

Board of Directors Application



1. Instructions

- a) To apply to be appointed to a Board committee at Bruyère Continuing Care, you must complete this application and submit it with a copy of your current resume or biographical sketch.
- b) Please submit your completed application and resume by mail or email to the address below:

Secretary of the Board of Directors
Bruyère Continuing Care
43 Bruyère Street, Room 756E
Ottawa, ON K1N 5C8
Tel: 613-562-6262 (x 4093)
catavares@bruyere.org

- c) The deadline for this application is determined annually.
- d) For more information about this application process, please contact Cassandra Tavares, Manager Board Relations, at the above address.

2. Applicant Contact Information

Miss Ms. Mrs. Mr.

Last Name

First Name

Home Address

Street

City

Province, Postal Code

Home Phone

Work Address

Company Name

Street

City

Province, Postal Code

Work Phone

Mobile

E-Mail Address

3. Eligibility Criteria and Conditions of Appointment

- a) Directors must be at least 18 years old.
- b) Undischarged bankrupts are ineligible to serve as members.
- c) Each director is expected to commit the time (on average 10 to 15 hours per month) required to perform board and committee duties. Committee (community) members expected to spend 3 -4 hours per month on committee work.
- d) Directors must fulfill the requirements and responsibilities of the role – for example, preparing for and attending meetings, upholding fiduciary obligations and working cooperatively and respectfully with colleagues. Must comply with legislation governing the corporation, the corporation’s by-laws and policies, and all other applicable rules.
- e) Directors and committee members must sign a declaration confirming their agreement to adhere to their fiduciary duties and board and corporate policies.
- f) As a Catholic healthcare sponsored organization, all director nominations are subject to review and approval by our Sponsor, Catholic Health Sponsors of Ontario.

4. Conflict of Interest Disclosure Statement

- (a) Board and committee members must avoid conflicts between their self-interest and their duty to the corporation. In the space below, identify any relationship with any organization that may create a conflict of interest, or the appearance of a conflict of interest, by virtue of being appointed to the board or board committee.

5. Knowledge, Skills and Experience

- (a) The board seeks a complementary balance of knowledge, skills and experience among board committee members. Please indicate your areas of knowledge, skills and experience by checking the appropriate boxes below:

Knowledge, skills and experience	
Accounting & Finance <input type="checkbox"/> None <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced	Health Care Administration and Policy <input type="checkbox"/> None <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced
Business Management <input type="checkbox"/> None <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced	Information Technology <input type="checkbox"/> None <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced
Clinical <input type="checkbox"/> None <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced	Labour Relations <input type="checkbox"/> None <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced
Construction and Project Management <input type="checkbox"/> None <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced	Legal <input type="checkbox"/> None <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced

Corporate Governance <input type="checkbox"/> None <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced	Public Affairs, Advocacy & Communications <input type="checkbox"/> None <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced
Education & Research <input type="checkbox"/> None <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced	Quality & Safety Performance <input type="checkbox"/> None <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced
Ethics <input type="checkbox"/> None <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced	Risk Management <input type="checkbox"/> None <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced
French Language <input type="checkbox"/> None <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced	Strategic Planning <input type="checkbox"/> None <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced
Human Resources Management <input type="checkbox"/> None <input type="checkbox"/> Basic <input type="checkbox"/> Intermediate <input type="checkbox"/> Advanced	

(a) Please list current or prior governance experience either at the board or board committee level.

(b) Which areas of governance work are of particular interest to you?

(c) Please describe any linkages you have or may have had with other health care groups within the community.

6. Commitment to mission and values

- (a) Directors serve as stewards for the organization. They govern and lead to create an environment that translates the mission and values into policies, programs and strategic direction. Describe in your own words how you can contribute to the mission and values of Bruyère and promote its Catholic identity.

7. Declaration

By submitting this application, I declare the following:

- a. I meet the eligibility criteria and accept the conditions of appointment set out above;
- b. I have read and agree to comply with the following (see *Schedule "A"* attached):
 - i. Duties and Expectations of Directors of Catholic Healthcare Institutions;
 - ii. Roles and Responsibilities of the Board;
 - iii. Roles and Responsibilities of Directors;
 - iv. Conflict of Interest Policy;
 - v. Objects of the Corporation (excerpt from corporate by-laws).
- c. If applying for a director position, and my application to is approved, I agree to act as a Director of the Corporation and, in that capacity, I shall at all times act honestly and in good faith, in the best interest of the Corporation and abide by the Corporation's By-Laws and all governing legislation. I understand that the term that I may serve as a Director is to be determined and that my application must be approved by the corporation's sponsor, Catholic Health Sponsors of Ontario.
- d. I fully understand that any errors in my application may result in my application for consideration as a Director being refused or my Directorship being revoked. I undertake to advise the Corporation immediately in writing of any change in the information contained in this application.

e. I give permission to the Corporation to investigate the references provided below.

