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CODE OF ETHICS AND PROFESSIONAL CONDUCT

SECTION I

PURPOSE AND SCOPE

1. The goal of this code of ethics is to maintain and strengthen the confidence of citizens in the integrity and impartiality of HÉMA-QUÉBEC management, promote openness within HÉMA-QUÉBEC and make management and administrators accountable for their actions.

This code of ethics applies to HÉMA-QUÉBEC administrators and its executive director.

SECTION II

PRINCIPLES AND GENERAL RULES OF ETHICS

2. Directors are appointed to contribute, during their mandate, to fulfilling HÉMA-QUÉBEC's mission.

Their contribution must be made, in respect for the law, with honesty, loyalty, caution, diligence, effectiveness, regularity and fairness.

3. In exercising their duties, directors are required to respect all principles and rules of ethics as stipulated by law and in the Règlement sur l'éthique et la déontologie des administrateurs publics (Regulation respecting the conduct and ethics of public administrators), as well as those set out in the present code of ethics. In case of a divergence, the most stringent rules and principles will apply.

In case of doubt, they must act according to the spirit of these principles and rules. Also, they must arrange their personal business such that it does not detract from the performance of their duties.

Any director who, at the request of HÉMA-QUÉBEC, carries out the duties of director within another organization or company, or is a member of such organization or company, is bound by the same obligations.

4. Directors are bound by discretion with respect to information obtained in carrying out their duties and are required at all times to respect the confidential nature of any information they receive.

This requirement does not prevent directors representing or associated with a special interest group from acting as consultants to or reporting to the latter, unless the information is to be held confidential by law or unless the board of directors requires respect for confidentiality.

5. Directors must, in performing their duties, make decisions independent of all partisan political considerations.
6. The chairman of the board of directors, the executive director and the full-time public directors must show restraint in the public expression of their political views.
7. Directors must avoid placing themselves in situations of conflict between their personal interests and the obligations of their duties.

They must inform HÉMA-QUÉBEC of any direct or indirect interest they may have in any organization, company or association likely to place them in a situation of conflict of interest, as well as any rights they may exercise against HÉMA-QUÉBEC, indicating the nature and value thereof, where applicable.

Subject to paragraph 4, directors who are named or appointed to another organization or company must also declare this information to the body that named or appointed them.

8. Full-time public administrators may not, on penalty of dismissal, have a direct or indirect interest in an organization, company or association which places their personal interests in conflict with those of HÉMA-QUÉBEC. However, dismissal shall not take place should such an interest fall to them through an inheritance or gift, provided they renounce or dispose of said gift or inheritance with due diligence.

Any other directors who have a direct or indirect interest in an organization, company or association which places their personal interest in conflict with those of HÉMA-QUÉBEC must, on penalty of dismissal, notify the chairman of the board of directors of this interest in writing and, where applicable, abstain from participating in any debate and any decision regarding the organization, company or association in which they hold this interest. Also, they must withdraw from the meeting for the duration of the debate and abstain from voting on this issue.

However, this sub-section does not prevent directors from stating their opinions on general measures regarding the application of work conditions within the organization or company that would also affect them.

9. Directors must not consider HÉMA-QUÉBEC property as being their own, and may not use it for their profit or the profit of a third party.
10. Directors may not use for their profit or for the profit of a third party any information obtained in the performance of their duties.

This requirement does not prevent directors representing or being associated with a special interest group from acting as a consultant to or reporting to the latter, unless the information is confidential under the law or if the board of directors requires respect for confidentiality.

11. Full-time public administrators may not be appointed to other positions, unless so named or appointed by the authority that named or appointed them to the HÉMA-QUÉBEC position. However, with the consent of the chairman of the board of directors, they may hold teaching positions for which they may be remunerated, and non-remunerated positions in non-profit organizations.

12. Directors may not accept gifts, hospitality or any benefit other than those that are practical and of modest value.

Any other gift, hospitality or benefit received must be returned to the originator.

13. If directors are offered a gift, hospitality or a benefit that is not practical or of modest value, they must inform the chairman of the board of directors and the executive director in writing. The latter will determine whether the director can accept this gift, hospitality or benefit under the rules and customs of this code of ethics and will notify the director in writing of their decision to this effect.

14. Directors may not, directly or indirectly, grant, solicit or accept a favour or undue benefit for themselves or for a third party.

