

# CODE OF ETHICS AND PROFESSIONAL CONDUCT FOR MEMBERS OF THE NRBHSS BOARD OF DIRECTORS

<b>TITLE:</b>		
Code of Ethics and Professional Conduct for Members of the NRBHSS Board of Directors		
<b>ADOPTION:</b>		
Board of directors	Resolution:2013-06	BOD- February 2013
Date:	February 28, 2013	
<b>EFFECTIVE DATE:</b>	On February 28, 2013	

**Code of Ethics and Professional Conduct for Members of the NRBHSS Board of Directors**

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**BACKGROUND OF BY-LAW N° 13**

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**1. PREAMBLE**

- a) GIVEN the provisions of the *Act respecting the ministère du Conseil exécutif*, R.S.Q., Ch. M-30;
- b) GIVEN the provisions of the *Act respecting health services and social services*, R.S.Q., Ch. S-4.2;
- c) GIVEN that all members of the board of directors (directors) of the Nunavik Regional Board of Health and Social Services (regional board) participate in decisions relative to the coordination of the setup of health and social programs and services in the Nunavik region (Region 17), particularly concerning funding, human resources and specialized services (section 340 of the act);
- d) GIVEN that the regional board serves a population whose geographic, political, social, cultural and economic realities are distinct from those of the rest of the province and, for that purpose, the organization and management of the health and social services network in the Nunavik region must constantly be adapted to the needs of the population and the regional realities;
- e) GIVEN that the regional board centres all of its preoccupations and actions on the citizens living in the 14 Nunavik communities and, for that purpose, brings together its regional partners to work jointly for the benefit of the citizens, individually and collectively, to re-establish, maintain and improve their health and well-being;
- f) GIVEN that the regional board must ensure efficient organization and efficient use of the resources made available to the Nunavik region and, for that purpose, must be able to count on responsible directors;
- g) GIVEN those responsibilities, the entire population, the principal parties interested and the partners of the health and social services network expect all members of the board of directors of the Nunavik Regional Board of Health and Social Services to respect the regional board's values as well as the principles of ethics and rules of professional conduct.

THE BOARD OF DIRECTORS OF THE REGIONAL BOARD HEREBY ADOPTS THE FOLLOWING:

## **2. OBJECT AND FIELD OF APPLICATION**

### **2.1. Object**

With consideration for the regional board's mission, roles and responsibilities, the object of the present code of ethics and professional conduct is to affirm the principal values that must be respected by each director, set forth the rules of professional conduct to be respected and establish processes for applying and controlling those rules.

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### **2.2. Field of Application**

The present code of ethics and professional conduct shall apply to all directors of the regional board's board of directors acting as such and in all circumstances.

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## **3. DEFINITIONS AND INTERPRETATION**

### **3.1. Definitions**

Barring an explicit provision to the contrary or a particular context that demands otherwise, in the present code:

- a) *director* designates any member of the regional board's board of directors;
- b) *committee* designates the regional board's committee on governance and ethics, constituted under the act (sections 181, 181.0.0.1, 407 and 530.2) and the regional board's by-law on internal governance (section .....);
- c) *board of directors* designates the regional board's board of directors;
- d) *immediate entourage* of a director designates his<sup>1</sup> spouse, his child, his spouse's child, his mother and father, his mother's or father's spouse, his child's spouse or his spouse's child's spouse, his brother or sister and his or her spouse;
- e) *act* designates the *Act respecting health services and social services*, R.S.Q., Ch. S-4.2;

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<sup>1</sup> In the interest of simplicity, the masculine form is used in this text to denote either gender.

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- f) *regional board* designates the Nunavik Regional Board of Health and Social Services, incorporated according to section 530.25 of the *Act respecting health services and social services*, R.S.Q., Ch. S-4.2.

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## **4. VALUES**

### **4.1. Essential Values**

The essential values applicable to the regional board's board of directors and its individual members are as follows:

- a) Assume functions according to the requirements of good faith, without causing wrong to others, and while ensuring respect for Inuit values;
- b) Make decisions according to the population's needs;
- c) Ensure sound management of the human, physical and financial resources made available to the regional board, in accordance with provincial and regional guidelines;
- d) See to the effective and efficient organization and coordination of health and social services, in the population's interest and while respecting the culture;
- e) Respect and collaborate with all the partners of the health and social services network and, where applicable, other sectors such as community organizations and education;
- f) Respect the population and the individuals working with the partners, organizations and other sectors;
- g) Assume responsibility, be available, participate actively in decisions and render accounts;
- h) Act within the limits of conferred powers, with care, prudence, diligence and competence, as a reasonable person would under similar circumstances, with honesty and loyalty and in the interest of the regional board and the population served;
- i) Act as representative of the regional board, respect the obligations imposed by the law, the incorporating document and the regulations, and act within the limits of the conferred powers;





their follow-up, shortcomings noted during the year, and decisions made and sanctions imposed by the board of directors. It may formulate recommendations with the goal of improving practices in matters of governance and ethics.

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## **5.2. Principles of Ethics**

The principles of ethics take into account the primary roles and responsibilities of the regional board.

The directors notably adhere to the following principles of ethics:

- a) *equity*: justice and rectitude;
- b) *judgment*: pertinence, prudence and judgment;
- c) *discretion*: tact and reserve;
- d) *availability*: participation, vigilance and commitment;
- e) *impartiality*: objectivity and disinterestedness;
- f) *integrity*: honesty, good faith and probity;
- g) *professionalism*: competence, diligence and rigour.