	Name	Contact (email and phone)
Reference #1		
Reference #2		

Date (yyyy/mm/dd)	
Name of Applicant (print)	
Signature	

*Thank you for completing this application form and for your interest in joining the
Bruyère Continuing Care Board of Directors.*

SCHEDULE "A" to
Bruyère Director
application form 2018



Responsibilities of Directors



Catholic Health Sponsors of Ontario



Introduction

This document is intended to be used by CHSO organizational boards in concert with the OHA 'Guide to Good Governance,' CHSO's 'Mission Integration' and other governance materials that may be presented to board members from time to time. Directors of Catholic health care organizations act in accordance with the ethics and social justice standards of the Catholic Church, while remaining sensitive to the diversity of patients and residents, staff, volunteers and the local community.

Distinctive Nature of Catholic Health Care

Catholic religious women, with a commitment to Gospel values, began their health care ministry in Ontario over 160 years ago, treating the poor and disadvantaged in the tradition of Jesus' healing ministry. Most, if not all, Catholic homes and hospitals were started at the invitation of the local community and were often the first and only hospital in the community. Over the years the religious Congregations provided resources of personnel and finances to build up the health services.

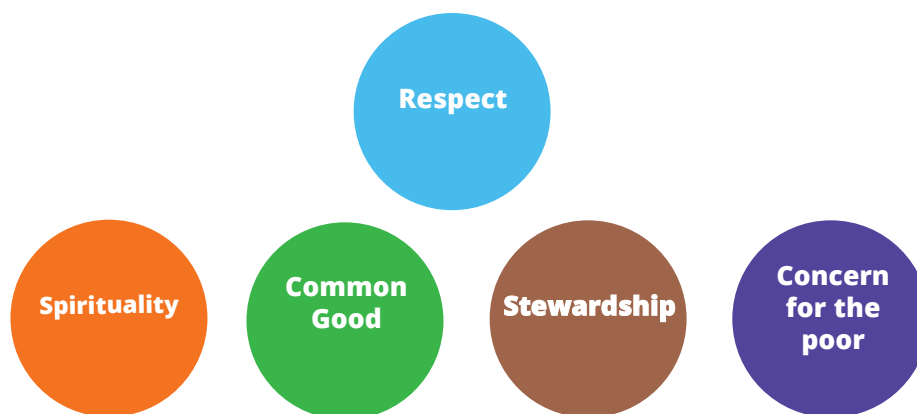
Some of the country's largest and most prestigious organizations were founded by religious orders and remain centres of excellence, combining 'high tech' with 'high touch.' Both the governance and the staffing of Catholic health care organizations rely on people of many faith traditions who willingly participate in this mission and tradition of service.

In this rapidly evolving world, CHSO and its members will have to find effective ways to identify and address the changing needs of the most vulnerable populations in the province.



Core Values

In the midst of rapidly advancing technology, Catholic health care organizations are committed to upholding the values that identify the institution as Catholic.¹

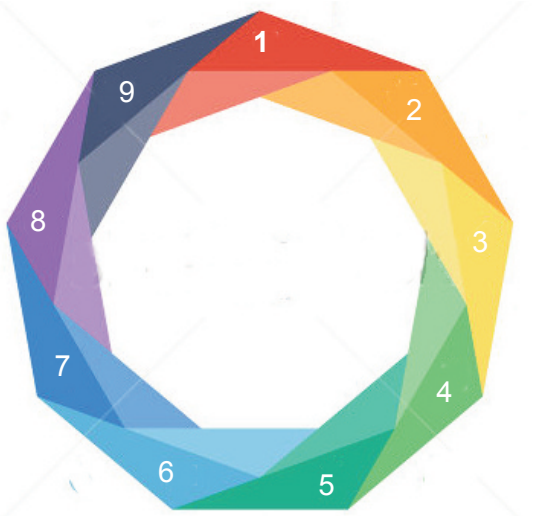


- **Respect for the dignity of all people** provides a framework for decision-making and standards of care that promotes and protects life at all stages from conception until natural death.
- **Spirituality** that provides the hidden energy grounding Catholic health care providers, as individuals and as organizations, with an ongoing call, purpose and meaning.
- From these foundational principles, springs an ethical perspective that focuses on the **common good for all**, in clinical and organizational decision-making.
- **Responsible stewardship** urges us, as informed decision-makers, to respond to social justice issues, and honour the resources of people, goods, and the natural environment in a way that reflects the healing mission of Jesus.
- As the continuation of the congregations' healing ministry of Jesus, Catholic health providers reach out to all people in a manner marked by excellence, inclusiveness and compassionate care, with **special consideration for the voiceless and powerless people in our midst**.

