

4.1.1 Purpose

As a responsible public institution and corporate citizen, the Corporation is committed to conducting its affairs to the highest standards of ethics, integrity, honesty, fairness and professionalism – in every respect, without exception, and at all times. Ethical lapses at any level in the organization can quickly destroy the community's trust and confidence in the organization. This applies at all levels of the organization, from major decisions made by the Board, to management decisions, and to day-to-day clinical, operational or administrative activities.

This Code of Ethics and Business Standards (the '**Code**') documents the ethical and business standards, practices and behaviours to be applied across the organization.

4.1.2 Framework and Application

- (a) This Code sets the overarching policy framework for codes of conduct, ethical practices, and operational policies, which must all be aligned. It supports the Corporation's governance framework which brings together the elements that will allow the Corporation to achieve its mission, vision, values and strategic directions. Within this framework, everyone is expected to exercise good judgment and be accountable for their actions.
- (b) The Code establishes the standards that govern the way we deal with each other and our stakeholders, including but not limited to employees, professional staff, volunteers, patients, suppliers, other health services providers and the community. Where necessary, reference is made to formal corporate policies in specific areas.
- (c) Individuals who are members of a profession which is governed by standards and codes specific to their profession will be expected to adhere to those professional codes and standards in addition to the Corporation's policies, codes and By-law.
- (d) This Code establishes the 'tone from the top' and as such applies to the Corporation's leaders, (hereinafter the '**Leaders**', or singular 'Leader'), which specifically include: Board Directors, Community Members of the Board Committees, Executives and middle management. The Leaders are expected to comply with this Code as part of their contract with the Corporation. Refer to paragraph below entitled "Attestation."
- (e) Executives are responsible to ensure management and operational policies are established, monitored and updated on a regular basis to align with this Code, which policies shall apply to employees, professional staff, and volunteers.

- (f) Its objectives are to:
 - (i) Promote honest and ethical conduct including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
 - (ii) Promote disclosure in order to avoid conflicts of interest, including disclosure to an appropriate person of any material transaction or relationship that reasonably could be expected to give rise to such a conflict;
 - (iii) Promote compliance with applicable governmental laws, rules and regulations;
 - (iv) Promote the prompt internal reporting to an appropriate person of violations of this Code;
 - (v) Promote accountability for adherence to this Code;
 - (vi) Provide guidance to individuals to help them recognize and deal with ethical issues;
 - (vii) Provide mechanisms to report unethical conduct, conflicts of interests, and workplace harassment;
 - (viii) Promote a positive public reputation for the Corporation; and
 - (ix) Foster a culture of trust, respect and integrity.

4.1.3 Workplace

- (a) Preamble

Intimidating and disruptive behaviours can lead to clinical errors, poor patient satisfaction, preventable adverse outcomes, increase costs, and cause qualified clinicians, staff and managers to seek new positions in more professional environments.

- (b) A Non-Discriminatory Environment

The Corporation fosters a work environment in which all individuals are treated with respect, fairness and dignity. The Corporation is an equal opportunity employer and does not discriminate against individuals on the basis of race, colour, religion, sex, national origin, age, sexual orientation or disability or any other category protected by Canadian federal and provincial laws and regulations. The Corporation will make reasonable



accommodations for its staff in compliance with applicable laws and regulations. The Corporation is committed to actions and policies to assure fair employment, including equal treatment in hiring, promotion, training, compensation, termination and corrective action and will not tolerate or condone discrimination by its individuals.

(c) Human Rights, Diversity, Inclusion and Violence in the Workplace

The Corporation is committed to conducting all its affairs with fairness and equity. In doing so, it will foster an inclusive culture by providing a safe and respectful work environment that is free from harassment, discrimination and violence.

In support of this commitment:

- (i) The Corporation will not condone, tolerate or ignore any harassment or discrimination on any ground protected by human or civil rights law.
- (ii) The Corporation will not condone, tolerate or ignore violence or threats of violence.
- (iii) The Corporation will provide an environment where everyone is treated with dignity and respect.
- (iv) The Corporation will train managers so they can maintain a harassment, discrimination and violence free workplace, and promptly address concerns raised with, or observed, by them.

