

<b>Policy Title:</b> Code of Conduct	<b>Policy Number:</b> 001-JBG	<b>Pages</b> 4
<b>Date:</b> September 29 <sup>th</sup> 2022	<b>Supersedes:</b> September 27 <sup>th</sup> 2018	
<b>Cross Reference:</b> <a href="#">003-JBG</a> ; <a href="#">018-JBG</a>	<b>Issuing Authority:</b> St. Joseph's Hamilton Joint Boards of Governors (JBG)	
<b>Policy Sponsor:</b> SJHH Office of the President	<b>Policy Author:</b> Senior Manager Office of the President	

### 1.0 Purpose

The St. Joseph's Hamilton Joint Boards of Governors (JBG) is committed to ensuring that it maintains the highest standards of public trust and integrity, in all aspects of its affairs.

### 2.0 Policy Statement

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

### 3.0 Application

This Code of Conduct applies to all trustees (SJVD, SJHH) and directors (SJHC), ~including *ex-officio* trustees and non JBG members of JBG committees and subcommittees. For purposes of this policy all of the above will be referred to as "trustees".

### 4.0 Trustees Duties

- 4.1 All trustees of the JBG stand in a fiduciary relationship to the JBG and its member organizations. As fiduciaries, trustees must act honestly, in good faith, and in the best interests of the JBG.
- 4.2 Trustees will be held to strict standards of honesty, integrity and loyalty. A trustee shall not put personal interests ahead of the best interests of the JBG.
- 4.3 Trustees must avoid situations where their personal interests will conflict with their duties to the JBG. Trustees must also avoid situations where their duties to the JBG may conflict with duties owed elsewhere.
- 4.4 Trustees must respect the confidentiality of information about the JBG.

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## **5.0 Best Interests of the JBG**

- 5.1** Trustees must act solely in the best interests of the JBG. All trustees are held to the same duties and standards.
- 5.2** Trustees who represent any particular group must act in the best interests of the organization, and excuse themselves by declaring a conflict of interest. (Refer to "003 JBG-Conflict of Interest" policy)

## **6.0 Confidentiality**

- 6.1** It is recognized that the role of trustee may include representing the JBG in the community. However, such representations must be respectful of and consistent with the trustee's duty of confidentiality.
- 6.2** Every trustee, officer and employee of the JBG shall respect the confidentiality of information about the JBG site organizations whether that information is received in a meeting of the JBG or of a committee or is otherwise provided to or obtained by a trustee.
- 6.3** A trustee is in breach of his or her duties with respect to confidentiality when information is used or disclosed for other than the purposes of the JBG. (Refer to "018 Confidentiality & Conflict of Interest" policy)

## **7.0 JBG Spokesperson**

- 7.1** The JBG has adopted a policy with respect to designating a spokesperson on behalf of the JBG. The JBG Chair and site President(s) or designates (e.g. Vice-President, Clinical Programs for SJHH) may speak on behalf of the JBG.
- 7.2** Subject to 7.1 no other trustee shall speak or make representations on behalf of the JBG. When so authorized, the JBG member's representations must be consistent with accepted positions and policies of the JBG.

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

- 8.1** News media contact and responses, and public discussion of the JBG's affairs should only be made through JBG trustees, officers and employees of the JBG. Any trustee who is questioned by news reporters or other media representatives should refer such individuals to the office of the site President or other designated representative (e.g. Public Affairs Department).

## **9.0 Respectful Conduct**

- 9.1** It is recognized that trustees bring to the JBG diverse backgrounds, 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.
- 9.2** The authority of the Chair must be respected by all trustees.

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## **10.0 JBG Solidarity**

**10.1** Trustees acknowledge that properly authorized JBG actions must be supported by all trustees. The JBG speaks with one voice.

**10.2** Those trustees who have abstained or voted against a motion must adhere to and support the decision of a majority of the trustees.

## **11.0 Obtaining Advice of Counsel**

**11.1** Request to obtain outside opinions or advice regarding matters before the JBG may be made through the site President, JBG Chair or to the JBG Vice-Chair in the JBG Chair's absence.

## **12.0 Breaches in the Code of Conduct**

### **12.1 Conflict of Interest**

In the instance of a perceived conflict of interest, JBG's site Organizations Bylaws on Conflict of Interest shall apply.

### **12.2 JBG/JBG Committee Member**

**12.2.1** A member of the JBG or JBG Committee or JBG subcommittee who may be potentially in breach of conduct either through commission or omission shall meet with the Chair of the body on which the member holds a seat and on which the breach of the Code of Conduct is deemed to have occurred;

**12.2.2** If a formal process is required, the Chair shall take the matter to the JBG for confidential consideration;

**12.2.3** Any member deemed to be in breach of the Code of Conduct is entitled to be present for the JBG discussion and to provide a statement of defense. The JBG's final determination shall be taken without the member being present.

**12.2.4** Additional members of the JBG may be excused by majority vote of the JBG; as deemed to be connected to the issue. In addition to any other decision, a decision to recommend the removal of a trustee will follow the process as outlined in JBG member bylaws and a course of natural justice.

**12.2.5** In the event that the decision is made to not remove a trustee, then the reasons for the committee's decision shall be circulated to the JBG.

### **12.3 Senior Management**

**12.3.1** A member of the Executive Team-including the site President(s)-

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may bring a complaint of breach of Code of Conduct by a member to the JBG without fear of disciplinary action for bringing the complaint;

**12.3.2** Normally there will be an attempt to address the complaint by the site President(s) and JBG Chair together with the parties involved;

**12.3.3** If the process described in 12.2.2 is unsuccessful in resolving the alleged breach, the process outlined under 12.2.3 - 12.2.5 will be followed.

**13.0 Policy History:** 2015/05/24; 2022/09/29

**14.0 Next Scheduled Review Date:** September 2025

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