

Board and Board Committee Relationship Attestation and Disclosure

COR-GOV-TOB-15275-09-01-2022

Manual	Cluster	Theme
Corporate	Governance	Trustee Obligations

Policy Preamble

Policy Statement

As a publicly funded institution, Holland Bloorview Kids Rehabilitation Hospital (“Holland Bloorview”) has an obligation to preserve public trust and to protect the integrity our vision of “the most meaningful and healthy futures for all children, youth and families”. In order to maintain the highest standard of public trust and confidence in the integrity of the decision-making processes of the board, it is expected that Board and Board Committee members (“Members”) carry out their duties honestly, responsibly and in accordance with high ethical standards and professional integrity. As part of each Member’s duty to Holland Bloorview, the Member must strive to avoid, or shall respond in accordance with this policy to, any situation where the Member’s personal or other professional interests are in conflict with, are in potential conflict, or may be perceived to be in conflict with, Holland Bloorview’s best interests.

Members have a fiduciary duty to Holland Bloorview. This fiduciary duty requires a Member to act honestly and in good faith with a view to the best interests of Holland Bloorview, even if such action may not be in the best

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interests of the board member or any other party the Board or Board Committee member represents. A Member breaches their duty to act in Holland Bloorview's best interests where the Member prefers their self-interest or the interests of a particular group, person or entity over the interests of Holland Bloorview. All Members – including ex-officio board members – must recognize that when they are operating in their Holland Bloorview Board or Board Committee member capacity, their duty is to Holland Bloorview.

This policy sets out the obligations of members to complete a relationship attestation and disclosure form annually and to provide disclosures on a transactional basis to disclose information about relationships that may affect, potentially affect or may be perceived to affect, the Member's ability to impartially and objectively fulfill their duty to Holland Bloorview.

Definitions:

1.0 Definitions

Associate means (i) spouse or spouse equivalent; (ii) a family member who is financially dependent on or receives substantial financial support from, the Member; (iii) a person in a close personal or professional relationship who could be perceived to influence a Member's duties to Holland Bloorview.

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Fiduciary duty means an obligation of one party to act in the best interests of another party. The fiduciary duty requires loyalty, requiring the fiduciary to act honestly, in good faith, and with a high level of trust and confidence.

Financial interest includes, but is not limited to, an opportunity to receive anything of monetary value, e.g. salary or other payments, including, but not limited to, consulting fees, gifts, equity interests (e.g. stocks, stock options, equity or other ownership interests) or intellectual property rights (e.g. patents, copyrights, royalties or other payments from such rights).

Relationship means any past or present relationship, activity or situation in which a Member or their associate(s) has/have/had personal, business, professional or other interests that may impact, or be perceived to impact, on the Member's duties to Holland Bloorview. Of particular importance are relationships that result, may result, or may be perceived to result in the following:

- a) The execution of Holland Bloorview duties being influenced;
- b) A gain, advantage or showing of preference to a member or an associate;
- c) The use of privileged or confidential information, including personal health information, for personal gain;
- d) A reciprocal benefit or arrangement between a member and an external organization or individual;

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- e) Outside interests or activities that erode the trust and confidence in the integrity of Holland Bloorview by the public and Holland Bloorview staff; and,
- f) Outside interests, activities or commitments that impede or could be perceived to impede a Member from meeting their fiduciary duty to Holland Bloorview.

Policy:

2.0 Application

This policy applies to all board members (including ex-officio board members) and all members of Holland Bloorview Board Committees (whether or not they are members of the Board of Directors).

3.0 Confidentiality

Any information gathered under this policy shall be held in confidence except for essential purposes (e.g. requirements of the hospital, or where relevant, external organizations, or under compulsion of statute or judicial process). Any disclosure to third parties will be on a need to know basis and made subject to confidentiality obligations to the extent possible.

Holland Bloorview has established a partnership with Sunnybrook Health Sciences Centre ("Sunnybrook") to receive assistance in the implementation and management of the Holland Bloorview Relationship Disclosure and Review process. The information gathered under this policy may be reviewed

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by representatives of Sunnybrook as needed to support the activities outlined in the policy.

4.0 Activities and interests requiring disclosure

4.1 Conducting hospital business

Members are required to disclose any business that the Member conducts on behalf of, or recommends be conducted by, Holland Bloorview with a person or organization in which the Member or an associate has personal and/or a financial interest or to which the member or an associate owe a fiduciary duty. Conducting Holland Bloorview business refers to a Member having an opportunity in their role on the board or a board committee to influence transactions affecting Holland Bloorview, such as approving contracts, providing input on the engagement of individuals or organizations, or recommending the purchase of goods used by Holland Bloorview.

4.2 External appointments, activities and other positions

Members are required to disclose any external appointments or activities that the Member holds or is involved in outside of Holland Bloorview insofar as these appointments or activities affect, may affect, or may be perceived to affect, the Member's ability to impartially and objectively fulfill their duty to Holland Bloorview.

