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Board Code of Conduct			
Date Issued: Date Review/Revised: 2023-11-27 Next Review Date: March 2025			
Owner: Common Board of Directors (Common Board)	Reviewer(s): Governance and Nominating Committee	Approver: Governance and Nominating Committee	

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Except as expressly stated to the contrary herein, these Terms of Reference apply to both the Alexandra Marine & General Hospital (AMGH) and the South Huron Hospital (SHH). AMGH and SHH are referred to individually and collectively as the Hospital.

Purpose

Huron Health System (HHS) 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 will complete a declaration of commitment to, and compliance with, this code of conduct.

Policy

Fiduciary Duty and Duty of Care

As a fiduciary of HHS, a director acts honestly and in good faith with a view to the best interests of the hospitals, and exercises the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. In so doing, a director supports HHS 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 does not represent the specific interests of any constituency or group. A director acts and makes decisions that are in the best interests of HHS as a whole.

Exercise of Authority

A director carries out the powers of office only when acting during a duly constituted meeting of the Common Board or one of its committees. A director respects the responsibilities delegated by the Common Board to the President & CEO avoiding interference with their duties but insisting upon

accountability to the Common Board and reporting mechanisms for assessing organizational performance.

A director adheres to the mission, vision, and values of HHS, applicable law, the by-laws, and Board-approved policies.

Conflict of Interest

Every director must comply with the conflict of interest provisions in the *Not-for-Profit Corporations Act, 2010* (the “**Act**”), the by-laws, and Common Board approved policies.

Confidentiality

Every director must respect the confidentiality of the information of HHS, including matters brought before the Common Board and all committees, keeping in mind that unauthorized disclosure or use of information could adversely affect the interests of HHS. Directors shall not disclose or use for their own purpose confidential information concerning the activities and affairs of HHS unless otherwise authorized by the Board.

It is recognized that the role of a director may include representing HHS in the community. However, such representations must be respectful of and consistent with the director’s duty of confidentiality.

Board Solidarity and Director Dissent

A director supports the decisions of the Common Board in discussions with persons beyond the Common Board, even if the director holds another view or voiced another view during a Common Board discussion or was absent from the Common Board or Board committee meeting. In accordance with the Act, a director who is present at a Common Board or Board committee meeting is deemed to have consented to any resolution passed or action taken at the meeting, unless:

- (a) the director’s dissent is entered in the meeting minutes;
- (b) the director requests that their dissent be entered in the meeting minutes;
- (c) the director gives their dissent to the Secretary of the meeting before the meeting is terminated;
or
- (d) the director submits their written dissent to the Secretary immediately after the meeting is terminated.

A director who votes for or consents to a resolution is not entitled to dissent.¹

A director 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 written dissent to be placed with the meeting minutes; or

¹ ONCA, s. 45(1)-(2).

(b) submits their written dissent to the secretary.²

Board Spokesperson

The HHS Board chair shall be the spokesperson for the Common Board.³ The President & CEO or the Chief of Staff, or their designate, may speak on behalf of HHS. News media responses and public discussion of HHS's activities and affairs should only be made through the Common 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 HHS.

Respectful Conduct

It is recognized that directors bring to the Common 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.

Time and Commitment

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

Participation

A director expects to receive relevant information in advance of meetings, review pre-circulated material, come prepared to Common Board and committee meetings, ask informed questions and makes a constructive contribution to discussions.

Education

A director seeks opportunities to be educated and informed about HHS and the key issues related to HHS and the healthcare system through participation in Board orientation and ongoing Board education.

Evaluation

A director participates in the evaluation of the performance of the Common 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 Common Board must be made through the HHS Board Chair.

² ONCA, s. 45(3).

³ The vice chair shall, in the absence, disability, or unwillingness of the chair, perform the duties and exercise the powers of the chair. The Board may also give authority to one or more directors to make statements about matters brought before the Board.

Huron Health System as a member and partner of the HP&A OHT has aligned organizational governance policies to support the HP&A OHT Accreditation Collaborative

Approval Process	Governance & Nominating Committee:	2023-XX-XX
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