



Campbellford Memorial Hospital

Board of Directors
Policy Manual

Subject: **CODE OF CONDUCT**
Policy # 5-300
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POLICY

The Hospital and Board are committed to maintaining the highest standards of public trust and integrity in the conduct of their business and affairs, and establishes a code of conduct (the Code) to that end.

The Code applies to all Directors and Community Members of Board committees. Directors and Community Members are also required to comply with the Hospital's policies on ethics and standards of business conduct.

PURPOSE

The Code is a guide to the maintenance of those standards and specifies and elaborates their chief elements

PROCEDURE

1. Director's duties

All Directors stand in a fiduciary relationship to the Hospital. As fiduciaries, Directors must act honestly, in good faith, and in the best interests of the Hospital.

Directors will be held to strict standards of honesty, integrity and loyalty. A Director will not put personal interests ahead of the best interests of the Hospital.

Directors must comply with the conflict of interest provisions in the Not-for-Profit Corporations Act, 2010 (the "**Act**"), the by-laws, and Board-approved policies.

Directors must avoid situations where their personal interests will conflict with their duties to the Hospital. Directors must also avoid situations where their duties to the Hospital may conflict with duties owed elsewhere.

2. Best interests of the Hospital

Directors must act solely in the best interests of the Hospital. All Directors, including ex officio Directors, are held to the same duties and standard of care. Directors who are nominees of a particular group must act in the best interests of the Hospital, even if this conflicts with the interests of the nominating party.

3. Confidentiality

Directors and committee members owe a duty to the Hospital to respect the confidentiality of information about the Hospital whether that information is received in a meeting of the Board or of a committee or is otherwise provided to or obtained by the Director or committee member. Directors and committee members will not disclose or use for their own or any other purpose confidential information concerning the business and affairs of the Hospital unless otherwise authorized by the Board.

It is recognized that the role of Director may include representing the Hospital in the community. However, such representations must be respectful of and consistent with the Director's duty of confidentiality. In addition, the Chair is the only official spokesperson for the Board. Every Director and committee member shall ensure that no statement not authorized by the Board is made by him or her to the press or public unless authorized by the Board.

4. Board or Hospital spokesperson and media/public relations

No Director shall speak or make representations on behalf of the Board or Hospital unless authorized by the Chair or the Board. Specific details in this regard are provided in the Board's Media/Public Relations Policy

5. Civil and respectful conduct

Civility is defined as courteous, respectful and sensitive speech and behaviours. The Board supports a civil culture with civil discourse and treatment of one another in all aspects of Board and Hospital business.

Incivility can be intentional or unintentional. Neither is acceptable. Incivility has a potential seriously negative impact on those affected by it, both emotionally and in terms of morale and work productivity.

It is recognized that Directors bring to the board diverse background, skills and experience. Directors will not always agree with one another on all issues. All debates shall take place in an atmosphere of mutual respect and courtesy.

6. Board solidarity

Directors acknowledge that properly authorized Board actions must be supported by all Directors. The Board speaks with one voice. Those Directors who have abstained or voted against a motion must adhere to and support the decision of a majority of the Directors.

The authority of the Chair must be respected by all Directors.

7. Time and Commitment

Directors are expected to commit the necessary time required to fulfill Board and committee responsibilities, including preparation for and attendance at Board meetings and assigned committee meetings, as well as attendance at the Hospital's public events when possible.

8. Participation

Directors are expected to review pre-circulated material in advance of meetings, come prepared to Board and committee meetings, ask informed questions, maintain an independent perspective, and make a constructive

contribution to discussions. Directors will be supported in these activities by timely distribution of materials by management.

9. Obtaining advice of counsel

Request to obtain outside opinions or advice regarding matters before the Board may be made through the Chair.