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CATEGORY: Part V-B – Governance Process
SUBJECT: **CODE OF CONDUCT**

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The *Not-for-Profit Act* (Ontario) has an established statutory standard of care which requires a director or officer to:

- Act honestly, in good faith with a view to the best interests of the corporation; and
Exercise the care diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

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

The independence and unity of the Board are essential to its effectiveness and respect in the hospital and the community. In fulfilling their responsibilities, Board members serve as moral agents. As moral agents, Board members strive for the most ethical course of action, both by themselves and by the organizations they lead.

The Board uses the Accountability for Reasonableness (A4R) Framework when reflecting upon an ethical issue. It provides a standard method for reflecting upon all of the relevant values and evidence, encourages the input of all stakeholders, and helps to identify options for further action.

- A. The Board commits itself and its members to ethical and lawful conduct, including proper use of authority and appropriate decorum when acting as members.
- B. Board members' interaction with the President and CEO or with staff must recognize the lack of authority vested in individual members, except when explicitly authorized by the Board.
- C. Board members' interaction with the public, media or other entities must recognize the same limitation and inability of any individual member to speak for the Board other than as provided for in the By-Laws or any policy.
- D. Board members will not express individual judgments of the President and CEO's or staff's performance, except as required to provide input into the evaluation process.
- E. Board members will respect the confidentiality of in camera sessions and issues of a sensitive nature, which may include personnel or human resource or bargaining information, information about patients or physicians, job applicants, real estate, litigation issues, etc.

- F. Board members will comply with the requirements outlined in policy V-A-3 “Roles and Responsibilities of Individual Directors”.

In the event of a breach of any of the above by a Board member, the issue will be referred to the Executive Committee for review and to take appropriate action, up to and including recommending to the Board the member’s removal from the Board of Directors or committees.

It is the obligation of every Board member to report to the Board any perceived breach of the Code of Conduct, or any perceived illegal or unethical behaviour.

This policy shall apply to Board Directors, including ex-officio Directors and non-Director members of Board committees.

References

OHA Guide to Good Governance
Accreditation Canada

Policy Review Log

Date	Action
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