

<b>Manual</b>	<b>GOVERNANCE POLICY</b>		<b>POLICY</b>
Section 5.0	Board Effectiveness – Governance Process		
<b>Title</b>	<b>CODE OF CONDUCT</b>		
Issuing Body/ Prepared By	Governance and Nominating Committee		
Approved by	Board of Directors		<b>Number:</b> GOV 5.75
Effective Date	O: January 2005	Version 4	<b>File Name:</b> S:\CHIEF EXECUTIVE OFFICER\BOARD AND BOARD COMMITTEES\BOARD BWH\BOARD POLICIES\5.75 - Code of Conduct.rtf
Revised Date	R: May 2006		
	January 2013 February 2016		
Controlled document. Any documents appearing in paper form must be used for reference purposes only. The on-line copy on the file server above must be considered the current documentation.			

**Purpose**

As part of its responsibility for ensuring Board effectiveness, the Board of Bluewater Health (BWH) will establish, approve and periodically review a Code of Conduct for Elected and Ex-Officio Directors and Non-Director Committee Members (NDCMs). This Code is an important requirement of effective governance as it provides Directors and NDCMs with a clear understanding of the conduct which is expected of them and supports the Board's commitment to the highest standards for public trust, honesty and integrity in all aspects of its affairs. This policy sets out the Code of Conduct as developed and approved by the Board of BWH. Directors and NDCMs are also required to comply with the Hospital's Code of Conduct Policy (COR-HR-A-3.80) which applies to all employees and volunteers..

**Policy**

The Board, its Directors and NDCMs will demonstrate ethical, respectful, businesslike, and lawful conduct, including proper use of authority and appropriate decorum in carrying out their responsibilities.

**Fiduciary Duties**

Directors and NDCMs stand in a fiduciary relationship to BWH. As fiduciaries, Directors and NDCMs must act ethically, honestly, in good faith, and solely in the best interests of BWH. Directors and NDCMs will be held to strict standards of honesty, integrity and loyalty.

**Conflict of Interest**

Directors and NDCMs will not place themselves in positions in which their personal interests will conflict with the interests of BWH. Directors and NDCMs must also avoid situations in which their duties to BWH may conflict with duties owed elsewhere. Where conflicts of interest arise, Directors and NDCMs will comply with the Conflict of Interest provisions of the by-laws.

### Confidentiality

Directors and NDCMs will respect the confidentiality of matters brought before the Board and its Committees or coming to their attention through the course of their duties. Specifically, they will respect the confidentiality of *in camera* Board discussions and information and such other Board discussions and information as deemed to be confidential by the Board, and comply with the Confidentiality provisions of the by-laws.

### Media Relations

As outlined in the Hospital's Media Relations Policy (COR-COMPA-A-5.120), media requests are facilitated by Communications and Public Affairs. Any Director or NDCM who is questioned by media representatives will refer such individuals to Communications and Public Affairs to ensure that the most applicable spokesperson is speaking on behalf of the organization. A representative from Communications & Public Affairs will be at all Board meetings to facilitate media requests. The Board Chair will be the designated spokesperson for issues pertaining to the Board /governance, the President/CEO or Chief, Communications and Public Affairs for corporate/organizational issues and the Chief of Professional Staff (COPS) for Professional Staff issues, unless otherwise directed by Communications & Public Affairs.

### Board Solidarity and Spokesperson

Directors and NDCMs will support the decisions and policies of the Board in discussions with outsiders, even if the Director holds another view or voiced another view during a Board or Committee discussion or was absent from the meeting. With the official spokesperson for the Board being the Chair, Directors and NDCMs will refer requests for statements on behalf of the Board to the Chair. The Board Chair may delegate his/her responsibility for representing and acting as spokesperson for the Board to other Directors, as required. When so authorized, the Director's or NDCM's representations will be consistent with decisions and policies of the Board.

### Respectful Conduct

It is recognized that Directors and NDCMs bring to the Board and its Committees diverse backgrounds, skills, experience and opinions. Directors and NDCMs will not always agree with one another on issues. All discussions and interactions will take place in an atmosphere of mutual respect and courtesy, with all striving for a consensual approach to decision-making. The authority of the Board and Committee Chairs will be respected by all Directors and NDCMs.

### Director - Management Interactions

In all interactions with the President/CEO and COPS, Directors and NDCMs will do so within the scope of the Board's authority, recognizing the lack of authority vested in the individuals except when explicitly Board authorized. Directors and NDCMs will respect the responsibilities delegated by the Board to the President/CEO and COPS, avoiding interference with their duties.

### Attendance

Directors and NDCMs are expected to commit the time required to fulfill Board and Committee responsibilities. Those who fail to meet the attendance and participation requirements as outlined in the Roles and Responsibilities as an Elected and Ex-Officio Director Policy (GOV 5.20) or the Non-Director Committee Member Policy (GOV 5.65) will be subject to review by the Board Chair and may be asked to step down from the Board or Committee.

Obtaining Advice of Counsel

Requests to obtain outside opinions or advice regarding matters before the Board will be made through the Board Chair.

Breach of the Code of Conduct

In the event of a breach of this Code of Conduct by a Director or NDCM, the issue will be referred to the Executive Committee for review, to take appropriate action, up to and including recommending to the Board removal of the Director or NDCM from the Board or Committee(s).

**Monitoring**

- Method and Frequency:
1. Board, Individual Director, NDCM, Committee and Meeting Evaluations (as per Policy 5.86)
  2. Review of the Policy (every three years)