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Scope

The policy pertains to all the Muskoka Algonquin Healthcare (MAHC) Board of Directors and Committee Appointee Members.

Policy Statement

The nominations process sets out a systematic, transparent, accountable, and fair process by which the Nominations Committee will recommend candidates to the Board for election by the members.

In order to adhere to the requirements of the *Public Hospitals Act*, pursuant to which at least four Directors must retire (subject to re-election) each year, Director appointments will be staggered and any mid-term vacancy will be filled by the Board for the balance of the vacated term.

Procedure

Beginning in January, the Nominations Committee will:

- Determine the number of vacancies in the office of Director and include in this number incumbent Directors who are eligible for re-election.

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- Using the Guidelines for Nominations of Directors (attached as Schedule A), which includes the Skills Matrix, review the Board profile of skills and expertise in incumbent Directors and identify the specific skills and expertise that are required to fill vacancies.
- Release a call for nominations and encourage interested parties (including incumbent Directors) to submit applications on a standard form (attached as Schedule B, as amended from time to time).
- Advertise vacancies through accessible media appropriate to the various constituencies and outreach methods that will have a reach throughout the Corporation's catchment area as well as the Corporation's website.
- All advertisements will offer accommodations throughout the recruitment process for individuals who have accessibility needs in order to participate, including, as an example, physical, verbal, visual, and auditory accommodations. Advertisements will include information on how to request any accommodations that may be needed.
- Review the applications submitted to the Nominations Committee (which shall be addressed to the Nominations Committee Chair).
- Identify a short list of candidates, including incumbent Directors, for interview by the Nominations Committee and interview and evaluate the short listed candidates against the criteria set out in the Guidelines for Nomination of Directors (attached as Schedule A). The Nominations Committee will ensure that minutes are kept with respect to deliberations on potential candidates, including the rankings and perceived strengths and weaknesses of each candidate. Confidential notes will be maintained by the Board Liaison containing sufficient detail to permit an independent observer to understand the methodology applied by the Nominations Committee, including the weight of various factors, in coming to its recommendation.
- If the candidate being considered for nomination is an incumbent Director seeking re-election or a former Director, take into account the evaluation of that individual's performance as a Director (renewal will not be automatic), while balancing the need to ensure ongoing expertise and succession planning.
- Ensure personal reference and criminal reference checks are completed for candidates selected for nomination that are not currently Directors.
- Ensure criminal reference checks are completed for candidates selected for nomination that are incumbent Directors.

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- Recommend to the Board for presentation to the members' the candidate(s) for Director(s) equal to the number of vacancies for approval by the members' at the annual members' Meeting as per the following process:
 - A special meeting of the Board would be called for discussion of the recommended slate and the rationale. No supporting documentation would be pre-circulated.
 - The formal vote on the recommendation to occur at the next regular Board meeting.
- In the event of a mid-term vacancy of an elected Director, the Board may request that the Nominations Committee initiate a process to recommend to the Board a replacement Director.
- Consistent with best practice, the Nominations Committee will maintain a roster of candidates eligible for election to the Board and look for opportunities to keep these candidates engaged.

Notes

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Appendices

Schedule A – Guidelines for Nominations of Directors

Schedule C – Knowledge and Experience Matrix

Schedule C – Application to Serve on the Board of Directors

- Appendix A – Director Candidate Application Form including Knowledge and Experience Matrix
- Appendix B – Qualifications of Directors
- Appendix C – Position Description, Director

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Schedule A - Guidelines for Nominations of Directors

Through the nomination and election process, the board selects directors according to their knowledge, experience, and personal qualities.

The board shall seek to ensure that the board includes the knowledge, experience, and perspectives appropriate to the on-going mission of the hospital and considers unique or special requirements of the corporation at the current time.

The board shall ensure all directors possess the personal qualities necessary to perform their role as board members.

Board Skills, Experience and Knowledge

The board aims to include people who contribute a complementary mixture of experience and knowledge, including the following (see Schedule B for definitions)::

- Accounting designation/financial expertise;
- Board and governance experience;
- Business management;
- Clinical knowledge;
- Construction and project management;
- Education;
- Healthcare Ethics and Research;
- Equity, Diversity, Inclusion (EDI) and Anti-Racism training;
- Government and government relations;
- Health care administration and policy and health system needs, issues and trends;
- Human resources management and labour relations;
- Technology;
- Legal expertise;
- Patient and health care advocacy;
- Performance management;
- Political acumen;

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- Public affairs and communications;
- Quality, safety and performance improvement;
- Enterprise Risk Management;
- Strategic planning; and
- Understanding of community/catchment area.

