PUBLIC HOSPITAL BOARDS OF DIRECTORS

DUTIES AND OBLIGATIONS OF INDIVIDUAL DIRECTORS

I. PRIMARY FIDUCIARY DUTY:

Directors are required to act honestly, with loyalty and good faith and in the best interests of the hospital and to apply the level of skill and judgement that is reasonable to expect of a person with their knowledge and experience.

II. RULES OF FIDUCIARY CONDUCTS:

(a) Act in best interests of the hospital, not in the interest of any party you represent or think you represent.

(b) What are the “best interests of the hospital”? It is a corporation and is a person under the law, except in never has to die if it has:

   (i) Longevity; and

   (ii) Financial Stability.

(c) Honesty, Good Faith and Loyalty – see Code of Conduct SMGH Policy No. 010-012, but this basically means exercise your powers for (a) and (b) above and for no other purpose.

(d) Confidentiality – the general rule is that all matters and discussions in a board or committee meeting are confidential “What you see here and what you hear here, stays here.”

(e) Conflicts – declare all conflicts of interest, refrain from discussion, refrain from voting and leave the meeting if appropriate. A conflict can arise in any situation where your knowledge of a matter is acquired other than as a result of your involvement with the Board of Directors of the hospital.

(f) Refrain from the Abuse of Corporate Opportunity – never take personal advantage of an opportunity that belongs to or may belong to the hospital.

III. FULFILLING YOUR FIDUCIARY DUTY:

(a) “Read Up”

   (i) read all Board/Committee material;

   (ii) review resource material;

   (iii) it’s a long and steep learning curve, be patient.

(b) “Show Up”
(i) on time for all possible meetings.

(c) “Speak Up”
   (i) there are no “dumb” questions;
   (ii) utilize your personal experience and expertise;
   (iii) ensure the meeting minutes reflect your views/votes.

(d) “Hush Up”
   (i) after you leave the meeting.

(e) “Never Give Up”
   (i) except to common sense and good manners.

IV. RESOURCES:
(a) SMGH Board of Trustees Binder Part 1;
(b) Ontario Public Hospitals Act;
(c) Ontario Hospital Association Guide to Good Governance;
(d) Health Care in Ontario – A Primer for Hospital Board of Directors;
(e) Health Ethics Guide – Catholic Health Association of Canada.