



NORTHUMBERLAND HILLS  
**HOSPITAL**  
**BOARD OF DIRECTORS MANUAL**

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CATEGORY:	GOVERNANCE	NUMBER: I-002
ISSUED BY:	GOVERNANCE COMMITTEE	
APPROVED BY:	BOARD OF DIRECTORS	PAGE: 1 of 2
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**BOARD MEMBER CODE OF CONDUCT**

**Policy:**

Each member of the Board of Directors of the Northumberland Hills Hospital (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."

**Purpose:**

In order for the Northumberland Hills Hospital to accomplish its mission and attain its vision, each individual board member, whether elected or appointed must commit to the Corporation's operating principles and conduct themselves in accordance with the values established for the Corporation.

**Code of Conduct:**

Board members shall adhere to the following Code of Conduct:

- Each member shall 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.
- Each member shall respect and recognize the contributions of others serving the Corporation and/or the hospital.
- Each member shall respect the Chair's decision on points of order that applies to conduct, in accordance with NHH by-laws, policies, and Rules of Order.
- Members shall be given the opportunity to speak at board and committee meetings after they have been recognized by the Chair.

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- Members shall not make comments or gestures in meetings that intentionally offend other persons or demean their role as a community representative.
- Members shall not interrupt another speaker during their recognized period.
- Each member bears the responsibility to be fully aware of available background material prior to participating in board, committee or community discussions.
- Each member shall fulfill individual responsibilities for confidentiality and declaration of conflict of interest as defined in the Corporation's Bylaws.
- Each member shall respect the role of designated board and hospital management spokespersons to represent the hospital at public meetings and/or the media.
- Members shall 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.

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 the role, expectations and conduct of the Directors.

References:

NHH Bylaws

Approved:

February 22, 2001

February 2003

April 2002

May 2010

January 2011

March 2014

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## POSITION DESCRIPTION AND CODE OF CONDUCT FOR BOARD 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 regards him or herself as 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 and Long-Term Care, the Central East Local Health Integration Network, 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, the Local Health Integration Network, 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 Hospital Service Accountability Agreement and the Corporation’s objects, mission, vision, values and strategic plan 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 his or her 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 his or her 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 non-management 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 his or her 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 in order 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 his or her 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 the 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, \_\_\_\_\_, Board 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.

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Signature

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Date

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