1. See "Fundamental Moral Values" in *Health Ethics Guide*, pp. 14-16, Catholic Health Alliance of Canada, 2012.

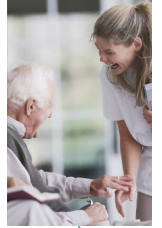


Responsibilities of Directors of Catholic health organizations



1. Govern in accord with the **mission, vision and values**
2. Be **good stewards**
3. Oversee the **management** of the institution
4. **Participate** actively in board meetings
5. **Understand** the letters patent, bylaws and policies
6. Be aware of the **'chain of mission'**
7. Respect the **reserved powers**
8. Ensure **accountability** in board & CEO evaluations
9. Ensure there is an **annual report**

1. Govern the affairs of the organizations in support of and in accordance with the mission, vision and values of the institution, observing the obligations of canon (Church) and civil law as well as the *Health Ethics Guide*.
2. Be stewards of the organizational assets and act with integrity and in the best interests of the organizational corporation, taking into account the interests of the Sponsor, the local community and those most in need.
3. Oversee the management of the organization through the CEO and Chief of Staff, including the quality of services and business affairs.
4. Participate actively at board meetings and ensure the mission, vision and values of the organization and the *Health Ethics Guide* are integrated into the operations.



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5. Understand the obligations imposed on directors by the letters patent, bylaws and policies of the organization.
 6. Be aware of the obligations imposed by the 'chain of mission', and its responsibility for maintaining the mission of the organization from the Church to the Sponsor, to the Governing Board and to the CEO.
 7. Respect the powers reserved to the members (board of CHSO) as set out in the bylaws of the organization.
 8. Ensure the organization's mission, vision and values, philosophy and ethics are realized through the strategic plan and their accountability reflected in the board and CEO evaluations.
 9. Ensure there is an annual report to the members outlining the activities of the organization, including audited financial statements, nomination of directors for election and re-election, recommendations for appointment of the executive of the board and any recommended bylaw changes.

Catholic Health Sponsors of Ontario

Our legacy of caring for the vulnerable

Long before Canada had universal health care, Catholic religious congregations founded health organizations to provide care and treatment for the forgotten – the poor and vulnerable. The value of Catholic health care was clearly understood by the majority of people in society. Catholic health care helped those most in need and went where others wouldn't go, and the organizations were easily identifiable in communities across Ontario.

Statement of the Roles and Responsibilities of the Board

Purpose

To ensure that the Board has a shared understanding of its governance role, the Board has adopted this statement of the Roles and Responsibilities of the Board. In case of doubt, the Bylaws take precedence over the Statement of Roles and Responsibilities of the Board. This document was created in order to support and expand on items provided within the Bylaws.

Roles

The role of the Board is to govern, not manage, the organization. To that end, the Board carries out the following four governance roles:

- Establish the Mission, Vision, Values and Strategic Directions of the organization;
- Make policies and decisions to support the Mission, Vision, Values and Strategic Directions;
- Reports annually and as required to the Members, and seeks approvals as required in areas related to the Members' reserved powers;
- Oversee organizational performance and exercise accountability for results; and
- Build relationships with the organization's key stakeholders.

Responsibilities of the Board

The Board is responsible for the overall governance of the affairs of Bruyère Continuing Care. The Board is responsible for ensuring it operates in accordance with its Bylaws. Each Director is responsible to act honestly, in good faith and in the best interest of Bruyère Continuing Care and in so doing, to support the organization in fulfilling its Mission and discharging its accountabilities. The following outlines the specific responsibilities of the Board:

1) Vision, Mission, Values and Strategic Directions

- The Board participates in the formulation and adoption of Bruyère Continuing Care's Vision, Mission and Values;
- The Board ensures that Bruyère Continuing Care develops and adopts a strategic plan that is consistent with its mission, vision and values, which will enable the organization to realize its vision. The Board participates in the development of and ultimately approves the Strategic Plan;
- The Board oversees Bruyère Continuing Care operations for consistency with the Strategic Directions;
- The Board receives regular briefings or progress reports on implementation of the strategic directions and imperatives;
- The Board ensures that its decisions are consistent with the strategic plan and Bruyère Continuing Care's Vision, Mission and Values;
- The Board annually conducts a review of the strategic plan as part of a regular annual planning cycle;
- The Board ensures the appropriate communication of the corporate identity; and
- The Board ensures that the Values of Bruyère Continuing Care are promoted.

2) Quality, Performance Measurement and Monitoring

- The Board is responsible for establishing a process and a schedule for monitoring and assessing performance in areas of Board responsibility including:
 - ♦ Bruyère Continuing Care's adherence to the provisions of its accountability agreement with the Champlain LHIN;
 - ♦ Oversight of management performance;
 - ♦ Quality of the delivery of patient and resident care;
 - ♦ Financial conditions;
 - ♦ External relations;
 - ♦ Board's own effectiveness;
- The Board ensures that management has identified appropriate measures of performance;
- The Board monitors Bruyère Continuing Care performance against Board approved performance standards and indicators (dashboard); and
- The Board ensures that management has an occupational Health and Safety Program in place;
- The Board ensures that management has a plan in place for crisis situations;
- The Board ensures that management has plans in place to address variances from performance standards indicators and the Board oversees implementation of remediation plans.