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## **5.3. Rules of Professional Conduct**

The rules of professional conduct concern the directors' duties and obligations as established by the present code.

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## **5.4. Obligation**

All directors are required to respect the values, duties, obligations, principles of ethics and rules of professional conduct listed in the present code.

Further, they must act in accordance with good faith and avoid any questionable situation, whether real, potential or apparent.

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## **6. DUTIES AND OBLIGATIONS**

### **6.1. Respect for Statutes and General Duties**

In assuming their functions, all directors are required to respect the provisions of the applicable statutes, regulations, norms, policies and procedures. They are notably required to respect the general duties and obligations of their functions according to the requirements of good faith.

They must support the health and social services network and the regional board's mission in the interest of the population served. They must assume their functions with consideration for the provincial, regional and local orientations in effect as well as the resources available to the regional board.

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### **6.2. Equity**

All directors must demonstrate a concern for justice and rectitude to ensure fair, egalitarian and reasonable treatment of any individual, institution or organization subject to a decision.

For that purpose, they shall ensure the reliability of the information taken under consideration and shall be wary of supporting an orientation on the basis of unverified data or in a hurried manner.

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### **6.3. Judgment**

All directors shall demonstrate a concern for pertinence, prudence and judgment.

For that purpose, they shall concentrate on the roles and responsibilities assigned to them in the exercise of their functions. They shall take the time to reflect and make useful distinctions before taking a position with sound judgment.

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All directors must:

- a) ensure effective and efficient use of government funds and resources;
- b) take into account the short- and long-term repercussions of their actions on the territory's population or on the regional board;
- c) acquire and pool together useful knowledge and information.

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#### **6.4. Availability**

All directors must demonstrate commitment.

They shall participate actively and with vigilance in the discussions and work of the board of directors.

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#### **6.5. Discretion**

All directors must demonstrate tact and reserve.

For that purpose, all directors must:

- a) avoid any form of excess in their comments;
- b) respect the secret of confidential information under either the law or a decision or orientation of the regional board;
- c) adopt an attitude of reserve and restraint at all times;
- d) not cause prejudice to the regional board, another director or another individual through the inappropriate use of personal information.

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#### **6.6. Impartiality**

All directors must demonstrate impartiality, objectivity and disinterestedness.

For that purpose, all directors must:

- a) at all times act in the sole interest of the regional board and the population served;
- b) avoid being in a situation of conflict between their personal interests and their obligations as directors (conflict of interest); for that purpose, they must prevent, avoid and resolve any conflict of interest, whether real, potential or apparent;

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- c) declare, in writing, any situation of conflict of interest in the format defined in Appendix II of the present code to the chairperson of the board of directors or, if he is concerned, to the regional board's executive director; said written declaration must be produced, entered into the minutes of the board of directors and archived by the regional board;
- d) abstain from using their functions to influence the decision of another individual in order to further their personal interest or that of their enterprise or immediate entourage or a third party;
- e) abstain from acting or participating in any discussion, and withdraw from such discussion, when their personal interest or that of their enterprise or immediate entourage may be privileged.

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### **6.7. Integrity**

All directors must demonstrate honesty, good faith and probity. They shall not exercise any right in view of causing prejudice to others or in an excessive and unreasonable manner, which shall constitute a breach against the requirements of good faith.

For that purpose, all directors must:

- a) ensure they act with integrity and in a way that stands up to public scrutiny;
- b) act in a way that preserves trust in the regional board, its provincial, regional and local partners, other directors, all personnel members and the territory's population;
- c) combat favouritism, whether real, potential or apparent, deceit and cover-up of errors;
- d) avoid being influenced by employment perspectives or offers;
- e) avoid any false representation relative to their levels of competence;
- f) refrain from using the regional board's goods as if they were their own; they may not use, for their own benefit or that of a third party, the regional board's goods or any information they obtain through their functions, unless they have been authorized to do so by the regional board;
- g) pay any amount due to the regional board, according to the terms of an agreement or no later than 45 days after the payment due date;
- h) fulfil their responsibilities without granting, soliciting or accepting, directly or indirectly, a favour or benefit for themselves, their enterprise, their immediate entourage or a third party; they must return to the offeror or reimburse, as the case may be, any gift, gesture of hospitality or benefit except in the case of a token gift or gesture of hospitality of minimal value;

- i)* refuse to use, for inappropriate purposes, any information obtained in their quality as directors.

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### **6.8. Professionalism**

All directors must demonstrate competence, diligence and rigour.

For that purpose, all directors must:

- a)* collaborate, make a commitment and demonstrate team spirit, openness and transparency;
- b)* act with diligence and promptness;
- c)* aim for innovation and excellence;
- d)* use their competence and knowledge in the service of the regional board and its representatives;
- e)* respect the health and social services network in general, including the regional board, its representatives, employees, directors and partners;
- f)* express their point of view in a courteous and civilized manner;
- g)* maintain their skills up-to-date and recognize their limits;
- h)* without delay, report any important fact or information to which they become privy when omitting to do so is likely to lead to error;
- i)* abstain from any omission likely to cause prejudice to the interests of the regional board or another person;
- j)* respect democracy and support any orientation or decision that may not be the object of unanimity.