Profile of a Director

The qualities and attributes expected of all Directors include:

- a commitment to the Corporation's mission, vision, and values
- experience in and understanding of governance including the roles and responsibilities of the Board and of individual Directors, and the difference between governance and management;
- enthusiasm for the role and its demands;
- personal and professional integrity, wisdom, ethical behavior, and judgment;
- an ability to work and communicate effectively as a member of the team with other members of the Board and senior management;
- demonstrate strategic thinking;
- an ability and a willingness to commit the necessary time to participate in Board meetings, Committee meetings, meeting preparation, Board orientation, and continuing education, retreats, and Corporate events;
- a willingness to serve on a volunteer basis in accordance with the Corporation's Articles of Amendment and By-laws;
- be free of conflicts that would impede a Director's ability to fulfill their fiduciary duties;
- a commitment to comply with the Board's conflict of interest policies, and code of conduct;
- an ability and a willingness to represent the Corporation, as required;
- an ability to work positively, cooperatively, and respectfully with others;
- a commitment to ethical standards and behaviors; and
- demonstrate community leadership potential.

Every Director shall meet at least one of the criteria set out below:

- be an individual whose name appears on the then current municipal voters list for the municipalities wholly within the Catchment Area;
- be an individual whose names appears on the then current tax roll for municipalities wholly within the Catchment Area;

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- be an individual who can demonstrate to the satisfaction of the Board that they have resided in the Catchment Area for at least 90 of the 365 days next preceding their application for membership; or
- be an individual who is employed or carries on business in the Catchment Area.

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Schedule B – Knowledge and Experience Matrix

Core to the culture of Muskoka Algonquin Healthcare is quality. One determinant of board quality includes the complementary broad mix of skills, experience and knowledge of the board's directors. This collective set of abilities empowers the board's role in organizational oversight. Please assess your skills & knowledge on the matrix format below in the understanding that directors do not require proficiency in all skills as listed.

Knowledge and Experience Matrix																			
Please indicate your level of knowledge or experience for each category																			
Rating Scale Definitions:		Advanced = 3 Excellent level, e.g. Certification				Intermediate = 2 Average level				Beginner = 1 Basic or introductory level				None = 0 No knowledge					
Name	Years on Board	Accounting	Board & Governance	Business Mgmt	Clinical	Construction & Project Mgmt	Equity, Diversity, Inclusion and Anti-Racism	Educational Industry (teacher, trainer)	Healthcare Ethics and Research	Finance	Government & Gov Relations	Health Care Policy and Systems	Human Resource mgmt	Technology	Labour Relations	Legal	Patient & Health Care Advisory	Political Acumen	Public Affairs & Communications
Aggregate Results																			

Area of Knowledge and Experience	Description
Accounting	Experienced in or understanding of generally accepted accounting principles, auditing and/or analyzing financial statements.
Board & Governance	Experienced in or understanding of best practice principles associated with organizational structure, processes, accountabilities and decision making, current governance issues and trends, and prior governance experience.
Business Management	Experienced in or understanding of leading others in a large, complex organization. Know what it is to lead, articulate a vision, monitor risks and measure performance to achieve positive results. Skilled in