3) Financial Oversight

- The Board is responsible for stewardship of financial resources including ensuring availability of, and overseeing allocation of, financial resources;
- The Board approves the annual operating and capital budgets;
- The Board monitors financial performance against budgets;
- The Board approves investment policies and monitors compliance;
- The Board ensures the accuracy of financial information through oversight of management;
- The Board ensures management has put measures in place to ensure the integrity of internal controls;
- The Board recommends the appointment of the Auditor; and
- The Board ensures care, custody and maintenance of the real and personal property entrusted to Bruyère Continuing Care.

4) Oversight of Management including Selection, Supervision and Succession Planning for the President and CEO and the Chief of Staff

- The Board recruits and supervises the President and CEO by:
 - ♦ Developing and approving the President and CEO job description;
 - ♦ Undertaking a President and CEO recruitment and selection process;
 - ♦ Reviewing and approving the President and CEO's annual performance goals;
 - ♦ Reviewing President and CEO performance and determining President and CEO compensation;
- The Board ensures succession planning is in place for the President and CEO;
- The Board exercises oversight of the President and CEO's supervision of Senior Management as part of the President and CEO's annual review;
- The Board develops a process for selection and review of the Chief of Staff and ensures the process is implemented and followed;
- The Board reviews the Chief of Staff performance annually and sets the Chief of Staff compensation;
- The Board oversees the medical staff credentialing, whereby granting and/or revoking physicians' privileges; and

- The Board adopts the Medical Staff Bylaws.

5) Risk Identification and Oversight

- The Board oversees management's Risk Management Program; and
- The Board ensures that appropriate programs and processes are in place to protect against risk.

6) Stakeholder Communication and Accountability

- The Board identifies Bruyère Continuing Care stakeholders and understands stakeholder accountability.
- The Board ensures that Bruyère Continuing Care appropriately communicates with stakeholders in a manner consistent with accountability to stakeholders.
- The Board contributes to the maintenance of strong stakeholder relationships.
- The Board performs advocacy on behalf of the organization with stakeholders where required in support of the Vision, Mission, Values and Strategic Directions of Bruyère Continuing Care.

7) Governance

- The Board is responsible for the quality of its own governance;
- The Board establishes governance structures to facilitate the performance of the Board's role and enhance individual Director performance;
- The Board is responsible for the recruitment of a skilled, experienced and qualified Board.
- The Board ensures ongoing Board training and education;
- The Board periodically assesses and reviews its governance through periodically evaluating Board structures including Board recruitment processes and Board composition and size, number of Committees and their Terms of Reference, processes for appointment of Committee Chairs, processes for appointment of Board Officers and other governance processes and structures; and
- The Board ensures that a Research Ethics Board is in place.

8) Compliance

The Board ensures that appropriate processes are in place to ensure compliance with legal, regulatory and accreditation requirements.



Statement of Roles and Responsibilities for Directors

Purpose

Bruyère Continuing Care is committed to ensuring a high standard in the quality and understanding of governance and has adopted a statement of roles and responsibilities of the Board, describing duties and expectations.

Application

The statement applies to all members of the Board, elected and ex-officio, and community members before appointment to the Board or to any of its Committees.

Roles and Responsibilities for the Board of Directors

As a member of the Board or Board Committees, individual Directors are responsible for the following:

Fiduciary Duties

Each Director is responsible to act honestly, in good faith and in the best interests of the organization and in so doing, to support the organization in fulfilling its Mission and Values and discharging its accountabilities.

A Director is required to apply the level of skill and judgment that may reasonably be expected of a person with his or her knowledge and experience (known as standard of care). Directors with special skill and knowledge are expected to apply that skill and knowledge to matters that come before the Board.

Accountability

A Director's fiduciary duties are owed to the Corporation. The Director is not solely accountable to any special group or interest and shall act and make decisions that are in the best interests of the organization, as a whole. A Director shall be knowledgeable of the stakeholders to whom the organization is accountable and shall appropriately take into account the interests of such stakeholders when making decisions as a Director, but shall not prefer the interest of any one group if to do so would not be in the best interest of the organization.

Commitment to the Organization's Mission and Values

Each Director is responsible to stay informed about the Mission and Values of Bruyère Continuing Care and agrees to uphold and support their meaning.

Education

A Director shall become knowledgeable about:

- The operations of the organization;
- The health care needs of the community served;
- The health care environment generally;
- The duties and expectations of individual Directors;
- The Board's governance role;
- Board's governance structure and processes;
- Board adopted governance Policies; and
- Bruyère Policies applicable to Board members.

