

 <p>Santé Bruyère Health</p> <p>POLITIQUES ET PROCÉDURES</p> <p>APPROVISIONNEMENT ET LOGISTIQUE PROCUREMENT AND LOGISTICS</p> <p>POLICIES AND PROCEDURES</p>	Numéro / Number: GOVERNANCE 06		
	Sujet / Subject: CONFLIT D'INTÉRÊTS (CODE D'ÉTHIQUE) / CONFLICT OF INTEREST (CODE OF ETHICS)		
	En vigueur le / Effective date : 2008-01	Révision antérieure / Past review date : 2015-05; 2020- 02	Date de la révision / Revision date : Sept. 14, 2024
	Application / Applies to : HÉB/ÉBH, HSV/SVH, RÉB/ÉBR, RSL/SLR		
Actualisation ou service responsable / Policy sponsor or department responsible : Conseil d'administration/ Board of Directors	Approuvé par / approved by : Conseil d'administration / Board of Directors November 21, 2024		

1. PURPOSE

- 1.1 All Directors have a duty to ensure that the integrity of the decision-making processes of Bruyère. (the “**Corporation**”) Board of Directors (the “**Board**”) are maintained by ensuring that they and other Directors are free from all conflicts in their decision making. It is inherent in a Director’s fiduciary duty that conflicts of interest be avoided or disclosed. It is important that all Directors understand their obligations when a conflict of interest, including a potential or perceived conflict of interest, arises.

2. SCOPE

- 2.1 This policy applies to all officers (as defined below), elected and *ex-officio* Directors of the Board (collectively referred to as “**Directors**” for the purposes of this policy), and to all Community Experts and, where the context requires or it is otherwise appropriate, the term Director, when used in this policy, shall include such persons.

3. DEFINITIONS

- 3.1 “**Act**” means the *Not-for-Profit Corporations Act, 2010* (Ontario).
- 3.2 “**Bruyère Administrative By-laws**” means the Corporation’s general operating by-laws.
- 3.3 “**associate**” refers to any individual with a relationship to a Director, personal, business or professional, that could impede the ability of the Director to exercise independent judgement in the discharge of their duties as a Director.
- 3.4 “**Community Experts**” are non-Director Committee members identified from the community at large as possessing the expertise required to provide Board Committees with additional skills and experience from time to time, and include Community Representatives, as defined in the Bruyère Administrative By-laws.

3.5 “conflict of interest”

- (a) A conflict of interest refers to a situation or circumstance that creates a risk or a reasonable perception that a Director’s duty to act solely in the best interest of the Corporation and adhere to the Director’s fiduciary duties is compromised or impeded or unduly influenced by another interest, relationship or duty (be it private, personal or public) of the Director.
- (b) A conflict of interest also includes circumstances where the Director’s duties to the Corporation are in conflict with other duties owed by the Director such that the Director is not able to fully discharge the fiduciary duties owed to the Corporation.
- (c) A Director has a conflict of interest when that Director has the ability to influence directly or indirectly a Board decision or action that leads or could lead to a personal, financial or professional benefit for the Director or a relative or associate of the Director or when a Director’s interest or actions are inconsistent with the best interests of the Corporation.
- (d) All references to a ‘conflict of interest’ in this policy include a reference to an Actual, Potential and Perceived conflict of interest. Conflict of Interest situations may be characterized as:
 - (i) “**Actual**” means that the conflict of interest exists at the present time;
 - (ii) “**Potential**” means that the conflict of interest can reasonably be foreseen to exist in the future; or
 - (iii) “**Perceived**” means that a conflict of interest is perceived by a reasonable observer to exist, whether or not that is the case. There may be cases where the perception of a conflict of interest or breach of duty (even where no conflict exists or breach has occurred) may be harmful to the Corporation, notwithstanding that there has been compliance with the Act and Bruyère Administrative By-laws and policies. In such circumstances, the process set out in this policy for addressing Actual or Potential conflicts and breaches of duty shall be followed.