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## **7. CONFLICT OF INTEREST**

### **7.1. Notion of Conflict of Interest**

The notion of conflict of interest generally involves any situation in which a person's direct or indirect interest is likely to compromise his judgment or impartiality when exercising his functions, to the detriment of the purpose, role and responsibilities attributed to the members of the regional board's board of directors.

For example, a person is impartial (without conflict of interest) when he has no relations or interests, direct or indirect, notably of a financial, commercial, professional or philanthropic nature, likely to influence his decisions relative to the interests of the regional board and the population served.

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## **7.2. Situations of Conflict of Interest**

Without limiting the general notion of conflict of interest and without resorting to an exhaustive list, a situation of conflict of interest exists when a director:

- a) has a personal and distinct interest in a decision of the board of directors, either direct or indirect, of which he is aware and which is sufficient to compromise his impartiality or objectivity;
- b) appears, in the eyes of a thoughtful and reasonably informed individual, to have an interest sufficiently likely to influence his judgment and the quality of his decisions, in a way that entails a probable or apparent risk that he will privilege his own interests or those of a third party to the detriment of those of the regional board and the population served;
- c) has a direct or indirect interest in a contract or draft contract with the regional board or an organization linked to the latter;
- d) obtains or is in the process of obtaining, directly or indirectly, a personal benefit resulting from a discretionary decision of the regional board or an organization linked to the latter;
- e) is a member of the management of an enterprise, institution or organization (public or private) whose interests may be in competition with those of the regional board;
- f) accepts any gift or benefit whatsoever from an enterprise that works with or would like to work with the regional board.

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## 8. PREVENTION MEASURES

### 8.1. Disclosure of Interests

All directors, with the exception of the executive director, must, within 30 days of their election or appointment, and annually thereafter:

- a) disclose all direct or indirect interests, whether real or potential, which they have or which a member of their immediate entourage has in an enterprise, association, organization, contract or acquisition likely to place them in a situation of conflict of interest, as well as the rights they may exercise against the regional board, by indicating, where applicable, their nature and value;
- b) declare that they have no interest likely to influence their duties as directors.

Such disclosure must be made to the chairperson of the board of directors or, if he is concerned, to the regional board's executive director, in the format defined in **Appendix II**. That obligation to disclose shall also apply to any situation of conflict of interest, whether real, potential or apparent, which could arise at any time during the exercise of a director's duties.

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### 8.2. Particularity Applicable to the Executive Director

*Declaration:* The executive director must, within 30 days of his appointment and annually thereafter, declare that he has no interests likely to influence his duties as director, in the format defined in Appendix II.

*Prohibition to have a direct or indirect interest:* In accordance with the provisions of sections 154, 155 and 197 of the act, the executive director may not, on pain of forfeiture of office, have a direct or indirect interest in an enterprise placing his personal interests in conflict with those of the organization. However, such forfeiture shall not apply if he acquired said interest through succession or donation, provided he renounces the interest or, after informing the board of directors, he disposes of it within the period defined by the board.

*Action for forfeiture of office:* Once it is aware that the executive director is in conflict of interest, the board of directors must take measures toward action for forfeiture of office against him. Further, the board must, within the following 10 days, inform the agency in writing, indicating the nature of the case and the measures taken.

Action for forfeiture of office of the executive director according to section 154 of the act may only be taken by the agency in question, the institution in question or the Minister.



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*Denunciation by any individual:* Any individual who becomes aware of a situation mentioned under section 154 of the act may denounce it to the agency, the institution or the Minister.

*Not considered conflicts of interest:* The fact that the executive director is a minority shareholder in a body corporate operating an enterprise mentioned in the present section shall not constitute a conflict of interest if that body corporate's shares are traded on a recognized market and if the executive director in question is not an insider of said body corporate in the meaning of section 89 of the *Securities Act*, R.S.Q., Ch. V-1.1.

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**8.3. Disclosure of Principal Occupation and Positions Held**

All directors must, upon their election or appointment and annually thereafter, provide for the chairperson of the board of directors or, if he is concerned, the executive director of the regional board, the following information, in the format defined in **Appendix III**:

- a) their principal occupations, indicating the names of their employers;
- b) any positions they hold as managers or directors within an enterprise that is not incorporated or a body corporate (enterprise, organization, association), indicating the name of the enterprise or body corporate concerned.

Only paragraph b) of this section shall apply to the executive director.

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**8.4. Declaration of an Interest Relative to an Issue Submitted at a Session of the Board of Directors**

A director in a situation of conflict of interest, whether real, potential or apparent, relative to an issue submitted at a session of the board of directors of the regional board must immediately declare that situation to the board of directors. That declaration must be entered in the minutes of the session.

Although he may express his point of view and answer questions from the other directors related to the issue submitted, the director must withdraw from deliberations and decisions related to the issue.

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### **8.5. Denunciation of a Situation Concerning a Director**

Any individual who has serious reason to believe that a director is in a situation of conflict of interest, whether real, potential or apparent, even occasionally or temporarily, must report said situation without delay to the chairperson of the board of directors or, if he is concerned, the executive director of the regional board, who shall then inform the committee on governance and ethics. That individual shall transmit the information pertinent to analysis of the situation by filling out and signing the form in **Appendix IV**.

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### **8.6. Review by the Committee on Governance and Ethics**

The committee on governance and ethics must be informed in writing of any disclosure of interest by a director and of any denunciation of a situation of conflict of interest, whether real, potential or apparent.