A Director will participate in a Board orientation session, orientation to Committees, Board Retreats and Board education sessions. A Director should attend additional appropriate educational conferences as required.

Board Policies

A Director shall be knowledgeable of and comply with the Board Policies.

Teamwork

A Director shall develop and maintain sound relations and work co-operatively and respectfully with the Board Chair, other Directors, members of Committees and Senior Management.

Community Representation and Support

A Director shall represent the Board and Bruyère Continuing Care in the community, where possible, when asked to do so by the Chair.

Time and Commitment

A Director:

- Is expected to commit the time required to perform Board and Committee duties;
- Is expected to sit on at least one Board Committee;
- Is expected to be present at Board and related meetings unless they send regrets. Attendance at meetings is mandatory, unless beyond control. As per Bylaw 10.1, absenteeism from 3 consecutive Board/Committee meetings without regret can result in dismissal from the Board; and
- "In person" participation is encouraged. If this is not possible Directors may participate by teleconference.

Contribution to Governance

Directors are expected to make a contribution to the governance role of the Board through:

- Reading materials in advance of meetings;
- Coming prepared to contribute to discussions;
- Offering constructive contributions to Board and Committee discussions;
- Contributing their expertise and skills;

- Respecting the view of other Directors of Committee members;
- Voicing conflicting opinions during Board and Committee meetings but respecting the decision of the majority even when the Director does not agree with it;
- respecting the role of the Chair;
- avoiding and declaring conflict of interest (refer to GOVERNANCE 06 Conflict of Interest (Code of Ethics));
- ensuring confidentiality;
- respecting the role and Terms of Reference of Board Committees; and
- participating in Board evaluations and annual performance reviews.

Continuous Improvement

A Director shall commit to continuous self-improvement and participation in continuing education programs. A Director shall receive and act upon the results of Board and Committee evaluations in a positive and constructive manner.

Term and Renewal

As outlined in Bylaw 9.1, a Director is elected for a renewable two year term and may serve for a maximum of 10 years. A Director’s renewal is not automatic and shall depend on the Director’s performance.

Consent

I consent to act as a director of the Corporation.

I consent to the participation by any director or member of a committee at a meeting of the board or a committee of the board by such telephone, electronic or other communication means as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously.

Signature of Director: _____ Date: _____

1.0 DÉFINITIONS

- 1.1 **Conflit d'intérêts** : toute activité, situation ou relation qui place une personne dans un conflit **réel, perçu ou éventuel** entre ses intérêts personnels, professionnels, financiers ou autres, ou ceux de ses collaborateurs personnels ou professionnels et ceux de Soins continus Bruyère.
- 1.2 **Administrateur** : tous les membres du conseil d'administration de Soins continus Bruyère, de l'Institut de recherche Bruyère (IRB) et de la Fondation Bruyère et les représentants communautaires des comités du conseil.
- 1.3 **Cadeau** désigne, sans s'y limiter, de l'argent, un repas, un billet ou un laissez-passer pour un événement, une réception, un voyage, de l'hébergement, des biens, des services, des rabais spéciaux, des privilèges ou d'autres récompenses personnelles.

2.0 POLITIQUE

- 2.1 Pour préserver la confiance du public dans l'intégrité de leurs décisions et de leurs activités, les conseils d'administration doivent :
- faire preuve de jugement et éviter les situations de conflit d'intérêts qui pourraient influencer l'exécution de leurs responsabilités et toujours agir dans l'intérêt de Bruyère;
 - identifier les conflits d'intérêts et les traiter de manière juste, transparente, cohérente et pratique conformément à leurs obligations légales et contractuelles.
- 2.2 Les administrateurs d'office sont soumis aux mêmes obligations fiduciaires que les membres ayant droit de vote (confidentialité, loyauté, évitement des conflits, bonne foi, etc.).

1.0 DEFINITIONS

- 1.1 **Conflict of interest**: an activity, situation or relationship that places an individual in a **real, perceived or potential** conflict between his/her personal, occupational, financial, or other interests, or those of his/her personal, occupational or business associates, and those of Bruyère Continuing Care.
- 1.2 **Director**: all board members of Bruyère Continuing Care, Bruyère Research Institute (BRI), the Bruyère Foundation, and community members of Board Committees.
- 1.3 **Gift** includes but not limited to cash, meals, tickets or passes to events, receptions, trips, accommodation, goods, services, special discounts, privileges or other personal rewards.

2.0 POLICY

- 2.1 To maintain public trust and confidence in the integrity of their decision making and activities, Directors shall:
- exercise good judgement, avoid conflict of interest situations that could influence the performance of their responsibilities, and act in the best interest of Bruyère at all times;
 - recognize and deal with conflicts of interest in a fair, open, consistent, and practical manner that is compliant with legislation and contractual requirements.
- 2.2 Ex-officio directors are subject to the same fiduciary duties as voting board members (e.g. confidentiality, loyalty, avoidance of conflicts, good faith, etc.).