3.6 “**interest**” means that the Director or the Director’s relative or associate has a personal, pecuniary, financial, employment or ownership interest in, or relationship with, another entity or person.

3.7 “**officers**” means officers appointed by the Board including the Board Chair, the Board Vice Chair(s), the Secretary, the President and CEO, and others who perform functions for the Corporation similar to those normally performed by such officers.

3.8 “**relative**” refers to a Director’s spouse (including common-law and same sex), partner, child, sibling, parent, uncle, aunt, niece, nephew, grandparent, grandchild, step-child,

step-parent, as well as a mother-, father-, son-, daughter-, brother-, or sister-in-law, and any other person living with the Director in a dependant or conjugal relationship.

4. POLICY

4.1 Directors shall make all reasonable efforts to avoid situations in which they may be in a position of conflict of interest. The Bruyère Administrative By-laws also contain provisions with respect to conflict of interest that must be strictly adhered to.

4.2 In addition to the Bruyère Administrative By-laws, the process set out in this policy shall be followed when a conflict of interest arises.

5. EXAMPLES OF CONFLICT OF INTEREST

Due to the range and complexity of the Corporation's activities, it is not possible to provide an exhaustive list of all conflict of interest situations. While some situations will be clearer than others, Directors are urged to err on the side of caution and report Actual, Potential and Perceived conflicts. Conflicts of interest generally arise in the following situations, which are not intended to be an exhaustive list:

5.1 Transacting with the Corporation

When a Director transacts with the Corporation directly or indirectly;

When a Director has a material direct or indirect interest in a transaction or contract with the Corporation;

5.2 Interest of a Relative or Associate

When the Corporation conducts business with suppliers of goods or services or any other party of which a relative or member of the household or associate of a Director is a principal, officer, employee or representative;

5.3 Gifts

When a Director or relative of the Director or any other person or entity designated by the Director, accepts gifts, payments, services or anything else of more than a token or nominal value from a party with whom the Corporation may transact business (including a supplier of goods or services) for the purpose of (or that may be perceived to be for the purpose of) influencing an act or decision of the Board;

5.4 Acting for an Improper Purpose

When Directors exercise their powers motivated by self-interest or other improper purposes. For example, where a decision is made (or not made) to gain an advantage or to avoid a disadvantage. Directors must act solely in the best interests of the Corporation. Directors who are nominees of a particular group must act in the best interests of the Corporation even if this conflicts with the interests of the nominating party;

5.5 **Appropriation of Corporate Opportunity**

When a Director diverts to their own use, an opportunity or advantage that belongs to the Corporation or uses confidential information of the Corporation for their own personal benefit or gain;

5.6 **Duty to Disclose Information of Value to the Corporation**

When Directors fail to disclose information that is relevant to a vital aspect of the Corporation's affairs; and

5.7 **Serving on Other Corporations**

A Director may be in a position where there is a conflict of "duty and duty". This may arise where the Director serves as a Director of two corporations that are competing or transacting with one another. It may also arise where a Director has an association or relationship with another entity. For example, if two corporations are both seeking to take advantage of the same opportunity, a Director may be in possession of confidential information received in one boardroom or related to the matter that is of importance to a decision being made in the other boardroom. The Director cannot discharge the duty to maintain such information in confidence while at the same time discharging the duty to make disclosure. The Director cannot act to advance any interest other than those of the Corporation.

6. **DUTY TO DISCLOSE CONFLICTS OF INTEREST**

6.1 A Director or officer, who is in a position of conflict or potential conflict, shall immediately disclose such conflict to the Board by notification to the Board Chair or Vice-Chair. Where the Chair has a conflict, notice shall be given to the Vice-Chair. A Community Expert, who is in a position of conflict or potential conflict, shall immediately disclose such conflict to the Board by notification to the Committee chair. The disclosure shall be sufficient to disclose the nature and extent of the interest. Disclosure shall be made at the earliest possible time and, where possible, prior to any discussion and vote on the matter.

