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TITLE: Code of Conduct**MANUAL: BOARD OF DIRECTORS****SECTION: N/A****APPROVED BY: BOARD OF DIRECTORS****PURPOSE:**

To establish clear standards of ethical conduct, behaviour, and accountability for Directors of the Corporation, consistent with legislative requirements, NSHN's By-laws, and recognized best practices in hospital governance.

This Code of Conduct supports effective governance, protects the integrity and reputation of the Corporation, and promotes public trust by articulating the expectations placed on all Directors in the exercise of their fiduciary responsibilities.

APPLICATION:

This Code of Conduct applies to all elected and ex-officio Directors of the Corporation, including voting and non-voting Directors, when acting in their capacity as members of the Board of Directors or Board Committees.

DUTIES AND OBLIGATIONS OF DIRECTORS:

Directors have the following duties and obligations:

- **Fiduciary Duty:** Directors shall act honestly and in good faith with a view to the best interests of the Corporation and the communities it serves.
- **Duty of Care:** Directors shall exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances, informed by the Director's knowledge, experience, and role on the Board.
- **Loyalty and Integrity:** Directors shall place the interests of the Corporation ahead of any personal, professional, or external interests and shall conduct themselves with integrity, objectivity, and impartiality.

EXERCISE OF AUTHORITY:

Directors shall exercise authority only when acting collectively as the Board of Directors or as members of a duly constituted Board Committee.

No individual Director has authority to direct Management, Staff, or Professional Staff, or to act on behalf of the Corporation, except where explicitly authorized by the Board or the Chair of the Board.

Directors shall respect the delegation of authority to the Chief Executive Officer and the Chief of Staff, while holding them accountable through appropriate Board oversight and governance processes.

RESPECT FOR ROLES AND RELATIONSHIPS:

Directors shall:

- respect the distinction between governance and management;
- support the Board Chair as the primary spokesperson for the Board;
- interact with Management and Professional Staff through established governance channels; and
- foster a culture of mutual respect, collaboration, and trust.

CONFLICT OF INTEREST:

Directors shall avoid conflicts of interest, both real and perceived, and shall disclose any actual, potential, or perceived conflict of interest in accordance with the Corporation's By-laws and Conflict of Interest Policy (BOD-011).

Where a conflict is declared, the Director shall comply with all applicable requirements regarding recusal, abstention from discussion or voting, and documentation in the meeting record.

CONFIDENTIALITY:

Directors shall maintain the confidentiality of all non-public information obtained through their role, including information relating to patients, residents, Staff, Professional Staff, strategic matters, Board deliberations, and in camera discussions.

This obligation continues after a Director's term of office has ended.

BOARD SOLIDARITY AND DISSENT:

Directors are expected to engage in open, respectful, and constructive debate during Board and Committee meetings. Once a decision of the Board has been made, Directors shall support and uphold the decision publicly, regardless of their personal views.

A Director who wishes to formally dissent from a Board decision shall ensure that such dissent is declared and recorded in the minutes of the meeting, in accordance with applicable law and NSHN's By-laws.

PARTICIPATION AND COMMITMENT:

Directors are expected to:

- attend Board and Committee meetings regularly and be adequately prepared;
- participate actively and constructively in Board deliberations;
- engage in orientation, education, and ongoing governance development; and
- participate in Board and Director performance evaluations.

PUBLIC STATEMENTS AND MEDIA:

Only the Board Chair, or another individual expressly authorized by the Board or the Chair, may speak on behalf of the Board.

Directors shall not represent themselves as speaking for the Board or the Corporation unless explicitly authorized to do so.

BREACH OF CODE OF CONDUCT:

Alleged breaches of this Code of Conduct shall be addressed in accordance with the Corporation's By-laws and applicable Board policies.

The Board may take such action as it deems appropriate, including censure, removal from committee assignments, or other measures consistent with its authority.

AMENDMENT:

This Code of Conduct shall be reviewed by the Board at least every three years, or sooner if required by legislative change, governance review, or organizational need.

This policy may be amended by resolution of the Board of Directors.

REFERENCES:

Ontario Hospital Association, *Guide to Good Governance*, 4th Edition, Chapter 6: Duties and Obligations of Individual Directors.

North Shore Health Network. (2024). *Administrative and Professional Staff By-Law 2024-1*, Articles 14-17, Schedule A.