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Area of Knowledge and Experience	Description
	complex change management and communications.
Clinical	Experienced Health Care Practitioner: professional staff (medical, dental, midwifery, extended class nursing staff), Nursing (RN, RPN), Allied Health,
Construction & Project Management	Experienced in or understanding of leadership in large-scale planning, development, and/or project design and implementation.
Equity, Diversity, Inclusion and Anti-Racism	Experienced in or understanding of diversity issues related to social inclusiveness (ethnic, socioeconomic and gender variety), in a group, society, or institution
Education Industry	Experienced in or understanding of education, including medical teaching and applied research, elementary, secondary or post-secondary experience.
Healthcare Ethics and Research	Experienced in or understanding of theories and principles of ethics in health care, education or other areas. Experienced in or understanding of data collection, information or facts for the advancement of knowledge.
Finance	Experienced in or understanding of appropriate financial controls and management practices required to achieve key financial metrics.
Government & Government Relations	Experienced in or understanding of dealing with or working alongside regional, provincial and / or federal government or regulatory bodies. Understanding of the complex nature of government decision making and forging effective relationships in order to influence decision making.
Health Care Policy & Systems	Experienced in or understanding of health care leadership or a practitioner with experience and/or understanding of health care funding and systems.
Human Resources Management	Experienced in or understanding of organizational structure and development, human resources oversight, compensation, performance management, change management, talent management, and succession planning.
Technology	Experienced in or understanding of leading the implementation and/or management of complex information technology systems and processes.
Labour Relations	Experienced in or understanding of working or managing in a unionized environment.
Legal	Law degree or experienced in or understanding of corporate, commercial, health or regulatory fields.
Patient & Health Care Advocacy	Experienced in or understanding of how hospital and other health care programs, practices and policies impact patients and families. Experienced or understanding of identifying and addressing patient needs in all aspects of care.
Political Acumen	Experienced in or understanding of the political, cultural and economic environment and how decisions impact local, regional and provincial stakeholders.
Public Affairs & Communication	Experienced in or understanding of corporate communications including all elements of internal and external communications, such as marketing, media relations, engagement and stakeholder relations.
Quality, Safety &	Understanding of key quality and safety principles from health care or other sectors (e.g., education or

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Area of Knowledge and Experience	Description
Performance Improvement	industry). Experienced in or understanding of identifying, planning for and implementing strategies to drive continuous quality improvement to mitigate organizational risks. Understanding of the effective use of performance measurement to achieve quality improvement.
Relationship and Partnership Building	Experienced in or understanding of strategies to build stakeholder relationships through engagement and dialogue. Experienced in or understanding of creating strategic partnership with other organizations and groups to further the aims of the Strategic Plan.
Enterprise Risk Management	Experienced in or understanding of the effective oversight of a comprehensive enterprise risk management system, including the prioritization of relevant risks and ensuring appropriate risk levels.
Strategic Planning	Experienced in or understanding of oversight and development of a strategic planning process and plan. Understanding and evaluating strategic plans including updates provided on developments affecting the strategy.

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Schedule C - Application to Serve on the Board of Directors

Members of the Board of Directors play a vital role in providing effective governance and strategic leadership that supports providing outstanding patient care today and in the future. Muskoka Algonquin Healthcare is seeking volunteers for our skills-based governing team. As a Board member you will be able to devote at least 25 hours per month for up to three years and meet all eligibility requirements.

Not sure if you can commit to being a full Director, you can also apply to be a Committee Appointee Member who due to the relevance of their skills and expertise in a particular area would make a valuable contribution to the work of a Standing Committee. Committee Appointee Members are able to devote at least 3-5 hours bi-monthly to the work of a Committee plus attend meetings.

1. Please provide your name and contact information:

Name: _____	Address: _____
City/Town: _____	Postal Code: _____
Email: _____	Phone: _____

2. Please indicate what position(s) you are interested in:

- ☐ Director Position
 ☐ Committee Appointee Member
 ☐ Either position, wherever the greatest need is.

3. The MAHC Board of Directors has several Standing Committees. The Board Committees and Terms of Reference Policy provides a more detailed description of each of their responsibilities. Please indicate what Committee(s) you would be interested in serving. Select all that apply

- | | | |
|--|---|-----------------------|
| ☐ Quality & Patient Safety | ☐ Resources & Audit | ☐ |
| ☐ Governance | ☐ MAHC MAOHT | ☐ |

4. The MAHC Board of Directors is seeking members with extensive experience on boards with similar scope and challenges. My governance experience is:

- ☐ Some, I have been a member of at least one Board
- ☐ Good, I have sat on more than one Board of similar complexity and challenges, or may have supported such Boards in a work capacity.
- ☐ Advanced, I have sat on multiple Boards including Boards with similar complexities and challenges.

5. Please identify any Offices held (if any) on previous Boards by providing the name of the organization, the dates and position.

