

TERMS OF REFERENCE FOR A DIRECTOR**BRD 140****INTRODUCTION**

A Director of the Board of Northern Health (the “Board”) is responsible for ensuring the organization is being properly managed and is complying with laws affecting the organization.

A Director is expected to meet the following fundamental obligations, in accordance with BRD210 Code of Conduct and Conflict of Interest Guidelines for Directors

A Director brings their expertise to bear on organizational matters under consideration.

DUTIES AND RESPONSIBILITIES OF A DIRECTOR

1. Directors have a fiduciary responsibility to Northern Health. Directors will:
 - a. Act honestly and with good faith.
 - b. Exercise reasonable skill, care and diligence in conducting business of the Board.
2. Directors have strategic oversight responsibility. Each Director will:
 - a. Demonstrate an understanding of the organization's strategic direction.
 - b. Contribute and add value to discussions regarding the organization's strategic direction.
 - c. Provide strategic advice and support to the President and Chief Executive Officer (the “CEO”).
 - d. Participate in monitoring and evaluating the success of the organization and the CEO in achieving established goals and objectives, including participation in the annual CEO performance planning and review process.
3. Directors will meaningfully participate in all activities of the Board. Each director will:
 - a. Participate in the annual Board evaluation and the evaluation of individual directors.
 - b. Prepare for all Board and committee meetings by reading the meeting material packages distributed in advance.
 - c. Attend and participate in all Board and committee meetings, for the full duration of the meeting, and attend in person unless there are extenuating circumstances.
 - i. The target is 100% attendance. Anything less than 80%, without extenuating circumstances, would create difficulties for the Board. Where a Board member anticipates an inability to meet the attendance requirements, they will discuss the circumstances with the Board Chair to

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- determine an appropriate course of action. This may include an unpaid leave of absence or potential resignation from the Board.
- d. Have the confidence and will to make tough decisions, including the strength to challenge the majority view.
 - e. Represent all regions of the north fairly and not unnecessarily engage in advocacy for their home community.
 - f. Advise the CEO and the Chair in advance when introducing significant and/or previously unknown information or material at a Board or committee meeting.
 - g. When called upon by the Chair, speak on behalf of the Board in instances where the Board Chair is not available (see BRD220).
 - h. Attend other meetings attending to business of the Board, at the direction of the Board Chair, which may include meetings with local, municipal and provincial government, First Nations and Métis organizations, Members of the Legislative Assembly (MLAs), non-government organizations (NGOs), North Central Local Government Association (NCLGA), Union of British Columbia Municipalities (UBCM), Regional Districts, and Regional Hospital Districts.
4. Directors will be knowledgeable about the organization's operations, the provincial health care system and the population served. Each director will:
- a. Become generally knowledgeable about the organization's services and structures, general health care issues, and how the organization fits into the provincial health care system.
 - b. Maintain an understanding of the regulatory, legislative, social and political environments within which the organization operates.
 - c. Participate in Director orientation and education, as developed by the organization from time to time.
 - d. Become acquainted with the organization's senior management.
 - e. Become generally knowledgeable about the population served and the partners of Northern Health, such as:
 - i. Local & municipal governments
 - ii. provincial government political leaders e.g. MLAs
 - iii. First Nations Health Authority, Metis Nation of BC, First Nations Health Council – Northern Regional Caucus, and First Nations communities in the north
 - iv. NGOs (Alzheimer Society, Canadian Cancer Society, Canadian Red Cross etc.)
 - v. North Central Local Government Association (NCLGA) & Union of British Columbia Municipalities (UBCM)
 - vi. Other provincial Ministries and government bodies
 - vii. Regional Districts (RD) & Regional Hospital Districts (RHD).

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