



POLICY NUMBER	GP – 4
ISSUING AUTHORITY	Board of Directors
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ISSUE DATE:	December 19, 2012
REVIEW DATE:	September 13, 2023
REVISE DATE:	September 26, 2023

SUBJECT: **Governance Process**
BOARD OF DIRECTORS APPOINTMENT AND JOB DESCRIPTION

APPOINTMENT POLICY:

Qualifications. Any resident of Manitoba may be nominated for the Board or nominate a person or persons, including himself or herself. Appointments to Boards are designed to represent a broad cross-section of skills, interests, experience and expertise. Eligibility requirements are established by the Minister. Directors will be issued Mandate Letters and will be required to complete Conflict of Interest Declarations.

Term of Office. Directors are appointed for a term not exceeding three years. If re-appointed, a Director may serve for a maximum of six consecutive years.

Filling a Vacancy. Upon the occurrence of a vacancy, either through resignation or Member ceasing to meet eligibility requirements set by the Minister, the Board shall notify the Minister and the Minister may appoint a new Director either to complete the term or to a new term.

Vacation of Office. Office is vacated if a Director resigns; is deemed incompetent by an appropriate court; dies; no longer meets eligibility requirements or misses three regular consecutive regular meetings of the Board or fails to attend 80% of meetings in any 12-month period without approval by resolution of the Board.

Resignation. Normally a resignation will be submitted in writing by the Director and the resignation will be effective either on the date indicated or if a date is not provided, on the date of receipt of the written resignation, whichever is later.

However, should a Director meet the criteria for “Vacation of Office” and a resignation is not submitted in writing, the confirmation of departure and date will be determined in consultation with the Board and the Minister advised.

Removal. A Director may be removed from the Board by the Minister, in consultation with the Board, where such Director has failed to observe or abide by the Act and the Regulations, the By-Laws of the Region, the policies established by the Board and/or is not carrying out his/her responsibilities as a Director.

JOB DESCRIPTION POLICY:

While carrying out and exercising its responsibilities, duties and powers under *The Health System Governance and Accountability Act*, the job of the Board is to establish organizational direction and vision, provide leadership and ensure organizational objectives are attained. In concert with its mandate, as delivered by the Minister(s) responsible for Health, this direction is founded on respect for Southern Health-Santé Sud's values, evidence based decision-making and stakeholder input.

The Board ensures that the business and activities of Southern Health-Santé Sud are carried out in accordance with legislation, policies, regulations and By-laws.

While operating primarily with the principles of Policy Governance® as a foundational element, the Board practices its leadership in three modes of governance:

- oversight; the Board focuses on its legal responsibilities and fulfills its fiduciary duties of care, loyalty and obedience.
- foresight: the Board ensures that a well-articulated strategy is in place and that its implementation is monitored regularly.
- insight: board members reflect broadly, participate and encourage sharing various viewpoints on issues.

The Board:

1. Acts in the interest of and is accountable to its legal and moral ownership including the residents of Southern Health-Santé Sud, the people of Manitoba and the Minister(s) responsible for Health.
2. Provides opportunity for community consultation and engagement in a manner that maintains public confidence in the health system and demonstrates appropriate transparency.
3. Represents the Region as a whole and not any particular community of interests as detailed in the Act, and the RHA General By-Law No. 1.
4. Develops written governing policies which address:
 - 4.1 *The Board's Statement of Purpose which is reflective of Southern Health-Santé Sud's Vision, Mission and Values:* Broad goals that illustrate the outcomes intended by the Board for Southern Health-Santé Sud.
 - 4.2 *Executive Limitations:* Constraints on executive authority which establish the boundaries within which all executive activity and decisions must take place. Executive Limitations are the Board's risk management policies.
 - 4.3 *Governance Process:* Specification of how the Board conceives, carries out and monitors its own task and performance.
 - 4.4 *Board-CEO Linkage:* Hiring of a CEO, delegating authority, monitoring and evaluating.
5. Regularly monitors compliance to its policies and strategies and evaluates CEO performance
6. Fosters and supports a culture of integrated people centered care, quality and safety throughout the organization.