Any individual of the Corporation who violates the harassment, discrimination and violence in the workplace policies will be subject to discipline, including termination of employment, privileges or office.

(d) Alcohol, Substance and Cannabis Use

The Corporation is committed to maintaining a safe and healthy work environment and management shall ensure appropriate policies are maintained, monitored and enforced relating to the use of alcohol, substance and cannabis.

(e) Employment of Family Members and Personal Partners

Individuals of the Corporation must not give or receive from any friend, relative or someone with whom they are involved in a close personal relationship, any special consideration relating to employment or conditions of employment. Business decisions must be based on sound ethical

business practices, and human resource decisions must be based on sound management practices and not be influenced by personal interests or conflicts.

Unless otherwise approved by the Chief Executive Officer, a relative or personal partner of an individual of the Corporation may not be hired, promoted or transferred if they would:

- (i) be working directly for or supervising the other;
- (ii) have indirect control or authority over the other; or
- (iii) be involved in any way in the performance or salary review of the other.

(f) Domestic Violence

The Corporation is committed to providing guidance and support to individuals in addressing issues related to domestic violence, including access to the Corporation's employee/family assistance program, and ensuring a safe workplace.

(g) Confidentiality

The Corporation expects compliance with the confidentiality provisions contained in the Corporation's By-law, Governance Policy Manual, and the operating policies.

4.1.4 Environment, Health and Safety

(a) Environment

The Corporation is committed to sound environmental management. It is the intent of the Corporation to conduct itself in partnership with the community at large as responsible and caring corporate citizens. The Corporation is committed to managing its affairs in a manner that minimizes adverse impact of its operations on the environment, while balancing its fiscal obligations.

(b) Health and Safety

The Corporation is committed to providing a healthy and safe workplace in compliance with applicable laws, rules and regulations. Staff must be aware of the safety issues and policies that affect their job, other staff, patients and visitors. Leaders, upon learning of any circumstance affecting the health and safety of the workplace, must act immediately to address the situation.

4.1.5 Third Party Relationships

(a) Conflict of Interest

- (i) A Conflict of interest occurs when a person's private affairs or financial interests are in an actual or perceived conflict with their duties to the Corporation. Each individual owes a duty to the Corporation to advance its legitimate interests when the opportunity to do so arises and to refrain from activities which could hinder their ability to act in the Corporation's best interest, have the potential to do so or could be perceived as doing so.
- (ii) Individuals must declare all situations in which their personal interests conflict or might conflict with their duties to the Corporation. Individuals are free to engage in outside employment, business, and community activities; however, in doing so individuals should seek to avoid acquiring any interests or participating in any activities that would tend to deprive the Corporation of the time or attention required to perform their duties properly, or create an obligation or distraction which would affect their judgement or ability to act solely in the Corporation's best interest.
- (iii) Under no circumstances is an individual to use the Corporation's resources of any kind (including but not limited to mobile technology, telecommunications, equipment, computers, work time, email communications and devices, etc.) in conducting their outside employment, business, and community activities.
- (iv) Individuals shall not use their status or position with the Corporation or misuse information of the Corporation for personal gain.
- (v) Individuals are required to disclose in writing to their immediate supervisor all clinical, research, business, commercial or financial interests or activities that might reasonably be regarded as creating an actual or potential conflict with their duties.
- (vi) Directors and Community Members are subject to the Conflict of Interest provisions contained in the Corporation's By-law and Governance Policy Manual.

(b) Gifts and Entertainment

- (i) Leaders shall not use their position with the Corporation to solicit any cash, gifts or free services from any patient, client, supplier or contractor of the Corporation for their personal benefit.



