

	POLICY	On-Line System Category N/A	Code No Not applicable	Page #
Subject: Board Code of Conduct			Date Effective: March 29 th 2016 Date Reviewed: June 2019, Oct 2022 Date Revised: August 2019, December 2022, September 2024	
Issued by: Governance Committee		Approved by: OSMH Board of Directors		

Board of Directors ("Board") Code of Conduct

PURPOSE:

Orillia Soldiers' Memorial Hospital (the "**Corporation**") 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 applies to all directors, including *ex-officio* directors, and non-director Board committee members. All directors and non-director Board committee members shall complete a declaration of commitment to, and compliance with, this code of conduct.

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 or non-director Board committee member does not represent the specific interests of any constituency or group. A director or non-director Board committee member acts and makes decisions that are in the best interests of the Corporation as a whole.

Exercise of Authority

A director or non-director Board committee member carries out the powers of office only when acting during a duly constituted meeting of the Board or one of its committees. A director or non-director Board committee member 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 or non-director Board committee member adheres to the mission, vision, and values of the Corporation, applicable law, the by-laws, and Board-approved policies.

Conflict of Interest

Every director or non-director Board committee member 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.

Confidentiality

Every director or non-director Board committee member must respect the confidentiality of the information of the Corporation, including matters brought before the Board and all committees, keeping in mind that unauthorized disclosure or use of information could adversely affect the interests of the Corporation. Directors and non-director Board committee members 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.

It is recognized that the role of a director or non-director Board committee member may include representing the Corporation in the community. However, such representations must be respectful of and consistent with the director or non-director Board committee member’s duty of confidentiality.

Board Solidarity and Director Dissent

A director or non-director Board committee member supports the decisions of the Board in discussions with persons beyond the Board, even if the director or non-director Board committee member 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 or non-director Board committee member 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 or non-director Board committee member’s dissent is entered in the meeting minutes;
- (b) the director or non-director Board committee member requests that their dissent be entered in the meeting minutes;
- (c) the director or non-director Board committee member gives their dissent to the secretary of the meeting before the meeting is terminated; or
- (d) the director or non-director Board committee member submits their dissent to the secretary immediately after the meeting is terminated.

A director or non-director Board committee member who votes for or consents to a resolution is not entitled to dissent.

A director or non-director Board committee member 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 dissent to be placed with meeting minutes; or
- (b) submits their dissent to the secretary.

A Director must continue to support decisions of the Board in discussions with persons beyond the Board including circumstances where they have documented their dissent in meeting minutes.

Board Spokesperson

The Board chair or their designate 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. No director or non-director Board committee member shall speak or make representation on behalf of the Board unless authorized by the Chair or the Board. When so authorized, the director or non-director Board committee member's representations must be consistent with accepted positions and policies of the Board.

Any director or non-director Board committee member 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 director or non-director Board committee member bring to the Board/committees diverse background, skills, and experience. Directors and/or non-director Board committee members 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 and non-director Board committee members.

Time and Commitment

A director or non-director Board committee member is expected to commit the necessary time required to fulfill Board and committee responsibilities, including preparation for and attendance at Board meetings and assigned committee meetings, as well as attendance at the Corporation's public events when possible.

Participation

A director or non-director Board committee member expects to receive relevant information in advance of meetings, reviews pre-circulated material, comes prepared to Board and committee meetings, asks informed questions and makes a constructive contribution to discussions.

Education

A director or non-director Board committee member seeks opportunities to be educated and informed about the Corporation and the key issues related to the Corporation and the healthcare system through participation in Board orientation and ongoing Board education.

Evaluation

A director or non-director Board committee member participates in the evaluation of the performance of the Board as a whole and of their own performance as a director.

Obtaining Advice of Counsel

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

ANNUAL DECLARATION AND CONSENT

To: Orillia Soldiers' Memorial Hospital (the "**Corporation**")

And To: The Board of Directors of the Corporation (the "**Board**")

CONSENT TO SERVE:

- ☐ I am an individual elected or appointed to the Board and I hereby acknowledge and declare that I:
- (a) consent to act as a director of the Corporation;
 - (b) am at least 18 years old;
 - (c) have not been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
 - (d) have not been found to be incapable by any court in Canada or elsewhere;
 - (e) do not have the status of an undischarged bankrupt;
 - (f) am not an "ineligible individual" as defined in the *Income Tax Act* (Canada) or any regulations made under it;
 - (g) have my principal residence within the Catchment Area or I carry on business within the Catchment Area, unless the Board has resolved that I may serve as a director of the Corporation notwithstanding that I do not have my principal residence within the Catchment Area or carry on business within the Catchment Area;¹ and
 - (h) am not an Excluded Person as defined in the corporate by-law of the Corporation, unless the Board has resolved that I may serve as a director of the Corporation notwithstanding that I am an Excluded Person.²

¹ Per section 1.1 of the Corporate By-law, "**Catchment Area**" means the County of Simcoe, City of Orillia, Township of Brock, District of Muskoka, Chippewas of Rama First Nation, and the Township of Kawartha Lakes west of Highway 35, or as may otherwise be determined by the Board from time to time.

² Per s. 1.1 of the Corporate By-law, "**Excluded Person**" means any:

- (i) employee or contractor of the Corporation, or individual appointed to the Credentialed Staff, except as provided under this By-law at section 3.01 and the *Public Hospitals Act*;
- (ii) individual who has been within the preceding two (2) year period been an individual referred to in paragraph (i); and
- (iii) individual who is a Family Member of an employee, contractor, or director, of the Corporation, or who is a Family Member of an individual currently appointed to the Credentialed Staff.

"**Family Member**" means the spouse, parent, child, brother or sister of any individual and the spouse of any child, parent, brother or sister of such individuals.

"**Credentialed Staff**" means the Board-appointed professional/credentialed staff of the public hospital operated by the Corporation.

- ☐ I am an individual appointed to a Board committee and consent to serve the Corporation as a non-director Board committee member.

COMPLIANCE WITH POLICIES:

I confirm that I have read and understand, or will promptly read and understand, all of the policies and codes of conduct of the Corporation applicable to me as such policies are amended or supplemented from time to time (the “**Policies**”), including but not limited to:

- Board Code of Conduct
- Conflict of Interest Policy

I agree to comply with the *Not-for-Profit Corporations Act, 2010* (the “**Act**”) and the Corporation’s articles, by-laws, and Policies (the “**Governance Documents**”).

Conflicts

In accordance with the Act and the Corporation’s Governance Documents, I make the following disclosure:

I have an interest, directly or indirectly, in the following entities, persons, or matters, which includes entities in which I am a director or officer:

This disclosure is a general notice of interest pursuant to the Act and the Corporation’s Governance Documents, and accordingly, I should be regarded as interested in any of the above entities, persons, or matters.

I acknowledge that this disclosure is in addition to my obligations to comply with the Act and the Corporation’s Governance Documents in respect of any specific conflict that may arise.

I declare the above information to be true and accurate as of the date hereof.

NOTICE:

Notice for Board and/or Board committee meetings may be sent to me at the address set out below:

Attention:
Address:
Email:
Telephone:

Dated this _____ day of _____, 20__.

Name:

Recommended Motion Item 9.4

Moved by:

Seconded by:

THAT the Governance Committee approve the updated Board Code of Conduct Policy.

CARRIED