15. In making decisions, directors must avoid being influenced by job offers.

16. Directors who have ceased to perform their duties must act so as not to obtain undue advantage from their previous positions with HÉMA-QUÉBEC.

17. Directors who have ceased to perform their duties must not disclose any confidential information they have obtained, nor give advice to anyone based on information not available to the public concerning HÉMA-QUÉBEC, or any other organization or company with which they have had significant direct relations in the year preceding the end of their mandate as a HÉMA-QUÉBEC director.

In the year following the end of their duties, they are prohibited from acting on behalf of another person regarding a procedure, negotiation or other operation involving HÉMA-QUÉBEC and for which they have information not available to the public.

Current HÉMA-QUÉBEC directors may not, under the circumstances stipulated in the preceding sub-section, have dealings with any former HÉMA-QUÉBEC directors in the year in which the latter have quit their duties.

18. The chairman of the board of directors must ensure that HÉMA-QUÉBEC directors respect the principles and rules of ethics.

SECTION III

POLITICAL ACTIVITIES

19. If a full-time public director, the chairman of the board of directors or the executive director intends to run for elected public office, they must inform the secretary general of the executive council.
20. If the chairman of the board of directors or the executive director wishes to run for elected public office, they must resign from their duties.
21. If a full-time public administrator whose mandate is for an unspecified duration is elected to public office, such administrator is entitled to an unpaid leave of absence for the duration of the first elected term.
22. A full-time public administrator who wishes to run for election to the Québec National Assembly, the House of Commons of Canada or any other public office whose duties would likely be full time must request and is entitled to an unpaid leave of absence effective as of the day such candidacy is announced.
23. A full-time public administrator who wishes to run for elected public office whose functions would likely be part time, but for which the campaign would likely interfere with regular duties, must request and is entitled to an unpaid leave of absence effective as of the day such candidacy is announced.
24. A full-time public administrator who is granted an unpaid leave in compliance with paragraph 22 or 23 is entitled to resume regular duties no later than the 30th day following closing of the nomination period, if not accepted as a candidate, or no later than the 30th day following the election of another candidate.
25. A full-time public administrator whose mandate is for a fixed duration, who is elected to a full-time public office and who accepts this position, must immediately step down.

A director who is elected to a public office involving part-time duties must step down if these duties are likely to interfere with his or her regular duties.

SECTION IV

REMUNERATION

26. Directors are entitled only to the remuneration and reimbursement of expenses stipulated in the *Act respecting HÉMA-QUÉBEC and the Hemovigilance Committee*.
27. A director dismissed with just and sufficient cause may not receive severance pay or indemnity.

28. A director who has stepped down from the position as director, who has received or is receiving severance allowance or indemnity and who occupies a position, employment or any other remunerated position within the public sector during the period corresponding to this allowance or indemnity must reimburse the portion of the allowance or indemnity covering the period for which a salary was received, or cease to receive it during this period.

However, if the salary received is less than that received previously, the director need only reimburse the allowance or indemnity up to the amount of the new salary, or may continue to receive the portion of the allowance or indemnity that exceeds the new salary.

29. Anyone who has received or is receiving severance pay or indemnity from the public sector and who is receiving a salary as a director for the period corresponding to this allowance or indemnity must reimburse a portion of the allowance or indemnity for the period during which a salary was received, or cease to receive the allowance or indemnity during this period.

However, if the salary received as a director is less than that received previously, the director need only reimburse the allowance or indemnity up to the amount of the new salary, or can continue to receive the portion of the allowance or indemnity that exceeds the new salary.

30. A full-time public administrator who has ceased to perform regular duties, who has received an early retirement package and who, in the two years following the departure, accepts a position, employment or any other remunerated position within the public sector must reimburse the amount corresponding to the value of the package received, up to the amount of the remuneration received for returning to work during this two-year period.
31. A director's part-time teaching duties are not covered by paragraphs 28 to 30.
32. For the purposes of paragraphs 28 to 30, "public sector" refers to organizations, establishments and companies covered in the appendix.

The period covered by the severance allowance or indemnity stipulated in paragraphs 28 and 29 refers to the period that would have been covered by the same amount had the person received it as a salary for the position, employment or previous function.

SECTION V

DISCIPLINARY PROCEDURE

33. In the case of failure to comply with the points of ethics stipulated in this code, the director in question shall be subject to the disciplinary procedure described in section VI of the Règlement sur l'éthique et la déontologie des administrateurs publics (Regulation respecting the conduct and ethics of public administrators).

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