



Board of Directors
Application Package

The application package includes:

1. Application instructions
2. Application Form: Applicant Information, Biography Form, and Volunteer/Applicant Screening Process Form
3. NWHC Board Policies:
 - a. Code of Conduct
 - b. Guidelines for Director Selection
 - c. Vulnerable Sector Record Check
4. NWHC Community Member Role Outline
5. NWHC By-laws:
 - a. Duties and Responsibilities of a Director
 - b. Qualifications of a Director
 - c. Declaration of Conflict

Application Instructions

Instructions

1. Applicants must complete and submit the following forms from the Application Package:
 - a. Applicant Information
 - b. Biography Form
 - c. An up-to-date resume that includes relevant employment and Board experience
 - d. Volunteer/Applicant Screening Form – deliver in person to your local police detachment for processing – send NWHC a copy of the results. You will also need an agency letter – please contact Mary MacDonald at mmacdonald@nwhealthcare.ca to obtain your letter.
2. A complete application package must be submitted to the NWHC office no later than Friday, February 27, 2015 at 12 noon.
3. Send completed package to the attention of:
Chair of the Nominating Committee
c/o Mary MacDonald at mmacdonald@nwhealthcare.ca or by fax (519) 323-2955
4. All enquiries regarding Board positions may be made to Chair of the Nominating Committee c/o Mary MacDonald at mmacdonald@nwhealthcare.ca



**APPLICATION FOR
BOARD MEMBERSHIP AND/ OR COMMUNITY MEMBER
ON A BOARD COMMITTEE**

Name :	
Home Phone :	
Home Address:	
Postal Code :	
Cell:	
Occupation:	
Current Employer:	
Business Phone :	
Business Address:	
Postal Code :	
Email Address:	
Fax # :	

YOUR BACKGROUND: Please attach your most recent resume, if available			
What skills/interests could you contribute to our Board and its Committees: (Please Check)			
	Health Care Sector		Board Governance
	Governmental (Federal & Provincial Relations)		Community Leadership
	Quality & Performance Management		Project Management
	Accounting/ Financial Background		Community Activism (i.e. charitable organizations)
	Management		Planning
	Public Relations		Public Speaking
	Advocacy		Motivational
	Investment		Fundraising
	Marketing		Leadership
	Education		Other

Organizations:			
Are you applying for:			
	Board Membership	and/or	Membership on Board Committee
Your Availability to serve:			
Can you regularly attend Board and Committee meetings?		Yes	No
Which Committee(s) would you be interested in serving on: (Please check)			
	Resources (Finance, Property, Audit and Human Resources)		Safety, Quality and Performance Improvement (SQPI)
	Governance		Nominating

Your Views on "NWHC" and its role in the Community:	
Nominees' Names: (Nominees must be members of the Corporation) <u>OR</u>	
Appropriate References	
1.	
2.	

BIOGRAPHY FORM

Please provide a brief narrative biography in the space provided below. This information will be distributed on the Corporation's public website.

Background:

BOARD POLICIES AND GUIDELINES

Policy & Procedure: VULNERABLE SECTOR RECORD CHECK	
Developed By: Board Governance Committee	Number: 4-C-5
Date of Origin: November 2013	Review or Revision Date:
Category: Governance Process – Board Recruitment	
Approved By: Board February 2014 - GMCH and NWHC	

Summary

It is incumbent on the hospital to exercise due diligence by ensuring, to the extent reasonably possible, that Board volunteers do not pose a risk to the Hospital's interest.

All applicants for the Board and Board committees are required to provide a Vulnerable Sector Record Check.

Policy

Definition

A Vulnerable Sector check is designed to protect vulnerable Canadians from dangerous offenders by uncovering the existence of a criminal record and/or a pardoned sexual offence conviction and is recommended as part of an overall employment or volunteer screening process. The results of the check can help to determine whether an individual is suitable to work/volunteer in positions where they will be in close contact with vulnerable people.

Procedure

1. As part of the nomination process, the nominee will complete a Vulnerable Sector Check. The CEO's office will provide the individual with a Vulnerable Sector Check Agency letter specifying the nature of his or her involvement as a volunteer at the hospital. The letter will serve as a request form for Vulnerable Sector Check.
2. To complete the Vulnerable Sector Check, the individual is required to appear in person at the police headquarters in the municipality where the individual resides. Contact the police service's website for hours of operation and details about required identification.