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| <p>2.3 Ce processus doit comprendre l'identification, la divulgation et l'évaluation de conflit d'intérêts véritables, perçues ou éventuelles. Les conflits peuvent exister, peu importe les motifs d'une personne.</p> <p>2.4 Le président de chaque conseil a la responsabilité de gérer les conflits d'intérêts connus, de prendre les mesures nécessaires et de surveiller les conditions mises en place pour assurer la conformité.</p> <p>3.0 COMPORTEMENTS À ÉVITER</p> <p>3.1 Il est interdit à un administrateur d'entretenir des relations d'affaires avec Bruyère directement ou indirectement, à moins qu'un contrat ait été obtenu dans le cadre d'un processus d'appel d'offres public et l'administrateur concerné, avant qu'on accorde le contrat, déclare qu'il est en conflit d'intérêt (extrait du règlement de régie interne).</p> <p>3.2 Il est interdit à un administrateur d'utiliser des renseignements confidentiels obtenus dans le cadre de sa participation au conseil ou à ses comités pour son intérêt personnel ou pour celui d'une autre personne ou organisation. Un administrateur doit respecter la confidentialité des renseignements obtenus dans l'exercice de ses fonctions. Un administrateur ne doit pas sciemment divulguer de renseignements à quiconque autre qu'à un autre administrateur à moins qu'il ait l'obligation légale de le faire. Un administrateur doit éviter les activités qui peuvent donner l'impression qu'il a tiré profit de renseignements confidentiels reçus à titre d'administrateur.</p> <p>3.3 Il est interdit à un administrateur de se présenter publiquement comme un représentant de Bruyère, tout en participant à des activités qui pourraient discréditer ou donner lieu à une publicité négative à l'endroit de l'organisation.</p> <p>3.4 Il est interdit à un administrateur d'accepter des cadeaux de patients, de résidents ou de leurs familles, du personnel, de fournisseurs, d'entrepreneurs ou d'autres personnes ou organismes dans le but d'influencer les activités ou les affaires de Bruyère, (ceci vaut également pour la famille ou le conjoint d'un administrateur).</p> | <p>2.3 This process shall include the identification, disclosure, and assessment of real, perceived or potential conflicts of interest. Conflicts may exist regardless of a person's motives.</p> <p>2.4 The Chair of the each Board is responsible to manage recognized conflicts of interest, take necessary action, and monitor the conditions established to ensure compliance.</p> <p>3.0 BEHAVIOURS TO AVOID</p> <p>3.1 Directors shall not enter into a business arrangement or transaction with Bruyère directly or indirectly, unless it has been awarded through a formal public tender process and the related Director has, before the awarding of such business arrangement, declared a conflict of interest (excerpt from Bylaws).</p> <p>3.2 Directors shall not use confidential information derived from participation on the Board or its Committees for personal benefit, or for the benefit of another individual or organization. A Director is expected to respect the confidentiality of any information provided as part of his or her duties. A Director shall not knowingly divulge information to a person other than another Director unless legally required to do so. A Director shall avoid activities which may create appearances that he or she has benefited from confidential information received as a Director.</p> <p>3.3 Directors shall not publicly identify him/herself as representing Bruyère, while engaging in activities that may discredit or bring negative publicity upon the organization.</p> <p>3.4 Directors shall not accept gifts from patients, residents, families, staff, suppliers, contractors or other individuals or organizations for any purpose intended to influence the activities or affairs of Bruyère, (this applies to family members or significant other of Directors). A Director may, however, give or receive modest</p> |
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Cependant, un administrateur peut donner ou recevoir un cadeau modeste (d'une valeur inférieure à 100 \$) comme pratique d'affaire généralement acceptée, à condition qu'il ne s'agisse pas d'argent comptant ou d'autres titres négociables et que l'échange de tels cadeaux ne suscite pas un sentiment d'obligation.

gifts (less than \$100) as a matter of general and accepted business practice, provided this does not include cash or other negotiable instruments and the exchange of such gifts does not create a sense of obligation.