The review of any situation by the committee on governance and ethics must guarantee the confidentiality of personal information, subject to application of the *Act respecting access to documents held by public bodies and the protection of personal information*, R.S.Q., Ch. A-2.1.

The committee on governance and ethics must review such situations as quickly as possible and no later than 30 days after becoming aware of them. For that purpose, it may hear any individual. In case of a denunciation, it must forward, to the director concerned, a copy of the denunciation and the documents supporting it and offer him reasonable opportunity to prepare and make oral or written representations.

Should it deem that there is a situation of conflict of interest, whether real, potential or apparent, but no contravention relative to the present code's other provisions, the committee on governance and ethics must send its opinion and recommend for the board of directors, in writing and in the format prescribed in **appendix**, any measures likely to prevent or control the situation, within a defined period. When it decides to apply the measure recommended by the committee to the director, the board of directors must permit the director to make his oral or written representations. When the measure to control the conflict of interest is imposed by the board of directors, the director concerned must agree to respect said measure, within the defined period, in the format prescribed in **Appendix V**. Barring a major inability, failure to respect the recommended measure may lead to a sanction by the board of directors, in accordance with the provisions of section 9.9 of the present code.

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Notwithstanding the preceding clause, in the case of the executive director, the provisions of section 8.2 of the present code apply once the committee on governance and ethics is of the opinion that that director is indeed in a situation of conflict of interest.

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**9. APPLICATION PROCESS FOR THE PRESENT CODE**

**9.1. Preventive Approach**

As much as possible, the board of directors shall privilege a preventive approach. The directors must annually be reminded of the importance of their role as well as the principal concepts of ethics and professional conduct.

The board of directors may request the opinion of the committee on governance and ethics by filling out **Appendix V** of the present code.

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**9.2. Competent Authority**

The competent authority for reviewing any allegation or situation of conduct likely to be exceptional under the present code (complaint), as well as issuing relevant recommendations thereto, shall be the committee on governance and ethics as constituted under the provisions of the act.

The committee on governance and ethics may recommend the application of preventive or corrective measures or a sanction, in case of contravention under the present code.

Until the effective constitution of the committee on governance and ethics, the administrative committee set up through a by-law by the regional board's board of directors shall wield the authority assigned to the committee on governance and ethics under the provisions of the present code.

For the purposes of applying the present code, the competent authority for deciding on the imposition of a sanction on a director shall be the board of directors of the regional board, on the occasion of an in camera session and secret ballot.

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### **9.3. Transmission**

Any complaint must be brought in writing to the attention of the board of directors, through transmission to its chairperson or, if he is concerned, the executive director of the regional board. Such complaint must be based on a provision of the present code and list the reasons why it is reasonable to believe that the present code has not been respected.

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### **9.4. Copy of Complaint**

The director who is the object of the complaint must receive a copy thereof no later than seven days after its reception.

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### **9.5. Provisional Decision**

The board of directors may decide to temporarily relieve of his functions any director subject to a denunciation or complaint. In the case of the executive director, the board of directors must ensure respect for the provisions of the *Regulation respecting certain working conditions applicable to senior administrators of the agencies and public health and social services institutions*, R.R.Q., Ch. S-4.2, r. 5.2.

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### **9.6. Confidentiality, Objectivity and Impartiality**

The review of an allegation of contravention under the present code must, at all times, guarantee the confidentiality of personal information, in accordance with the provisions of the *Act respecting access to documents held by public bodies and the protection of personal information*, R.S.Q., Ch. A-2.1.

All members of the committee on governance and ethics who review a complaint must do so in accordance with the rules of confidentiality, objectivity and impartiality. They must be independent of spirit and act with rigour and prudence. They must notably respect the rules of natural justice by offering the director concerned reasonable opportunity to learn the nature of the reproach, access the documents contained in the complaint file and prepare and make his oral or written representations, alone or in the company of his attorney.

A director reviewing a complaint may not be the director who is the object of that complaint or be a member of his immediate entourage or be in a situation of conflict of interest, whether real, potential or apparent.

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### **9.7. Attendance of All Members Required in Committee Meetings**

All the members of the committee on governance and ethics must attend a meeting held to review a complaint. The work, however, may be done remotely, through information and communications technologies, on condition that all the members are able to hold discussions among themselves, consult all the relevant documents and, where applicable, hear witnesses.

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### **9.8. Report of the Committee on Governance and Ethics**

The committee on governance and ethics must produce a substantiated report for the board of directors, including the entire complaint file, no later than 45 days after reception of the complaint. That report must include:

- a) a statement of the facts under review;
- b) a summary of testimony and the documents consulted, including the point of view of the director concerned;
- c) a substantiated conclusion on whether the complaint is reasonable or not;
- d) a substantiated recommendation on the recommended sanction.

As an exception, the committee may extend the review period for the complaint up to a maximum of 30 days.

The board of directors may require presentation of the report by a member of the committee on governance and ethics.

A copy of the report and the complaint file must be provided for the director concerned, no later than seven days of reception by the board of directors.

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### **9.9. Sanction**

Before reaching a decision on the complaint, the board of directors must take into account the report and, as needed, any document contained in the complaint file. It must allow the director concerned reasonable opportunity to present his oral and written observations, alone or in the company of his attorney.

The board of directors shall make a statement, through resolution, on any sanction deemed appropriate, according to the circumstances. It shall not be bound by the recommended sanction. It may decide not to impose any sanction.

Depending on the nature and gravity of the complaint, the sanctions that may be taken are informal disciplinary action, reprimand, suspension and dismissal.