- (ii) Leaders shall not accept personal gifts and entertainment from external parties.
 - (iii) At the discretion of an Executive, gifts may be accepted if they are directed to the Corporation for general access and benefit to the entire staff population, such as raffles.
- (c) **Supplier and Contractor Relationships**
 - (i) The Corporation shall comply with the *Broader Public Sector Accountability Act* (Ontario), its guidelines and directives.
 - (ii) Leaders must inform either the Board Chair or the Chief Executive Officer of any relationships that create or appear to create a conflict of interest.
- (d) **Reasonable Expenses**

Leaders must comply with the Corporation's expense policy. Only reasonable expenses may be incurred and reimbursed.
- (e) **Public Relations**
 - (i) The Corporation's Chair and Chief Executive Officer are responsible for all public relations, including all contact with the media. Unless specifically authorized to represent the Corporation to the media, individuals of the Corporation may not respond to inquiries or requests for information.
 - (ii) Individuals of the Corporation must not disclose confidential, personal or business information through public or casual discussions to the media or others.
- (f) **Political Activities**
 - (i) Individuals of the Corporation may participate in the political process as private citizens. It is important to separate personal political activity and the Corporation's political activities, if any, in order to comply with the appropriate rules and regulations relating to lobbying or attempting to influence government officials. The Corporation's political activities, if any, shall be subject to the overall direction of the Board and limited so as not to compromise the organization.
 - (ii) The Corporation will not reimburse individuals for money or personal time contributed to political campaigns. In addition, individuals may

not work on behalf of a candidate's campaign while at work or at any time use the Corporation's facilities or resources.

4.1.6 Legal Compliance

Individuals of the Corporation are expected to comply in good faith at all times with all applicable laws, rules and regulations and behave in an ethical manner.

4.1.7 Cooperating with Investigations

Individuals of the Corporation are required to cooperate with internally and externally led investigations, audits or reviews. This includes attending all necessary meetings and accurately and fully answering all questions, providing documentation and maintaining the confidentiality of the investigation. Further, individuals may not in any way obstruct, hinder or delay any investigation.

4.1.8 Criminal Record

In order to ensure the health and safety of all patients and staff, individuals of the Corporation must inform their immediate supervisor if they are charged or convicted of a criminal offence. Depending upon the nature of the charge or conviction, such persons may be subject to action, including termination of employment, privileges or office.

4.1.9 Social Networking

- (a) Improper or unlawful use of the Corporation's technology resources is prohibited because of the potential risks to the Corporation. These risks include, but are not limited to:
 - (i) Loss of public trust and reputation in the Corporation;
 - (ii) Service and performance interference;
 - (iii) Financial loss;
 - (iv) Unlawful activity;
 - (v) Loss of network or operational integrity related to cyber hacking; and
 - (vi) Charges or other legal consequences related to sexual harassment, discrimination or improper access to or dissemination of information.
- (b) The Corporation's computer network includes work stations and accounts on the Corporation's property and may be audited at any time.

- (c) Individuals of the Corporation may engage in social networking during personal time. However, it is considered unprofessional, and in some cases, a breach of confidentiality, to share corporate information not available publicly, to air workplace issues, grievances, or discuss information about patients. Any violation of privacy and confidentiality is regarded by the Corporation as a serious offense and is subject to corrective or disciplinary action, up to and including termination of employment, privileges or office.

4.1.10 Information and Records

- (a) Confidential and Proprietary Information and Trade Secrets
 - (i) Individuals of the Corporation may be exposed to certain information that is considered confidential by the Corporation, or may be involved in the design or development of new procedures related to the business of the Corporation. All such information and procedures, whether or not the subject of copyright or patent, are the sole property of the Corporation. Individuals shall not disclose confidential information to persons outside the Corporation, including family members, and should share it only with other individuals who have a "need to know."
 - (ii) All individuals of the Corporation are responsible and accountable for safeguarding the Corporation's documents and information to which they have direct or indirect access as a result of their employment, privileges or officership.

- (b) Privacy Rights of Patients and Staff of the Corporation

The Corporation is committed to maintaining the privacy rights of its patients and all individuals. The Corporation shall maintain the confidentiality and correctness of all personal information in a manner consistent Corporation's policies, the *Freedom of Information and Protection of Privacy Act* (Ontario) ("FIPPA"), and with respect to personal health information, the *Personal Health Information Protection Act* (Ontario, "PHIPA").

