) Officials of the Medical Staff as prescribed by the *Public Hospitals Act*:

- (i) the President of the Medical Staff; and
- (ii) the Chief of Staff.

One (1) Ex Officio Member, being the Chief Administrative Officer.

Members elected at the annual meeting are expected to serve a term of three years. The elected terms are staggered so that there are three vacancies which must be filled each year.

Except for the President of the Medical Staff and the Chief of Staff, no person may be elected or appointed a Governor for more than will constitute nine (9) consecutive years of service, provided, however, that following a break in continuous service of at least one (1) year the same person may be re-elected or reappointed a Governor.

No Governor may serve as Chair or Vice-Chair, for more than three (3) consecutive terms in one office, provided, however, that following a break in continuous service of at least one (1) annual term the same person may be re-elected to any office.

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Members seated ex officio are seated as long as they hold the office which carries the right to a seat on the Board.

There is no distinction between members of the Board. All are members of the Board of Governors of the Red Lake Margaret Cochenour Memorial Hospital and members of the Hospital Corporation. They share equally in the rights and duties, its rules of conduct and protection from suit.

2. DUTIES OF MEMBERS OF THE BOARD:

In agreeing to stand for election or accept appointment to the Board, Governors are deemed to have agreed to carry out the following duties on behalf of the Hospital and its community:

2.1 Attendance:

It is expected that members will attend all meetings of the Board. Apologies for absence should be tendered to the Chief Administrative Officer's office through the secretary. Seventy-five percent (75%) attendance at the nine (9) regularly scheduled Board meetings has been recognized as the standard acceptable to the Board.

2.2 Service:

All Governors are expected to serve on one of the principal or sub committees of the Board. Sub committees usually meet monthly at a regular time decided by the Committees. Assignment to Committee is made by the Chair of the Board, who is keen to accommodate the varied skills and interests of the Governors. Governors may be asked to serve on an additional special or Ad Hoc Committee(s) as the need arises. These assignments can be declined if they would create hardship for the Governor.

2.3 Study:

Such is the complexity of Hospital affairs that Governors are responsible for studying the issues before the Board and coming to Board and Committee meetings prepared to discuss and vote on matters in the interests of the Hospital and its patients. The Chief Administrative Officer, who is Secretary to the Board, is available herself/himself or her/his senior staff to answer questions or brief Governors on matters on the Board's agenda.

2.4 Representation:

From time to time the Chair will ask Governors to represent the Hospital on civic occasions or at meetings of other agencies or government. The Board also relies on its members to remember the needs and interests of the Hospital in their dealings in the community and keep the officers of the Board, including the CAO informed of matters of interest to the Hospital.

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3. LOGISTICS:

3.1 Time:

New members of the Board are interested in the time commitment they are undertaking in accepting a seat on the Board. As a minimum they should expect to attend per month, one evening Board meeting and a meeting of the Committee. Members should expect to spend a minimum of about four hours per month reviewing matters on the agenda of these meetings. Additional meetings are discretionary and tend to increase in frequency with the Governor's seniority.

3.2 Board Meetings:

The Board of Governors meets at the Hospital on the first Thursday of a full week of each month, except for July and August. The public meetings are called to order at 6:00 p.m and last approximately until 9:00 p.m. as the business will allow. In-Camera Meetings are called to order after the regular public session of a regular Board Meeting

3.3 Other Meetings:

Standing Committees are expected to choose a regular day and time of meetings, and cancel in advance if the agenda does not warrant the calling of the meeting. This practice is intended to assist Governors in their personal planning.

4. The Rights of Members of the Board:

Governors are volunteers who serve the Hospital without privilege or remuneration. They cannot be recompensed for their time and commitment. Thus it is essential that their service be given without additional cost to them. The Hospital therefore undertakes to support them out of its operating funds with respect to:

4.1 Education:

It is strongly in the interest of the Hospital that it have a Board educated and well informed about Hospital and Medical Staff matters and about the the health care delivery system at large. To this end, funds are set aside in the annual operating budget for Governor and Board education and for the purchase of library and audiovisual materials needed by the Board. The CAO maintains a list of institutes and other programs, so that, annually, all members of the Board can participate in some trustee development program.

4.2 Expenses:

Governors are expected to file expenses claim forms for all out-of-pocket expenses that they incur while on Hospital business.

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These include hotel and travel costs while on Hospital business, while on Hospital-sponsored programs and other official functions undertaken at the request of an officer of the Board.

4.3 Protection:

Governors are covered by the accidental insurance policies of the Hospital while on Hospital business, and the corporate (directors and officers insurance) liability protection in their participation on the Board and its decisions on behalf of the Hospital.