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Any sanction, as well as the decision to relieve a director provisionally of duties, must be in writing and justified. It must be sent to the director concerned within seven days.

The person who is the object of the complaint must withdraw from the board of directors' deliberations and decision.

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## **10. ARCHIVING**

### **10.1. Location and Duration of Archives**

The secretary of the board of directors shall archive all files related to disclosure, denunciation and complaint at the regional board's installations, in a confidential manner and for the duration defined under the archives schedule adopted by the regional board in accordance with the provisions of the *Archives Act*, R.S.Q., Ch. A-21.1.

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## **11. END-OF-TERM OBLIGATIONS**

### **11.1. General Obligations**

At the end of their term, all former directors shall act with prudence, discretion, honesty and loyalty, in the interests of the regional board and the population served. They must conduct themselves without unduly benefitting from their functions as directors of the regional board.

For that purpose, and at all times after the end of their term, all former directors must:

- a) protect the confidentiality of all confidential facts and information, subject to application of the law or a court order;
- b) abstain from causing prejudice to the reputation of individuals and the regional board.

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Resolution 2013-06

### **11.2. Specific Obligations**

Within the 12 months following the end of their term, all former directors shall abstain from:

- a) soliciting and accepting any benefits, for themselves, their enterprise, their immediate entourage or any third party;

**Code of Ethics and Professional Conduct for Members of the NRBHSS Board of Directors**

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- b) acting on their behalf or that of their enterprise, their immediate entourage or any third party in the context of a procedure, a negotiation or other transaction likely to cause prejudice to the interests of the regional board or the population served.

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Resolution 2013-06

## **12. FINAL PROVISIONS**

### **12.1. Publication of the Code of Ethics and Professional Conduct**

The regional board shall publish the present code and make it available for anyone who requests it, through any means including on its Web site.

The provisions of the present code shall replace and abrogate the *Policy Concerning the Rules of Ethics at the Regional Board* adopted by the board of directors on December 8, 1998.

Such replacement and abrogation shall come into effect the day of adoption of the resolution adopting, through by-law, the code of ethics and professional conduct for members of the regional board's board of directors.

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Resolution 2013-06

### **12.2. Modification, Replacement or Abrogation**

The board of directors may modify, replace or abrogate the present code, at any time, through resolution. Such provisions shall come into effect the day of their adoption.

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ADOPTED by the regional board's board of directors on February 28, 2013.

## **APPENDIX I – MEMBER’S COMMITMENT**

(Section 4.3 of the present code)

<b>1. MEMBER’S COORDINATES</b>	
LAST NAME, FIRST NAME	
OCCUPATION	PROFESSIONAL ASSOCIATION, if applicable
EMPLOYER’S NAME	
HOME ADDRESS	
HOME TELEPHONE	WORK TELEPHONE
FAX	E-MAIL ADDRESS
<b>2. MEMBER’S COMMITMENT</b>	
<p>— I, the undersigned, member of the board of directors of the Nunavik Regional Board of Health and Social Services, hereby declare that I have read the code of ethics and professional conduct for members of the regional board’s board of directors, have understood its significance and scope and declare myself bound by each of its provisions as if it were a contractual commitment on my part toward the regional board.</p> <p>— In that spirit, I hereby commit to fulfil, loyally, impartially, honestly and independently, to the best of my ability and knowledge, all the duties and obligations of my functions and likewise to exercise all the related rights.</p> <p>— Further, I hereby commit never to accept any sum of money or other consideration whatsoever for something I accomplished or will accomplish in the exercise of my functions, other than reimbursement of my expenses or my honoraria in accordance with statutes and regulations.</p> <p>— Finally, I hereby commit not to reveal or divulge, without being duly authorized, any information or document of a confidential nature to which I am privy, in the exercise of my functions.</p> <p><b>ON THE FAITH OF WHICH, I HAVE SIGNED IN</b></p>	
SIGNATURE	DATE (day, month, year)



## APPENDIX II – ANNUAL OR AD HOC DECLARATION OF INTERESTS

(Section Error! Reference source not found. of the present code)

### ANNUAL OR AD HOC DECLARATION OF INTERESTS

1. DECLARANT'S COORDINATES	
LAST NAME, FIRST NAME	
OCCUPATION	PROFESSIONAL ASSOCIATION, if applicable
EMPLOYER'S NAME	
HOME ADDRESS	
HOME TELEPHONE	WORK TELEPHONE
FAX	E-MAIL ADDRESS
2. DECLARATION	
<input type="checkbox"/> I, the undersigned, hereby confirm that I have read the code of ethics and professional conduct and declare that, to my knowledge, <b>I have no conflict of interest, <u>OR</u></b>	
<input type="checkbox"/> I, the undersigned, hereby consider myself in a <b>situation of conflict of interest</b> , real, potential or apparent, for the following reasons: <i>(attach additional sheets to this form if necessary)</i> , <b><u>AND/OR</u></b>	
<input type="checkbox"/> I, the undersigned, hereby declare the nature and value of the rights I may exercise against the regional board. ..... ..... .....	

