

		Policy/Procedure Name:	Position Descriptions for Board Officers and Committee Chairs
Manual:	Governance	Number:	
Section:	Board Effectiveness	Effective Date:	11 MAR 2022
Pages:	1 of 10	Revision Date:	13 FEB 2025

Purpose

This policy establishes the roles and responsibilities of Board Officers and Committee chairs.

Scope

The policy pertains to the Muskoka Algonquin Healthcare (MAHC) Board of Directors.

Principles for Board Officers and Committee Chairs

- In addition to the requirements set out in the applicable position description, all Board Officers and Committee chairs shall:
 - demonstrate leadership, facilitation, and strategic skills;
 - commit the necessary time required to fulfill all Board and Committee responsibilities including preparation for and attendance at Board meetings and assigned Committee meetings, as well as at Corporate events when possible;
 - set a high standard for Board conduct and enforce by-laws and policies regarding Director conduct, where applicable; and
 - serve as a mentor to other Directors.
- Board Officer terms are subject to Board Officers serving at the pleasure of the Board in accordance with Section 8.2 of the Corporate By-law.
- Committee chairs are appointed annually by the Board on the recommendation of the Board Chair and Vice Chair.

Position Description for the Chair

Role

The Chair, working collaboratively with the President and Chief Executive Officer and Chief of Staff, provides leadership to the Board, ensures the integrity of the Board's processes, and represents the Board to outside parties.

The Chair co-ordinates the activities of the Board in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and the President and Chief Executive Officer and the Chief of Staff.

The Chair ensures that all matters relating to the Board's mandate are brought to the attention of, and discussed by, the Board.

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		Policy/Procedure Name:	Position Descriptions for Board Officers and Committee Chairs
Manual:	Governance	Number:	
Section:	Board Effectiveness	Effective Date:	11 MAR 2022
Pages:	2 of 10	Revision Date:	13 FEB 2025

Responsibilities

Board Meetings

- Establish agendas in collaboration with the President and Chief Executive Officer , ensuring alignment with the Board’s role and responsibilities, the work plan, and annual Board goals.
- Ensure relevant documents are sent in advance, preside over and manage Board meetings in an effective and productive manner.
- Facilitate and advance the business of the Board.
- Ensure broad Director engagement so that all views are considered during decision-making and move Board discussion toward timely and constructive resolution.
- Utilize a practice of referencing Board policies in guiding discussions in order to support the decision-making and monitoring roles of the Board.
- Ensure that a schedule of Board meetings is prepared annually.
- Ensure that meetings are conducted according to applicable laws, by-laws, and governance policies.

Direction

- Serve as the Board’s central point of official communication with the President and Chief Executive Officer and Chief of Staff.
- In collaboration with the Vice Chair, liaise regularly with the President and Chief Executive Officer and Chief of Staff to serve as a resource and advisor on Board expectations, strategic issues, and relationships.
- In collaboration with the President and Chief Executive Officer and Chief of Staff, develop the standards and format for reporting by Committees and the management team which will ensure that the Board has appropriate information to make informed decisions and fulfill its monitoring role.

Performance Evaluation

- Lead the Performance Management Committee and the Board in monitoring and evaluating the performance of the President and Chief Executive Officer and Chief of Staff through the annual process as outlined in the President and Chief Executive Officer and Chief of Staff Performance Evaluation policy.

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Manual:	Governance	Number:	
Section:	Board Effectiveness	Effective Date:	11 MAR 2022
Pages:	3 of 10	Revision Date:	13 FEB 2025

Work Plan

- With the assistance of the President and Chief Executive Officer and the Governance Committee, ensure the Board adopts an annual work plan that is consistent with the Corporation's strategic direction, mission and vision and that includes annual goals for the Board that embrace continuous improvement.

Committees

- Serve an *ex-officio* member of all Committees.
- Chair the Performance Management Committee.
- Ensure that the work of Committees is aligned with the Board's role and annual work plan and that the Board respects and understands the role of Committees and does not redo Committee work at the Board level.
- Provide assistance and advice to Committee chairs to ensure that they understand expectations and have the resources required for the performance of their terms of reference.

Representation

- In collaboration with the Vice Chair, ensure that the Board is appropriately represented at hospital functions, at other official functions, and to the public at-large.
- As the official spokesperson for the Board, serve as the Board's primary contact with the media, unless otherwise delegated.

Reporting

- Report regularly and promptly to the Board regarding issues that are relevant to its governance responsibilities.
- Preside over Members' meetings and report to the Members at the annual members' meeting.

Mentorship

- Ensure that all Directors contribute fully.
- Solicit views from individual Directors from time to time and consult with Directors between Board meetings to ensure they are fully engaged.

