



<b>TITLE:</b>	<b>Director Code of Conduct</b>		
<b>Manual/Policy#:</b>	Board of Directors # IV-A-04	<b>Dept:</b>	
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<b>Cross Reference(s)</b>			

**1. POLICY STATEMENT**

Carleton Place & District Hospital is committed to ensuring that in all aspects of its affairs it maintains the highest standards of public trust and integrity. The Board expects that each Director will align with the following core values of respect, accountability, compassion, courtesy and confidentiality.

**2. SCOPE**

This Code of Conduct applies to all Directors, including *ex-officio* and non-Board members of Board Committees. Members are also required to comply with the Hospital's policy on Ethics and Standards of Business Conduct, which applies to employees and professional staff.

**3. GUIDING PRINCIPLES**

N/A

**4. DEFINITIONS**

N/A

**5. PROCEDURE**

All Directors of the Hospital stand in a fiduciary relationship to the Hospital corporation. As fiduciaries, Directors must act honestly, in good faith, and in the best interests of the Corporation.

Directors will be held to strict standards of honesty, integrity and loyalty. A Director shall not put personal interests ahead of the best interests of the corporation.

Directors must avoid situations in which their personal interests will conflict with their duties to the corporation. Directors must also avoid situations where their duties to the corporation may conflict with duties owed elsewhere. In situations where a conflict of interest cannot be avoided, the process to manage conflicts will be followed according to Bylaw article 4.11.

All requests to obtain outside opinions or advice regarding matters before the Board must be made through the Chair.

Directors will respect that the management responsibility for Hospital operations and employees rests with the President and CEO.

Directors must act solely in the best interests of the corporation. All Directors, including *ex-officio* Directors, are held to the same duties and standard of care.

It is recognized that every Director may include representing the Hospital in the community. However, such representations must be respectful of, and consistent with, the Director's duty of confidentiality. In addition, the Chair is the only official spokesperson for the Board.

Every Director, officer and employee of the corporation shall respect the confidentiality of information about the Hospital whether that information is received in a meeting of the Board or of a committee or is otherwise provided to, or obtained by, the Director. Directors will maintain the privacy of all personal health information shared from patient stories to the Board.

Breaches of the Code of Conduct should be reported in writing to the Board Chair, who will take appropriate action. Any Director who is alleged to have violated the Code of Conduct policy will be allowed to present his or her views of the alleged breach to the Board prior to determination of appropriate disciplinary action, if any, by the Board. Action leading to termination of a Director will be according to the by-laws of the Corporation.

**6. REFERENCES**

N/A

**7. APPENDICES**

N/A

**Evaluation:**

This policy will be reviewed annually.

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