

<b>Manual:</b>	Board of Directors	<b>Number:</b>	II-A-5
<b>Section:</b>	Board Effectiveness	<b>Effective Date:</b>	October 28, 2024
<b>Committee:</b>	Governance	<b>Last Reviewed:</b>	October 28, 2024
<b>Pages:</b>	19-22	<b>Revision Date:</b>	Fall 2027
<b>Subject:</b>	<b>ANNUAL DECLARATION AND CONSENT</b>		

To: Kingston Health Sciences Centre (“**Corporation**”)

And To: The board of directors of the Corporation (“**Board**”)

### **Consent**

I am an individual elected or appointed to the Board and hereby acknowledge and declare that I:

- (a) consent to act as a director of the Corporation;
- (b) am at least 18 years of age;
- (c) have not been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (d) have not been found to be incapable by any court in Canada or elsewhere;
- (e) do not have the status of an undischarged bankrupt;
- (f) am not an “ineligible individual” as defined in the *Income Tax Act* (Canada) or any regulations made under it;
- (g) have a Canadian Police Information Centre (CPIC) on record with the Secretary and confirm that there have been no changes to this record since I filed this information with the Corporation;
- (h) have my principal residence or carry on business within the area served by the Corporation as established by the Board from time to time, unless excepted by resolution of the Board; and
- (i) am not an “Excluded Person” as defined in the Corporate By-law, unless excepted by resolution of the Board (see Schedule “A” attached).

I am an individual appointed to a Board committee and consent to serve the Corporation as a non-director Board committee member.

### **Meeting Participation Consent**

- I 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 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 will undertake to advise the Corporation in writing of any change of personal address/email as soon as possible after such change. I understand that my email address and contact phone number is visible on the BoardEffect meeting portal.

### **Compliance with Policies**

- I confirm that I have read and understand all of the Board-approved policies and codes of conduct and any other applicable policies of the Corporation, as amended, or supplemented from time to time, including, without limitation:
  - a) II-A-3 Responsibilities of Individual Directors (the Board Code of Conduct)
  - b) II-A-4 Board and Committee Attendance
  - c) II-A-8 Conflicts of Interest
  - d) II-A-9 Confidentiality, Privacy, and Security of Information
  - e) IV-3 Complaints (Patient Care and Others)
- I agree to comply with the *Not-for-Profit Corporations Act, 2010* (“ONCA”) and the Corporation's articles, by-laws, and policies (“**Governance Documents**”).
- I agree to take all reasonable precautions in protecting the security of my devices and login credentials used in accessing any board and committee related materials and communications. I understand that a lock screen must be enabled on all devices used to access board and committee related activities and information, and that I must not share my login credentials with anyone at any time. I understand that a lock screen requires a password, passcode, lock pattern, or fingerprint/face recognition to unlock a device that it is enabled on.

### **Conflicts**

In accordance with ONCA and the Corporation's Governance Documents, I make the following disclosure:

I have an interest, directly or indirectly, in the following entities, persons, or matters, which includes entities in which I am a director or officer:

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This disclosure is a general notice of interest pursuant to ONCA and the Corporation's Governance Documents, and accordingly, I should be regarded as interested in any of the above entities, persons, or matters.

I acknowledge that this disclosure is in addition to my obligations to comply with ONCA and the Corporation's Governance Documents in respect of any specific conflict that may arise.

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

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

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Name (Please print):

## Schedule “A”

“**Excluded Person**” means:

- (i) any employee or contractor of the Corporation or any member of the Professional Staff or any employee or contractor of the Foundation;
- (ii) any individual who has been within the preceding three (3) year period an employee or contractor of the Corporation or member of the Professional Staff or an employee or contractor of the Foundation;
- (iii) any person who is a Family Member of a member of the Professional Staff or an employee or contractor of the Corporation or an employee or contractor of the Foundation;
- (iv) a person who is a director of the Foundation, other than the Foundation Representative; and
- (v) a person holding an elected office, or who within the preceding two (2) year period has held an elected office, in any federal, provincial, or municipal government, wholly or partly within the area served by the Hospital as established by the Board from time to time;

### 3.1 Composition of Board

The Board will consist of:

- (a) a minimum of twelve (12) and a maximum of fourteen (14) Directors, who satisfy the criteria set out in section 3.3 and who are elected by the Members in accordance with sections 3.7 and 3.8 or appointed in accordance with section 3.10;
- (b) the following four (4) *ex-officio* non-voting Directors:
  - (vi) Chief Executive Officer;
  - (vii) Chief of Staff;
  - (viii) President of the Medical Staff Association; and
  - (ix) Chief Nursing Executive; and
- (c) the following three (3) *ex-officio* voting Directors:
  - (i) the University Representative;
  - (ii) the Foundation Representative;
  - (iii) the Immediate Past Chair.