

Role Description of the Board of Directors

1. Fiduciary Duty and Duty of Care:

A Division Board Member is a fiduciary, meaning a person who holds a legal and ethical responsibility to care for the money or other assets of the organization. As a fiduciary you must act ethically, and in good faith with a view to the best interests of members. In so doing, you are expected to support the mission. You are expected to exercise care and diligence to a reasonable standard.

2. Overarching Responsibilities and Accountabilities of the Board:

- Sets, maintains, and commits to the vision, mission and values
- Develops strategy and makes strategic decisions
- Keeps up to date with issues and trends that affect the mandate of the governance entity
- Adheres to the respective governance model
- Understands and monitors financial affairs
- Avoids any potential conflicts of interests
- Understands and maintains confidentiality
- Does not represent the specific interests of any constituency or group
- Acts and makes decisions that are in the best interest of the governance entity
- Creates and/or approves policies
- Ensures compliance with governing documents
- Ensures accountability and compliance with laws and regulations
- Ensures attendance of and adequate preparation for meetings.

3. Types of Board Members and Role Information:

Two Types of Board Members

There are two types of directors

1. FP Member Directors – General Members in good standing can serve as a FP Member Director, each term being two (2) years in length.
2. Resident Member Directors – Resident Members in good standing can serve as a Resident Member Director, each term being for one (1) year in length.

[Please note: Associate Members (e.g. retired members) are ineligible for nomination to the board and are ineligible to nominate a member for a board position.]

Number of Board Positions and Term Limits

The board is **comprised of 8 members**: seven (7) FP Member Directors and one (1) Resident Member Director physician. For all types of directors, there will be a **limit of three (3) consecutive terms**, after which a Member is not eligible for re-election as a Director until they have ceased to be a Director for at least one (1) year.

Board Connection to PCN Steering Committees

The Division Board supports members' interests and the PCN Steering Committees represent the primary care interests in that specific geographical area (there are six [PCNs in Vancouver](#)). To ensure both governance interfaces are in harmony and support one another, when elected FP board members are automatically a member on both of these governance bodies. Specific training is provided for both roles.

How the two board Roles Differ:

All board members abide by the overarching responsibility and accountabilities that have been listed. However, there are differences between the two board roles as noted by the following table:

<u>FP Member Directors</u>	<u>Resident Member Director</u>
<ul style="list-style-type: none"> • Attends meetings (Board and PCN SC meetings) • FP Member Directors are appointed as a convener for one of six PCN Steering Committees in Vancouver (with the exception of the Board Chair) • Conveners work with the meeting facilitator to ensure a consensus-based approach to the strategic leadership and direction provided by the committee as they help guide effective delivery of primary care in each PCN 	<ul style="list-style-type: none"> • Attends meetings (Board and PCN SC meetings) • Represents the Resident experience and thoughts to the Board and the Division • Acts as the Board lead for resident engagement events • Works as an ambassador to engage residents in the Division community • Works with the Division to continue to evolve the role of the position