



**Application Form
Bruyère Board of Directors
Director and Community Representative**

1. Instructions

(a) To apply to be appointed as a Board Director or Community Representative 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 to:

boardrelations@bruyere.org
Secretary of the Board of Directors
Bruyère Continuing Care
43 Bruyère Street, Room 745E
Ottawa, ON K1N 5C8
Tel: 613-562-6262 (x 4093)

(c) For more information about this application process, please contact Elizabeth Sampson, Director Board Relations and Executive Office.

2. Applicant Contact Information

Last Name:	First Name:	
_____	_____	
Phone (mobile):	Phone (other):	
_____	_____	
Home address:	Unit #:	
_____	_____	
City:	Province:	Postal Code:
_____	_____	_____

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 12 hours per month) required to perform board and committee duties. Community Representatives are expected to spend 3 to 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 representatives 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 directors and committee representatives 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:

NAME:																		
Knowledge, Skills, Experience Inventory																		
Ratings: None = 0 Basic = 1 Intermediate = 2 Advanced = 3																		
Accounting & Finance	Business Management	Clinical	Construction & Project Mgmt *	Corporate Governance	Education and/or Research *	Ethics	French Language	Government Relations/Processes	Human Resources Management	Health Care Admin & Policy	Information Technology	Labour Relations *	Legal *	Public Affairs, Advocacy & Communication	Quality & Safety Performance	Risk Management	Strategic Planning	Systems Thinking

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

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

(d) 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 and community representatives 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 (use separate page if needed).

7. Declaration

By submitting this application, I declare the following:

- (a) I meet the eligibility criteria and accept the conditions of appointment set out in section #3 above;
- (b) I have read and agree to comply with the following:
 - (i) Appendix “A” – Duties and Expectations of Directors of Catholic Healthcare Institutions;
 - (ii) Appendix “B” – Roles and Responsibilities of Directors (GOV17);
 - (iii) Appendix “C” – Community Representative Appointment and Responsibilities (GOV07)
 - (iv) Appendix “D” – Conflict of Interest Policy and form (GOV06).

- (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.

Name of Applicant (please print)

Signature of Applicant

Date (yyyy/mm/dd)

APPENDIX "A"



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

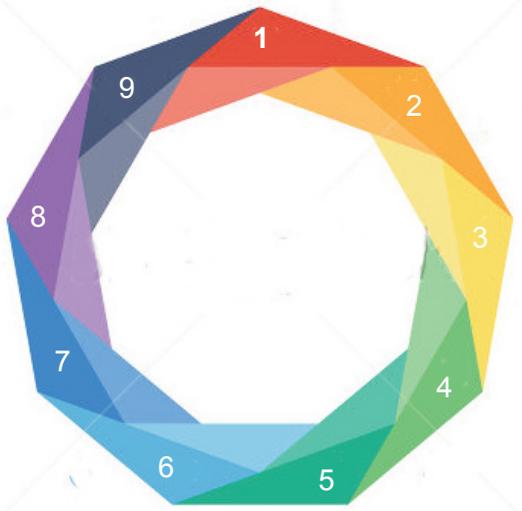


- **Respect for the dignity of all people** provides a framework for decision-making and standards of care that promotes and protects life at all stages from conception until natural death.
- **Spirituality** that provides the hidden energy grounding Catholic health care providers, as individuals and 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.

	Number: GOVERNANCE 17	
	Subject: Role and Responsibilities of the Board Director	
Effective Date: 2019-11	Past Review Date:	Revision Date: 2019-11
Policy Sponsor or Department Responsible: Board of Directors	Approved by: Board of Directors (2019-11)	
Applies to: ÉBH, SVH, SLR, ÉBR		

PREAMBLE

The Board is responsible for the overall governance of the affairs of Bruyère in accordance with its By-laws. This policy outlines the roles and responsibilities of the Board Director.

1.0 ROLE AND RESPONSIBILITIES

1.1 Fiduciary Duties

1.1.1 This policy applies to all elected and ex-officio Directors.

1.1.2 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.

1.1.3 A Director is required to apply the level of skill and judgment that may reasonably be expected of a person with their 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.

1.2 Accountability

1.2.1 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.

1.2.2 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.

1.3 Commitment to the Organization's Mission and Values

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

1.4 Education

1.4.1 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, expectations and legal obligations of individual Directors;
- The Board's governance role;
- Board's governance structure and processes;
- Board adopted governance Policies;
- Bruyère Policies applicable to Board members;

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- The role of CHSO; and

- The Catholic Health Alliance of Canada's [Health Ethics Guide](#).

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

1.5 Teamwork

1.5.1 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 Strategy Team.

1.6 Community Representation and Support

1.6.1 A Director shall represent the Board and Bruyère in the community when requested to do so by the Chair and/or Board.

