

**CHATHAM KENT HOSPICE INC.  
BOARD OF DIRECTORS MANUAL**



<b>SUBJECT:</b> Duties and Expectations of a Board Director		<b>SECTION:</b> Governance
<b>POLICY NO:</b> CKH-G5		<b>HPCO Standard:</b> N/A
<b>Date of Issue:</b> May 20, 2014	<b>Reviewed:</b> February 13, 2024	<b>Revised:</b> February 29, 2024

**1. PURPOSE**

- a. To clarify expectations to each Director of the Board in discharging his/her responsibilities. To ensure that the highest standards of public trust and integrity are maintained at Chatham Kent Hospice Inc. in all aspects of its affairs

**2. PROCEDURE**

**a. Fiduciary Obligation**

- i. All Directors of Chatham Kent Hospice Inc. stand in fiduciary relationship to the hospice corporation.
- ii. Each Director is responsible to act honestly, in good faith, and in the best interests of the Chatham Kent Hospice Inc. and each of their founding corporations and, in so doing, to support the hospice in fulfilling its mission, vision and values, and discharging its accountabilities.
- iii. A Director shall apply the level of skill and judgment that may reasonably be expected of a person with his or her knowledge and experience. Directors with special skill and knowledge are expected to apply that skill and knowledge to matters that come before the Hospice.

**b. Accountability**

- i. A Director's fiduciary duties are owed to the corporations of Chatham Kent Hospice Inc., including observance of the objects, philosophy, and goals described in the respective corporation's by-laws.
- ii. A Director is not solely accountable to any special group or interest and shall act and make decisions that are in the best interests of the Chatham Kent Hospice Inc.. A Director shall be knowledgeable of the stakeholders to whom the hospice is accountable and shall incorporate the interests of such stakeholders when participating in making decisions as a Board.

**c. Education**

- i. A Director shall be prepared to become knowledgeable about:
  - the Chatham Kent Hospice Inc.
  - the health care needs of the community served;
  - the duties and expectations of a Director;
  - the Chatham Kent Hospice Inc. role and responsibilities in the governance of not-for-profit organizations;
  - the Chatham Kent Hospice Inc. governance structure and processes;



- Board-adopted governance policies; and,
  - Hospice policies applicable to board members.
- ii. To achieve the desired knowledge noted above, a Director will participate in the Chatham Kent Hospice Inc. Board orientation program, orientation to committees, board retreats, and other board education/development sessions

**d. Board Policies and Hospice Policies**

- i. A Director shall be knowledgeable of and comply with the Board and Hospice policies that are applicable to the Board including:
- the Code of Conduct;
  - the Conflict of Interest policy;
  - the Confidentiality policy;
  - the Boards' Role of the Board policy
  - the By-laws;

**e. Respectful Relationships**

- i. A Director shall develop and maintain sound relations and work co-operatively and respectfully with the Board Chair, other members of the Board, and the senior management.
- ii. 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 take place in an atmosphere of mutual respect and courtesy.
- iii. All Directors are expected to be objective and willing to listen with an open mind, giving priority to Chatham Kent Hospice Inc. as a whole and to help the Board arrive at appropriate group decisions.
- iv. The authority of the Chair must be respected by all Directors.

**f. Community Representation and Support**

- i. A Director shall represent Chatham Kent Hospice Inc. in the community when asked to do so by their Board Chair. Board members are encouraged to support the fundraising activities of the Chatham-Kent Hospice Foundation through attendance at Chatham-Kent Hospice sponsored events.

**g. Time and Commitment**

- i. A Director is expected to commit the time required to perform regular Board and committee duties. Chatham Kent Hospice Inc. Director is expected to adhere to the Board's attendance requirements, attending at least 75% of Board and committee meetings. The policies contain provisions for the removal of a Director if he or she is absent for three consecutive regular meetings of the Chatham Kent Hospice Inc. Board.
- A Director is expected to serve on at least one standing committee.
  - A Director is expected to participate in occasional planning and developmental retreats in addition to their regular time commitment, and to support other



special events and celebrations as possible. Refer to CKH-G3-Board & Committee Meeting Attendance Policy

**h. Conflict of Interest**

- i. Directors avoid situations in which their personal interests will conflict with their duties to the corporation. Directors also avoid situations in which their duties to the corporation may conflict with duties owed elsewhere.
- ii. Directors will be held to strict standards of honesty, integrity and loyalty. A Director does not put personal interests ahead of the best interests of the corporation. Refer to CKH G2 Conflict of Interest Policy

