



Position Description for Elected Director			
Category:	Governance	Effective Date:	NEW April 24, 2025
Review cycle:	Biannual	Supersedes:	
Approved by:	Board of Directors – April 24, 2025		

OVERVIEW

A Board's composition should reflect a blend of expertise, experience, external contacts and personal characteristics that, assembled together as a team, advance the mission of the organization.

A knowledge-based board focuses on recruiting individuals with the skills, competencies, and experience that are needed to move the organization toward achievement of its mission.

TERM

Outlined in section 3.3 of the Corporate Bylaw

- (a) The Directors of the Corporation elected or appointed pursuant to Section 3.1(a), shall hold office for a term of three (3) years unless it is deemed necessary to elect or appoint a Director(s) for a two (2) year term to assist with succession planning. The length of a Director's term will be specified at the time the Director is elected or appointed.
- (b) No Director elected or appointed pursuant to Section 3.1(a) shall be elected or appointed for more terms than will constitute six (6) consecutive years of services, except where a majority of the Board approves any such additional terms.

SELECTION:

The Governance Committee is responsible for identifying, reviewing, and recommending individuals to the Board to serve as Elected Directors, in accordance with the Corporate By-laws. All nominations for Directors must be approved by the Members of the Corporation at the Annual Members Meeting or a Special Meeting of the Corporation.

RESPONSIBILITIES:

1.0 Membership in the Corporation

Elected Directors of the Board are also Members of the Corporation, as outlined in Section 2.1 of the TVFHT By-laws. As Members, Directors have the right to attend and vote at meetings of the Corporation, including the Annual General Meeting (AGM), and are subject to the rights and responsibilities of membership as defined in the By-laws.

2.0 Accountability and Fiduciary Duties

A Director acts ethically, honestly, in good faith and in the best interests of Thames Valley Family Health Team and in so doing, supports TVFHT in fulfilling its mission and mandate, and 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 does not represent the specific interests of any constituency. A Director acts and makes decisions that are in the best interest of TVFHT as a whole. A Director adheres to the vision, mission and guiding principles of TVFHT and complies with the Ontario Not-For Profit Corporations Act, Corporate By-laws, applicable laws and regulations and Board policies.

Understanding of the responsibilities of the Board as defined under the Corporate Bylaws section 3.8 and 3.9.

3.0 Exercise of Authority

A Director carries out the powers of office only when acting as a member during a duly constituted meeting of the Board or one of its committees. A Director respects the responsibilities delegated by the Board to the Executive Director and Medical Director, avoiding interference with their duties but insisting upon accountability to the Board and reporting mechanisms for assessing organizational performance.

4.0 Conflict of Interest

A Director should not be placed in a position where personal interests conflict with those of TVFHT. A Director complies with the Conflict-of-Interest provisions in the By-laws (Section 3.10) and Board-approved policy.

Directors must disclose actual, potential, or perceived conflicts of interest at the earliest opportunity, as outlined in TVFHT's Conflict of Interest policy and By-law Section 3.10. If a conflict is declared, the director must abstain from discussions and votes on the matter. The Board will determine the appropriate course of action based on policy guidelines.

5.0 Team Work

A Director works positively, cooperatively and respectfully with others in the performance of their duties while exercising independence in decision-making.

6.0 Participation

A Director reviews pre-circulated material and comes prepared to Board and committee meetings and educational events, asks informed questions, and makes a constructive contribution to discussions.

7.0 Dissent and Voting Obligations

A Director who disagrees with a Board decision may formally dissent to ensure their objection is recorded.

- If present at a meeting, a Director may request that their dissent be recorded in the minutes before or immediately after the vote.
- If absent from a meeting, a Director is deemed to have agreed with decisions made unless they submit a written dissent to the Board Chair or Secretary within a reasonable timeframe.
- Directors may not abstain from voting unless they have declared a conflict of interest, in which case they must recuse themselves from discussion and voting, as outlined in TVFHT's Conflict of Interest policy.

8.0 Board Solidarity

The official spokesperson for the Board is the Chair or the Chair's designate. A Director supports the decisions and policies of the Board in discussions with the public, even if the Director holds another view or voiced another view during a Board discussion or was absent from the Board meeting. A Director refers requests for statements on behalf of the Board to the Board Chair. The Board Chair may delegate their responsibility for representing and acting as spokesperson for the Board to other Directors, as required.

9.0 Confidentiality

A Director respects the confidentiality of in-camera Board discussions and information, and such other Board discussions as deemed to be confidential by the Board, in alignment with By-law Section 3.11.

10.0 Time and Commitment

A Director is expected to commit the time required to fulfill Board and committee responsibilities. A Director is expected to attend a minimum of 2/3 of the meetings of the Board and 2/3 of committee meetings of which they are a member. Directors who fail to meet the attendance requirements are subject to review and will be deliberated by the Board, and Board Directors will vote on the matter. (Board & Board Committee Attendance Policy)

All Directors are expected to serve on at least one Board committee (exceptions to be approved by the Board) and to represent the Board and TVFHT in the community when reasonably requested by the Board Chair.

11.0 Competencies

A Director actively contributes specific expertise, skills and other attributes that are needed on the Board. See attached Skills matrix.

12.0 Education

A Director seeks opportunities to be educated and informed about the Board and the key issues in TVFHT and broader health care system through review of the Board Orientation Manual, participation in Board orientation, ongoing Board education and maximizes use of information and resources on the Board Teams Channel.

13.0 Self-Evaluation and Continuous Improvement

A Director is committed to a process of continuous self-improvement as a Board member. All Directors participate in the Board's formal evaluation process and act upon results in a positive and constructive manner, in alignment with TVFHT's By-laws and governance practices.

14.0 Financial Oversight

Directors share collective responsibility for financial oversight of TVFHT. This includes reviewing and approving budgets, monitoring financial performance, and ensuring adherence to financial policies and regulatory requirements, as outlined in the TVFHT By-laws.

Amendment:

This role description may be amended by the Board of Directors.