



TITLE:	Code of Conduct		
Manual/Policy#:	Board of Directors # V-A-2	Division:	AGH/ FVM/ LCPS
Original Issue:	January 2012	Issued by:	Chair and Board Secretary
Previous Date Reviewed:	March 2019	Approved by:	Board of Directors Board
Last Date Reviewed:	March 2020	Cross Reference(s):	

1. POLICY

Almonte General Hospital (“the Corporation”) 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 policy applies to all Board Members, including *ex officio* and honorary directors and non-Board members of Board committees.

3. GUIDING PRINCIPLES

N/A

4. DEFINITIONS

N/A

5. PROCEDURE

All directors stand in a fiduciary relationship to the Corporation. As such, Directors must act honestly, in good faith, and in the best interests of the Corporation. Directors must act at all times in compliance with both the letter and the spirit of all applicable laws.

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 in which their duties to the

Corporation may conflict with duties owed elsewhere. Where conflicts of interest arise, directors will comply with the requirements of the Corporation's by-laws and applicable legislation.

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 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.

All directors must respect the confidentiality of information about the Corporation, particularly matters addressed during in camera discussions. Confidential information includes proprietary, technical, business, financial, legal, patient, resident or director information which the Corporation treats as confidential.

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

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

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 annually.