6.2 The disclosure must be made, at a minimum, in the case of a Director:

- (a) at the meeting where a matter in which the Director has a conflict is first considered;
- (b) if the Director was not then interested in a matter, at the first meeting after the Director becomes so interested;
- (c) if the Director becomes interested after a matter has approved, at the first meeting after the Director becomes so interested; or
- (d) if an individual who has a conflict in a matter later becomes a Director, at the first meeting after the individual becomes a Director.

- 6.3 The disclosure must be made, at a minimum, in the case of an officer:
- (a) forthwith after the officer becomes aware that a matter in which the officer has a conflict is to be considered or has been considered by the Board;
 - (b) if the officer becomes interested after a matter has been approved by the Board, forthwith after the officer becomes so interested; or
 - (c) if an individual who has a conflict in a matter later becomes an officer, forthwith after the individual becomes an officer.
- 6.4 The disclosure must be made, at a minimum, in the case of a Community Expert:
- (a) at the Committee meeting where a matter in which the Community Expert has a conflict is first considered;
 - (b) if the Community Expert was not then interested in a matter, at the first meeting after the Community Expert becomes so interested;
 - (c) if the Community Expert becomes interested after a matter has been approved, at the first Committee meeting after the Community Expert becomes so interested;
 - (d) if an individual who has a conflict in a matter later becomes a Community Expert, at the first meeting after the individual becomes a Community Expert.
- 6.5 The disclosure must be made whether or not a Director, officer, or Community Expert was in attendance at a meeting where the matter was considered.
- 6.6 If a Director or officer has a conflict of interest in a matter that, in the ordinary course of the Corporation's business, would not require approval of the Board or members, the Director or officer shall disclose the conflict of interest to the Board Chair or Vice-Chair, or request to have entered in the minutes of Board meetings, the nature and extent of their interest forthwith after the Director or officer becomes aware of the matter.
- 6.7 A Director may solicit information and advice from sources of their choosing, including other Directors, the Director of Mission, Ethics, Compliance and Client Relations and other staff of the Corporation, as to whether a particular set of circumstances places a Director in a conflict of interest position. Where a Director seeks advice from Corporation staff, the Director must understand that such staff are not obligated to provide any such advice and should recognize that any staff response is provided solely on an advisory, but not determinative, basis.
- 6.8 Directors are required to submit a Conflict of Interest disclosure form upon appointment and annually thereafter. They may also, at any given time, provide general notice to the Board disclosing their relationships and interests in entities or persons that give rise to a conflict of interest.

6.9 A Director may bring a perceived conflict of interest regarding another Director to the attention of that Director or directly to the Chair of that Board at any time.

6.10 Any request for a conflict of interest disclosure to be made in camera shall be made in accordance with policy *GOV 03 - Meetings of the Board of Directors*.

7. ABSTAIN FROM DISCUSSIONS, LEAVE THE MEETING AND DO NOT VOTE

7.1 A Director, officer, or Community Expert who has declared a conflict shall not attempt in any way to influence the matter, shall not attend any part of a meeting during which the matter in which they have a conflict is discussed, and shall not vote on any resolution to approve the matter.

7.2 An exception is made if the matter relates to a contract or transaction for indemnity or insurance under section 46 of the Act.

7.3 If no quorum exists for the purposes of voting on a resolution to approve a matter only because one or more Director(s) or Community Expert(s) are not permitted to be present at the meeting due to a conflict, the remaining Directors or Community Expert(s) are deemed to constitute a quorum for the purpose of voting on the resolution.

8. PROCESS FOR RESOLUTION OF CONFLICT OF INTEREST AND ADDRESSING BREACHES OF DUTY

8.1 Circumstances for Referral

A Director may be referred to the process outlined below where any Director believes that they or another Director:

- (a) has breached their duties to the Corporation;
- (b) is in a position where there is a potential breach of duty to the Corporation;
- (c) is in a situation of conflict of interest; or
- (d) has behaved or is likely to behave in a manner that is not consistent with the highest standards of public trust and integrity and such behavior may have an adverse impact on the Corporation.

