

Code of Conduct and Morals

for Members of the Board of Directors

Adopted by the Board of Directors on June 26, 2018

PREAMBLE

Mandate

Vitalité Health Network provides for the delivery of and administers health services in the region for which it is established.

Board of Directors

Vitalité Health Network is a Francophone leader serving its communities. The Network makes a major contribution to the health of people through the quality of health care services provided, research, and continuing training for its staff. The Network is determined to meet the highest standards to maintain its integrity and the public's confidence in every aspect of its activities. The organization is evolving in a changing environment and the population served is diversified. Members of the Board of Directors and committees have varying backgrounds, unique training, and very different education. It is important to obtain a shared commitment to improve the health and quality of life of clients and establish and maintain strong relations with the Network partners and other stakeholders. It has been and will continue to be possible to provide high-quality care thanks to the quality and integrity of people who are part of the Network.

The organization is evolving in a complex environment where regulatory, political, social, commercial and technological challenges are constantly renewed. Adhering to the highest ethical principles allows us to reach and even exceed targeted results and earn the trust of our patients, clients, partners, and suppliers.

All members of the Board of Directors must be familiar with the *Code of Conduct and Morals* and put the ethical principles of the code into practice. They must promote adherence to these principles by serving as role models. Let's protect our values by applying the *Code of Conduct and Morals* in all of our actions and decisions.

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1. GENERAL PROVISIONS

1.1 PURPOSE

The purpose of the code is to maintain and enhance the citizens' confidence in the integrity and impartiality of the Network's administration, promote sound management, and empower Board members.

The code sets guidelines on the following:

- discretion and confidentiality;
- independence;
- conflicts of interest;
- personal use of the Network's property and resources;
- gifts, hospitality, and other benefits;
- providing consulting and other services;
- political considerations and moderation;
- communications with the media and the public.

1.2 SCOPE

This code applies to all members of the Board of Directors, including ex officio members.

1.3 ADOPTION, REVISION AND INTERPRETATION

The Board of Directors of Vitalité Health Network approves the Code of Conduct and Morals on the recommendation of the Governance and Nomination Committee.

All members of the Board of Directors, including ex officio members, must comply with the Network's values, as well as with ethical and good governance principles in carrying out their duties and:

- promote the Network's mandate, mission, vision and values;
- help the Network keep its commitment to make ethical decisions;
- maximize their contribution to the Network;
- ensure ethical and impartial decision-making;
- promote the health, safety and well-being of clients and staff members;
- ensure compliance with the Network's by-laws, policies and procedures, as well as the confidentiality of the Network's information (both written and verbal), documents and reports;
- ensure compliance with legislation, regulations and rules, and report any violation of the code or any illegal or unethical behaviour;
- present a positive image of the Network; and
- consider an overall approach or position regarding the Network.

In case of divergence, the more stringent principles and rules will apply.

When in doubt, Board members must act in accordance with the spirit of these principles and rules. Their conduct must bear the closest public scrutiny.

In this code, the prohibition on performing an action also applies to any attempt to perform it and any participation in it or incitement to perform it.

2. ETHICAL PRINCIPLES

2.1 NETWORK'S MISSION, VALUES, AND GENERAL PRINCIPLES

The Network's mission is to improve people's health. We deliver health care services of quality that meet people's needs through teaching, research and evaluation. Provide As part of their mandate, members of the Board of Directors help the Network achieve its mission and commit to promoting the values of the Board of Directors and organizational values.

Values of the Board of Directors:

- vigilance;
- integrity;
- responsibility.

Organizational values:

- respect;
- compassion;
- integrity;
- accountability;
- equity;
- engagement.

Board members are also committed to applying the following management principles:

- Rely on the competence of members of the Board of Directors and Network staff;
- Rely on evidence and recognized best practices;
- Assure people's safety and protect the Network's physical resources;
- Promote professional and ethical behaviours in all circumstances;
- Promote transparent management and compliance with the highest ethical principles.

2.2 COMPLIANCE WITH APPLICABLE LEGISLATION

Throughout their term, Board members must comply with the legislation and rules that apply to the Network and themselves.

2.3 HONESTY, LOYALTY AND INTEGRITY

Board members must act with honesty, loyalty and integrity throughout their term. They must make decisions regardless of any consideration that is incompatible with the mission, vision and interests of the Network.