3. In the event a vulnerable sector record is disclosed, each situation will be assessed by the Nominating Committee to determine to what extent the individual would pose a risk. Consideration will be given to the following factors:
 - a. The nature of the offence(s) and the number of convictions
 - b. The sentence(s) received
 - c. The length of time since the most recent conviction
 - d. Any rehabilitative efforts made by the candidate
 - e. The specific duties and responsibilities of the position and the relevance of the particular criminal conviction to the position, and
 - f. Any other factors deemed relevant.
4. Individuals who fail to provide the Vulnerable Sector Check, having been requested to do so, will not qualify to serve on the Board or committee.
5. The Vulnerable Sector Check will be placed in the individual's file in the CEO's office. Access to any personal information collected from the Vulnerable Sector Check process will only be provided in accordance with the *Freedom of Information and Protection of Privacy Act*.

BOARD POLICIES AND GUIDELINES

Policy & Procedure: GUIDELINES FOR DIRECTOR SELECTION	
Developed By: Board Governance Committee	Number: 4-C-3
Date of Origin: November 2013	Review or Revision Date:
Category: Governance Framework – Roles and Responsibilities	
Approved By: Board February 2014 - GMCH and NWHC	

Summary

Effective governance depends on the right mixture of skills, experience, personal qualities and diversity among the members of the hospital board.

The skills, experience and qualities of the individual directors are important elements of governance. There are three distinct attributes that should be considered in nomination and election processes. While skill, experience and knowledge can be objectively assessed, or measured, the personal and behavioral qualities are more subjective and therefore more difficult to assess.

- **Skills** - Some skills that a board will always need: financial literacy, legal and governance. Others may be required as a result of an issue unique to that organization and the industry in which it operates. In addition, anticipated issues or activities may require a special expertise for a limited period of time.
- **Experience** - Experience, knowledge and diversity in which the board requires assistance or performs a governance role are also important.
- **Qualities** – It is important to recruit directors who possess behavioral qualities that are required for all directors. At a minimum, integrity, loyalty, honesty and good faith. Other qualities desired in a board member are: Ability to work in a team; commitment to the workload required; absence of apparent conflicts; leadership potential; and ability to think strategically and communicate effectively. Unlike skills and experience, where a balance is sought across the board, the required behavioral qualities should be present in all directors.

Policy

Through the nomination and election process, the board will select directors according to their eligibility in accordance with the By-law, skill, experience, and personal qualities.

The board will seek a balance within the board concerning the skills and experience of directors, while considering any unique or special requirements of the hospital at the current time.

The board will ensure all directors possess the personal qualities necessary to perform their role as board members. The board will have the capacity to understand the diversity of the community served, including demographic, linguistic, cultural, economic, geographic, gender, ethnic and social characteristics of the communities served by the hospital.

The skills, experience, and personal qualities that the board will use to select potential directors are set out below.

Guidelines for Director Selection

The nominating committee shall consider the following factors when recruiting new directors:

Universal Competencies

The board requires that all directors have the following skills and personal qualities:

- Strategic Leadership
 - a commitment to the mission, vision and values of the corporation, the internal strategic plan of the corporation and its responsibilities as a publicly funded hospital
 - the capability of exercising leadership in the development of the corporation
- Analytical Decision-Making
 - an awareness and understanding of identified issues and proposed recommendations and impacts
 - a capacity for resolving difficult and complex issues
 - an ability to analyse situations and problems from a systems perspective
 - the capacity and ability to provide valued knowledge, experience and counsel to the board, the CEO and Chief of Staff
- Financial literacy appropriate for health care
- An understanding of governance
 - an understanding of a director's role and fiduciary duties, and the role of the board
 - an understanding of the distinction between the strategic and policy role of the board and the day to day operational responsibilities of management
 - an understanding of the range of obligations and constraints imposed upon directors of the corporation
- Integrity
 - personal integrity
 - objectivity
 - high ethical standards
 - respect for the views of others

- Commitment
 - make an active contribution at meetings and on behalf of the board where required
 - demonstrate a willingness to devote the time necessary to board work, including orientation and education
- An ability to communicate effectively
- Demonstrated ability to work as part of a team
- An absence of potential conflicts and ability to recognize and manage potential conflicts of interest

Collective Competencies

The nominating committee should strive to ensure that the following collective competencies are present in the board:

- a high level of leadership and/or executive experience
- strategic planning experience
- board and governance experience
- business acumen
- finance and/or audit
- experience in the health field
- government relations
- legal
- risk management/ insurance
- quality and performance management
- human resources/ labour relations
- information technology
- ethics
- public affairs, communications
- patient and health care advocacy
- community knowledge and involvement
- other specific knowledge and/or experience that the committee may identify from time to time.

