

**Governance MANUAL**

Approved By:	Board	Number:	3-B-2
Date Issued:	November 28, 2006		
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SUBJECT:	Code of Conduct Policy		

Purpose

The hospital is committed to ensuring that in all aspects of its affairs it maintains the highest standards of public trust and integrity.

Application

Although only the terms, Director/Directors, are used, this Code of Conduct applies to all Directors, including ex-officio Directors, Officers and Community Committee Members (non-Directors) of board committees.

Policy*Fiduciary Duty and Duty of Care*

As a fiduciary of the Corporation, a Director acts honestly and in good faith with a view to the best interests of the Corporation, and exercises the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. In so doing, a Director supports the Corporation in fulfilling its mission and discharging its responsibilities. All Directors, including ex-officio Directors, are held to the same duties and standard of care.

A Director does not represent the specific interests of any constituency or group. A Director acts and makes decisions that are in the best interests of the Corporation as a whole.

Exercise of Authority

A Director carries out the powers of office only when acting during a duly constituted meeting of the Board or one of its committees. A Director respects the responsibilities delegated by the Board to the chief executive officer avoiding interference with their duties but insisting upon accountability to the Board and reporting mechanisms for assessing organizational performance.

A Director adheres to the mission, vision, and values of the Corporation, applicable law, the by-laws, and board-approved policies.

Conflict of Interest

Every Director 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.

Privacy and Confidentiality

Every Director must respect the confidentiality of the information of the Corporation, including matters brought before the Board and all committees, personal information and personal health information, keeping in mind that unauthorized disclosure or use of information could adversely affect the interests of the Corporation. Directors shall not disclose or use for their own purpose confidential information concerning the activities and affairs of the Corporation unless otherwise authorized by the Board.

Directors must take appropriate measures to safeguard the confidentiality of information about the hospital, including 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. Directors will comply with the requirements of the board policy on confidentiality, the Freedom of Information and Protection of Privacy Act (2012) and the Personal Health Information and Protection of Privacy Act (2004).

The Board chair shall be the spokesperson for the Board. The Chief Executive Officer or the Chief of Staff, or their designate, may speak on behalf of the Corporation. News media responses and public discussion of the Corporation’s activities and 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 Corporation.

It is recognized that the role of a 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 and the accepted positions and policies of the board.

Board Solidarity and Director Dissent

A Director supports the decisions of the Board in discussions with persons beyond the Board, even if the Director holds another view or voiced another view during a Board discussion or was absent from the Board or Board committee meeting. In accordance with the Act, a Director who is present at a Board or Board committee meeting is deemed to have consented to any resolution passed or action taken at the meeting, unless:

- (a) the Director’s dissent is entered in the meeting minutes;
- (b) the Director requests that their dissent be entered in the meeting minutes;
- (c) the Director gives their dissent to the secretary of the meeting before

- the meeting is terminated; or
- (d) the Director submits their written dissent to the secretary immediately after the meeting is terminated.

A Director who votes for or consents to a resolution is not entitled to dissent.

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven days after becoming aware of the resolution, the Director:

- (a) causes their written dissent to be placed with the meeting minutes; or
- (b) submits their written dissent to the secretary.

Respectful Conduct

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.

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

Various Commitments

All Directors and community committee members are expected to make the level of contributions necessary to fulfill their accountabilities and responsibilities in terms of time requirement, preparation for and participation at meetings, education and evaluation, as described in respective position descriptions for their positions, namely the Roles and Responsibilities of Directors and Roles on Responsibilities of Community Committee Members.

Protection and Use of Organization Assets

Directors shall take every reasonable measure to protect and appropriately use organization assets made available to them, and use those assets only for the purpose of fulfilling director roles and responsibilities.

Obtaining Advice of Counsel

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

References

- Grand River Hospital Corporation By-Law
- Ethics Policy
- Confidentiality Policy
- Use of GRH Devices and Information
- Conflict of Interest Policy
- Statement of Roles and Responsibilities of the Board
- Role Description: Duties and Responsibilities of a Director
- Decision Making Framework.

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- Annual Director and Community Member Declaration and Consent
 - Access, Use and Disposal of Hospital Devices and Information