All Board and committee members have a fiduciary relationship with the regional health authority. As fiduciaries, members must act honestly, in good faith, and in the best interest of the organization. When representing the Network, members must differentiate their own representation from that of the organization.

All members, including ex officio members, have a duty to fulfill the same obligations and meet the same due diligence standards. Members who belong to a group, or region or who represent a profession or cause in particular must unequivocally act in the best interest of the organization.

2.4 SKILL, CARE, DILIGENCE, EFFECTIVENESS, CURIOSITY, INSIGHT AND CONSISTENCY AND REGULAR ATTENDANCE

Board members must perform their duties with skill, care, diligence, effectiveness, great curiosity, insight and consistency and regular attendance. They must keep their knowledge up-to-date, exercise independent and impartial judgment, and contribute to discussions to the best of their ability in order to serve the interests of the Network and its clients in the best possible circumstances.

Board members have a duty to become familiar, comply, and promote compliance with this code as well as with the policies, guidelines and rules set by the Network. They must also stay abreast of the environmental context (economic, social and political) in which the Network is evolving and achieving its mission.

Finally, Board members must commit to take the time required to become familiar with the Network's mission and operations, its issues and associated risks, as well as challenges to be met. They must also devote the time and attention required to master issues submitted to the Board of Directors.

2.5 PROFESSIONAL RELATIONSHIPS

Board members must maintain respectful relationships with everyone and the Network in a spirit of collaboration.

2.6 RESPECTFUL CONDUCT AND INFORMED DECISIONS

It is understood that Board and committee members contribute to the Board through their diversity, skills and experience. They do not always agree on all issues. All discussions are held in an atmosphere of respect and courtesy. The authority of the Board Chairperson is respected by all members.

Board and committee members must:

- represent the interests of all members and the community;
- speak for themselves rather than as a group representative;
- express additional or alternate points of view and encourage others to do the same;
- refrain from engaging in conduct outside the Board meetings that could create factions and prevent free and open discussions;
- be balanced in their efforts to understand others and be understood by them;
- review beforehand all documents submitted for discussion and decision by the Board of Directors.

The decision-making frameworks of the Board of Directors also provide direction for discussions and decisions.

3. RULES OF PROFESSIONAL CONDUCT

3.1 DISCRETION AND CONFIDENTIALITY

Board members must use discretion regarding all information acquired as part of their duties and protect the confidentiality of information received during their term. Board discussions and decisions, positions defended by Board members, and members' votes are confidential.

Board members may not use confidential information for their personal benefit or that of any other person or firm or interest group.

Board members are required to take measures to maintain the confidentiality of the information that is available to them. They must:

- I. not leave Board documents in sight of a third party or unconcerned staff member;
- II. not download on equipment used for personal or professional purposes information obtained during their term;
- III. take appropriate action to protect documents;
- IV. avoid any discussions during which confidential information could be disclosed;
- V. not share a Board document with anyone other than Board members without prior

approval from the Network;

- VI. dispose of any confidential Board document that is no longer required for their term either by shredding it or giving it to the Board Secretary;
- VII. respect the equipment at their disposal;
- VIII. return their tablet, as well as any document in their possession pertaining to the Board of Directors, including their Board member's log, to the Board Secretary upon termination of their term.

3.2 SOLIDARITY

Board and committee members recognize that actions duly authorized by the Board must be endorsed by all members and that the Board expresses itself with a single voice. Members who refrained from voting or voted against a resolution must support the decision made by the majority of members.

Board and committee members must:

- support and explain all Board decisions internally and externally, even if they hold a minority point of view;
- not disclose or discuss differences of opinion among Board members outside meetings, especially with staff members, volunteers or clients;
- not ask the staff for information to challenge a decision without the Board Chairperson or President and Chief Executive Officer knowing about it;
- refer any complaints or issues regarding the Network to the President and Chief Executive Officer, who will share his or her comments on the action taken.

3.3 CONFLICTS OF INTEREST

It is the responsibility of every Board member to take the necessary precautions to prevent any conflicts between their personal interests and their duties as part of their mandate. Board members must also avoid being placed in a situation that could cast reasonable doubt upon their ability to carry out their duties honestly and impartially. When such a situation occurs, even beyond their control, they must immediately inform the Chairperson of the Board and take corrective action.