Conflict of Interest

The Nominating Committee will ask each director candidate proposed for election or appointment to disclose any material relationship with the corporation that may potentially result in a conflict of interest or interfere with the exercise of the individual's independent judgment. The Nominating Committee will consider potential conflicts within the context of the By-law and the Conflict of Interest Policy in assessing the suitability of the candidate for nomination.



BOARD POLICIES AND GUIDELINES

Policy & Procedure:	3-B-2 CODE OF CONDUCT	
Developed By: Board Governance Committee	Number: 3-B-2	
Date of Origin: November 2013	Review or Revision Date:	
Category: Governance Framework – Roles and Responsibilities		
Approved By: Board February 2014 - GMCH and NWHC		

Purpose

The hospital is committed to ensuring that in all aspects of its affairs it maintains the highest standards of public trust and integrity.

Application

The Board supports a code of conduct that applies to all directors, including *ex-officio* directors and Community Members/Community Representatives of board committees. Evidence of code of conduct compliance is supported by the annual signing of the Director/Ex-officio/Non Director Declarations.

Directors’ Duties

All directors of the hospital stand in a fiduciary relationship to the hospital corporation. As fiduciaries, directors must act honestly, in good faith, and in the best interests of the hospital corporation.

Directors will be held to strict standards of honesty, integrity and loyalty. A director shall not put personal interests ahead of the best interests of the corporation.

Directors must avoid situations where their personal interests will conflict with their duties to the corporation. Directors must also avoid situations where their duties to the corporation may conflict with duties owed elsewhere. Where conflicts of interest arise, directors will comply with the requirements of the hospital’s by-laws and applicable legislation.

In addition, all directors must respect the confidentiality of information about the corporation.

Best Interests of the Corporation

Directors must act solely in the best interests of the corporation. Directors who are nominees of a particular group must act in the best interests of the corporation, even if this conflicts with the interests of the nominating party.

Confidentiality

It is recognized that the role of director may include representing the hospital in the community. However, such representations must be respectful of and consistent with the director's duty of confidentiality. In addition, the Chair is the only official spokesperson for the board.

Every director and committee member shall respect the confidentiality of information about the hospital whether that information is received in a meeting of the board or of a committee or is otherwise provided to or obtained by the director.

A director is in breach of his or her duties with respect to confidentiality when information is used or disclosed for other than the purposes of the hospital corporation.

Board Spokesperson

The board has adopted a policy with respect to designating a spokesperson on behalf of the board. Only the Chair or designate may speak on behalf of the board. The CEO, or the Chief of Staff or his/her designates, may speak on behalf of the organization.

No director shall speak or make representations on behalf of the board unless authorized by the Chair or the board. When so authorized, the board member's representations must be consistent with accepted positions and policies of the board.

Media Contact and Public Discussion

News media contact and responses and public discussion of the hospital corporation's affairs should only be made through the board's authorized spokespersons. Any director who is questioned by news reporters or other media representatives should refer such individuals to the appropriate representatives of the corporation.

Respectful Conduct

It is recognized that directors bring to the board diverse background, skills and experience. Directors will not always agree with one another on all issues. All debates shall take place in an atmosphere of mutual respect and courtesy.

The authority of the chair must be respected by all directors.

Corporate Obedience – Board Solidarity

Directors acknowledge that properly authorized board actions must be supported by all directors. The board speaks with one voice. Those directors who have abstained or voted against a motion must adhere to and support the decision of a majority of the directors.

Obtaining Advice of Counsel

Request to obtain outside opinions or advice regarding matters before the board may be made through the Chair.

Violations of the Code of Conduct



Policy & Procedure: CODE OF CONDUCT	Number: 3-B-2
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Any director who violates the Code of Conduct Policy shall face appropriate disciplinary action as determined by the board. Action leading to the termination of a director will be according to the by-laws.

Related Documents:

WHCA Code of Conduct Pledge

Hospital By-laws

OHA Guide to Good Governance for Not For Profit Corporations Act



Code of Conduct

Preamble

The Code of Conduct for Groves Memorial Community Hospital and North Wellington Health Care *demonstrates our commitment to a safe, healthy and respectful workplace.* A Code of Conduct is a set of conventional principles and expectations that are considered binding on any person who is a member of a particular group or organization. It is a set of rules that guide behaviour and decisions in a specified situation. A values-based code of behaviour clearly and concisely describes our hospitals behavioural expectations. It outlines the desirable behaviours that we are expected to live by, that align with our organizational values and strategic directions.