8.2 Process for Resolution

- (a) It is preferred that the matter shall be referred in writing, in advance where possible, to the following process:
 - (i) Refer the matter to the Board Chair or where the matter may involve the Board Chair, to the Board Vice-Chair, with notice to the President and CEO. The Board Chair/Vice-Chair and President and CEO will determine if the matter can be decided by the Board Chair; if additional information,

advice or expertise is required; or if the matter should be deferred to an Ad Hoc Subcommittee of the Board for resolution. The Ad Hoc Subcommittee shall report to the Board.

- (ii) If the matter has been referred to the process in section 8.2(a)(i) and the matter is still not satisfactorily resolved, the matter shall be referred to the full Board for decision. A decision of the Board shall be determinative of the matter.
- (b) It is recognized that if a conflict of interest, or other matter referred cannot be decided to the satisfaction of the Board or if a breach of duty has occurred, a Director may be asked to resign or may be subject to removal pursuant to the Bruyère Administrative By-laws and the Act.

9. **REFERENCES**

- Bruyère Administrative By-law - revised May 17, 2024
- OHA *Guide to Good Governance Third Edition*
- GOV17 (Director Roles and Responsibilities of Board Director)
- GOV18 (Officer Roles and Responsibilities)

** In case of doubt, the English version of this policy takes precedence over the French.*



Bruyère Health Board of Directors Code of Conduct for Directors and Committee Members

Purpose

Bruyère Health is committed to maintaining high standards of governance and integrity, ensuring that directors act solely in the best interests of the corporation. This Code of Conduct (the “**Code**”) outlines the duties and expectations of all persons serving on the Bruyère Health board of directors (the “**Board**”) and on Board committees.

Application

This Code of Conduct (the “**Code**”) applies to all directors, including ex officio directors and non-director Board committee members, and where applicable, administrative support staff. All persons subject to this Code will complete a declaration of commitment to, and compliance with the Code, which must be renewed and re-signed annually.

Respectful Conduct

Directors and committee members bring diverse backgrounds, skills, and experiences to the Board. While debates may arise and directors and committee members will not always agree with one another on all issues, debates must always take place in an atmosphere of mutual respect and courtesy.

Roles and Responsibilities

Fiduciary Duties and Accountability:

- As a fiduciary of the corporation, a director must act honestly, and in good faith with a view to the best interests of Bruyère Health, and exercises the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.
- Directors must support Bruyère Health in fulfilling its Mission, respecting its Values and discharging its responsibilities.
- All directors, including *ex-officio* directors, are held to the same duties and standard of care.
- All directors must act and make decisions that are in the best interests of Bruyère Health as a whole; while directors may consider stakeholders' perspectives, they do not represent the specific interests of and cannot prioritizing any specific constituency or group.

Commitment to the Organization’s Mission, Values, and Education:

Directors and committee members must:

- Stay informed about Bruyère Health’s Mission, Values, and operations.
- Understand the health care environment, community needs, and governance roles.
- Participate in orientation sessions, retreats, mentoring programs, and relevant educational opportunities.

Governance Contribution:

Directors and committee members must:

- Offer constructive input and leverage their expertise.
- Respect the views of others while voicing conflicting opinions during deliberations.
- Participate in Board and committee evaluations and act constructively on feedback.
- Avoid and declare conflicts of interest and maintain confidentiality, in accordance with applicable policies.

Teamwork and Community Representation:

All persons subject to this Code must:

- Maintain cooperative and respectful relationships with the Chair, fellow directors, committee members, and management.
- Represent Bruyère Health in the community when requested, ensuring alignment with organizational communication policies.
- Media inquiries must be directed to the Chair of the Board of Directors, the President & CEO, the members of the Communications department and spokespersons designated by Communications.

