

Terms of Reference

New Brunswick Regional Health Authorities

Boards of Directors

As cited in the *Regional Health Authorities Act*, the business and affairs of each regional health authority shall be controlled and managed by a board of directors consisting of 15 voting members, seven (7) appointed by the Minister, eight (8) elected by the public, and three (3) non-voting members: the chief executive officer (CEO), the chairperson of the professional advisory committee (PAC) and the chairperson of the medical advisory committee (MAC). The following outlines the role of the Board as well as of the individual Directors.

Role of the Board

1. Directors oversee the management of the business and affairs of the regional health authority. The Board has the following responsibilities:
 - (a) **Planning.** Oversee the development and implementation of the strategic, financial and operating plans, including annual targets.
 - (b) **Risk Management.** Monitor the opportunities and risks of the regional health authority and ensure the implementation of appropriate solutions to manage these risks.
 - (c) **Policy.** Approve, amend and monitor compliance with significant organizational policies by which the regional health authority is operated.
 - (d) **Performance.** Review progress with respect to the achievement of the goals established in the strategic and business plans on a regular basis.
 - (e) **Financial.** Approve financial statements and major financial decisions.
 - (f) **Reporting.** Ensure that the financial results are reported fairly and in accordance with generally accepted accounting principles. Ensure that the social and financial performance of the regional health authority is adequately reported to Government on a timely and regular basis.
 - (g) **Communications.** Ensure the board maintains open and clear communications with the medical and professional staff, in accordance with the by-laws, in the interest of optimal patient care and service. Ensure that the regional health authority communicates effectively with Government, stakeholders and the public generally, including effective means to enable stakeholders to provide feedback and communicate with senior management and the board.
2. The Board need not rely entirely on its own expertise or that of management for all decisions. It may call upon expert advice to offer an opinion when required, in order to assist with informed decision making.

Role of Directors

1. By common law, a director must exercise a degree of care and skill that a reasonably prudent person would exercise in similar circumstances. The standard depends on the particular characteristics the director brings to the position in relation to the issues before the board.
2. A director should attend all meetings of the board in their entirety, and devote the necessary time and attention to be able to make informed decisions on issues.
3. A director will participate fully and frankly in the deliberations and discussions of the Board.
4. A director will participate in committees created by the board to provide more detailed review of important areas of responsibility.
5. A director will provide strategic advice and support to the Chief Executive Officer, who is appointed by the Minister and charged with the day-to-day leadership and management of the regional health authority. A director will understand the difference between governing and managing, and will not interfere with the areas of responsibility of the Chief Executive Officer and staff.
6. A director should be satisfied that the regional health authority is being properly managed and in compliance with the law.
7. A director will participate in monitoring and evaluating the success of the regional health authority and the CEO.

Knowledge of Directors

1. A director will understand the operations of the regional health authority, its governance structure, and strategic direction.
2. A director will be knowledgeable about health care issues and how the regional health authority fits within the provincial health care system.
3. A director will understand the regional health authority's regulatory, legislative, social and political environment.
4. A director will participate in orientation sessions and continuing education programs when they are offered.
5. A director should be prepared for meetings of the board by reading all reports and other materials in advance.

Directors' Position of Trust

1. A director will act honestly and in good faith and in the best interests of the regional health authority and the Province of New Brunswick. S/he will demonstrate a high ethical standard.
2. A director will demonstrate good judgment, openness to the opinions of others, and an ability to interact constructively and appropriately with colleagues and staff. A director will have the confidence and desire to make difficult decisions for the benefit of the province.
3. Although directors are elected or appointed to bring special expertise or a point of view to Board deliberations, the best interests of the regional health authority must be paramount at all times. A director does not act for a particular constituency or group within the regional health authority.
4. A director must not act for personal gain or profit and must disclose to the board any personal interest s/he has in a matter that is before the board.
5. A director must maintain the confidentiality requirements established by the board.
6. Once a decision has been made by the board, the director will support the decision.