

Annual Declaration - KHSC Board

Each year, following the approval of the board slate, all KHSC board members are required to complete the following annual declaration before they commence board and committee work. While there are a number of key corporate documents and tools that guide their activities, the following annual declaration covers some of those key elements.

Duties and Obligations of Individual Directors

Directors stand in a fiduciary relationship to the corporation they serve. The fiduciary duties of a director are owed only to the corporation and not to any one particular stakeholder or other interest group. These duties are among the highest standard of conduct that the law imposes.

All directors, including ex officio directors, owe the same duties and are subject to the same obligations, regardless of how they may have been elected or appointed to the board.

Directors are required to discharge the standard of care applicable to them in their capacity as a fiduciary and to also adhere to the rules of fiduciary conduct.

Standard of Care

Directors are subject to the common law standard of care applicable to a director. This is the case for hospital corporations governed by the *Corporations Act (Ontario)*.

The common law standard of care requires a director to apply the level of skill and judgement that may reasonable be expected of a person with his / her knowledge and experience. The reasonableness of a director's conduct is assessed in the context of the following subjective factors:

- a) it depends on the personal knowledge and experience of each director;
- b) directors possessing a special skill & knowledge are expected to apply that skill and knowledge to matters before the Board.

The *Not-for-Profit Corporations Act (Ontario)* has set out a statutory standard of care that applies to directors and officers:

- a) act honestly, in good faith with a view to the best interests of the corporation;
- b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Rules of Fiduciary Conduct

In addition to the standard of care, directors are required to abide by what is sometimes referred to as the rules of fiduciary conduct. These rules include the following duties:

- a) acting in the best interests of the corporation
- b) acting in good faith
- c) exercising power honestly
- d) maintaining loyalty
- e) respecting confidentiality
- f) obedience
- g) avoiding conflicts of interest

This declaration is typically delivered to each Director and External Member following the annual general meeting for completion.

To: Kingston Health Sciences Centre (the "Corporation")
and to: The Directors thereof

Name: _____

Consent

I consent to act as a director of the Kingston Health Sciences Centre.

I consent to the participation of any director or committee member at a meeting of the board or a committee of the board by telephone, electronic or other communication facilities as are permitted under applicable legislation.

I consent to the provisions of the KHSC policy to the holding of meetings of the Board of Directors or any other committee of the Board of Directors by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. I also understand that meetings I participate in may have my voice electronically captured by the recording secretary for the purpose of creating meeting minute documentation and that, once the minutes have been transcribed, the recording is deleted.

I have completed a Canadian Police Information Centre (CPIC) and shared the results with the Secretary of the Board, Dr. David Pichora, and confirm that there have been no changes to this record since I shared this information.

I hereby confirm that I have provided the CEO's office with a secure e-mail address/account to receive board information/materials which may be considered confidential.

I undertake to advise the Hospital in writing of any change of personal address/email as soon as possible after such change.

I hereby consent _____

I required further information / clarification _____

Compliance with Policies and Codes

I confirm that I have read the following policies and board code of conduct which have been approved by the KHSC Board of Directors (collectively the "Policies and Codes"):

- Policy III-6 Patient Feedback
- Policy V-2 Conflict of interest provisions for directors and external members
- Policy V-3 Board Code of Conduct
- Policy V-4 Confidentiality
- Policy V-A-6 Position Description - Board of Directors
- Policy V-B-7 Board & Committee Attendance

I agree to comply with the policies, codes, by the Bylaws of the Corporation and such other policies of the Corporation that applicable to the Board.

I hereby consent _____

I required further information / clarification _____

Conflicts

In accordance with the conflict of interest policy and the Bylaws of the Corporation, I make the following declaration:

I have an interest, directly or indirectly, in the following entities or persons which includes entities in which I am a Director or Officer:

Insert name: _____

Insert name: _____

Insert name: _____

Insert name: _____

This declaration is a general notice of interest pursuant to the Bylaws and applicable legislation and, accordingly, I should be regarded as interested in any contract made or transaction with any of the above entities or persons.

I acknowledge that this declaration is in addition to my obligations to comply with the conflict of interest policy and the Bylaws in respect of any specific conflict that may arise.

I declare the above information to be true and accurate as of the date hereof.

Insert date: _____

Electronic submission of this form will be considered your signature. Please ensure you select the done button below so that your responses are filed.

