

<b>TITLE:</b>	<b>Director Code of Conduct</b>		
<b>Manual/Policy#:</b>	Board of Directors/ # V-A-2	<b>Division:</b>	CPDMH
<b>Original Issue:</b>	February 1994	<b>Issued by:</b>	Board Chair and Board Secretary
<b>Date Reviewed:</b>	Jan/97; Oct/99/May/00; Mar/03;Mar/09;Dec/13; Mar/16; Sep/17;Nov/19	<b>Approved by:</b>	Board of Directors
<b>Last Date Reviewed:</b>	November 2020	<b>Cross Reference(s)</b>	Administration Policy VIII-12 Code of Ethics and Conduct

**1. POLICY STATEMENT**

Carleton Place & District Memorial Hospital is committed to ensuring that in all aspects of its affairs it maintains the highest standards of public trust and integrity. Each member of the Board of Directors shall conduct him or herself in accordance with the values of the organization and the Code of Conduct below. The Board expects ethical, businesslike and lawful conduct of itself. This includes proper use of authority and appropriate decorum at all times. Directors are expected to treat one another and staff members with respect, cooperation and a willingness to deal openly on all matters.

**2. SCOPE**

This Code of Conduct applies to all Directors, including *ex-officio*, and to non-Board members of Board Committees. .

**3. GUIDING PRINCIPLES**

N/A

**4. DEFINITIONS**

For the purposes of this policy, the term “Director” will include elected and *ex-officio* Directors and non-Board members of Board Committees.

**5. PROCEDURE**

All Directors of the 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 Corporation. Directors must act at all times in compliance with both the letter and the spirit of all applicable laws. All Directors are held to the same duties and standard of care.

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 corporation.

Directors and committee members are required to comply with the organization’s policies including ethics, standards of conduct and confidentiality and with the conflict of interest provisions of the Corporation by-laws.

Directors must avoid situations in which their personal interests will conflict with their duties to the corporation. Directors must also avoid situations where their duties to the Corporation may conflict with duties owed elsewhere. In situations where a conflict of interest cannot be avoided, the process to manage conflicts will be followed according to Bylaw article 4.11.

Every Director, officer and employee of the Corporation shall 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. Confidential information includes proprietary, technical, business, financial, legal, patient or Director information which the Hospital treats as confidential. 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. Directors will maintain the privacy of all personal health information shared from patient stories to the Board.

All discussions will take place in an atmosphere of mutual respect and courtesy. The authority of the Chair will be respected by all Directors.

Directors are expected to attend meetings on a regular and punctual basis in person or remotely by approval of the Chair.

Directors will be properly prepared for Board and committee deliberations. This includes reading pre-circulated material in advance and seeking clarification or further information during the meeting as required to fully and effectively participate.

Directors will respect that the management responsibility for Hospital operations and employees rests with the President and CEO.

All requests to obtain outside opinions or advice regarding matters before the Board must be made through the Chair.

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.

Directors will respect that the official spokesperson on all matters pertaining to the Board is the Board Chair or designate and that the official spokesperson on all other matters pertaining to the Corporation is the President & CEO or designate. Any Director questioned by news reporters or other media representatives should refer such individuals to the appropriate representatives of the Corporation.

It is recognized that every Director is a representative of the Hospital in the community, whether acting in an official capacity or not. As such, Directors must be respectful of the Board and the organization and act in a manner consistent with the Director's duty of confidentiality.

Breaches of the Code of Conduct should be reported in writing to the Board Chair, who will take appropriate action. Any Director who is alleged to have violated the Code of Conduct policy will be allowed to present his or her views of the alleged breach to the Board prior to determination of appropriate disciplinary action, if any, by the Board.

Action leading to termination of a Director will be according to the by-laws of the Corporation.

**6. REFERENCES**

N/A

**7. APPENDICES**

N/A

**Evaluation:**

This policy will be reviewed every two years.