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4.3 Holdings

Members are required to disclose any financial interest or ownership interest held by the Member or an associate in a private or public corporation insofar as this interest affects, may affect, or may be perceived to affect, the Member's ability to impartially and objectively fulfill their duty to Holland Bloorview. This does not include ownership of mutual funds or interests in a widely held publicly traded corporation in which the Member does not hold a material position.

4.4 Gifts

Members are required to disclose any time a Member or an associate accepts gifts, payments, services or anything else of more than a token or nominal value from a person or organization with whom Holland Bloorview may transact, has transacted or is transacting, business.

4.5 Other activity

Members are required to disclose any other relationships not already disclosed under one of the above headings that affect, may affect, or be perceived to affect, the Member's ability to impartially and objectively fulfill his/her fiduciary duty to Holland Bloorview.

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5.0 Consequences of non-compliance

Non-compliance with this policy including failure to make proper disclosure may be grounds for corrective action. In the event of non-compliance a Member may be asked to resign by the Chair (or a Vice-Chair), or may be subject to removal.

Appendices And References:

Appendix I

Procedure:

1. Upon appointment as a Board and/or Board Committee member, a Member is required to complete a Relationship Attestation and Disclosure Form to disclose Relationships that affect, may affect, or may be perceived to affect, the Member's ability to impartially and objectively fulfill their duty to Holland Bloorview in a timely manner. Completed Relationship Attestation and Disclosure Forms are to be submitted to the Governance Committee. Members may be asked to clarify information they have provided or to provide additional information. Each Member has an ongoing responsibility to keep their disclosures current by updating the Relationship Attestation and Disclosure Form upon the occurrence of any change in the information previously submitted. Minimally each Member shall provide an update to the Governance Committee upon being prompted to do so to disclose

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existing relationships and attest that they are in compliance with this policy.

2. The Governance Committee shall review all Relationship Attestation and Disclosure Forms submitted and shall determine the extent to which management plans may be required. The Governance Committee shall communicate the determination/direction regarding the Relationship, in writing, to the Member.
3. Within fifteen (15) days of receiving notice of the determination/direction a Member may appeal the determination/direction by submitting a written request for review to the Board. The Board shall have sole discretion as to whether and how to review any such determination, and all decisions of the Board shall be final and not subject to further appeal.
4. Where a Member has a Relationship that affects, may affect, or may be perceived to affect, the Member's ability to impartially and objectively fulfill their duty to Holland Bloorview, the Member shall declare such relationship to the Chair or Vice-Chair of the Board or the Chair of any Committee at the beginning of any meeting at which the relationship is relevant. Having declared the relationship, unless invited by the Chair or Vice-Chair to answer questions or participate in discussions, the Member

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shall exit the room for the duration of any such discussion or vote, shall not attempt to personally influence the Board or Board Committee's deliberations on the matter, and shall refrain from voting on the matter. The time the Member left and returned to the meeting shall be recorded in the minutes.

5. Quorum is not affected at Board or Board Committee meetings where a Member refrains from voting or absents themselves during discussion of an item in which a conflict of interest (real or perceived) exists.

6. Where any person believes that a Member:

- (i) has breached their fiduciary duty to Holland Bloorview,
- (ii) is in a position where there is a potential breach of fiduciary duty to Holland Bloorview,
- (iii) is in a position of actual or potential conflict of interest (real or perceived),
- (iv) has behaved or is likely to behave in a manner that is inconsistent with the highest standards of public trust and integrity and such behaviour may have an adverse impact on Holland Bloorview,

the matter should be reported to the Chair of the Board (should the matter involve the Chair, to a Vice-Chair, with notice to the CEO). The Chair (or a Vice Chair, as the case may be) may either attempt to

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resolve the matter informally, or refer the matter to an ad hoc Committee of the Board established by the Chair (or a Vice Chair, as the case may be), and the ad hoc committee shall report back to the Board. If it is determined by the Board that a breach of duty has actually occurred, a Board or a Board Committee member may be asked to resign by the Chair (or a Vice-Chair, as the case may be), or may be subject to removal.

7. The Board Chair shall report to the Governance Committee of the Board not less than one time each calendar year on compliance by the members of the Board and Board Committees with this policy including any unresolved issues.
8. To the extent there is any inconsistency between this policy and provisions related to conflict of interest found in Holland Bloorview's bylaws, the provisions of the bylaws prevail.

Definition:

Conflict of Interest means any situation in which a Board or Board Committee member has or may be perceived to have (by a reasonable and objective person in the circumstances), a conflict between their private or personal interest (or the private, personal or other interest of the Board or Board Committee member's Associate) and the Board or Board Committee

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member's duties to Holland Bloorview that results in, or may result in, the execution of Holland Bloorview duties being influenced and/or a gain, advantage or showing of preference to the Board or Board Committee member or associate.

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External Links

Attachments

Forms

Related Policies

Committee	Review Date
Governance Committee	14 May 2024

Policy Lead	Last Revised	Last Reviewed
Cherrell Williams	24 May 2024	24 May 2024

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