

Introduction

The administration of a publicly funded institution presents characteristics and obeys imperatives, which distinguish it from private sector administration. Such a social contract imposes a particular trust between the institution and the citizens it serves. Ethical behavior remains, consequently, a constant concern of the institution to guarantee to the general population an honest and responsible management of public funds.

In order to respect these fundamental values, we have collected in this Code of Ethics of the Board of Directors the major ethical guidelines to which the administrators of Pavillon Foster adhere. Each administrator of Pavillon Foster is expected to respect the principles of ethics stated in the law and the Code of Ethics of the Board of Directors. At all times, the most demanding principles and rules apply.

Administrators must act not only according to the letter but also to the spirit of these principles and of these rules.

Duties and Obligations of the Administrators

- 1.** To act in good faith, in the best interests of the institution and the population served without taking into account the interests of any other person, group or entity.
- 2.** To take a position on propositions by exercising their right to vote in an objective manner. To this end, they can make no commitment towards third parties nor grant them guarantees with regard to their vote or to whatever decision.
- 3.** To demonstrate discretion concerning information acquired in the exercise of their duties. Furthermore, to demonstrate evidence of caution and restraint towards confidential information, which, if communicated, could damage the interests of the institution, infringe on the private life of individuals or confer an advantage to a physical or legal person.
- 4.** To maintain strict confidentiality in all matters where such confidentiality is prescribed by law or specific decision of the Board.
- 5.** To reveal any information or fact to the other members of the Board when they know or suspect that the communication of this information or this fact could have a significant impact on the decision.
- 6.** To refrain from intervening in the process of hiring of staff, with the exception of the director general or a director.
- 7.** To refrain from favouring friends or close relations, or to act as intermediaries, even for free, between a corporation, profit or non-profit, and the institution.

Conflict of interests

- 8.** Administrators should avoid situations that may give rise to a conflict of interest; they should also conduct themselves in a manner that avoids procurement of unwarranted advantages or benefits resulting from their functions as administrators, either for themselves or for others.
- 9.** Administrators, under pain of forfeiture of office, should announce in writing their interests to the Board of Directors when they have a direct or indirect interest in a company, which may create a conflict of interest. In such a case, administrators should refrain from sitting and from participating in any discussion or decision when a question concerning the company in which they have this interest is discussed.
However, being a minority shareholder of a legal person who runs such a company does not in itself constitute a conflict of interest if the shares of this legal person are traded in a recognized stock exchange and if the administrator is not an insider of this legal person in the sense of article 89 of the *Loi sur les valeurs mobilières*. (L.R.Q., chapter V-1.1).
- 10.** Administrators should use the property, the resources or the services of the institution in ways recognized and applicable to all. They cannot confuse the possessions of the institution with their own.
- 11.** Administrators cannot accept nor seek any advantage or profit, directly or indirectly, from a third party conducting business with the institution, or acting in the name or for the profit of such a party, if this advantage or profit could influence them in exercising their duties or create expectations of favouritism or gain.

In particular, it is considered unacceptable to receive any gift, sum of money, loan at a preferential rate, remission of a debt, job offer, favour or any other consideration having an appreciable monetary value which may compromise or seem to compromise the capacity of the administrator to make just and objective decisions.

12. Administrators should receive no compensation or other pecuniary or material advantages with the exception of the reimbursement of their expenses incurred while exercising their duties as defined in the travel expense policies determined by the government.

The administrators, after the end of their mandate

13. Administrators should continue to conduct themselves in such a manner as to avoid benefiting from unjustified advantages, whether in their personal name or on behalf of others, resulting from their previous functions as administrators.

14. In the year following the end of their mandate, administrators should avoid acting in their personal name or for others, in any procedure, negotiation or other operation in which the institution is a party and about which they may hold information unavailable to the public.

15. Administrators should, in the year following the end of their mandate, refrain from seeking employment with the institution, if they are not already employed by the institution.

16. Administrators should not at any time make use of confidential information they may have obtained in the execution of their duties, or during their tenure.

17. Administrators should avoid tarnishing, by inappropriate comments, the reputation of the institution, its employees or other administrators.

Mechanisms for the application of the code

18. Any allegation of misbehavior or neglect regarding the law or the *Code of Ethics of the Board of Directors* that is made against an administrator must be forwarded to the President of the *Committee on the Code of Ethics of the Board of Directors* or, if the allegation is aimed at the latter per-

son, to another member of the Committee. The person to whom this allegation is forwarded informs the Committee, which must then convene within thirty (30) days.

19. The Committee can also examine, on its own initiative, any situation or irregularity associated with the behaviour of an administrator.

20. By virtue of the preceding article, the President of the committee can, on summary examination, reject any allegation against an administrator as frivolous, persecutory or as having been made in bad faith. However, the President must inform the other Committee members of this decision, during their next meeting. The Committee may then still decide to investigate the allegation.

21. The Committee decides on the necessary procedures to conduct any inquiry within its competence. The inquiry must however, be conducted in confidence and protect, as much as possible, the anonymity of the person at the origin of the allegation.

22. At a moment deemed appropriate, the Committee has to inform an administrator under investigation of the nature of the complaint by stating the relevant articles of the law or the Code of Ethics. At his or her request and within a reasonable delay, the administrator has the right to be heard, to have person(s) of his or her choice testify and to deposit any document which the administrator may consider relevant.

23. When the Committee comes to the conclusion that an administrator has broken the law or the *Code of Ethics* or gave evidence of misbehavior of a similar nature, the Committee presents to the Board of Directors a report containing the contents of the inquiry and the recommendation of a penalty. This report is confidential.

24. The Board of Directors meets in camera to decide on the penalty to be imposed on the said administrator. The latter cannot participate in the considerations or in the decision but can, on demand, be heard before the decision is taken.

25. According to the nature and the seriousness of the neglect or the misbehavior, the penalties, which can be taken, are a call to order, a reprimand, suspension or forfeiture of office. The administrator in question is informed, in writing, of the penalty imposed.



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