A conflict of interest arises when there is an apparent¹ or potential² conflict of interest situation or real possibility, based on logical links, that personal interests are placed above those of the Network. A member does not have to have actually taken advantage of his or her office for his or her own interests or to have acted against the interests of the Network. The risk of a conflict of interest arising is sufficient, as it may challenge the organization's

credibility. For clarification, a Board member is in conflict of interest if he or she allows, or appears to allow, his or her personal interests or those of his or her family, other relatives or individuals related to him or her, to compromise his or her ability to carry out his or her duties objectively, impartially and effectively within the Network.

Board members must avoid situations where they or an immediate family member, other relatives or other individuals related to them, can directly or indirectly take advantage of a contract signed for the Network or influence decision-making.

Board members who have a duty to other entities can sometimes find themselves in a conflict of interest situation. When the situation in which they find themselves is not addressed in the code, they must determine whether their behaviour is in line with what the Network can reasonably expect from a Board member in such circumstances. Board members must also determine whether a reasonably well-informed individual would conclude that the interests that they have in the other entity could influence their decisions and impair their objectivity, integrity or impartiality. They can consult the Governance and Nomination Committee about this.

The following situations may constitute a conflict of interest:

- Having a direct or indirect interest in a debate of the Board of Directors;
- Having a direct or indirect interest in a contract or project of the Network;
- Obtaining or being in the process of obtaining a personal gain from a decision made by the Network;
- Having a litigious claim against the Network;
- Being influenced by external considerations such as a potential appointment or employment opportunities or offers.

Members must meet the obligations set out in Section 25 of the *Regional Health Authorities Act*, RSNB 2011, c. 217, of which a copy is found in Appendix B of the code, and the obligations set out in Section B.10.0 of the Network's By-Laws.

A member discloses or declares any conflict of interest as soon as he or she becomes aware of it and at the latest:

- At the meeting where the matter giving rise to the conflict is considered; or
- At the first meeting that is held after the conflict arises.

Without limiting the generality of the foregoing, any member must:

- seek advice from the Chairperson of the Board or any other person to determine

whether or not a conflict of interest exists in cases where the member suspects a conflict of interest;

- refrain from using his or her position on the Board to solicit clients for his or her personal business or for business conducted by a brother, sister, or child or any person to whom the member has any type of obligation;
- in circumstances where he or she has reasonable grounds to believe that the interests of another member are in conflict with the interests of the Network, comply with the obligations of disclosure and reporting set out in this code.

A Board member who has disclosed a conflict of interest, for which a conflict of interest was identified, or who is in fact in conflict of interest:

- must not vote on or take part in discussions about the matter in question, but can be part of the Board meeting quorum;
- can remain in the room, if it is a public meeting, but must not take part in the portion of the meeting during which the matter giving rise to a conflict of interest is discussed, and must leave the room before any vote on this matter;
- must immediately leave the meeting, if it is held in camera, and not return before any discussion about and any vote on the matter giving rise to the conflict of interest are completed;
- must not influence or try to influence the Board discussions or vote on the issue(s) related to the matter giving rise to the conflict of interest.

3.4 PERSONAL USE OF THE NETWORK'S PROPERTY AND RESOURCES

Board members must not treat the Network's property and resources as their own nor use them for their own profit or that of a third party.

The Network's property and resources include:

- material goods, including electronic goods;
- staff members;
- work done by the staff or a third party, officers, and members of the Board of Directors.

Every Board member has an obligation to protect the property and resources of the Network and can only use them for the benefit of the organization.

3.5 GIFTS, HOSPITALITY AND OTHER BENEFITS

The Network is particularly sensitive about the way that gifts, hospitality and other benefits that Board members may receive are perceived by the public. Board members must exercise judgment to avoid conflict situations.

Subject to the exception in the following paragraph, Board members (including their immediate family) may not, directly or indirectly, accept or solicit gifts, hospitality or other benefits (including a commission, fees, salary, payment or items such as gift certificates, securities, a subscription or complimentary and/or discounted tickets for sports or cultural events). They may not either, directly or indirectly, accept or solicit gifts, hospitality or other benefits that could compromise or appear to compromise their objectivity, integrity or impartiality during their term or that could make them accountable to the individual, enterprise or organization granting them. They may not either accept preferential treatment or prices from an existing or potential supplier of the Network because of their mandate.

A Board member may accept a gift, hospitality or other benefit only if the following criteria are met:

- They result from activities or events related to his or her mandate;
- They do not compromise, nor appear to compromise his or her integrity or impartiality, nor those of the Network or of anyone else and are, in all cases, customary and of modest value. If they are not customary and of modest value, the Board member must immediately seek advice from the Chairperson of the Board, who will tell him or her how to proceed.