6. Please explain why you wish to be considered for a position on the MAHC Board of Directors.

7. Please upload a current CV or resume

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Knowledge and Experience Matrix

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Rating Scale Definitions:	Advanced = 3 Excellent level, e.g. Certification	Intermediate = 2 Average level	Beginner = 1 Basic or introductory level	None = 0 No knowledge
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Area of Knowledge and Experience	Description	Rating:
Accounting	Experienced in or understanding of generally accepted accounting principles, auditing and/or analyzing financial statements.	
Board & Governance	Experienced in or understanding of best practice principles associated with organizational structure, processes, accountabilities and decision making, current governance issues and trends, and prior governance experience.	
Business Management	Experienced in or understanding of leading others in a large, complex organization. Know what it is to lead, articulate a vision, monitor risks and measure performance to achieve positive results. Skilled in complex change management and communications.	
Clinical	Experienced Health Care Practitioner: professional staff (medical, dental, midwifery, extended class nursing staff), Nursing (RN, RPN), Allied Health,	
Construction & Project Management	Experienced in or understanding of leadership in large-scale planning, development, and/or project design and implementation.	
Equity, Diversity, Inclusion and Anti-Racism	Experienced in or understanding of diversity issues related to social inclusiveness (ethnic, socioeconomic and gender variety), in a group, society, or institution	
Education Industry	Experienced in or understanding of education, including medical teaching and applied research, elementary, secondary or post-secondary experience.	
Healthcare Ethics and Research	Experienced in or understanding of theories and principles of ethics in health care, education or other areas. Experienced in or understanding of data collection, information or facts for the advancement of knowledge.	

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Area of Knowledge and Experience	Description	Rating:
Finance	Experienced in or understanding of appropriate financial controls and management practices required to achieve key financial metrics.	
Government & Government Relations	Experienced in or understanding of dealing with or working alongside regional, provincial and / or federal government or regulatory bodies. Understanding of the complex nature of government decision making and forging effective relationships in order to influence decision making.	
Health Care Policy & Systems	Experienced in or understanding of health care leadership or a practitioner with experience and/or understanding of health care funding and systems.	
Human Resources Management	Experienced in or understanding of organizational structure and development, human resources oversight, compensation, performance management, change management, talent management, and succession planning.	
Technology	Experienced in or understanding of leading the implementation and/or management of complex information technology systems and processes.	
Labour Relations	Experienced in or understanding of working or managing in a unionized environment.	
Legal	Law degree or experienced in or understanding of corporate, commercial, health or regulatory fields.	
Patient & Health Care Advocacy	Experienced in or understanding of how hospital and other health care programs, practices and policies impact patients and families. Experienced or understanding of identifying and addressing patient needs in all aspects of care.	
Political Acumen	Experienced in or understanding of the political, cultural and economic environment and how decisions impact local, regional and provincial stakeholders.	
Public Affairs & Communication	Experienced in or understanding of corporate communications including all elements of internal and external communications, such as marketing, media relations, engagement and stakeholder relations.	
Quality, Safety & Performance Improvement	Understanding of key quality and safety principles from health care or other sectors (e.g., education or industry). Experienced in or understanding of identifying, planning for and implementing strategies to drive continuous quality improvement to mitigate organizational risks. Understanding of the effective use of performance measurement to achieve quality improvement.	
Relationship and Partnership Building	Experienced in or understanding of strategies to build stakeholder relationships through engagement and dialogue. Experienced in or understanding of creating strategic partnership with other organizations and groups to further the aims of the Strategic Plan.	

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Area of Knowledge and Experience	Description	Rating:
Enterprise Risk Management	Experienced in or understanding of the effective oversight of a comprehensive enterprise risk management system, including the prioritization of relevant risks and ensuring appropriate risk levels.	
Strategic Planning	Experienced in or understanding of oversight and development of a strategic planning process and plan. Understanding and evaluating strategic plans including updates provided on developments affecting the strategy.	

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Applicants would only complete one of the following "Qualifications and Statement of Commitment" forms based on if they are applying for a Director role, Committee Appointee Member role, or both.

Director Qualifications and Statement of Commitment

I hereby apply to be considered for a nomination with the MAHC Board of Directors as a Director, and in doing so, acknowledge and declare that: (please check each statement below to indicate your acknowledgement).