- | | |
|--|---|
| <p>3.5 Il est interdit à un administrateur d'occuper un poste de dirigeant, d'administrateur ou de cadre supérieur au sein d'une organisation ayant des intérêts d'affaire ou financiers dans Bruyère ou ses entités appariées, peu importe si ce service est rémunéré; la présente ne s'applique pas à la participation aux conseils d'administration appariés, soit la Fondation Bruyère et l'IRB.</p> | <p>3.5 Directors shall not serve as an officer, director or any executive position for another organization with competing or financial interests in Bruyère or its affiliates, whether or not remuneration is received for such service, but excluding participation on affiliate Boards such as Bruyère Foundation and BRI.</p> |
| <p>3.6 Il est interdit à un administrateur d'exercer son influence à titre d'administrateur en étant motivé par son intérêt personnel ou à d'autres fins inappropriées.</p> | <p>3.6 Directors shall not exercise power as a Director motivated by self-interest or other improper purposes.</p> |
| <p>3.7 Il est interdit à un administrateur de détourner, pour son utilisation personnelle, une opportunité ou un avantage appartenant à Bruyère ou ses entités appariées.</p> | <p>3.7 Directors shall not divert to his/her own use an opportunity or advantage that belongs to Bruyère or its affiliates.</p> |
| <p>3.8 En aucun cas les administrateurs ne dissimuleront de renseignements concernant un aspect vital des affaires de Bruyère ou de ses entités affiliées.</p> | <p>3.8 Directors shall not withhold information that is relevant to a vital aspect of the affairs of Bruyère or its affiliates.</p> |
| <p>3.9 La présente politique peut aussi s'appliquer à d'autres situations de conflits d'intérêts non mentionnés ci-dessus.</p> | <p>3.9 This policy may also apply to other conflict of interest situations not listed above.</p> |

4.0 ADMINISTRATION ET DIVULGATION

4.0 ADMINISTRATION AND DISCLOSURE

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| <p>4.1 Lorsqu'ils sont initialement nommés, puis annuellement par la suite, tous les administrateurs doivent soumettre un formulaire <i>Conflits d'intérêts - Conseil d'administration</i> au président de leur conseil respectif, en déclarant toute situation pouvant être perçue comme un conflit d'intérêts. Les administrateurs doivent aussi déclarer à leur président tout conflit qui surviendrait après avoir soumis le formulaire.</p> | <p>4.1 All Directors are required to submit a <i>Conflict of Interest Board of Directors</i> form to the Chair of their respective Board, identifying any situation that might be viewed as a conflict of interest when initially appointed, and annually. Directors must also report to their Chair any conflict that arises after completion of the form.</p> |
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Le président du conseil soumet son formulaire *Conflit d'intérêts - Conseil d'administration* (A110036) au vice-président de son propre

The Chair of the Board submits his/her *Conflict of Interest Board of Directors* form (A110036) to the Vice Chair of his/her respective Board.

- conseil d'administration.
- 4.2 Les administrateurs d'office doivent soumettre un formulaire *Conflit d'intérêts – personnel* (A120064) et un formulaire *Conflit d'intérêts - Conseil d'administration*.
- 4.3 Le président du conseil d'administration respectif évalue les formulaires de conflit d'intérêts dans les 10 jours ouvrables après les avoir reçus, en consultant le conseil d'administration respectif ou le directeur de la Mission, de l'Éthique, de la Conformité et des Relations avec la clientèle, ou les deux, le cas échéant.
- 4.4 Les renseignements reçus en vertu de ce processus sont conservés confidentiellement au cabinet du secrétaire du conseil pour une période de deux ans après que l'administrateur aura terminé son mandat.
- 4.5 Si un administrateur demande qu'une déclaration soit discutée à huis clos, ce qui comprend le fait de ne pas la partager avec quiconque autre que le président du conseil, la demande sera consentie. Cependant, dans de telles circonstances, l'administrateur est lié par la décision du président à savoir si la situation constitue un conflit d'intérêts.
- 4.6 Un directeur peut en tout temps porter un apparent conflit d'intérêts concernant un autre administrateur à l'attention de cet administrateur ou directement au président du conseil concerné.
- 4.7 Tout administrateur peut consulter le président du conseil ou le directeur de la Mission, de l'Éthique, de la Conformité et des Relations avec la clientèle, ou les deux, s'il a des incertitudes en remplissant le formulaire de conflit d'intérêts.
- 4.8 Le président de chaque conseil d'administration doit s'assurer que les administrateurs sont sensibilisés régulièrement à leurs responsabilités fiduciaires et aux situations de conflits d'intérêts, et doit surveiller et gérer les conflits d'intérêts signalés.
- 4.2 Ex-officio Directors are required to submit both a *Conflict of Interest - Staff form* (A120062) and a *Conflict of Interest Board of Directors form*.
- 4.3 The Chair of the respective Board assesses all *Conflict of Interest* forms within 10 working days of receiving them, consulting with the respective Board and/or the Director of Mission, Ethics, Compliance and Client Relations as appropriate.
- 4.4 All information received as part of this process will be held in confidence in the office of the Secretary of the Board for a period of 2 years after the Director's term is completed.
- 4.5 Should a Director request that a disclosure be discussed *in camera*, or not shared with anyone other than the Chair of the Board, this shall be honoured, although in such instance, the Director will be bound by the decision of the Chair as to whether the matter is a conflict of interest.
- 4.6 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.
- 4.7 Directors may consult with the Chair and/or the Director of Mission, Ethics, Compliance and Client Relations should they have any questions in completing the *Conflict of Interest* form.
- 4.8 The Chair of each Board is responsible to ensure that there is regular orientation for Directors regarding their fiduciary responsibilities and conflict of interest situations, and for monitoring and managing identified conflicts of interest.

