

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.
- ☐ I am not a member of the Medical Staff or Dental Staff of the Corporation (not applicable to the Chief of Staff and President of the Medical Staff)

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 **Chapleau and surrounding area**, 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 Measurement |
| <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 I agree to obtain 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:

Services de santé de Chapleau Health Services
Office of the CEO
P.O. Box 757
6 Broomhead Road,
Chapleau, ON P0M 1K0
☎ (705) 864-1520 Ext. 3053
✉ (705) 864-0449
💻 www.sschs.ca

Adapted from Grey Bruce Health Services, February 2015

Part 1 – Purpose and Mission of Corporation

1. The purpose and mission of Services de santé de Chapleau Health Services (“SSCHS”) is to serve the people of the Township of Chapleau and its neighbouring communities with compassion and skill by providing health services, social services and other community based services, and, more particularly, subject to the best use of available resources,
 - a) to give care and treatment to the sick;
 - b) to provide the highest quality of comprehensive integrated health services;
 - c) to maintain and improve the health status of the people of the Township of Chapleau and neighbouring communities by coordinating the provision of health services, social services and other community-based services and by receiving, allocating and making best use of funds and resources as may be required for these purposes;
 - d) to provide and coordinate the provision of long-term care and chronic care services;
 - e) to provide and coordinate the provision of services to the elderly, the developmentally disabled and others with special needs;
 - f) to provide assisted and supportive housing;
 - g) to provide a centre for elderly persons;
 - h) to provide services in the English and French languages;
 - i) to be sensitive to multicultural needs and the needs of native Canadian and other groups;
 - j) to provide education and maintain appropriate and relevant educational standards;
 - k) to provide spiritual care and counselling on a holistic and multi-denominational basis to patients, family members, staff and members of the community as requested;
 - l) to acquire, own and operate, directly or by agreement, such facilities and programs as may be required for the attainment of these goals; and
 - m) to perform such lawful acts as are deemed necessary or expedient to promote and attain this purpose and mission.

Part 2 – Vacancy and Termination of Office

- (a) The office of a Director shall automatically be vacated if the Director,
 - (i) by notice in writing to the Secretary of the Corporation, resigns the Director's office, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
 - (ii) dies;
 - (iii) becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an assignment in bankruptcy or is declared insolvent ;
 - (iv) becomes disabled to the extent, on medical or other evidence, that the Director is not able to perform the duties of the office;
 - (v) is elected or appointed to the position of an elected official of a municipality;
- (b) The office of a Director may be vacated by a simple majority resolution of the Board:
 - (i) if the members by a resolution passed by at least two thirds (2/3) of the votes cast at a general or special meeting of which notice specifying the intention of the passage of such resolution has been given, remove any Director before the expiration of the Director's term of office and may by majority of votes cast at such meeting, elect any other member to the Board as a replacement.
 - (ii) A Director may be removed for non-disclosure of a conflict of interest, failure to attend meetings or conduct detrimental to or inconsistent with the mission and purposes of SSCHS. On being given notice of the reasons for the removal, a Director may respond in writing which written submissions must be considered at the meeting of the Board called for the purposes of considering the removal of the Director.

Part 3 – Conflict of Interest and Confidentiality Provisions

Conflict of Interest

1. Every Director who is in any way directly or indirectly interested in a proposed contract or a contract, a proposed financial transaction or a financial transaction with the Hospital shall declare the interest at a meeting of the Directors.
2. In the case of a proposed contract or proposed financial transaction, the declaration required by this section shall be made at the meeting of the Directors at which the question of entering into the contract or financial transaction is first taken mid consideration or, if the Director is not at the date of that meeting interested in the proposed contract or proposed financial transaction, at the next meeting of the Directors held after the Director becomes so interested, and, in a case where the Director becomes interested in a contract or financial transaction after it is

made, the declaration shall be made at the first meeting of the Directors held after the Director becomes so interested.

3. For the purposes of this section, a general notice given to the Directors by a Director to the effect that the Director is a shareholder of or otherwise interested in any other company, or is a member of a specified firm and is to be regarded as interested in any contract or financial transaction made with such other company or firm, shall be deemed to be a sufficient declaration of interest in relation to a contract or financial transaction so made, but no such notice is effective unless it is given at a meeting of the Directors or the Director takes reasonable steps to ensure that it is brought up and read at the next meeting of the Directors after it is given.
4. If a Director has made a declaration of the Director's interest in a proposed contract or a contract, a proposed financial transaction or a financial transaction in compliance with this section and the Director has been absent during the discussion and has not voted in respect of the contract or financial transaction, such absence and non-vote being recorded in the minutes, the Director is not accountable to the Hospital or to any of its members or creditors for any profit realized from the contract or financial transaction, and the contract or financial transaction is not voidable by reason only of the Director holding that office or of the fiduciary relationship established thereby.
5. Despite anything in this section, a Director is not accountable to the Hospital or to any of its members or creditors for any profit realized from such contract or financial transaction and the contract or financial transaction is not by reason only of the Director's interest therein voidable if it is confirmed by a majority of the votes cast at a general meeting of the members duly called for that purpose and if the Director's interest in the contract or financial transaction is declared in the notice calling the meeting.
6. Directors and their families shall not enter into any proposed contract or contract, or proposed financial transaction or financial transaction with the Hospital, except,
 - a) on a competitive bid basis or other basis in writing; and
 - b) where the director has declared any interest therein, and where the Director has been absent from the meeting and where the Director has refrained from voting thereon.