Participation and Contribution:

Directors and committee members must:

- Dedicate sufficient time to fulfill Board and committee duties. A director must serve on at least one Board committee.
- Attend a minimum of 75% of scheduled meetings, as per the Administrative By-law.
- Prepare for meetings in advance by reading material, contribute constructively to discussions, ask informed questions, and respect the majority's decisions.

Continuous Improvement:

Directors and committee members must commit to ongoing self-improvement and act upon Board evaluation, and peer review results in a constructive manner.

Corporate Duty – Board Solidarity

Directors acknowledge that duly authorized board decisions must be supported by all directors. The Board speaks with one voice. Those directors who were absent or voted against a motion must adhere to and support the decision of a majority of the Directors after the decision has been taken.

Confidentiality

Directors, committee members, and, where applicable, administrative support staff must respect the confidentiality of all corporate information, whether received in meetings or otherwise obtained. They may not disclose or use this information for personal purposes without board authorization. Directors and committee members shall inform their own administrative or support staff who have access to Bruyère Health confidential information that such duty of confidentiality extends to them and shall cause them to agree to comply with such confidentiality obligations. Directors and committee members shall remain responsible for any breach of confidentiality made by their own administrative or support staff.

While directors may represent the hospital in the community, they must do so in a manner that respects their duty of confidentiality.

A breach of this duty occurs when information is used or disclosed without authorization

and/or for purposes unrelated to the activities and affairs of Bruyère Health.

Term and Renewal

A Director is elected for a term of up to two (2) years and shall be eligible for re-election up to a maximum of eight (8) consecutive years of service. While consideration shall be given to an individual's past tenure and experience as a director of the Board, there shall be no automatic re-election or re-appointment for successive director terms.

Approval Date: January 30, 2025

Last Review Date: January 21, 2025

Signature of Director: _____ Date: _____



ANNUAL DECLARATION AND CONSENT TO ACT

To: Bruyère Health (the “**Corporation**”)

And To: The board of directors of the Corporation (the “**Board**”)

Consent

I am an individual elected or appointed to the Board and hereby acknowledge and declare that I:

- (a) consent to act as a director of the Corporation;
- (b) am at least 18 years of age;
- (c) have not been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (d) have not been found to be incapable by any court in Canada or elsewhere;
- (e) do not have the status of bankrupt;
- (f) my principal residence is in Canada;
- (g) am not a person who is an “ineligible individual” under the *Income Tax Act* (Canada) or any regulations made under it; and

I am not an employee or member of the Professional Staff of the Corporation, or the spouse of an employee or member of the Professional Staff of the Corporation.

I am an individual appointed to a Board committee and consent to serve the Corporation as a non-director Board committee member.

Compliance with Policies

I confirm that I have read and understand all the Board-approved policies and codes of conduct and any other applicable policies of the Corporation, as amended or supplemented from time to time (the “**Policies**”), including but not limited to:

- Code of Conduct for Directors
- GOV06 Conflict of Interest (Code of Ethics)

I agree to comply with the *Not-for-Profit Corporations Act, 2010* (the “**Act**”) and the Corporation’s articles, by-laws, and Policies (“**Governance Documents**”).

Conflicts

In accordance with the Act and the Corporation’s Governance Documents, I make the following disclosure:

I have an interest, directly or indirectly, in the following entities, persons, or matters, which includes entities in which I am a director or officer:

This disclosure is a general notice of interest pursuant to the Act and the Corporation’s Governance Documents, and accordingly, I should be regarded as interested in any of the above entities, persons, or matters.

I acknowledge that this disclosure is in addition to my obligations to comply with the Act and the Corporation’s Governance Documents in respect of any specific conflict that may arise.

I confirm that neither I nor a person connected to me (as defined under the *Charities Accounting Act* (Ontario)) are providing goods, services or facilities to the Corporation.

I declare the above information to be true and accurate as of the date hereof.

Notice

Notice for Board and/or Board committee meetings may be sent to me at the address set out below:

Address:

Email:

Telephone:

Attention:

Dated this _____ day of _____, 20__.

Name (please print):