I can regularly attend monthly Board and Committee meetings. (Meeting schedules are provided in advance)	Yes	No
I could, with notice, attend additional meetings when required.	☐	☐
I can attend development/training sessions for Board members on weekends and/or evenings, with advance notice.	☐	☐
I can devote at least 25 hours per month to the MAHC Board of Directors.	☐	☐
I understand that if chosen to proceed through the interview process a Police Criminal Record Check will be required and any nomination will be contingent on the completion of this process	☐	☐
I confirm that I have reviewed the Qualifications of Directors. I understand and meet the criteria as outlined and agree to respect the confidentiality of the nomination process. Visit http://www.mahc.ca/en/about/Become_a_board_member.asp to view the Qualifications of Directors and Position Description.	☐	☐
I confirm that I have reviewed Position Description for Elected Directors and agree that, if elected, will serve as a Director in accordance with the Bylaws and Responsibilities of Individual Directors, including Board confidentiality. I understand that I will be required to sign an annual declaration attesting to this. Visit http://www.mahc.ca/en/about/Become_a_board_member.asp to view the Qualifications of Directors and Position Description.	☐	☐

Please tell us how you learned of this opportunity:

☐ Radio	☐ MAHC Website	☐ Word of Mouth	☐ Social Media	☐ Other
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Committee Appointee Member Qualifications and Statement of Commitment

I hereby apply to be considered for a nomination with the MAHC Board of Directors as a Committee Appointee Member, and in doing so, acknowledge and declare that: (please check each statement below to indicate your acknowledgement).

I can regularly commit 3-5 hours bi-monthly to prepare for and attend Committee meetings (Meeting schedules are provided in advance)	Yes	No
I could, with notice, attend additional meetings when required.	☐	☐
I can attend development/training sessions for Board members on weekends and/or evenings, with advance notice.	☐	☐
I understand that if chosen to proceed through the interview process a Police Criminal Record Check will be required and any nomination will be contingent on the completion of this process	☐	☐
I confirm that I have reviewed the qualifications and meet the criteria as outlined and agree to respect the confidentiality of the nominations process.	☐	☐
I confirm that if appointed I will serve in accordance with the Bylaws and governing policies, including confidentiality. I understand that I will be required to sign an annual declaration attesting to this.	☐	☐

Please tell us how you learned of this opportunity:

☐ Radio	☐ MAHC Website	☐ Word of Mouth	☐ Social Media	☐ Other
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Director and Committee Appointee Member Qualifications and Statement of Commitment

I hereby apply to be considered for a nomination with the MAHC Board of Directors as a Director or a Committee Appointee Member, and in doing so, acknowledge and declare that: (please check each statement below to indicate your acknowledgement).

In the case of a Director position, I can regularly attend monthly Board and Committee meetings and devote at least 25 hours per month. In the case of a Committee Appointee Member, I can regularly commit 3-5 hours bi-	Yes	No
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monthly to prepare for plus attend Committee meetings (meeting schedules are provided in advance).		
I could, with notice, attend additional meetings when required.	☐	☐
I can attend development/training sessions for Board members on weekends and/or evenings, with advance notice.	☐	☐
I understand that if chosen to proceed through the interview process a Police Criminal Record Check will be required and any nomination will be contingent on the completion of this process	☐	☐
I confirm that I have reviewed the qualifications and meet the criteria as outlined and agree to respect the confidentiality of the nominations process.	☐	☐
I confirm that if appointed I will serve in accordance with the Bylaws and governing policies, including confidentiality. I understand that I will be required to sign an annual declaration attesting to this.	☐	☐

Please tell us how you learned of this opportunity:

☐ Newspaper Advertisement	☐ Radio	☐ MAHC Website	☐ Word of Mouth	☐ Social Media	☐ Other
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		Policy/Procedure Name:	Nominations Process for the Board
Manual:	Governance	Number:	
Section:	Board Effectiveness	Effective Date:	01 SEPT 2011
Pages:	17 of 19	Revision Date:	11 DEC 2025

Appendix A - Qualifications of Directors

1.1 Definitions

(r) “**Excluded Person**” means:

