



Board of Directors  
Policy Manual

Subject: **PERFORMANCE  
EXPECTATIONS OF INDIVIDUAL  
DIRECTORS**

Policy # 5-280

Approved by: Board of Directors

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July 2008 (rc), Apr 2013 (r), May 2019 (r)

## **POLICY**

A Director will act in a manner that is reflective of the Hospital's mission, vision, values and accountabilities and in accordance with his or her fiduciary responsibility.

## **PURPOSE**

To ensure that Directors have an understanding of the performance expectations inherent in their positions.

## **PROCEDURE**

1. **Accountability:** A Director is accountable to act honestly, in good faith and in the best interests of the Hospital, and in so doing, to support the Hospital in fulfilling its mission . A Director carries out his or her responsibilities in recognition of a fiduciary responsibility and does not represent the interests of any constituency or individual.
2. **Exercise of authority:** A Director respects the responsibilities delegated by the Board to the CEO, management, and the medical staff, avoiding interference with their duties but insisting upon accountability and reporting mechanisms for assessing performance.
3. **Chain of command:** If a member of the community or medical staff brings a specific issue, concern or complaint to a Director, the Director will handle it through appropriate channels. In general, complaints and concerns about hospital operations or medical staff issues should be directed to the CEO who will notify the Chair. Unresolved matters should be brought to the Board, or to a Board committee, only after consultation with the CEO and after other avenues for resolution have been attempted.
4. **Attendance:** A Director should strive to attend all Board meetings, assigned committee meetings, and Board retreats. All Directors are expected to serve on one or more committees.
5. **Participation:** A Director comes to meetings prepared, asks informed questions, and makes a positive contribution to discussions. A Director develops and maintains positive relationships and works cooperatively and respectfully with the Board Chair, other Directors and senior management.
6. **Confidentiality:** A Director does not disclose proprietary, sensitive or personnel- related information.

7. **Public support:** A Director explains and supports the decisions and policies of the Board in discussions with outsiders, even if the Director voiced other views during a Board discussion.
  8. **Conflict of interest:** A Director avoids conflicts of interest and fully complies with the Board's conflict of interest policy and other policies on individual conduct.
  9. **Education and Self-Improvement:** A Director takes advantage of opportunities to be educated and informed about the Board, the organization, and the health care field. The Director is continually seeking ways to improve his or her performance on the Board.
  10. **Evaluation:** A Director participates in the evaluation mechanisms of the Board.
  11. **Legal:** A Director complies with the Hospital's Articles, By-Laws and Board Policies.
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