Code of Conduct

All staff are accountable for ensuring that her/his practice and conduct meets legislative requirements and competency standards for their profession and position. It is understood that all staff are leaders within their own roles and the hospital will enable them to act in the best interests of patient care and their colleagues.

At North Wellington Health Care (NWHC), we value Initiative, Collaboration, Creativity, Fairness and Compassion. At Groves Memorial Community Hospital (GMCH), we value Caring, with Integrity, Accountability, Respect and Excellence. Together, through the Wellington Health Care Alliance, we have a strong voice for rural health care. By sharing our talent and resources, we can make a difference in the health status of the people whom we serve within our rural communities.

All NWHC and GMCH staff pledge their commitment to the code of behaviours to guide our day to day interactions, and carry out the hospitals values, on a daily basis to support our success in making a difference and creating a great place to work.

Code of Behaviours

I pledge to:

1. Communicate Effectively by:

- Actively listening and seeking clarification
- Being present and engaged
- Being approachable and open to sharing ideas and knowledge; allowing for freedom of expression
- Acknowledging non-verbal cues
- Actively participating in the conflict resolution process
- Leveraging and appropriately utilizing technology

2. Contribute to a Teamwork Environment by:

- Actively participating, contributing and listening
- Cooperating - sharing resources and knowledge
- Acknowledging and accepting strengths and differences
- Partnering and building relationships to facilitate an open environment
- Gaining understanding for all roles within the organization and recognizing the value and contributions of each

3. Display a Positive Attitude by:

- Being genuine, friendly and courteous
- Treating others with patience, understanding, consideration and humility
- Injecting humour and fun into the workplace

4. Demonstrate Professionalism by:

- Maintaining competency for excellence in my role/profession
- Supporting a learning environment through my willingness to teach and to learn
- Using best practices and evidence while challenging the process
- Promoting the use of appropriate forums to encourage ongoing learning
- Upholding a high standard of personal conduct

5. Take Responsibility for My Own Individual Leadership by:

- Leading by example and modeling positive behaviours
- Addressing concerns, seeking resolution and communicating outcomes
- Demonstrating resourcefulness
- Participating in problem solving
- Being proactive and contributing ideas
- Being an agent for change

Code of Conduct and other related Policies, Procedures Review

All staff must adhere to all policies and procedures established by their individual department by hospital site, as well as those established through the Wellington Health Care Alliance. The following documents, policies and procedures which are all related to our organization's code of conduct, require a regular review to ensure each staff member's individual and personal goals are in alignment with the direction of the organization. The timeline for this review is determined by each of the policies and procedures and staff will demonstrate their compliance as part of their bi-annual performance development plan.

- Hospital Mission, Vision and Values Statement
- Ethical Framework
- Code of Conduct and Behaviours
- Strategic Directions
- Health and Safety
- WHMIS
- Harassment/Discrimination policy
- Violence in the Workplace Prevention policy
- Professional Practice Performance Management Model
- Accessibility
- Confidentiality
- Privacy
- Acceptable use of Information Technology
- Dress Code and Scent Free policies
- Attendance Management
- Conflict of Interest
- Whistleblower

Employee Name: _____
(Please print)

