

**THE PERLEY AND RIDEAU VETERANS' HEALTH CENTRE  
(PERLEY RIDEAU) BOARD MEMBERS' TERMS OF REFERENCE**

**Preamble**

A Director's over-riding responsibility is to ensure that the Perley Rideau is primarily the home of its residents and that it is operated so that it is a place where they may live with dignity and in security, safety and comfort and have their physical, psychological, social, spiritual and cultural needs adequately met.

In fulfilling this responsibility, Directors must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and take such measures as necessary to ensure that the corporation complies with requirements under the law. They must always act in good faith and in the best interests of the Perley Rideau.

Directors shall be guided in all their deliberations by the applicable governing legislation, the Perley Rideau's Supplementary Letters Patent, Bylaws and Directives, its Code of Ethics, and the Board's Code of Conduct.

**Expectations**

Commitment. Directors must be ready, willing and able to commit significant personal time if they are to fulfill their governance duties of diligence, loyalty and care.<sup>1</sup>

Attendance. Directors are expected to regularly attend scheduled Board meetings and meetings of those committees on which they have agreed to serve. In addition, Directors are expected to participate in selected public events conducted by or on behalf of the Perley Rideau. From time to time they may be called upon to promote the work of the Perley Rideau and advocate for its interests.

Preparation. Directors are expected to come to Board and Committee meetings fully prepared to deliberate agenda issues and recommend action. This requires:

- Regular reading of the health care environmental scan materials provided by management on the evolving situation in health care in Ontario, with particular attention to issues relating to long term care and other care services for the frail and elderly;

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<sup>1</sup> See the Code of Conduct for the Board of Directors

- Working knowledge of the Perley Rideau's governing documents, Strategic Plan, and policies;
- Reading in on distributed materials provided with the agenda; and
- Discussing evolving issues with their mentor or Board colleagues.

Participation. Directors are expected to participate in Board and Committee deliberations by:

- Making informed interventions based on their personal perspective and life-experience.

Comportment. Directors are expected to conduct themselves in accordance with the Code of Conduct for the Board of Directors<sup>2</sup>. In particular, they are expected to maintain a spirit of collegiality and respect for the collective decisions of the Board and to subordinate any personal interests to the best interests of the Perley-Rideau.

Evaluation. Directors are expected to participate in a continuous process of evaluation assessing:

- The performance of the Perley Rideau in fulfilling its mandate, vision and mission;
- The effectiveness of the Board of Directors; and
- Their own contribution to the Board.

Resignation. A Director facing any of the following situations should consider either resigning from the Board or declining to put his name forward for re-election for a subsequent term as a Director:

- A personal breach of ethical propriety;
- Inability to support a particular Board decision; or
- Inability to continue the necessary commitment to make a significant contribution to the effective governance of the Perley Rideau.

**Approved by the Board of Directors on the 6<sup>th</sup> day of November, 2008**

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Chair of the Board

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<sup>2</sup> Ibid.