5.0 ÉVALUATION ET RÉOLUTION D'UN CONFLIT 5.0 ASSESSMENT AND RESOLUTION OF CONFLICT

- 5.1 Le président de chacun des conseils évalue promptement tout conflit d'intérêts déclaré, informant par écrit l'administrateur concerné s'il existe bel et bien un conflit d'intérêts et si des mesures s'imposent. La documentation de toute mesure prise et les résultats obtenus sont envoyés au cabinet du secrétaire du conseil pour y être classés.
- 5.1 The Chair of the each Board assesses all identified conflicts promptly, advising the Director concerned in writing whether in fact a conflict exists, and if any action is necessary. Documentation of any actions taken and outcomes are sent to the office of the Secretary of the Board for filing.
- 5.2 Si un conflit d'intérêts est identifié lors d'une réunion, l'administrateur le déclare. Une déclaration de conflit d'intérêts et sa nature générale sont consignées au procès-verbal de la réunion à laquelle le conflit a été déclaré.
- 5.2 If a conflict is identified during a meeting, the Director declares the conflict. A declaration of a conflict of interest and the general nature of the interest are recorded in the minutes of the meeting during which the conflict was declared.
- 5.3 Un administrateur qui déclare un conflit d'intérêt doit s'absenter d'une discussion et s'abstenir de voter sur tout ce qui touche le conflit signalé. La question est notée dans le procès-verbal de la réunion. Cet administrateur est réputé présent à la réunion pour fin de quorum.
- 5.3 A Director who declares a conflict of interest shall absent him or herself during a discussion and shall not vote in connection with the declared conflict. The matter shall be recorded in the minutes of the meeting. Such a Director shall be counted in the quorum for the meeting.
- 5.4 Advenant un conflit d'intérêts difficile à résoudre ou à traiter facilement ou qui nécessite une analyse approfondie, le président du conseil respectif ou un administrateur peut demander qu'un comité désigné par ce conseil étudie la situation et détermine les mesures à prendre, le cas échéant, par l'administrateur ou le conseil.
- 5.4 Upon disclosure of a conflict of interest that cannot be readily resolved or managed or that requires further consideration, the Chair of the respective Board or a Director may request that a committee designated by that Board consider the matter and determine what, if any, action should be taken by the Director or by the Board.
- 5.5 Certains conflits d'intérêts ne peuvent être résolus de manière satisfaisante même en se conformant rigoureusement aux dispositions du règlement de régie interne ou de la présente politique. Dans ces cas, la perception de conflit d'intérêts peut nuire à la réputation de Bruyère et de ses entités appariées, en dépit de la conformité. Si un conflit ne peut être résolu à la satisfaction du conseil ou du comité désigné par ce conseil, l'administrateur pourrait se faire demander de démissionner.
- 5.5 Not all conflicts of interest may be satisfactorily resolved by strict compliance with the provisions of the By-laws and this policy. There may be cases where the perception of conflict of interest may be harmful to the reputation of Bruyère or its affiliates, notwithstanding there has been compliance. If a conflict cannot be resolved to the satisfaction of the Board or the committee designated by that Board, the Director may be asked to resign.

En cas de doute, la version anglaise de la présente politique a préséance sur la version française.

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

Schedule "A"

Excerpt taken from Bylaws of the Corporation (last revised April 14, 2011)

<http://www.bruyere.org/en/bylawspolicies>

Part 1 – Objects of the Corporation

PREAMBLE...

AND WHEREAS the objects of Bruyère are:

- 1) to provide compassionate, effective health care, in keeping with the tradition of the Sisters of Charity of Ottawa;
- 2) to improve the quality of life and relieve the suffering of adults affected by loss of autonomy or by chronic or terminal illness in a spirit of respect for their dignity, integrity, as well as their spiritual and cultural values;
- 3) to respect the sacredness of life and the rights, dignity and autonomy of all persons;
- 4) to care for the whole person: body, mind and spirit;
- 5) to provide individualized care in partnership with patients, residents, clients, families and volunteers;
- 6) to foster open communication and the continuing development of all persons within Bruyère;
- 7) to strive to create a comfortable receptive atmosphere and respectful relationships among clients, staff and volunteers;
- 8) to promote research and education in order to improve the quality of care and the life of patients and residents;
- 9) to form partnerships with other health and social service providers to improve the health and well-being of our community;
- 10) to perform such lawful acts as are deemed necessary to promote the attainment of these objects.