In addition Governors always have the right to:

4.4 Explanations:

Hospitals and their business are extremely complex. It is recognized that they are difficult for lay Governors, and particularly those new on the Board, to understand. However, the Board has a responsibility to make wise and informed decisions in the interests of the Hospital and its publics. For this reason, Governors have a right to whatever explanations they need in order to comprehend Hospital matters that come within the purview of the Board. They are encouraged to approach the Chief Administrative Officer and other members of senior management who attend the Board meetings at her/his request. The officers of the Board, and in particular those who Chair its Standing Committees, are also available to them. At times there will be confidential matters that the chair chooses to reserve for consideration and action by the Executive Committee. Governors have a right to know what matters are so reserved and why, and at the earliest appropriate moment, how they were resolved.

5. Code of Ethics:

The independence and unity of the Board is essential to its effectiveness and respect in the Hospital and the community. For this reason, successive chairs have enforced the cardinal rules pertaining to conflict of interest, confidentiality and the restraint of interference in the day-to-day operation of the Hospital. The first two are referred to specifically in the Hospital Bylaws.

5.1 Conflict of Interest:

The basic presumption is that the Board members will not, nor their families, nor business associates, do business with the Hospital. If in exceptional circumstances a Governor wishes to engage in commercial or professional business with the Hospital, as allowed in the Hospital Bylaws, then he or she is expected to declare his or her interest to the officers of the Board and hear their 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 labour relations and interprofessional issues before the Board. At all times they are expected to vote what they consider to be best for the patient and the Hospital.

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5.2 Confidentiality:

Although it will be unusual, Governors may be apprised of personal information about patients, physicians, Hospital staff and job applicants. These matters must be held in the strictest confidence and discussed or referred to only at the official times when they are relevant. The prohibition on discussion of Board business is less severe, but Governors are expected to keep such matters within the Board and Hospital management. The Hospital has a responsibility to keep the community advised about its plans and progress, and both Board and staff respect a press code which clearly indicates who is authorized to speak for the Hospital.

This code recognizes the responsibility of municipal representatives to give periodic reports to the councils which appointed them.

5.3 Board Solidarity:

Governors are encouraged to question matters and discuss the Hospital's business freely at Board and Committee level. They will be respected in their wish to abstain from voting or to vote against motions and have their votes recorded. But once a vote has been taken, they are expected to be loyal to the majority and to refrain from discussing divisions of opinion outside the Boardroom.

5.4 Interference in the Day-To-Day Operation of the Hospital:

No Board member wants to cross the line between governance and administration, but few will serve without receiving urgent requests to get involved or intercede. In nearly every cause the correct course of action is to refer the complainant to the Chief Administrative Officer. If, in a particular case, a Governor doubts the wisdom or appropriateness of this response, then he or she should feel free to discuss the situation with the Chair or Vice-Chair of the Board.

5.5 Conclusion:

The public hospital system in Canada owes an incalculable debt to hospital Governors of many generations who have built and supported its community, speciality and university teaching hospitals. The challenges of governance today are very different from those faced by our predecessors, but they are no less urgent. If our Board is to do its part today, it will only be through the intelligence and commitment that each of us brings to our common task.

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QUALITY IMPROVEMENT

The Board of Governors foster and support a quality improvement culture.

OCCUPATIONAL HEALTH AND SAFETY; PATIENT SAFETY; RISK MANAGEMENT

- Work in compliance with Occupational Health and Safety Act regulations and the Hospital Health and Safety Program.
- Promote a culture of patient safety.
- The governing body actively support and evaluate the organizations risk management practices.
- Refrain from any activity that may endanger the health and safety of anyone.
- Be familiar with the Occupational Health and Safety Act and regulations and processes for due diligence and reporting safety issues and ensures compliance with the Act.
- Ensure all near misses, incidents, unusual occurrences and errors are reported. Understand and support through actions, the organization's philosophy of a blame-free risk management program.
- Participate in emergency code drills as required.
- Identify risk factors in the environment and takes prompt action to correct them and or report them.
- Promote personal wellness and safe working practices among all staff on the assigned shift.

ETHICS:

The Board of Governors will regularly develop, review and update policies on ethics issues as needed.

CONFIDENTIALITY:

Maintain strict confidentiality of all information and abide by the Hospital's Confidentiality Policy.

AMENDMENT:

This job description may be amended by the Board of Governors.

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I have read and agree with this job description.

Employee's Signature

Date

Supervisor's Signature

Date