**Code of Ethics and Professional Conduct for Members of the NRBHSS Board of Directors**

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**If the facts listed in section 2 of this form concern your relationships with third parties or enterprises, include all pertinent information. Such information must include and shall not be limited to:**

- 1° The names of the third parties concerned and your relationships with those persons;
- 2° The details of pertinent financial benefits (e.g., property rights, shares, honoraria, financial compensation);
- 3° The names of loved ones and your relationships with these persons and the general nature of any involvement of these persons;
- 4° The names of employees of the regional board or any other person in its service and the nature of the involvement of these persons;
- 5° The nature of your activities consisting of the provision of advice or professional services (including participation in a board of directors, executive committee or other) and the resulting remuneration;
- 6° All details of the projected or anticipated use of the regional board's resources.

I understand that certain information provided on the present form, "Annual or ad hoc declaration of interests," constitutes personal information protected under the *Act respecting access to documents held by public bodies and the protection of personal information*, R.S.Q., Ch. A-2.1.

I hereby consent to the use of such information for the sole purposes of determining if a situation of conflict, whether real, potential or apparent, exists.

Further, in case the disclosure of certain information is deemed appropriate to manage a declared conflict, I understand that I shall be consulted and that I shall have the opportunity to provide informed consent.

ON THE FAITH OF WHICH, I HAVE SIGNED IN

SIGNATURE

DATE (day, month, year)

**PLEASE RETURN THIS FORM TO THE CHAIRPERSON OF THE REGIONAL BOARD'S BOARD OF DIRECTORS.**



**Code of Ethics and Professional Conduct for Members of the NRBHSS Board of Directors**

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3. POSITION	NAME OF ENTREPRISE, ORGANIZATION OR ASSOCIATION
DESCRIPTION OF FUNCTIONS	
4. POSITION	NAME OF ENTREPRISE, ORGANIZATION OR ASSOCIATION
DESCRIPTION OF FUNCTIONS	
5. POSITION	NAME OF ENTREPRISE, ORGANIZATION OR ASSOCIATION
DESCRIPTION OF FUNCTIONS	
<b>OTHER COMMENTS</b>	
ON THE FAITH OF WHICH, I HAVE SIGNED IN	
SIGNATURE	DATE (day, month, year)

**PLEASE RETURN THIS FORM TO THE CHAIRPERSON OF THE REGIONAL BOARD'S BOARD OF DIRECTORS.**

# **APPENDIX IV – DENUNCIATION OF A SITUATION (conflict of interest)**

(Section 8.5 of the present code)

## **DENUNCIATION OF A SITUATION (conflict of interest)**

<b>1. DECLARANT'S COORDINATES</b>	
LAST NAME, FIRST NAME	
OCCUPATION	PROFESSIONAL ASSOCIATION, if applicable
EMPLOYER'S NAME	
HOME ADDRESS	
HOME TELEPHONE	WORK TELEPHONE
FAX	E-MAIL ADDRESS
<b>2. DECLARATION</b>	
<p>I consider that (Mrs., Mr.)....., member of the regional board's board of directors, is in a <b>situation of conflict of interest</b>, whether real, potential or apparent, for the following reasons (<i>attach additional sheets to this form if necessary</i>):</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>.....</p>	

**Code of Ethics and Professional Conduct for Members of the NRBHSS Board of Directors**

- 2 -

**If the facts listed in section 2 of this form concern relationships with third parties or enterprises, include all pertinent information. Such information must include and shall not be limited to:**

- 1° The names of the third parties concerned and the director's relationships with those persons;
- 2° The details of pertinent financial benefits (e.g., property rights, shares, honoraria, financial compensation);
- 3° The names of the members of the director's entourage, their relationships with the director and the general nature of any involvement of these persons;
- 4° The names of employees of the regional board or any other person in its service and the nature of the involvement of these persons;
- 5° The nature of the activities consisting of the provision of advice or professional services (including participation in a board of directors, executive committee or other) and the resulting remuneration;
- 6° All details of the projected or anticipated use of the regional board's resources.

I understand that certain information provided on the present form, "Denunciation of a situation," constitutes personal information protected under the *Act respecting access to documents held by public bodies and the protection of personal information*, R.S.Q., Ch. A-2.1.

I hereby consent to the use of such information for the sole purposes of determining if a situation of conflict, whether real, potential or apparent, exists.

Further, in case the disclosure of certain information is deemed appropriate to manage a declared conflict, I understand that I shall be consulted and that I shall have the opportunity to provide informed consent.

ON THE FAITH OF WHICH, I HAVE SIGNED IN

SIGNATURE	DATE (day, month, year)
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**PLEASE RETURN THIS FORM TO THE CHAIRPERSON OF THE REGIONAL BOARD'S BOARD OF DIRECTORS.**

## APPENDIX V – REQUEST FOR AN OPINION AND OPINION OF THE COMMITTEE ON GOVERNANCE AND ETHICS

(Sections 8.6 and 9.1 of the present code)

### REQUEST FOR AN OPINION AND OPINION OF THE COMMITTEE ON GOVERNANCE AND ETHICS

1. APPLICANT'S COORDINATES	
LAST NAME, FIRST NAME	
OCCUPATION	PROFESSIONAL ASSOCIATION, if applicable
EMPLOYER'S NAME	
HOME ADDRESS	
HOME TELEPHONE	WORK TELEPHONE
FAX	E-MAIL ADDRESS
2. OPINION REQUESTED	
I hereby request the opinion of the committee on governance and ethics on the situation described under the attached declaration of interests or denunciation of a situation concerning a director.	
ON THE FAITH OF WHICH, I HAVE SIGNED IN	
SIGNATURE	DATE (day, month, year)
3. OPINION OF THE COMMITTEE ON GOVERNANCE AND ETHICS	
The committee on governance and ethics hereby declares its opinion as follows:	
√	√
<input type="checkbox"/> The situation described does not	<input type="checkbox"/> The situation described constitutes a