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Next Review Date: 02/13/2028 00:00:00	Version: 2.0
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		Policy/Procedure Name:	Position Descriptions for Board Officers and Committee Chairs
Manual:	Governance	Number:	
Section:	Board Effectiveness	Effective Date:	11 MAR 2022
Pages:	4 of 10	Revision Date:	13 FEB 2025

- Mentor the Vice Chair and provide ongoing training opportunities on the expectation that the Vice Chair will progress to the office of Chair in the ordinary course (subject to Board approval).
- In consultation with the Nominations Committee, ensure each new Director and Committee Appointee Member is assigned a mentor from within the Board.

Succession Planning

- Ensure Board succession planning by ensuring that there are processes in place to recruit, select, and train Directors with the skills, experience, background and qualities required for effective Board governance.
- In partnership with the Vice Chair, conduct a transparent and fair selection process for Board Officers, Committee Chairs and committee assignments.
- Be responsible for the completed and ongoing succession plan for the President and Chief Executive Officer and the Chief of Staff.

Orientation, Education, and Evaluation

- Work with the Governance Committee to ensure that Directors have access to appropriate orientation and education.
- Oversee the Board's evaluation process and provide constructive feedback to the Board, individual Directors, Committee chairs, and Committee members.
- Ensure that the Board's governance structures and processes are reviewed, evaluated, and revised from time to time.

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		Policy/Procedure Name:	Position Descriptions for Board Officers and Committee Chairs
Manual:	Governance	Number:	
Section:	Board Effectiveness	Effective Date:	11 MAR 2022
Pages:	5 of 10	Revision Date:	13 FEB 2025

Qualifications

The Chair will exhibit the following personal qualities, skills, and experience:

- ability to establish a trusted advisory relationship with the President and Chief Executive Officer, Chief of Staff, and other Directors;
- ability to diplomatically build and achieve consensus within the Board;
- ability to communicate effectively with the Board, the management team, the Ministry of Health, Ontario Health, and the community; and
- substantial Board experience, including experience on Committees.

Term

Despite annual terms, in furtherance of stable leadership and orderly succession planning, the Chair is expected to serve two one-year terms.

Position Description for the Vice Chair

Role

The Vice Chair works collaboratively with the Chair and supports the Chair in fulfilling their responsibilities.

Responsibilities

Board Chair Substitute

- Perform the duties of the Chair whenever the Chair is absent, unable, or unwilling to act.

Committees

- Serve as a member of the Performance Management Committee and as a member of all other assigned Committees.
- Attend at least one meeting of every Board Standing Committee during the first two years in the office of Vice Chair.

Representation

- In collaboration with the Chair, ensure that the Board is appropriately represented at hospital functions, at other official functions, and to the public at-large.

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Manual:	Governance	Number:	
Section:	Board Effectiveness	Effective Date:	11 MAR 2022
Pages:	6 of 10	Revision Date:	13 FEB 2025

Communications

- Work collaboratively with the Chair, the President and the Chief Executive Officer, and the Chief of Staff to monitor, assess, and strategically approach external communications as required.
- Work collaboratively with the Chair, the President and Chief Executive Officer, and the Chief of Staff to monitor the communications plan on a regular basis and ensure it is kept up to date.

Succession Planning

- To support succession planning for leadership within the Board of Directors, participate in opportunities to learn the Board Chair role.
- In partnership with the Board Chair, conduct a transparent and fair selection process for Board Officers, Committee Chairs and committee assignments.

Qualifications

The Vice Chair will exhibit the following personal qualities, skills and experience:

- ability to establish a trusted advisory relationship with the President and Chief Executive Officer, Chief of Staff, and other Directors;
- ability to diplomatically build and achieve consensus within the Board;
- ability to communicate effectively with the Board, the management team, the Ministry of Health, Ontario Health, and the community; and
- substantial Board experience, including experience on Committees.

Term

Despite annual terms, in furtherance of stable leadership and orderly succession planning, the Vice Chair is expected to serve two one-year terms, with the option to renew for an additional two one-year terms.

Position Description for the Secretary

Role

The Secretary reports to the Board and works collaboratively with the Chair to support the Board in fulfilling its fiduciary responsibilities.

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Next Review Date: 02/13/2028 00:00:00	Version: 2.0
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Manual:	Governance	Number:	
Section:	Board Effectiveness	Effective Date:	11 MAR 2022
Pages:	7 of 10	Revision Date:	13 FEB 2025

Responsibilities

Board Conduct

- Support the Chair in upholding by-laws and policies governing Director conduct, with particular emphasis on fiduciary responsibilities.

Meetings

- Give such notice as is required by the by-laws or by applicable law of all meetings of the Members, the Board, and Committees and attend all such meetings.

Document Management

- Ensure proper recording and maintenance of minutes of all meetings of the Members, the Board, and Board Committees.
- Attend to correspondence on behalf of the Board.
- Keep a register of the names and addresses of the Directors. Have custody of all minute books, documents, registers and the seal, if adopted, of the Corporation and ensure that the same are maintained as required by applicable law.
- Ensure that all reports are prepared and filed as required by applicable law or requested by the Board.