- (i) any person providing supplies or services or their affiliates and any director, owner, operator, major shareholder, management staff or senior executive (as well as their formal associates including parents, siblings, children, spouses and common-law partners) of such person(s) if such person(s):
 - A. is under material contract with the Corporation;
 - B. has responded to a request for proposals issued by the Corporation in the previous fiscal year;
 - C. is receiving or intending to receive formal placement referrals from the placement co-ordination service function of the community care access centre division of the Corporation; or
 - D. intends to submit a proposal;
- (ii) employees of the Ministry of Health and Ontario Health;
- (iii) elected representatives of any municipal, regional, county or township government located in the Catchment Area;
- (iv) any member of the Credentialed Staff other than the members of the Medical Staff appointed to the Board pursuant to the Public Hospitals Act;
- (v) any employee other than those appointed to the Board pursuant to the Public Hospitals Act;
- (vi) any spouse, common law partner, dependent child, parent, brother or sister of an employee or member of the Credentialed Staff;
- (vii) any person who lives in the same household as a member of the Credentialed Staff or an employee of the Corporation; and
- (viii) any persons who are members of the Corporation's volunteer associations, foundation or other similar entity;

4.3 Qualifications of Directors

No individual shall be qualified to serve as a Director if the individual:

- a) is less than eighteen (18) years of age;
- b) has the status of a bankrupt;
- c) is an Excluded Person, except as otherwise provided in this By-law;
- d) has been found to be incapable of managing property pursuant to the *Substitute Decisions Act*, 1992 or under the *Mental Health Act*; or
- e) has been found to be incapable by any court in Canada or elsewhere.

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Appendix B - Position Description

Application		
This position description applies to all elected and ex-officio directors and is provided to Directors before they are recruited for appointment to the Board. A director who wishes to serve on the Board must confirm he/she will abide by the position description.		
Purpose		
Muskoka Algonquin Healthcare is committed to achieving excellence in the quality of its governance and has adopted this position description describing the responsibilities and expectations of directors. As a member of the Board, and in contributing to the collective achievement of the role of the Board, the individual Director is responsible for the following:		
Fiduciary Duties	Accountability	Education
Each is expected to act ethically, honestly, in good faith and in the best interest of MAHC and in so doing, supports MAHC in fulfilling its mission and mandate and in discharging its accountabilities. A Director exercises the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Directors with special skill and knowledge are expected to apply that skill and knowledge to matters that come before the Board.	A Director's fiduciary duties are owed to the Corporation. A Director does not represent the specific interests of any constituency. A Director acts and makes decisions that are in the best interest of MAHC as a whole. A Director shall be knowledgeable of the stakeholders to whom MAHC is accountable and shall appropriately take into account the Interests of such stakeholders when making decisions, but shall not prefer the interests of any one group if to do so would not be in the best interest of MAHC.	A Director seeks opportunities to participate in education events and be informed about the Board and the key issues at MAHC and in the broader health care system through review of the Board Orientation Manual, participation in Board orientation and ongoing Board education.
By-laws and Policies	Teamwork	Community Representation and Support
A Director will be knowledgeable of and comply with the By-laws, Board and Hospital policies that are applicable to the Board, including: • Code of Conduct • Confidentiality Policy • Conflict of Interest Policy	A Director will work positively, cooperatively and respectfully with others in the performance of his or her duties while exercising independence in decision making.	A Director will represent the Board and Hospital in the community when asked to do so by the Board Chair. Directors are expected to support the Foundations/Auxiliaries, and are strongly encouraged to provide financial support to both Foundations in accordance with their means and shall support the Hospital, Foundation and Auxiliaries through attendance at events.

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Time and Commitment	Contribution to Governance	Continuous Improvement
A Director is expected to commit the time required to fulfill Board and committee responsibilities. All Directors are expected to serve on two standing Board standing committees following one year service. Committees generally meet bi-monthly.	Directors are expected to make contribution to the governance role of the Board through: • Reading materials In advance of meetings and coming prepared to contribute to discussions; • Offering constructive contributions to Board and Committee discussions; • Voicing conflicting opinions during meetings but respecting the decision of the majority even when the Director does not agree with it; • Respect the role of the Chair; • Participate in Board evaluations and annual performance reviews.	A Director is committed to a process of continuous self-improvement as a Board member. All Directors participate in evaluation of the Board and in individual Directors peer assessment and act upon results in a positive and constructive manner.
Term and Renewal		
A Director Is elected for a term of three years and may serve for a maximum of 9 years. A Director's renewal is not automatic and is dependent upon an analysis of the Board skills and experience required as well as the Director's performance.		

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