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<b>constitute a situation of conflict of interest.</b>		<b>REAL situation of conflict of interest.</b>
<b>The situation described constitutes a POTENTIAL situation of conflict of interest.</b>		<b>The situation described constitutes an APPARENT situation of conflict of interest.</b>
<p>In the case of a real, potential or apparent situation of conflict of interest, the committee on governance and ethics recommends the application of the following measures by the director concerned, <b>no later than:</b></p>		
SIGNATURE		DATE (day, month, year)
<b>4. COMMITMENT OF THE DIRECTOR CONCERNED</b>		
<p>I, the undersigned, director concerned in the situation of conflict of interest, am aware of the measures recommended by the committee on governance and ethics and hereby commit to respect them within the defined period and to inform the board of directors so the latter can register the undertakings in the minutes of one of its sessions.</p>		
SIGNATURE		DATE (day, month, year)

**PLEASE RETURN THIS FORM TO THE CHAIRPERSON OF THE REGIONAL BOARD'S BOARD OF DIRECTORS AND, IF APPLICABLE, TO THE DIRECTOR CONCERNED.**



## APPENDIX VI – LEGISLATIVE PROVISIONS

### *Civil Code of Québec, R.S.Q., Ch. C-1991*

6. Every person is bound to exercise his civil rights in good faith.

7. No right may be exercised with the intent of injuring another or in an excessive and unreasonable manner which is contrary to the requirements of good faith.

#### DIVISION III

#### OBLIGATIONS AND DISQUALIFICATION OF DIRECTORS

**321.** A director is considered to be the mandatary of the legal person. He shall, in the performance of his duties, conform to the obligations imposed on him by law, the constituting act or the by-laws and he shall act within the limits of the powers conferred on him.

**322.** A director shall act with prudence and diligence.

He shall also act with honesty and loyalty in the interest of the legal person.

**323.** No director may mingle the property of the legal person with his own property nor may he use for his own profit or that of a third person any property of the legal person or any information he obtains by reason of his duties, unless he is authorized to do so by the members of the legal person.

**324.** A director shall avoid placing himself in any situation where his personal interest would be in conflict with his obligations as a director.

A director shall declare to the legal person any interest he has in an enterprise or association that may place him in a situation of conflict of interest and of any right he may set up against it, indicating their nature and value, where applicable. The declaration of interest is recorded in the minutes of the proceedings of the board of directors or the equivalent.

**325.** A director may, even in carrying on his duties, acquire, directly or indirectly, rights in the property under his administration or enter into contracts with the legal person.

The director shall immediately inform the legal person of any acquisition or contract described in the first paragraph, indicating the nature and value of the rights he is acquiring, and request that the fact be recorded in the minutes of proceedings of the board of directors or the equivalent. He shall abstain, except if required, from the discussion and voting on the question. This rule does not, however, apply to matters concerning the remuneration or conditions of employment of the director.

**326.** Where the director of a legal person fails to give information correctly and immediately of an acquisition or a contract, the court, on the application of the legal person or a member, may, among other measures, annul the act or order the director to render account and to remit the profit or benefit realized to the legal person.

The action may be brought only within one year after knowledge is gained of the acquisition or contract.

**327.** Minors, persons of full age under tutorship or curatorship, bankrupts and persons prohibited by the court from holding such office are disqualified for office as directors.

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However, minors and persons of full age under tutorship may be directors of associations constituted as legal persons that do not aim to make pecuniary profits and whose objects concern them.

**328.** The acts of a director or senior officer may not be annulled on the sole ground that he was disqualified or that his designation was irregular.

**329.** The court, on the application of an interested person, may prohibit a person from holding office as a director of a legal person if the person has been found guilty of an indictable offence involving fraud or dishonesty in a matter related to legal persons, or who has repeatedly violated the Acts relating to legal persons or failed to fulfil his obligations as a director.

**330.** No prohibition may extend beyond five years from the latest act charged.

The court may lift the prohibition under the conditions it sees fit, on the application of the person concerned by the prohibition.

## ***Act respecting the ministère du Conseil exécutif, R.S.Q., Ch. M-30***

### *§ 3. — Health and social services and education sectors*

**3.0.4.** The members of the board of directors, or of the entity acting as such, of everybody referred to below must establish a code of ethics and professional conduct which is applicable to them:

1° every educational institution at the university level referred to in paragraphs 1 to 11 of section 1 of the Act respecting educational institutions at the university level (chapter E-14.1);

2° every general and vocational college established under the General and Vocational Colleges Act (chapter C-29);

3° every private institution accredited for the purposes of subsidies under the Act respecting private education (chapter E-9.1);

4° every other educational institution more than half of whose operating expenses are paid out of appropriations appearing in the budget estimates tabled in the National Assembly;

5° every public or private institution that is a party to an agreement referred to in the Act respecting health services and social services (chapter S-4.2);

6° the regional council established under the Act respecting health services and social services for Cree Native persons (chapter S-5).

The code shall set out the duties and obligations of the persons to which it applies, and may prescribe standards that vary according to the various classes of persons to which they apply or that apply only to certain classes of persons. The code must, among other things:

1° include preventive measures, in particular rules for the disclosure of interests;

2° deal with the identification of situations of conflict of interests;

3° regulate or prohibit practices relating to remuneration;

4° specify the duties and obligations of persons even after they leave office;

5° include enforcement mechanisms, in particular the designation of the persons charged with the enforcement of the code and provide for penalties.