In their actions, Board members must take the following measures where appropriate:

- Discourage existing and potential suppliers from offering them gifts, hospitality and other benefits;
- Inform existing and potential suppliers that they can maintain a professional relationship with them only if they comply with the code, return the gifts, hospitality and other inappropriate benefits with a copy of the code as a reference, and always seek advice from the Chairperson of the Board when in doubt.

If it is impossible to refuse gifts, hospitality or other benefits that do not meet the above criteria, a Board member must immediately seek advice from the Chairperson of the Board who will tell him or her how to proceed.

3.6 PROVIDING CONSULTING AND OTHER SERVICES

Board members must not provide or deliver consulting or other services to the Network on a contract basis, either personally or through an organization in which they and/or a person related to them have interests.

3.7 POLITICAL CONSIDERATIONS AND MODERATION

Board members must make decisions independently from any partisan political consideration to preserve the integrity and impartiality of the Network and be sure to act in the best interest of the Network and its clients. They must also always show moderation in publicly expressing their political opinions.

3.8 COMMUNICATIONS WITH THE MEDIA AND THE PUBLIC

The Board has adopted a policy on the designation of a spokesperson for the Board in order to ensure consistency in the messages conveyed by the organization. The Chairperson of the Board is the Network's spokesperson on issues related to governance and the Board's accountability. The President and Chief Executive Officer, or delegate appointed by the latter from time to time, is the Network's spokesperson on operational matters. The President and Chief Executive Officer and Chairperson of the Board will determine together their respective roles, if appropriate. No Board or committee member will act as spokesperson for the Board, unless expressly delegated to do so by the Chairperson of the Board. When authorized, representations by a Board or committee member must be consistent with the positions and policies approved by the Board.

Board members are authorized to give presentations to other groups at public seminars, conferences or similar events. During these seminars, conferences and other events, they must specify that they are speaking personally and not on behalf of the Network. Their remarks must be general and they must refrain from commenting on the activities of the Network.

The Board's spokespersons are the only persons authorized to communicate with the media about the Network's business. Any Board or committee member questioned by journalists or other media representatives must refer these persons to the President and Chief Executive Officer of the Network.

Board members are also required to avoid commenting on the Network’s activities, decisions or positions on social media.

3.9 OBTAINING LEGAL ADVICE

Requests to obtain external opinions or advice on matters before the Board may be submitted through the Chairperson of the Board.

4. PROCEDURAL REQUIREMENTS

4.1 MANDATORY DECLARATION

Board members must declare in writing to the Chairperson of the Board and the Minister any situation likely to affect their status.

Also, Board members who have a direct or indirect interest in an organization, enterprise, association or regarding any matter entailing a conflict between their personal interests and those of the Network, must under pain of forfeiture of office, disclose it to the Chairperson of the Board prior to the session or as soon as they become aware of it and refrain from taking part in any debate and decision about this organization, enterprise, association or matter.

They must also leave the session during discussions and vote on the matter in order not to influence the decision.

The Chairperson of the Board must make his or her declaration to the Secretary of the Board and Governance and Nomination Committee.

The member’s absence or abstention from discussions must be recorded in the minutes.

4.2 DECLARATION OF INTEREST AND BOARD MEMBER STATUS

Any member who takes office within the Network must complete a *Declaration by Board Members* form and give it to the Chairperson of the Board.

In this form, the member is required to:

- sign an official declaration indicating that he or she has read and understood the code and will comply with it;
- provide the following information:
 - name and address of agencies, businesses, associations or any other organizations

for which he or she is serving as an officer or employee, as well as his or her position and commencement date;

- name and address of companies, associations or organizations, for-profit or non-profit, partnerships, or any other organizations with which he or she is associated;
- any personal, professional or philanthropic situation concerning a family member or himself or herself, which is likely to create a conflict in discharging his or her mandate on the Board of Directors;
- information related to the qualification of his or her independent status.

At the beginning of the fiscal year, the Chairperson of the Board asks members of the Board to confirm that the information on their Declaration by Board Members form is accurate.

Any change in a Board member's declaration must be made by updating the Declaration by Board Members form and communicated to the Chairperson of the Board. The Chairperson's declaration is communicated to the Secretary of the Board.

A declaration of change in interests that is communicated verbally by a Board member and documented in the minutes of the Board meeting constitutes a written declaration. The information will be documented in the Board member's declaration of interest file.

