

 <p>POLITIQUES ET PROCÉDURES</p> <p>GOVERNANCE / GOVERNANCE</p> <p>POLICIES AND PROCEDURES</p>	NUMÉRO / NUMBER: GOVERNANCE 17		
	SUJET / SUBJECT: Rôle et responsabilités du conseil d'administration/ Role and Responsibilities of the Board of Directors		
	EN VIGUEUR LE / EFFECTIVE DATE : 2019-11	RÉVISION ANTÉRIEURE / PAST REVIEW DATE : 2023-09	DATE DE LA RÉVISION / REVISION DATE : 2025-04
	EN VIGUEUR À / APPLIES TO : HÉB/ÉBH, HSV/SVH, SLD ÉB/ÉB LTC, SLD SL/SL LTC		
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 (2025-05)		

PREAMBLE

This policy of Bruyère Health (“**Bruyère**” or the “**Corporation**”) supports strong governance and effective oversight by outlining the roles and responsibilities of directors serving on the Bruyère board of directors (the “**Board**”). It aligns with the Bruyère Administrative By-law (the “**By-law**”), reflects the Mission and Values of Bruyère as a Catholic-sponsored organization, and incorporates principles of accountability, respectful conduct, and ethical integrity, including adherence to the Conflict of Interest policy (GOV06).

1.0 POLICY

1.1 This policy applies to all voting and ex-officio directors of the Board (the “**Directors**”).

1.2 Directors are expected to fulfill their responsibilities in accordance with the By-law and all Board-approved governance policies. They act as stewards of Bruyère’s Mission, Vision, and Catholic values, and are expected to promote equity, diversity, inclusion, and indigeneity (EDI) while contributing to strong, effective, and ethical governance. Directors also recognize and respect the role of Catholic Health Sponsors of Ontario (CHSO) in the governance structure.

2.0 ROLES & RESPONSIBILITIES

2.1 As fiduciaries of the Corporation, Directors must act honestly and in good faith with a view to the best interests of Bruyère. Directors shall exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

2.2 A Director’s fiduciary duties are owed to the Corporation as a whole. Directors are not accountable to any individual constituency or interest group and must make decisions that reflect the best interests of Bruyère overall. While Directors may consider stakeholder perspectives, they do not represent the specific interests of and shall not prioritize any particular stakeholder or constituency.

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

2.3.1 Directors are expected to remain informed and engaged in the Corporation’s Mission, Values, and operations. They must:

- Understand the broader health care environment, community needs, and the governance role of the Board.
- Participate in orientation, retreats, mentoring, and other relevant Board education activities that support ongoing learning and effective governance.

2.4 Governance Contribution:

2.4.1 Directors are expected to actively contribute to the effectiveness of the Board and its committees. They must:

- Offer constructive input and apply their knowledge, skills, and experience to advance the Board's work.
- Respect differing perspectives and engage in thoughtful deliberation, even when expressing opposing views.
- Participate in Board and committee evaluations and respond to feedback in a constructive manner.
- Proactively avoid, disclose, and manage conflicts of interest, and maintain confidentiality in accordance with applicable policies, including the Conflict of Interest policy (GOV06).

2.5 Teamwork Community Representation:

2.5.1 Directors are expected to foster respectful and collaborative working relationships and serve as ambassadors for Bruyère when appropriate. They must:

- Maintain cooperative and professional relationships with the Board Chair, fellow Directors, committee members, and members of Bruyère's management team.
- Represent Bruyère in the community when requested by the Board or Chair, ensuring alignment with the organization's values and communications protocols.
- Refer all media inquiries to the Board Chair, President & CEO, or designated communications representatives in accordance with Bruyère's media and public relations policies.

2.6 Participation and Contribution:

2.6.1 Directors are expected to be fully engaged in the work of the Board and its committees. They must:

- Dedicate the time necessary to fulfill their responsibilities and serve on at least one Board committee, unless otherwise determined.
- Attend a minimum of 75% of scheduled Board and committee meetings, in accordance with the Administrative By-law.
- Prepare for meetings by reviewing materials in advance, contribute constructively to discussions, ask informed questions, and respect the Board's decisions.

2.7 Continuous Improvement:

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

2.8 Corporate Duty – Board Solidarity

2.8.1 Directors acknowledge that once a decision has been duly made by the Board, it must be supported by all Directors. The Board speaks with one voice. Directors who were absent or who voted against a motion are expected to respect and support the decision of the majority.

2.9 Confidentiality and Public Representation:

2.9.1 Directors and committee members must maintain the confidentiality of all corporate information and may not disclose or use it for personal purposes without Board authorization. They are

responsible for ensuring that any support staff with access to confidential information of Bruyère understand and comply with these obligations.

If Directors are representing Bruyère in the community in accordance with section 2.4.1 above, they must do so in a manner that respects their duty of confidentiality. Representation in this context does not include making public statements or acting as a spokesperson for the Corporation. In accordance with the By-law, only the President and CEO (or their delegate) may speak publicly on behalf of Bruyère, unless the Board has explicitly authorized another individual to do so by resolution. A breach of the duty of confidentiality occurs when information is used or disclosed without authorization and/or for purposes unrelated to the activities and affairs of Bruyère Health.

3.0 TERM AND RENEWAL

3.1 In accordance with the By-law, 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.

3.2 The term of a Director or the maximum number of consecutive years of service of a Director may be extended in extraordinary circumstances. An extraordinary circumstance may include, but is not limited to, the unavailability of a qualified replacement, the absence of a required skill set, or any other situation in which the Board determines that continuity of leadership or governance is at risk.

4.0 RESIGNATION / REMOVAL

4.1 A Director who wishes to resign must provide written notice to the Chair in accordance the By-law. The resignation takes effect on the date specified in the notice or, if no date is specified, on the date it is received by the Chair.

4.2 A Director may be removed before the end of their term by the Members, in accordance with By-law. The Board may recommend removal for just cause, including without limitation failure to meet attendance requirements, breach of fiduciary duty, conflict of interest violations, or conduct inconsistent with the Corporation's mission, values, or governance standards.

5.0 DECLARATION

5.1 All Directors, including ex-officio, of the Corporation must sign the Director Code of Conduct, and the Annual Declaration and Consent to Act upon election or appointment and annually thereafter, as a condition of continued service on the Board.

6.0 REFERENCES

- Bruyère Health Administrative By-law, as amended from time to time.
- Director Code of Conduct
- Catholic Health Alliance of Canada, Health Ethics Guide

Policies:

- [GOV 06 Conflict of Interest \(Code of Ethics\)](#)
- [GOV 19 Educational Opportunities for Board Members](#)
- [GOV 20 Assessments and Evaluations](#)

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