
	<b>TITLE OF THE POLICY: BOARD CODE OF CONDUCT</b>	<b>Policy Number: BRD-0230</b>
	<b>Policy Tool Type: Policy</b>	<b>Policy Level: Level III</b>
	<b>Accountability: Board of Trustees</b>	<b>Page 1 of 4</b>

<b>Approval Date</b>	<i>January 26, 2021</i>
<b>Revision Date</b>	
<b>Approved by</b>	<i>Chair, Board of Trustees</i>
<b>Approver Signature</b>	
<b>Scheduled Review Date</b>	<i>January 2024</i>
<b>Cross- Reference</b>	

## PURPOSE

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

## SCOPE

This Code of Conduct applies to all Trustees and non-Board members of Board committees.


## POLICY STATEMENT(S)

### Trustees Duties

All Trustees of Central Health stand in a fiduciary relationship to the Regional Health Authority. As fiduciaries, Trustees must act honestly, in good faith, and in the best interests of the Regional Health Authority.

Trustees will be held to strict standards of ethical conduct, including honesty, integrity and loyalty.

Trustees must avoid situations where their personal interests will conflict with their duties to the Health Authority. Trustees must also avoid situations where their duties to Central Health may conflict with duties owed elsewhere. Where conflicts of interest arise. Trustees will comply with the requirements of the Health Authority's Governance By-laws, Policies, and applicable legislation.

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Trustees must commit the time necessary to prepare for, attend and actively participate in regular and special meetings of the Board, and of Board committees upon which they sit.

Trustees must comply with both the letter and spirit of any training and orientation provided in connection with their responsibilities.

In addition, all Trustees must respect the confidentiality of information about Central Health.

### **Best Interests of Central Health**


Trustees must act solely in the best interests of the Health Authority. All Trustees and non-Board members of Board committees are held to the same duties and standard of care.

In making decision in the best interests of Central Health, the Board shall consider the Health Authority's Mission, Vision and Accountabilities including accountabilities to patients and families, the community served, the Ministry of Health and Long-Term Care, physicians, employees and staff, volunteers, donors and other healthcare partners. The Board must also consider the role of the Health Authority in the local and provincial healthcare system.

### **Confidentiality**

Trustees and committee members owe a duty to Central Health to respect the confidentiality of information about the Health Authority whether that information is received in a meeting of the Board, or of a committee, or is otherwise provided to or obtained by the Trustee or committee member. Trustees and committee members shall not disclose or use for their own purpose confidential information concerning the business and affairs of the Health Authority unless otherwise authorized by the Board.

It is recognized that the Role of Trustee may include representing Central Health in the community. However, such representations must be respectful of and consistent with the Trustee's duty of confidentiality. In addition, the Chair is the only official spokesperson for the Board. Every Trustee and committee member shall ensure that no statement not authorized by the Board is made by him or her to the press or public

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unless authorized by the Board. Trustees should not exceed the authority of their position.

A Trustee is in breach of his or her duties with respect to confidentiality when information is used or disclosed for purposes other than that of the Health Authority.

### **Board Spokesperson**

Only the Chair or designate may speak on behalf of the Board. The President and Chief Executive Officer, or his or her designate may speak on behalf of Central Health.

No Trustee shall speak or make representations on behalf of the Board unless authorized by the Chair or the Board. When so authorized, the Board member's representation must be consistent with accepted positions and policies of the Board.

### **Media Contact and Public Discussion**

News media contact and responses and public discussion of the Health Authority affairs should only be made through the Board's authorized spokespersons. Any Trustee who is questioned by news reporters or other media representatives should refer such individuals to the appropriate representatives of the Central Health.

### **Respectful Conduct**

It is recognized that Trustees bring to the Board diverse background, skills and experience. Trustees 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 Trustees.

### **Corporate Obedience – Board Solidarity**

Trustees acknowledge that properly authorized Board actions must be supported by all Trustees. The Board speaks with one voice. Trustees who have abstained or voted against a motion must adhere to and support the decision of a majority of the Trustees.

### **Obtaining Advice of Counsel**

Requests to obtain outside opinions or advice regarding matters before the Board must be made to, and approved by, the Chair.

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**Enforcement**

Trustees shall discuss with the Chair any questions or issues that may arise concerning compliance with this Code. Breaches of this Code shall be brought to the Governance Committee for review and determination of possible corrective action or response.

**Amendment**

This policy may be amended by the Board.