

<b>NUMBER: 014</b>
<b>SECTION: BRD</b>

<b>SUBJECT: CODE OF ETHICS FOR ST. ANNE CENTRE BUSINESS PRACTICE</b>	
<b>MOTION#: 04-11-11</b>	<b>DATE: December 20, 2005</b>
<b>CHAIRPERSON: Margaret Duelt</b>	<b>DATE: Dec 19 / 2011</b>
<b>EFFECTIVE DATE: December 20, 2005</b>	<b>REVISED: 03-11-11</b>
<b>REVIEWED: June 06, 2011 - on going</b>	

**PURPOSE:** The purpose of this policy is to provide a framework and direction for the conduct of St. Anne Centre day to day business.

**CONTENT:** The Board of Directors of St. Anne Community and Nursing Care Centre promulgate the following "Code of Ethics for Best Business Practice" for its Governance.

***AUTHORITY:***

- The Board of Directors shall be held accountable and responsible for the efficient governance of St. Anne Community and Nursing Care Centre as outlined in the By-Laws.

***LEADERSHIP:***

The Board of Directors shall exercise leadership, enterprise, integrity, caring and sagacious judgment in directing the Society to be recognized as innovative leaders in the provision of health care.

## **ROLE AND FUNCTION OF THE BOARD AND MANAGEMENT:**

The Board of Directors shall exercise all powers of the Society subject only to the limitations in By-Laws and articles of incorporation.

In this regard, it is expected that the Board of Directors in conjunction with Management shall fulfill the following functions:

- Exercise leadership, enterprise, integrity and sound judgment in directing St. Anne Community and Nursing Care Centre to act in the best interest of the Residents and Clients of St. Anne Centre while respecting the principles of transparency and accountability.
- Under the By-Laws, ensure that through a managed and effective process, board appointments are made that provide a mix of proficient directors, each of whom is able to add value and bring independent judgment to bear on the decision-making process.
- Determine the Society's mission, vision, goals and values while ensuring that procedures and practices are in place to protect the Society's assets and reputation.
- Develop, monitor and evaluate the implementation of strategies, policies, management performance criteria and business plans.
- Ensure that the Society complies with all relevant laws, legislation and codes of business practice.
- Ensure that the Society communicates with stakeholders effectively.
- Ensure that there is a balance of power and authority on the board. The roles of the chairman, executive and non executive directors are clearly defined.
- Regularly review processes and procedures to ensure effectiveness of its internal systems of control so that its decision-making capabilities and accuracy of its reporting of financial results are maintained at a high level at all times.
- Regularly assess its performance and effectiveness.

- Hire the Administrator
- Identify key risk areas and key performance indicators of the Society and monitor these factors ( operating within DOH Budget, Occupancy Rate, Incident Reports, Sentinel Indicators, etc)

**IN ORDER TO FULFIL THESE FUNCTIONS THE BOARD OF DIRECTORS WILL:**

- Meet regularly and retain effective control of the Society.
- As per By-Laws, define the limits of authority of the Administrator, Board Executive and non-Executive Board members.
- Review and approve Strategic Plans and ensure that there is an effective Organizational Chart for St. Anne Community and Nursing Care Centre.
- Map out the mechanisms for internal and external liaison and communication.
- Define how the Board will operate including:
  - Information or reports that it requires on a monthly and quarterly basis.
  - Monitoring management performance and financial progress of the Society.
  - Evaluation of its own performance at least once a year.
- Ensure that the Society is properly managed and its affairs are conducted in a manner in a fraudulent manner.
- Ensure that St. Anne Centre complies with all statutory requirements.
- Develop and approve Board policies.

***ACCESS OF INFORMATION TO DIRECTORS:***

For Board members to exercise informed, intelligent, objective and independent judgements on affairs of the Society, they shall have access to accurate, relevant and timely information. It is the

duty of every board member to request and obtain any information he/she deems critical to the performance of his/her duties as a director, to be made through a meeting of the Board of Directors.

### ***DIRECTORS ORIENTATION AND DEVELOPMENT***

**All Directors shall receive some information in order to satisfactorily meet their roles and responsibilities as a Board Member. This information may include, but not be limited to:**

- ▶ Role, duties and responsibilities of the Board of Directors.
- ▶ Rights and obligations of a director.
- ▶ Statutory liabilities and duties of a director under criminal and company law.
- ▶ Board practices and procedures.

### **ACCOUNTS: AUDIT AND DISCLOSURE:**

It is the duty of the directors to ensure that Accounts - Audit and Disclosure is carried out according to St. Anne Centre By-Laws.

The Finance committee shall present to the Board balanced and understandable assessment of the Society's financial status on a monthly basis.-

### ***EXTENSION OF SCOPE AND DUTIES OF AUDITORS:***

The Board of Directors shall ensure as per By-Laws that persons who are qualified, reliable and independent of the Board and Management are appointed as auditors. The audit will provide an adequate account of :

- The proper conduct of St. Anne Centre affairs.
- St. Anne Centre's financial performance and position.
- Future risks.

- Provide a Report

**The Finance Committee reviews the auditor's report focusing particularly on:**

- Changes in accounting policies
- Significant adjustments arising from the audit.
- Major judgmental areas
- Compliance with accounting standards, disclosure and legal requirements

**The Finance Committee may:**

- Discuss and agree on the scope, nature and priorities of audit
- Discuss with external management any reservations and problems arising in the course of audit and any audit management letters and management responses prior to issuance of the audit report.
- Review and discuss with external auditors aspects relevant to internal control procedures, risk management and internal audit
- Review major findings on internal audit and investigations and consider management response or actions needed.
- Undertake such other duties or function as may be assigned by the Board that are relevant to audit and investigation.

***FINANCIAL:***

**The Board of Directors:**

- Ensure that there are adequate systems of financial management and internal control over the Society, including procedures designed to minimize the risk at hand.
- Ensure the integrity and accuracy of accounting and financial systems.
- Ensure that qualified and competent persons are employed to undertake accounting and financial responsibilities.

- Ensure the Society complies with the accounting standards applicable.
- Establish formal and transparent agreements for maintaining an “ arms length” relationship with external auditors, to ensure there is timely and accurate disclosure of financial information to the Department of Health.

### ***ACCOUNTABILITY OF THE BOARD:***

#### **The Board of Directors will:**

- ▶ Provide direction to St. Anne Community and Nursing Care Centre.
- ▶ Ensure performance evaluation of the facility and management.
- ▶ Hire a competent and qualified Administrator for St. Anne Centre.
- ▶ Manage effectively and efficiently all stakeholder relationships and reconcile any potential conflicts of interest.
- ▶ Account for stewardship (efficient, effective use of entrusted resources from DOH and other sources).
- ▶ Ensure that St. Anne Centre operates within the law and the legality of transactions.
- ▶ Ensure that St. Anne Centre operates within ethical guidelines that enhance integrity, social accountability and the reputation and credibility of St. Anne Community and Nursing Care Centre.