



BOARD POLICY MANUAL

Policy & Procedure:	3-B-2 CODE OF CONDUCT
Developed By: Joint Governance Committee	Number: 3-B-2
Last Reviewed/Revised: February 2022	
Category: Governance Framework – Roles and Responsibilities	
Approved By: JEC Meeting – March 29, 2022	

Purpose

The North Wellington Health Care Corporation and the Groves Memorial Community Hospital (each a “Hospital”) are committed to ensuring that in all aspects of their respective affairs, and the affairs of the Wellington Health Care Alliance collectively, the highest standards of public trust and integrity are maintained.

Application

This code of conduct (the “Code of Conduct”) applies to all directors, including *ex officio* directors, non-directors appointed to board committees and Community Members (collectively referred to as “directors”). This policy is not exclusive: directors are also required to comply with the Hospitals’ other policies on ethics, standards of business conduct, etc.

Directors’ Duties

All directors of each Hospital stand in a fiduciary relationship to the hospital corporation. As fiduciaries, directors must act honestly, in good faith, and in the best interests of the Hospital; and with the standard of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

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

Directors must avoid situations in which their personal interests will conflict with their duties to the Hospital. Directors must also avoid situations in which their duties to the Hospital may conflict with duties owed elsewhere. Where conflicts of interest arise, directors will comply with the requirements of the Alliance Agreement, the Hospital’s by-laws, conflict of interest policies and applicable legislation.

In addition, all directors must respect the confidentiality of information about the Hospital.

Best Interests of the Hospital

Directors must act solely in the best interests of the Hospital. 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.

Confidentiality

Directors 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 of directors of the Hospital (the “Board”) or of a committee or is otherwise provided to or obtained by the director. Directors shall not disclose or use for their own 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.



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A director is in breach of his or her duties with respect to confidentiality when information is used or disclosed for other than the purposes of the Hospital.

Board Spokesperson

The Board has adopted a policy with respect to designating public spokespersons. Only the board chair or designate may speak on behalf of the Board for those matters not delegated to the Joint Executive Committee (JEC). The chief executive officer, or the chief of staff or their respective designates, may speak on behalf of the organization on operational matters. The JEC Chair acts as sole public spokesperson (internal and external) for both hospitals on matters delegated to JEC. No director shall speak or make representations on behalf of the Board unless authorized by the chair or the Board. When so authorized, the directors' representations must be consistent with accepted positions and policies of the Board.

Media Contact and Public Discussion

News media contact and responses and public discussion of the Hospital's affairs should only be made through the Board's authorized spokespersons. Any director who is questioned by news reporters or other media representatives should refer such individuals to the appropriate representatives of the Hospital.

Respectful Conduct

It is recognized that directors bring to the Board diverse backgrounds, skills and experience. Directors will not always agree with one another on all issues. Any questions of procedure at or for any meetings of the Members or the Board, or any Committee, which has not been provided for in this policy or By-laws, the Act or Legislation or the rules adopted by the Board from time to time, shall be determined by the chair of the meeting in accordance with *Nathan's Company Meetings including Rules of Order* or such other rules of procedure adopted by resolution of the Board. All debates shall take place in an atmosphere of mutual respect and courtesy. The authority of the chair must be respected by all directors.

Corporate Obedience – 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.

Obtaining Advice of Counsel

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

Violations of the Code of Conduct

Any director who violates the Code of Conduct shall be subject to disciplinary action in accordance with the by-laws of the Hospital and applicable laws.

Amendment

This policy may be amended by the Board.

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REVISION HISTORY	
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