1.7 Time and Commitment

1.7.1 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 unless the Board determines otherwise;
- Is expected to attend at least 75% of the regularly scheduled meetings of the Board and Committees (By-law Section 8.09 (b)); and,
- “In person” participation is encouraged. If this is not possible, Directors may participate by teleconference.

1.8 Contribution to Governance

1.8.1 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 interests (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.

1.9 Continuous Improvement

1.9.1 A Director shall commit to continuous self-improvement and participation in continuing education programs.

1.9.2 A Director shall receive and act upon the results of Board, Committee and individual evaluations in a positive and constructive manner.

2.0 TERM AND RENEWAL

2.1 A Director's term shall be in accordance with the By-Law 8.5 a. The term of a Director or the maximum number of consecutive years may be extended under extraordinary circumstances as approved by the Members on the advice of the Board.

2.2 An extraordinary circumstance includes, without limitation, an absence of appropriate replacement, an absence of a specific skill set, and any other circumstance where the Board determines that continuity is a concern.

3.0 RESIGNATION / REMOVAL

3.1 A member of the Board who wishes to resign will follow the process in accordance with the By-law Section 8.08. Should Board members choose to resign from the Board and become Community Representative of a committee, they must go through the same appointment process as outlined in GOVERNANCE 07, *Community Representatives*.

3.2 Guidelines for the removal of Director from the Board shall follow the process outlined in Bruyère's By-Law Article 8.09.

4.0 DECLARATION

4.1 All Directors of the Corporation shall sign the Statement of Director Role and Responsibilities and the Conflict of Interest form annually.

5.0 REFERENCES

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

Statement of Roles and Responsibilities for Directors.

Catholic Health Alliance of Canada, [Health Ethics Guide](#), third edition.

Policies:

- [GOVERNANCE 07, Community Representatives](#)
- [GOVERNANCE 06 Conflict of Interest \(Code of Ethics\)](#)

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

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	Number: GOVERNANCE 07		APPENDIX "C"
	Subject: Community Representation on Committees of the Board of Directors		
Effective Date: 2008-07	Past Review Date: 2017-01, 2017-10	Revision Date: 2019-11	
Policy Sponsor or Department Responsible: Board of Directors	Approved by: Board of Directors (2019-11)		
Applies to: ÉBH, SVH, SLR, ÉBR			

Board refers to Board of Directors of Bruyère Continuing Care.

1.0 POLICY

1.1 The Board may appoint Community Representatives who shall volunteer their input, ideas and expertise to the Board and Committees.

1.2 If appointed, Community Representatives may be consulted by the Board to give advice, discuss, debate and contribute to the formulation of Bruyère's strategic or policy direction initiatives.

1.3 Community Representatives are neither Directors, nor Members of Bruyère.

2.0 RESPONSIBILITIES OF COMMUNITY REPRESENTATIVES

2.1 Community Representatives shall follow the guidelines and policies established by the Board. They shall also stay informed about the Mission and Values of Bruyère and agree to uphold and support their meaning.

2.2 Community Representatives are expected to participate in:

- Board and Committee orientation session;
- Board retreats;
- Guided tours of each site;
- Related education sessions and strategic planning exercises; and,
- Committee meetings (minimum of 75% attendance is mandatory).

2.3 Community Representative may receive an invitation to attend meetings of the Board.

2.4 Community Representatives are provided a mentor by the Governance and Nominating Committee (GNC).

3.0 VOTING

3.1 Community Representatives are not entitled to vote at meetings of the Board or of Committees of the Board.

4.0 QUALIFICATIONS

4.1 No person shall be qualified for appointment as a Community Representative if that person is less than eighteen (18) years of age, has the status of a bankrupt or does not have their principal residence in Canada. No person shall be qualified for appointment as a Community Representative if that person has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property, or if that person has been found to be incapable by any court in Canada or elsewhere.

4.2 No member or spouse of a member of the Medical Staff or Dental Staff or Extended Class Nursing Staff or Midwifery Staff, and no employee or spouse of an employee of Bruyère shall be eligible for appointment as a Community Representative.

5.0 APPOINTMENT AND RE-APPOINTMENT

5.1 Community Representatives will be recruited and nominated by the Governance and Nominating Committee in accordance with the same rules and procedures that apply to the recruitment and nomination of Directors.

5.2 Community Representatives may be nominated and appointed based on their knowledge, skills and experience in the following areas:

- Accounting and finance
- Business management
- Clinical
- Construction and project management
- Corporate governance
- Education and/or research
- Ethics
- French language
- Human resources management
- Health care administration and policy
- Information technology
- Labour relations
- Legal
- Public affairs, advocacy and communications
- Quality and safety performance
- Risk management
- Strategic planning
- Systems thinking
- Patient/family experience

5.3 A patient/family representative or a PFAC member may be appointed as a Community Representative, based on their experience and ability to provide direct input into decision-making around policies, programs and practices that affect patient care and services.