The institution, college or council must ensure public access to the code, and publish it in its annual report.

The annual report shall, in addition, state the number of cases dealt with and the follow-up thereon and set out any breaches determined during the year by the disciplinary authorities, the determination thereof, any penalties imposed by the competent authorities and the names of any persons revoked or suspended during the year.

### *§ 4. — Various provisions*

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**3.0.5.** Persons or authorities charged, pursuant to this division, with examining or inquiring into alleged or actual conduct that may be contrary to standards of ethics or professional conduct, or charged, pursuant to this division, with determining or imposing appropriate penalties, may not be prosecuted by reason of acts performed in good faith in the performance of their duties.

**3.0.6.** Any person who derives a benefit as a result of a failure to comply with any standard of ethics or professional conduct established under this division is liable to the State for the value of the benefit derived.

## ***Act respecting health services and social services, R.S.Q., Ch. S-4.2***

**131.** For the purposes of section 129, a person qualifies as independent if the person has no direct or indirect relation or interest, in particular of a financial, commercial, professional or philanthropic nature, likely to interfere with the quality of the person's decisions as regards the interests of the institution.

A person is deemed not to be independent if that person:

1° is in the employ of the institution or has been in such employ in the three years before being elected, designated, appointed or co-opted to office, or practises or has practised a profession in the institution;

2° has an immediate family member who is the executive director, an assistant executive director or a senior management officer of the institution;

3° provides goods or services for valuable consideration to the institution;

4° is employed by the Ministère de la Santé et des Services sociaux, by an agency or by the Régie de l'assurance maladie du Québec, receives remuneration from the Régie or is a member of the board of directors of an agency or of the Régie;

5° is a user lodged in the institution.

For the purposes of this section, “immediate family member” means a person's spouse or child, the spouse's child, the person's mother or father, the spouse of the person's mother or father, or the spouse of the person's child or of the person's spouse's child.

**154.** Any member of a board of directors, other than the executive director, who has a direct or indirect interest in an undertaking which causes his personal interest to conflict with the interest of the board or of any of the institutions under its administration must, under pain of forfeiture of office, disclose that interest in writing to the board of directors and abstain from sitting on the board and from participating in any deliberation or decision on any question relating to the undertaking in which he has that interest.

The fact that a member of the board of directors is a minority shareholder of a legal person operating an undertaking referred to in this section does not constitute a conflict of interest if the shares of the legal person are listed on a recognized stock exchange and if the member of the board of directors concerned is not an insider of the legal person within the meaning of section 89 of the Securities Act (chapter V-1.1).

**155.** No action for forfeiture of office under section 154 may be brought except by the agency concerned, by the institution concerned or by the Minister.

Any person who is aware of a situation described in section 154 may report it to the agency, the institution or the Minister.

**181.** The board of directors shall establish a governance and ethics committee and an audit committee. Each committee must be composed in the majority of independent members and chaired by an independent member.

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The board may also establish other committees to advise it in the pursuit of its mission. It shall determine the composition, functions, duties and powers of the committees, and the rules governing the administration of their affairs and their internal management.

The board of directors may delegate its powers to any council or committee, except those powers which the board of directors may exercise only by by-law.

**181.0.0.1.** The functions of the governance and ethics committee include drawing up:

- 1° governance rules for the conduct of the institution's affairs;
- 2° a code of ethics and professional conduct, in accordance with section 3.0.4 of the Act respecting the Ministère du Conseil exécutif (chapter M-30), applicable to members of the board of directors;
- 3° expertise and experience profiles to be used in appointing or co-opting independent board members, making sure to identify the diverse expertise required and the desired representation of the milieu based on its characteristics;
- 4° criteria for evaluating the performance of the board;
- 5° initiation and ongoing training programs for board members.

The committee shall carry out the evaluation referred to in subparagraph 4 of the first paragraph in accordance with the criteria approved by the board.

**197.** The executive director shall not, under pain of forfeiture of office, have a direct or indirect interest in an enterprise placing his personal interest in conflict with that of the institution. However, forfeiture of office is not incurred if such an interest devolves to him by succession or gift, provided that he renounces it or that, having informed the board of directors, he disposes of it within the time fixed by the board.

An executive director who is forfeited of office becomes disqualified from holding any office or employment as a member of the managerial staff of any public institution or agency for the period of disqualification determined in the judgment. That period shall not exceed three years.

The board of directors, on ascertaining that the executive director is in a position of conflict of interest, shall take measures to institute proceedings for forfeiture of office against him. It shall also, within 10 days, inform the agency in writing of the situation, specifying the nature of the case and the measures it has taken.

The second paragraph of section 154, applies, with the necessary modifications to the executive director.

Section 155 applies to proceedings for forfeiture of office.

**234.** The board of directors of a public institution must, by by-law, determine the standards applicable to a senior management officer or middle management officer as regards conflict of interest as well as standards applicable to a senior management officer as regards exclusivity of office. No senior management officer or middle management officer may contravene any of the standards prescribed pursuant to the first paragraph, under pain of sanctions which may go as far as dismissal.

**235.** The board of directors of a public institution must, by by-law, establish measures to prevent or put an end to the conflicts of interest that may arise from the awarding of a contract by the institution to a