Trust Instruments and Funds

- Maintain copies of all testamentary documents and trust instruments by which benefits are conferred upon the Corporation and provide information respecting these to the Office of the Public Guardian and Trustee as required by the *Charities Accounting Act* (Ontario).
- At least semi-annually, provide an accounting to the Board concerning all funds held in trust by the Corporation.

Other

- Perform such other duties as may be required of the Secretary.

Delegation

- Delegate the performance of a duty or duties to any person(s) as approved by the Board but retain responsibility for ensuring the proper performance of such duties. If the Secretary is the President and Chief Executive Officer, such delegation is considered to be mandatory when the Board is considering matters relating to the President and Chief Executive Officer.

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Manual:	Governance	Number:	
Section:	Board Effectiveness	Effective Date:	11 MAR 2022
Pages:	8 of 10	Revision Date:	13 FEB 2025

Qualifications

The Secretary will exhibit the following personal qualities, skills and experience:

- knowledge of law, regulation, and policy relevant to the Corporation, including legal compliance and reporting requirements; and
- ability to communicate effectively with the Board, the management team, the Ministry of Health, Ontario Health, and the community.

Term

The Secretary must be appointed annually by the Board for a one-year, renewable term. In accordance with the Corporate By-Law, the President and Chief Executive Officer shall be the Secretary unless otherwise determined by the Board.

Position Description for the Treasurer

Role

The Treasurer works collaboratively with the Chair, the President and Chief Executive Officer, and the Chief Financial Officer to support the Board in fulfilling their fiduciary duties.

Responsibilities

Reporting

- Keep up to date on audit and financial reporting requirements.

Committees

- Chair the Resources and Audit Committee and serve as a member of the Performance Management Committee and as a member of all other assigned Committees.

Audited Financial Statements

- Present to the Members at the annual Members' meeting, the Board-approved audited financial statement of the financial position of the Corporation and the report thereon of the independent auditor.

Qualifications

The Treasurer will exhibit the following personal qualities, skills and experience:

- experience in finance and/or chartered accountancy;
- ability to diplomatically build and achieve consensus within the Board;

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Manual:	Governance	Number:	
Section:	Board Effectiveness	Effective Date:	11 MAR 2022
Pages:	9 of 10	Revision Date:	13 FEB 2025

- ability to establish a trusted advisory relationship with the President and Chief Executive Officer and the Chief Financial Officer; and
- ability to make the necessary time commitment and required flexibility in work schedule to meet the requirements of this role.

Term

Despite annual terms, in furtherance of stable leadership and orderly succession planning, the Treasurer is expected to serve two one-year terms, with the option to renew for an additional two one-year terms.

Position Description of a Committee Chair

Role

A Committee chair, working collaboratively with the Chair to support the Board in fulfilling its fiduciary duty and with assigned staff support, provides leadership to the Committee. The Committee chair ensures that the terms of reference of the Committee are followed and manages issues to promote effective dialogue.

Responsibilities

- Develop and review, at least annually, the Committee's terms of reference.
- Establish agendas in collaboration with staff support for Committee meetings.
- With assistance of staff support, develop a work plan for the Committee.
- Effectively lead each Committee meeting in a manner that encourages thoughtful participation and promotes understanding of complex issues.
- Ensure that the Committee has the information required to make decisions effectively.
- Ensure a fair discussion, especially when differences and conflicting opinions arise.
- Advise the Board Chair on key issues addressed by the Committee.
- After each Committee meeting, with the assistance of staff, ensure draft minutes are completed for submission to the Board. Ensure that key and relevant documents are submitted to the Board for applicable decision-making.

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Manual:	Governance	Number:	
Section:	Board Effectiveness	Effective Date:	11 MAR 2022
Pages:	10 of 10	Revision Date:	13 FEB 2025

- Serve as a mentor to Committee members and, in consultation with the Board Chair and Vice Chair, develop a succession plan for the Committee chair.
- Serve as a leader within the Board on the matters addressed in the committee's terms of reference.
- Participate in the orientation of new Directors and Committee Appointee Members, specifically with respect to the mandate and Terms of Reference for which they chair.
- Complete and submit to the Board Chair an annual evaluation of each elected Director and Committee Appointee Member on their respective Committees.

Qualifications

A Committee chair will exhibit the following personal qualities, skills, and experience:

- ability to diplomatically build and achieve consensus within the Board;
- interest and experience related to the work of the Committee;
- the willingness and ability to commit time to the responsibilities of the Committee chair; and
- the ability to chair a meeting such that decisions are made in a manner that is respectful.

Cross Reference

MAHC Corporate By-Law

President and Chief Executive Officer and Chief of Staff Performance Evaluation policy

Evaluations Policy

Board Orientation and Education Policy

Nominations Process for Board Officers Policy

Nominations Process for Committees Policy

Notes

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