BOARD OF DIRECTORS MANUAL

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ISSUED BY:	GOVERNANCE COMMITTEE	
APPROVED BY:	BOARD OF DIRECTORS	PAGE: 1 of 5
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BOARD MEMBER CODE OF CONDUCT

Purpose:

To accomplish its shared purpose, each individual board member, community member and advisor must commit to the Corporation's operating principles and conduct themselves in accordance with the values established for the Corporation.

Policy:

Each member of the Board of Directors of NHH shall conduct themselves in accordance with the values of the organization and the code of conduct detailed below. Board of Directors shall sign a commitment on an annual basis to adhere to the attached "Position Description and Code of Conduct for Board Directors."

Code of Conduct/Procedure:

Board members shall adhere to the following Code of Conduct. Each Director and Member shall

- Attempt to comply with the conflict-of-interest provisions in the Not-for-Profit Corporations Act, 2010 (the "Act"), the by-laws, and Board-approved policies.
- strive to create a relationship of trust and mutual respect with other board members, between the board and hospital staff, between the hospital and other health service providers, and between the hospital and the community.
- respect and recognize equally the contributions of all others serving the Corporation and/or the hospital.
- respect the Chair's decision on points of order that applies to conduct, in accordance with NHH by-laws, policies, and Rules of Order.

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- be given the opportunity to speak at board and committee meetings after they have been recognized by the Chair. Members shall conduct themselves in a respectful manner.

- not interrupt one another while speaking.

- bear the responsibility to be fully aware of available background material prior to participating in board, committee or community discussions.

- fulfill individual responsibilities for confidentiality and declaration of conflict of interest as defined in the Corporation's Bylaws.

- respect the role of designated board and hospital management spokespersons to represent the hospital at public meetings and/or the media.

- not discuss confidential information presented "in-camera", including board committees, with persons other than board members until such time as this information has been presented in an open session of the board or by designated board or hospital management spokespersons.

Dissent

- A Director supports the decisions of the Board in discussions with the persons beyond the board, even if the Director 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 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's dissent is entered in the meeting minutes.
(b) the Director requests that their dissent be entered into the 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.

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
(b) submits their written dissent to the secretary.

Annual Commitment:

In addition to the above noted expectations, at the first meeting after each Annual General Meeting of the Corporation, the Directors shall sign a commitment to adhere to the attached "Position Description and Code of Conduct for Board Directors," which provides further clarity on

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the role, expectations and conduct of the Directors and return to the Executive Assistant to the CEO.

Lack of adherence to the Code of Conduct will be addressed by the Board Chair and may result in discipline, up to and including dismissal from the Board.

References:
NHH Bylaws

Approved:
February 22, 2001
February 2003
April 2002
May 2010
January 2011
March 2014 reviewed
March 2016 reviewed
February 2017 revised
February 2018 revised
February 2019 revised
February 2020 revised
March 2021 revised
May 2022 revised
March 2023 revised
March 2024 revised
March 2025 reviewed
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POSITION DESCRIPTION AND CODE OF CONDUCT FOR DIRECTORS

To serve Northumberland Hills Hospital ("Corporation") and its long-term interests by overseeing the management and affairs of the organization in a manner that:

- meets the highest ethical and fiduciary standards
- demonstrates independence from management
- is knowledgeable and inquisitive about the issues facing the Hospital
- applies good sense and sound judgment to help make wise decisions
- displays commitment through attendance at, preparation for and participation in meetings

Accountability

The Director, as a Member of the Board and its committees, works with fellow Directors to fulfil the specific duties of the Board and its committees contained in their respective Terms of Reference. The Director is accountable to the Corporation as a whole, not to any individual or group of stakeholders. The Director serves the long-term interests of the Corporation by ensuring that management appropriately addresses and meets the Corporation's legal, regulatory and fiduciary responsibilities to its stakeholders, including the Ministry of Health, Ontario Health, patients, employees and the public at large.

Fiduciary Obligations

The Director shall act honestly and in good faith and make decisions that are in the best interests of the Corporation having regard to all relevant considerations, including but not confined to, considering the impact of the Board's decisions on affected stakeholders including the patients and communities served, Ontario Health, and the Government of Ontario. In instances where the interests of the stakeholders conflict with each other or with the Corporation, the Director must act in the best interests of the Corporation commensurate with the Corporation's duties as a responsible, well-intentioned public hospital. The legislation, the Service Accountability Agreements and the Corporation's objects, shared purpose, values, strategic plan and ethical decision-making framework shall be used to guide the Directors' decision as to whether a decision is in the best interests of the Corporation.

Integrity

The Director possesses the highest personal and professional integrity. The Director meets their fiduciary duties to act honestly and in good faith with a view to the best interests of the Hospital and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. The Director avoids potential or actual conflicts of interest that are incompatible with service as a Director. The Director complies with applicable policies of the Hospital, including the Code of Conduct, Hospital By-law, and Board Policies and keeps confidential any information about the Hospital that has not been generally disclosed to the public.

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Board Solidarity
The Director shall support and comply with Board policies and decisions. The Director is expected to share their perspectives with the Board during its deliberations, particularly when the Director has differing view on a particular matter. Once a decision is made by the Board, the Director is deemed to have supported the decisions and policies of the Board, whether they are present or absent. The Director has an important role as an ambassador of the Hospital but will not speak on behalf of the Hospital. The official spokespersons of the Hospital rest with the Board Chair and Chief Executive Officer.

Independence
The Director understands the Board needs to be able to operate independently of management in order to be effective. The Director understands that independence requires a high standard of performance and behaviour – it requires preparation for meetings, understanding the issues, integrity and an inquiring mind. The Director brings an objective perspective to the deliberations of the Board and its committees.

Involvement
The Director continuously deepens their knowledge of the Hospital and relevant trends in the health care sector, both inside and outside of Board meeting time. The Director recognizes that this is necessary to make a meaningful contribution at meetings.

Contribution
The Director applies informed and seasoned judgment to each issue that arises and expresses opinions, asks further questions and makes recommendations that the Director thinks are necessary or desirable. Each Director has an equal say with each of the other Directors. The Director works positively, cooperatively and respectfully with all members of the Board of Directors and the Chief Executive Officer (and their delegates) in the performance of their duties.

Commitment
The Director prepares for and attends, where possible, all scheduled meetings of the Board and applicable committees. The Director shall comply with the expectations of participation as outlined in Board Policy I-007. The Director devotes sufficient time to carrying out the Director's duties effectively. The Director also commits to serve on the Board for the elected term.

I, _____, Director of Northumberland Hills Hospital understand my responsibilities and code of conduct as described in this document and shall act in good faith in meeting these expectations.

_____ _____

Signature Date

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