4.3 FAILURE TO COMPLY AND DISCIPLINARY MEASURES

The Governance and Nomination Committee is responsible for monitoring and ensuring compliance with the code.

Members must comply with the code. Failure to do so may lead to dismissal of the member, depending on circumstances. Any failure to comply with the code will be handled appropriately depending on the circumstances.

4.4 DISCLOSURE AND REPORTING

Compliance with the code is a responsibility that is shared by all members of the Board. Thus, a member who is aware of or who reasonably suspects a situation that could be a violation of the code must report the situation to the Chair of the Governance and Nomination Committee. Failure to report a known or reasonably suspected violation is in itself a violation of this code. The disclosure must be made in writing, confidentially, and include the following information:

- I. identity of the person(s) involved;
- II. description of the situation;
- III. date or period during which the situation occurred or arose;
- IV. copies of any supporting documents.

For the purpose of the report required under this code, any report must be communicated to the Chair of the Governance and Nomination Committee via e-mail, regular mail, or in person at the address indicated below. Should the violation report involve the Chair of the Governance and Nomination Committee, the report should be forwarded to the Chairperson of the Board at:

Vitalité Health Network
Head Office
275 Main Street, Room 600, Bathurst NB E2A 1A9

The Governance and Nomination Committee will ensure that appropriate action is taken for investigation and follow-up of any report received and will ensure that a prompt and thorough investigation is conducted by the Governance and Nomination Committee, a special Board committee set up for this purpose, or an outside investigator. If circumstances call for it, the report can be referred to the police or the appropriate authority.

The action taken by the Governance and Nomination Committee and the party or parties commissioned to conduct the investigation may vary depending on the nature of the report and/or alleged violation. Subject to any disclosure required to conduct the investigation and corrective measures taken and subject to any rule of law (requiring disclosure under some circumstances), all the information contained in a report and disclosed in the course of the investigation will remain confidential and will be made available on a need-to-know basis only.

The investigator will conduct all investigations deemed relevant and will be able to consult the member, the author of the report, or any other person, if needed, but will be under no obligation to hold a formal hearing. The member who is the subject of the report must receive written notice of the nature of any allegation against him or her within ten (10) days of the date of the report and he or she can respond in writing or request an interview with the investigator within ten (10) days following receipt of the notice under this paragraph. The investigator must complete the investigation within thirty (30) days following the beginning of his or her mandate to investigate and:

- prepare a report setting out his or her conclusions and recommendations (the “investigation report”), which will be submitted to the Chair of the Governance and Nomination Committee within fifteen (15) days after completing the investigation;
- upon receiving the investigation report, the Chair calls a meeting of the Governance and Nomination Committee in order to review the report within fifteen (15) days after receiving it and:
 - adopt the investigation report in whole or in part;
 - if the code was violated, determine which disciplinary action, if any, should be taken against the member who is the subject of the report and the investigation report;
 - the disciplinary action taken by the Governance and Nomination Committee can consist in a reprimand, suspension, forfeiture of office, or any other disciplinary action deemed appropriate, depending on the nature and seriousness of the violation.

The decision and, if any, the disciplinary action taken by the Governance and Nomination Committee are communicated in writing to the member who is the subject of the investigation report as well as to the Board, and the decision must be communicated to the Minister with supporting reasons within five (5) days following the date of the decision made by the Governance and Nomination Committee. The disciplinary action taken against the member who is the subject of the investigation report becomes effective on the date specified in the decision letter from the Governance and Nomination Committee.

4.5 APPEAL, SUSPENSION, AND APPEAL DECISION

If the member who is the subject of the investigation report disagrees with the decision and, if any, with the disciplinary action taken by the Governance and Nomination Committee, he or she may appeal to members of the Board at a special Board meeting called for this purpose by notifying the Board Secretary in writing of his or her intention within thirty (30) days following receipt of the Governance and Nomination Committee's decision.

Suspension of decision and disciplinary action

- If the member who is the subject of the investigation report serves a thirty (30) days' notice, the decision and, if any, the disciplinary action taken by the Governance and Nomination Committee are suspended until a resolution is adopted by members.