Employee Signature: _____ Date: _____



NWHC Community Member Role Outline

Role	<p>Board committees are advisory to the Board of Directors. Committee meetings permit in-depth discussion and analysis of issues facing the Board and allow members to contribute through their specific area of expertise. Board Committees permit community members to sit as voting members at the committee level.</p> <p>Community members on a Board Committee allow:</p> <ol style="list-style-type: none"> a) the committee to have broader exposure and bring specific competencies or experience to the committee when necessary; b) individuals interested in board membership exposure to the work of the Board of Directors and its committees (and can provide a training ground for future board members) while c) permitting the governance of the organization to be more connected to its broad group of stakeholders
Responsibilities	<p>The responsibilities of a community member on a Board Committee will be to:</p> <ul style="list-style-type: none"> • provide their expertise, skills and perspectives to the committees without remuneration • declare a conflict of interest by disclosing the nature and extent of such interest in writing or disclose it at a meeting to be recorded in the minutes • not reveal confidential matters relating to the Hospital to persons not entitled to know or to promote my own interests, and • recognize the Board Chair and President and CEO are the spokespersons of the corporation
Appointment	<p>The Nominating Committee shall determine the skills and competencies required to fulfill the Board Committee mandates. Community members meeting the specific board committee criteria and board needs shall be selected by the SQPI and Resources Committee Chairs and recommended to the Board of Directors through the Nominating Committee.</p>
Term	<p>Community members on Board Committees shall be limited to a maximum of <u>3 (three) – 1 (one) year terms</u> and a maximum total of 12 (twelve) years cumulative served as a community member/board member.</p> <p>(Of note, a board member may serve a maximum total of 12(twelve years cumulative as a community member/board member with following exception – a board member cannot serve 9 (nine) years as a board member and then 3 years as a community member).</p>
Membership and Voting	<p>The community member on a Board Committee shall participate at the committee level with no voting privileges.</p> <p>The community member on a Board Committee is not a board member and accordingly shall not have voting privileges at Board meetings.</p>
Attendance at Meetings	<p>The community member on a Board Committee is expected to attend and fully participate in their committee meeting.</p> <p>The community member on a Board Committee is a non voting invited guest to open Board of Directors meetings.</p> <p>Where determined appropriate by the Board Chair, the community member on a Board Committee may attend Board of Director In-Camera sessions as non voting guests.</p>
Date of Last Review	<p>October 11, 2012 Board Approved September 19, 2012 Governance Committee</p>

NWHC By-laws Part A – Corporate

4.2 Duties and Responsibilities. The Directors of the Corporation shall govern and manage the affairs of the Corporation and may exercise all such other powers and do all such other acts and things as the Corporation is, by its charter or otherwise, authorized to exercise and do.

4.3 Qualifications of Directors. No person shall be qualified for election as a Director if he or she:

- (a) is less than eighteen (18) years of age;
- (b) is of unsound mind and has been so found by a court in Canada or elsewhere;
- (c) is not an individual;
- (d) has the status of a bankrupt;
- (e) is a member of the Medical Staff of the Hospital or an employee of the Corporation, except for the Directors referred to in section 4.1(a); or
- (f) is a Related Person of a member of the Medical Staff of the Hospital or a Related Person of an employee of the Corporation, except by unanimous resolution of the members of the Board present and voting at a meeting of Directors.

NWHC By-laws Part A – Corporate

6.1 Declaration of Conflict.

- (g) Any Director who is in any way, directly or indirectly, interested in a contract or proposed contract with the Corporation shall disclose in writing or have entered in the minutes, the nature and extent of such Director's interest in such contract or proposed contract with the Corporation.
- (h) The disclosure required by (a) above, shall be made:
 - (i) at the meeting at which a proposed contract is first considered if the Director is present, and otherwise, at the first meeting after the Director becomes aware of the contract or proposed contract;
 - (ii) if the Director was not then interested in a proposed contract, at the first meeting after such Director becomes so interested; or
 - (iii) if the Director becomes interested after a contract is made, at the first meeting held after the Director becomes so interested.
- (i) If a contract or a proposed contract is one that, in the ordinary course of carrying on the Corporation's non-pecuniary purpose or purposes, would not require approval by the Directors or Members, a Director shall disclose in writing the nature and extent of the Director's interest at the first meeting held after the Director becomes aware of the contract or proposed contract.
- (j) A Director referred to in sub-paragraph (a) above is not liable to account for any profit made on the contract by the Director or by a corporate entity, business firm or organization in which the Director has a material interest, provided
 - (i) the Director disclosed the Director's interest in accordance with sub-paragraphs (b) or (c) above or (f) below; and
 - (ii) the Director has not voted on the contract.
- (k) A Director referred to in sub-paragraph (a) above shall not vote on any resolution to approve the contract and shall not take part in the discussion or consideration of, or in any way attempt to influence the voting on any

question with respect thereto and shall absent himself from the meeting when the applicable issue is under consideration.

- (l) For the purposes of this section 6.1, a general notice to the Directors by a Director declaring that the person is a director or officer of or has a material interest in a body corporate, business firm or organization and is to be regarded as interested in any contract made therewith, is a sufficient declaration of interest in relation to any contract so made.
- (m) A contract is not void by reason only of the failure of a Director to comply with the provisions of this section 6.1 but the court may upon the application of the Corporation or a Member, set aside a contract in respect of which a Director has failed to comply with the provisions of this section 6.1, and the court may make any further order it thinks fit.