

	<b>Number:</b> GOVERNANCE 06	
	<b>Subject:</b> Conflict of Interest (Code of Ethics)	
<b>Effective Date:</b> 2008-01	<b>Past Review Date:</b> 2015-05	<b>Revision Date:</b> 2020-02
<b>Policy Sponsor or Department Responsible:</b> BOARD OF DIRECTORS	<b>Approved by:</b> BOARD OF DIRECTORS (2020-01)	
<b>Applies to:</b> ÉBH, SVH, SLR, ÉBR		

## 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 Directors and Community Representatives.
- 1.3 **Associate:** Associate means the parents, siblings, children, spouse or common law partner of a Director and any organization, agency, company, or individual (such as a business partner or associate) with a formal relationship to a Director.
- 1.4 **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.).
- 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.
- 2.4 The Chair of the Board is responsible to **manage** recognized conflicts of interest, take necessary action, and **monitor** the conditions established to ensure compliance.

## 3.0 BEHAVIOURS TO AVOID

- 3.1 Directors shall not enter into a business arrangement or transaction with Bruyère directly or indirectly, unless it complies with By-law 9.01.
- 3.2 Directors shall never enter into a business arrangement or transaction with Bruyère directly or indirectly if such business pertains to legal or audit services.
- 3.3 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.

- 3.4 Directors shall not publicly identify him/herself as representing Bruyère, while engaging in activities that may discredit or bring negative publicity upon the organization.
- 3.5 Directors, Community Representatives and Associates 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. They may, however, give or receive modest 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, for example parting gifts.
- 3.6 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, FHT and BRI.
- 3.7 Directors shall not exercise power as a Director motivated by self-interest or other improper purposes.
- 3.8 Directors shall not divert to his/her own use an opportunity or advantage that belongs to Bruyère or its affiliates.
- 3.9 Directors shall not withhold information that is relevant to a vital aspect of the affairs of Bruyère or its affiliates.
- 3.10 This policy may also apply to other conflict of interest situations not listed above.

#### **4.0 ADMINISTRATION AND DISCLOSURE**

- 4.1 All Directors are required to submit a *Conflict of Interest Board of Directors* form to the Chair of the Board, identifying any situation that might be viewed as a conflict of interest when initially appointed, and annually. Directors must also report to the Chair any conflict that arises after completion of the form.

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

- 4.2 Ex-officio Directors are required to submit and a *Conflict of Interest Board of Directors* form (A110036).
- 4.3 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.
- 4.4 The Chair of the Board assesses and signs all *Conflict of Interest* forms consulting with the Director of Mission, Ethics, Compliance and Client Relations as appropriate.
- 4.5 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.
- 4.6 A Director may request that a disclosure be discussed *in camera*.
- 4.7 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.
- 4.8 The Chair of the 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 ASSESSMENT AND RESOLUTION OF CONFLICT**

- 5.1 The Chair of the 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 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 A Director who declares a conflict of interest shall offer to absent themselves during a discussion and shall not vote in connection with the declared conflict. The matter shall be recorded in the minutes of the meeting.
- 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 Board or a Director may request that a committee designated by the Board consider the matter and determine what, if any, action should be taken by the Director or by the Board.

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 the Board, the Director may be asked to resign.

## 6.0 REFERENCES

Administrative By-law adopted July 14, 2003, revised March 28, 2019.

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

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