Appeal decision

- If there is an appeal, the majority (or a higher percentage specified in the By-Laws) of members present at the special meeting held to this end confirm or cancel retroactively via resolution the decision and, if applicable, the disciplinary action taken by the Governance and Nomination Committee.
- It is understood that the member who is the subject of the investigation report can, if he or she wishes so, make representations to the other members at the special meeting.
- The Board's decision on an appeal must be communicated in writing to the member who is the subject of the appeal within 30 working days or to the Minister when the recommendation refers to suspension or withdrawal of the member's duties.

Calculation of time limits

- Unless the context dictates otherwise, the calculation of time limits in this code are governed by the following standards:
 - When the time limit is expressed in days, it is calculated by excluding the first day but including the last one;
 - If the time limit is less than seven (7) days, statutory holidays do not count;
 - If the time limit to carry out an action or undertake a step in a procedure

expires on a statutory holiday, the action can be performed or the step can be undertaken on the first following day that is not a statutory holiday.

4.6 TERMINATION OF APPOINTMENT

After ceasing to be a member of the Board of Directors of the Network, a Board member may not act in such a manner as to take undue advantage of his or her former office. He or she may not either give a person or an organization advice based on information regarding the Network that was not public and was acquired while serving on the Board of Directors.

In the year following termination of his or her appointment, a member is also forbidden to act on behalf or for the benefit of someone else with respect to a procedure, negotiation, or any other activity in which the Network is involved and about which he or she has information which is not public.

The Board members of the Network cannot conduct business, in circumstances described in the previous paragraph, with the Board member referred to, for one year following the end of his or her office.

I ACKNOWLEDGE that I have read and understood the Code of Conduct and Morals for Members of the Board of Directors of Vitalité Health Network and agree to comply with it at all times.

Signature

Name (in print)

Date

Declaration by Board Members

Declaration status

- Annual declaration (indicate current calendar year) _____
- Update of annual declaration (indicate date) _____

1. Declaration of interest

a. Agencies, businesses, associations or other organizations for which you are serving as a board member, self-employed worker, employee or volunteer

Write the name and address of the agencies, businesses, associations or any other organizations for which you are serving as a board member, self-employed worker, employee or volunteer. Also indicate your position, your commencement date, as well as the nature of your interest with respect to your responsibilities to the Network.

- Does not apply*

Name: _____

Address: _____

Position: _____

Commencement date: _____

Nature of interest: _____

To add a declaration, click on the plus sign (+) that appears when you type.

b. Companies, trusts, partnerships or other organizations with which you have links

Write the name and address of companies, trusts, partnerships or any other organizations, for-profit or non-profit, for whom you are serving as a board member or trustee, that you are controlling or in which you have more than 5% of the voting rights. Also write the name and address of companies and other organizations for which you are providing consulting or other services on a contractual basis and in which you have significant interests with respect to your responsibilities to the Network.

- Does not apply*

Name: _____

Address: _____

Field of activity: _____

Nature of interest: _____

To add a declaration, click on the plus sign (+) that appears when you type.

3. Declaration and signature

I, a member of the Board of Directors of Vitalité Health Network, hereby:

- certify that these declarations were made in good faith and to the best of my knowledge;
- confirm that I have read the Code of Conduct and Morals for Members of the Board of Directors of the Network and understand its meaning and scope. In this spirit, I commit to fulfill all my duties and responsibilities as a Board member impartially, honestly and independently, to the best of my ability and knowledge, and to show ethical conduct at all times.

Signed at _____ on this _____ day of _____, 20__.

Signature of the Board member

Signed at _____ on this _____ day of _____, 20__.

Signature of the Chairperson of the Board

REGIONAL HEALTH AUTHORITIES ACT, R.S.N.B. 2011, c. 217
PART 3

Division B - Structure and administration

Conflict of interest

25(1) A member of a board shall not vote on or speak to a matter before the board if:

- (a) the member has an interest in the matter, distinct from an interest arising from his or her functions as a member,
- (b) the member has a direct or indirect pecuniary interest in the matter,
- (c) a parent, spouse, brother, sister or child of the member has an interest in the matter, or
- (d) the member is an officer, employee or agent of a corporation or an unincorporated association, or other association of persons that has an interest in the matter.

25(2) When a member is in conflict, the member shall disclose to the board the nature and extent of the interest either in writing or by requesting to have it entered in the minutes of the meeting of the board.

25(3) A member shall disclose a conflict of interest

- (a) at the meeting where the matter giving rise to the conflict of interest is considered, or
 - (b) if the member is not in a conflict of interest at the time described in paragraph (a), at the first meeting that is held after the conflict arises.
- 2002, c.R-5.05, s.25