

GRAND  RIVER
HOSPITAL
BOARD MANUAL

Approved By:	Board	Number:	3-B-2
Date Issued:	November 28, 2006	Page:	1 of 3
Last Review Date:	February 2, 2016	Last Revision Date:	February 23, 2016
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

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

Directors' Duties

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 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 must avoid situations where 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. Where conflicts of interest arise, Directors will comply with the requirements of the hospital's by-laws and applicable legislation.

In addition, all Directors must respect the confidentiality of information about the corporation.

Best Interests of the Corporation

Directors must act solely in the best interests of the corporation. Directors who are nominees of a particular group must act in the best interests of the corporation, even if this conflicts with the interests of the nominating party.

Confidentiality

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.

Every Director and Committee member 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.

A Director is in breach of duty with respect to confidentiality when the Director uses or discloses confidential information for purposes other than the purposes of the hospital corporation.

Board Spokesperson

The Board has adopted a policy with respect to designating a spokesperson on behalf of the Board. Only the Chair or designate may speak on behalf of the Board. The CEO, or the Chief of Staff or his/her designates, may speak on behalf of the organization.

No Director shall speak or make representations on behalf of the Board unless authorized by the Chair or the Board. When so authorized, the Board member's 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 corporation'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 corporation.

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.

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 Policy shall face appropriate disciplinary action as determined by the Board. Action leading to the termination of a Director will be according to the by-laws.

Annual Director and Community Member Declaration and Consent

Annually Board members will be requested to sign a Declaration and Consent letter (attached) indicating compliance with policies and codes, the by-laws of the corporation and such other policies of the corporation that are applicable to the Board