5.4 Community Representatives are appointed for a 1 year term, and based on performance evaluations, may serve additional terms.

6.0 ELIGIBILITY FOR NOMINATION AND ELECTION TO THE BOARD

6.1 If, upon expiry of his/her term, a Community Representative wishes to become a Director, they shall be required to follow the same rules and procedures that apply to all other candidates seeking to be nominated and elected as a Director. Similarly, if upon the expiry of a Director's term that person wishes to become a Community Representative, such person shall be required to follow the same rules and procedures that apply to all other candidates seeking to be nominated and appointed as a Community Representative.

6.2 When recruiting Director candidates for nomination and election to the Board, the Governance and Nominating Committee shall consider the knowledge, skills and experience of Community Representatives, but is under no obligation to nominate former or current Community Representatives for election to the Board.

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7.0 END OF TERM

7.1 A Community Representative's term shall end on the day of the annual meeting of the Members in the year in which their term expires.

7.2 A Community Representative's term shall automatically come to an end if they become disqualified from being a Community Representative pursuant to section 4.0 of this Policy.

7.3 A Community Representative who wishes to resign prior to expiry of their term shall give written notice to the Chair of their intention to resign and such resignation shall be effective from the date specified therein, or if no such date is specified, from the date of receipt of such resignation by the Chair.

7.4 The Board may, by ordinary resolution, remove a Community Representative for just cause. Just cause shall include, but not be limited to the following:

- (a) Failure to attend annually at least 75% of the regularly scheduled meetings of a Committee to which the Community Representative is appointed, unless the absence is approved by that Committee;
- (b) Being convicted of a criminal offence of moral turpitude;
- (c) Involvement in activities which can be interpreted as perverse or corrupt;
- (d) Conduct inconsistent with the philosophy of Bruyère; and,
- (e) Failure to abide by the Policies of Bruyère set out from time to time.

8.0 REFERENCES

Bruyère Administrative By-Law adopted/enacted July 14, 2003, revised March 28, 2019.

Related Policies:

- [GOV 09 Recruitment and Appointment, Board of Directors](#)

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

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**CONFLIT D'INTÉRÊTS
CONSEIL D'ADMINISTRATION**

Ce formulaire doit être rempli par tous les administrateurs des conseils d'administration de Soins continus Bruyère, de l'Institut de recherche Bruyère, de la Fondation Bruyère et de l'Équipe de santé familiale universitaire Bruyère ainsi que par tous les membres représentant la collectivité.

Si vous êtes incertain quant à la façon de répondre à une question, veuillez vous adresser au président du conseil d'administration ou reportez-vous à la politique GOUVERNANCE 06.

Une fois ce formulaire rempli, veuillez le remettre au président du conseil d'administration.

Je m'engage à respecter les normes et les principes d'ordre éthique lors de mes activités au sein de Soins continus Bruyère, comme suit :

1. Je n'entreprendrai pas des relations d'affaires avec Soins continus Bruyère;
2. Je n'utiliserai pas des renseignements confidentiels obtenus dans le cadre de ma participation au conseil d'administration ou à ses comités pour mon intérêt personnel ou pour celui d'une autre personne ou organisation;
3. Je ne me présenterai pas publiquement comme un représentant de Soins continus Bruyère tout en participant à des activités qui pourraient potentiellement discréditer ou donner lieu à une publicité négative à l'endroit de Soins continus Bruyère;
4. Je n'accepterai pas de cadeaux d'une valeur de 100 \$ ou plus de patients, de résidents, de leurs familles, d'employés, de fournisseurs, d'entrepreneurs ou d'autres personnes ou organisations;
5. Je n'occuperai pas de poste d'administrateur, de directeur ou de cadre supérieur dans un autre organisme ayant des intérêts concurrentiels avec ou des intérêts financiers dans Soins continus Bruyère ou ses entités affiliées;
6. Je n'exercerai pas mon pouvoir à titre de membre du conseil par motivation personnelle ou autres fins illicites;
7. Je ne détournerai pas pour mon utilisation personnelle une occasion ou un avantage revenant de droit à Soins continus Bruyère;
8. Je ne cacherai aucun renseignement qui concerne un aspect vital des activités de Soins continus Bruyère.

Si vous avez indiqué des activités ci-dessus pouvant représenter un conflit d'intérêts, nous vous prions de fournir des détails sur chacune d'entre elles ci-dessous. Veuillez prendre note que le président du conseil d'administration examinera ce rapport de divulgation et pourra demander de vous rencontrer afin de discuter de ces activités.

Si vous avez besoin de plus d'espace, veuillez joindre des feuilles supplémentaires.

Signature (membre du conseil/représentants de la collectivité) : _____

Signature (président ou vice-président du conseil) : _____

Nom : _____ Date : _____
(en caractère d'imprimerie)

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