

CLASSIFICATION: GENERAL	NUMBER: GEN-BOARD-3016
CATEGORY: BOARD	DATE: 2008.11.06 - O
ISSUED BY: CHAIR OF THE BOARD	
AUTHORIZED BY: BOARD OF DIRECTORS	
SUBJECT:	THE CODE OF CONDUCT FOR THE BOARD OF DIRECTORS OF THE PERLEY AND RIDEAU VETERANS' HEALTH CENTRE (PERLEY RIDEAU)

Preamble

The Perley Rideau is primarily the home of its residents and is to be operated so that it is a place where they may live with dignity and security, safety and comfort, and have their physical, psychological, social, and spiritual and cultural needs adequately met.

The Perley Rideau is committed to having a culture of ethical behavior.

Directors shall adhere to and be guided by The Ethics Framework of The Perley Rideau, The Residents' Bill of Rights, The Core Values of the Perley Rideau, The Code of Ethics of The Perley Rideau, and this Code of Conduct.

Directors are expected to maintain the highest ethical standards and to comport themselves lawfully, in a reasonable and prudent manner.

Directors must exercise sound governance practices including the duties of due diligence, loyalty and care when fulfilling their responsibilities related to the Perley and Rideau Veterans' Health Centre. They should offer their resignation as a director if they find themselves in conflict with this code.

The *Duty of Diligence* requires that Board members:

- Be informed of and apply the Charitable Institutions Act for the Province of Ontario, the Supplementary Letters Patent for the Perley Rideau of 29 December 1999, and The Perley Rideau Bylaws and Directives.
- Confirm that management has systems in place to comply with relevant laws and regulations.
- Receive from management regular reports on the functioning of the Perley Rideau and investigate any evidence of irregularity.
- Be generally informed of the activities of the Perley Rideau, community issues that may affect the Perley Rideau, and maintain a general understanding of trends in the delivery of health care in Ontario – especially long term care.

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<ul style="list-style-type: none"> ○ Be prepared for and attend Board of Directors meetings regularly, serve on Board committees, and contribute from personal, professional and life experience to the work of the Board. ○ Confirm that management decisions are in concert with acceptable principles of environmental stewardship. ○ Confirm that workplace health and safety is a high priority of management. <p>The <i>Duty of Loyalty</i> requires that Board members:</p> <ul style="list-style-type: none"> ○ Act with honesty and in good faith in what the director reasonably believes to be the best interests of the Perley Rideau. ○ Be responsible for the affairs of the Perley Rideau in all things. ○ Respect and support the Perley Rideau's Bylaws, Directives, Policies, Ethics Framework, and the decisions of the Board and corporate membership. ○ Conduct themselves collegially and maintain solidarity with fellow directors in support of a decision that has been made in good faith, in a legally constituted meeting, by directors in reasonably full possession of the facts. ○ Immediately disclose to the Chair of the Board any personal situation that might create or be perceived to create a potential or real conflict of interest that may come to their attention. A conflict of interest occurs when a director uses his/her position, authority or privileged information to obtain or permit an improper benefit, directly or indirectly, for them or for a friend, relative or associate. ○ Confirm an effective system is in place to facilitate staff, residents, visitors or volunteers to report any real or perceived legal or ethical improprieties in confidence and without fear of retribution. ○ Report to the Board Chair (or to the Chair of the Nominating and Governance Committee of the Board) any actual or potential violations of the contents of the Perley Rideau's Ethics Framework. 			

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<p>The <i>Duty of Care</i> requires that Board members:</p> <ul style="list-style-type: none">○ Exercise the same degree of care, diligence and skill that any reasonably prudent person would show in comparable circumstances.○ Enter fully into Board discussions and decisions, and ask for a review of a decision if the director has reasonable grounds to believe the Board acted without full information or in a manner inconsistent with its fiduciary obligations.○ Confirm that the mandate of the Centre is appropriately implemented and monitored to ensure optimal care within available resources.○ Keep confidential all information learned about individual residents, staff, other volunteers, collective bargaining or any other matter specifically determined by Board motion to be matters of confidence.○ Be responsible for seeing to the protection and proper use of corporate assets and confirm that management has adequate systems and procedures in place to protect corporate assets.○ Respect the separate roles of the Board and management.	