**i. Confidentiality**

- i. It is recognized that the role of Director may include representing Chatham Kent Hospice Inc. in the community. However, such representations must be respectful of and consistent with the Director's duty of confidentiality. Every Director, officer and employee of the corporation shall respect the confidentiality of information about Chatham Kent Hospice Inc., whether that information is received in a meeting of the Board or of a committee or is otherwise provided to or obtained by a Director. Refer to Chatham Kent Hospice Inc. CKH-G1-Confidentiality Policy

**j. Contribution to Governance**

- i. Directors are expected to make a contribution to the governance role of their Board and the Chatham Kent Hospice Inc. through:
  - Reading materials in advance of meetings and coming prepared to contribute to discussions;
  - Offering constructive contributions to board and committee discussions;
  - Contributing his or her special expertise and skill;
  - Respecting the views of other members of the Chatham Kent Hospice Inc.;
  - Respecting the role and Terms of Reference of Board committees; and
  - Participating in board and committee evaluations and annual performance reviews.

**k. Continuous Improvement**

- i. A Director shall commit to be responsible for continuous self-improvement. A Director shall receive and act upon the results of board effectiveness evaluations in a positive and constructive manner.

**l. Term and Renewal**

- i. A Director may be elected for two (2) x three (3) year terms up to six (6) years (Article 4.6-By-Law # 1). A Director's renewal is not automatic and shall depend on the Director's attendance and performance. The only exception is that the outgoing Chair shall serve as "Past Chair" for one year regardless of



years of service. A Director may, by resolution of the Board, have his maximum term as a Director extended for the sole purpose of that Director succeeding to the office of Chair or serving as Chair. (By-Law # 1-Article 4.8).

**m. Board Spokesperson**

- i. 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 Executive Director/ ED designate may speak on behalf of the organization.
- ii. No Director speaks or makes representations on behalf of the Board unless authorized by the chair of the Board. When so authorized, the Board members representations must be consistent with accepted positions and policies of the Board.

**n. Media Contact and Public Discussion**

- i. News media contact and responses and public discussions of Chatham Kent Hospice Inc.'s affairs are to be made through the Board's authorized spokespersons. Any Director who is questioned by news reporters or other media representatives must refer such individuals to the appropriate representatives of the corporation.

**o. Board Solidarity**

- i. 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 the majority of the Directors.

**p. Chatham Kent Hospice Inc. Board members contribute to effective governance by;**

- i. Being clear about the Board's role in providing strategic direction.
- ii. Understanding Chatham Kent Hospice Inc. structure and decision-making process.
- iii. Understanding and functioning with a broad view.
- iv. Attending 75% of all meetings and participating actively in them.
- v. Preparing for meetings by reading materials in advance.
- vi. Responding to requests for information or action.
- vii. Being open, frank, clear and concise when speaking.
- viii. Being respectful of others.
- ix. Expressing commitment to the organization and willingness to take on appropriate roles.
- x. Voicing conflicting opinions during board and committee meetings but respecting the decision of the majority even when the Director does not agree with it;
- xi. Respecting the role of the Chair;
- xii. Contributing to a relaxed, collegial climate during meetings, with adequate time for discussion.



- xiii. Keeping informed, sharing information with others, and proactively communicating with other Board members and staff.
- xiv. Participating in Board activities such as orientation, recognition and key events as well as evaluation.

**3. References and Related Policy**

- a. By-law # 1-Article 4-Directors
- b. By-law # 1-Article 12- Confidentiality
- c. CKH-G1-Confidentiality
- d. CKH-G1-A-Confidentiality Agreement
- e. CKH-G2-Conflict of Interest
- f. CKH-G3-Board & Committee Meeting Attendance
- g. CKH-G4-Code of Conduct
- h. CKH-G7-Role of the Board
- i. Director Annual Declaration

<b>Date</b>	<b>Revision</b>	<b>Effective</b>
May 20, 2014	Development of Policy	May 20, 2014
Nov. 14, 2018	Review of policy, renumbered headings, added Board Policy Role of the Board to # 4, Term and Renewal updated to be that as in By-Law # 1, At 6a-added “fundraising activities of the Chatham-Kent Hospice Foundation” Changed CEO to ED throughout. References and Related Policy section added	November 22, 2018
Nov. 17, 2020	Policy Reviewed. Numbered the headings and alphabetized the paragraphs. Added Inc. throughout, capitalized Director throughout. Director Annual Declaration to be reviewed when reviewing this policy.	Jan. 28, 2021
Feb. 13, 2024	Policy reviewed, At 3b-changed the By-law Article number reference	Feb. 29, 2024