Confidentiality

- (a) All Directors, Officers of the Corporation, members of the Medical and Dental Staff, and Extended Class Nursing Staff and employees of the Corporation and persons participating in the activities of the Corporation shall respect the confidentiality of matters brought before the Board or before any committee or any matter dealt with in the course of their employment in the Corporation or their Medical Staff, Dental Staff, or Extended Class Nursing Staff activities in the Corporation, or their participation in the activities of the Corporation as the case may be.
- (b) All Directors shall sign a confidentiality statement.

Part 4 – Responsibilities of the Board

The Board of Directors shall be responsible for the governance of 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 the Town of Chapleau and its neighbouring communities;
- a) to work collaboratively with other community agencies and institutions at a district and regional level in meeting the needs of the community.
- b) to establish, on an annual basis, Board goals and objectives (separate from the Corporate goals and objectives) to ensure the effective and efficient governance of the Hospital;
- c) to establish procedures for monitoring compliance with the requirements of the Public Hospitals Act, the Hospital Management Regulation thereunder, the By-laws of the Hospital and other applicable legislation;
- d) to establish policies which will provide the framework for the management and operation of the Hospital;
- e) to establish the selection process for the engagement of a Chief Executive Officer and to hire the Chief Executive Officer in accordance with the process;
- f) annually, to conduct the Chief Executive Officer's formal performance evaluation and to review and approve the Chief Executive Officer's compensation and to set the Chief Executive Officer's goals and objectives for the coming year;
- g) to delegate responsibility and concomitant authority to the Chief Executive Officer for the management and operation of the Hospital and require accountability to the Board;
- h) at any time, to revoke or suspend the appointment of the Chief Executive Officer;
- i) to establish the selection process for the appointment of a Chief of Staff and appoint the Chief of Staff in accordance with the process;
- j) annually, to conduct the Chief of Staff's formal performance evaluation and to review and approve the Chief of Staff's compensation and to set the Chief of Staff's goals and objectives for the coming year;
- k) to delegate responsibility and concomitant authority to the Chief of Staff for the supervision of the practice of medicine, dentistry, and extended class nursing staff in the Hospital and require accountability to the Board;

- l) at any time, to revoke or suspend the appointment of the Chief of Staff;
- m) to appoint and re-appoint physicians to the medical staff and dentists to the dental staff and registered nurses in the extended class, who are not employed by the hospital, to the extended class nursing staff of the Hospital, and delineate the respective privileges after considering the recommendations of the Medical Advisory Committee, the Hospital's resources, and whether there is a need for such services in the community, in accordance with legislative and By-law requirements;
- n) to ascertain through the relevant medical, dental, and extended class nursing staff organizations, that each member of the medical, dental, and extended class nursing staff meets the member's responsibility to the patient and to the Hospital concomitant with the privileges and duties of the appointment and with the By-laws of the Hospital;
- o) to ensure that the services which are provided have properly qualified staff and appropriate facilities;
- p) to ensure mechanisms and policies are in place to provide a high quality of care for patients in the hospital;
- q) to ensure mechanisms and policies are in place with respect to education and research;
- r) to ensure that quality assurance, risk management and utilization review methods are established for the regular evaluation of the quality of care of patients in the Hospital, and that all Hospital services are regularly evaluated in relation to generally accepted standards and require accountability on a regular basis;
- s) to review regularly the functioning of the SSCHS 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.
- t) to approve the annual budget for the Hospital;
- u) to establish an investment policy consistent with the provisions of this By-law, in particular section 51 (Investments).
- v) to assume responsibility for and maintain and operate, directly or by agreement, such institutions and facilities as may be required for the provision of health, social and community services in the Town of Chapleau and catchment area.

- w) to recruit individuals as Directors who are knowledgeable, skilled, committed and representative of the community served;
- x) to be committed to an effective Board orientation program and the continuing education of the members of the Board;
- y) to ensure an environment within the Board which encourages open and frank discussion and respect for the expression of different viewpoints; and
- z) to evaluate its own performance in relation to its responsibilities and periodically review and revise governance policies, processes and structures as appropriate.

Part 5 – Duties/Responsibilities of Every Director

1. Every Director and officer of the Corporation in exercising his/her powers and discharging his/her duties shall:
 - (a) be loyal to the Corporation
 - (b) exercise the powers and discharge the duties of the office honestly, in good faith and in the best interest of the Corporation;
 - (c) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
2. In contributing to the achievement of the responsibilities of the Board as a whole, each Director shall,
 - a) adhere to the Hospital's mission, vision and values;
 - b) work positively, co-operatively and respectfully as a member of the team with other Directors and with the Hospital's management and staff;
 - c) respect and abide by Board decisions;
 - d) serve on at least one (1) standing committee;
 - e) complete the necessary background preparation in order to participate effectively in meetings of the Board and its committees;
 - f) keep informed about,
 - (i) matters relating to the Corporation,
 - (ii) the community served, and
 - (iii) other health care services provided in the region;
 - g) participate in the initial orientation as a new Director and in ongoing Board education;
 - h) participate in the annual evaluation of overall Board effectiveness; and

Adapted from Grey Bruce Health Services, February 2015

- i) represent the Board, when requested.

Part 6 – Minimum Time Commitment for Members

The Board of Directors meets at the Head Office of the Corporation on the fourth (4th) Wednesday of each month, or such other place, time and day as the Board may from time to time determine. There are at least nine (9) regular meetings of the Board per annum.

A Director shall attend meetings of the Board of Directors and Standing Committees of the Board in accordance with the Board policy. It is recognized that Directors and committee members may be unable to attend some meetings due to conflicts with other commitments or other unforeseen circumstances. An attendance rate of at least 75% is acceptable.

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