- (c) Financial Reporting and Records

The Corporation maintains a high standard of accuracy and completeness in its financial records. These records serve as a basis for managing our business and are crucial for meeting obligations to staff, customers, donors and others, as well as for compliance with regulatory, tax, financial reporting and other legal requirements. Any individual of the Corporation who makes entries into business records or who issues regulatory or financial reports, has a responsibility to fairly present all information in a truthful, accurate and

timely manner. No individual shall exert any influence over, coerce, mislead or in any way manipulate or attempt to manipulate the independent auditors of the Corporation.

(d) Record Retention

The Corporation maintains all records in accordance with laws and regulations regarding retention of business records. The term "business records" covers a broad range of files, reports, business plans, receipts, policies and communications, including hard copy, electronic, audio recording, microfiche and microfilm files whether maintained at work or at home. The Corporation prohibits the unauthorized destruction of or tampering with any records, whether written or in electronic form, where the Corporation is required by law or government regulation to maintain such records or where it has reason to know of a threatened or pending government investigation or litigation relating to such records.

4.1.11 Reporting to LHIN, MOHLTC and Other Government Agencies

The Corporation maintains a high standard of accuracy and completeness in its reporting obligations to the LHIN and the MOHLTC, including without limitation, its reporting obligations under its HSAA, the Canadian Institute for Health Information and other government agencies.

4.1.12 Corporation's Assets

(a) Use of Corporation's Property

The use of Corporation property for individual profit or any unlawful unauthorized personal or unethical purpose is prohibited. The Corporation's information, technology, intellectual property, buildings, land, equipment, machines, software and cash must be used only for business purposes.

(b) Fiduciary Responsibility

To achieve 'value for money' of public resources, Leaders shall exercise prudence in making decisions to ensure the efficient and effective use of the Corporation's resources.

(c) Destruction of Property and Theft

No individual of the Corporation shall intentionally damage or destroy the property, information or data of the Corporation or commit theft of same.

(d) Intellectual Property

Individuals of the Corporation may not reproduce, distribute or alter copyrighted materials without permission of the copyright owner or its authorized agents. Software used in connection with the Corporation's business must be properly licensed and used only in accordance with that license.

(e) Information Technology

(i) The Corporation's information technology systems, including computers, e-mail, intranet and internet access, telephones and voice mail are the property of the Corporation and are to be used for business purposes.

(ii) Members of the Corporation may not use the Corporation's information technology systems to:

- (A) Allow others to gain access to the Corporation's information technology systems through the use of their password or other security codes;
- (B) Send harassing, threatening or obscene messages;
- (C) Access the internet for inappropriate use;
- (D) Send copyrighted documents that are not authorized for reproduction;
- (E) Make personal solicitations; or
- (F) Conduct personal commercial business.

The Corporation may monitor the use of its information technology systems including conducting random audits to ensure compliance with this Code and any other applicable policies.

4.1.13 Using this Code: Waivers and Reporting Violations

- (a) It is the responsibility of all Leaders to understand and comply with this Code. Individuals may access the Corporation's ethics and administrative resources to support their compliance, and may obtain such support anonymously and on a confidential basis.



- (b) Any waivers of the provisions of this Code may be granted by the Board, if such waiver is for the benefit of a Director of the Corporation. Waiver for staff may be granted by the Chief Executive Officer.
- (c) Leaders who become aware of any violations to this Code shall promptly report them to the Board Chair, the Chair of the Audit and Finance Committee, or the Chief Executive Officer.

4.1.14 Whistleblower Policy: Non-Retaliation Policy and Protection

Any violation of this Code is considered a 'wrongdoing' and may be addressed through the Board's Whistleblower Policy, providing the whistleblower the protections delineated within that Policy.

4.1.15 Accountability and Consequences

Leaders who violate this Code and related policies may be subject to progressive disciplinary action up to and including termination of employment, privileges, or office.

All reported or suspected violations of this Code will be subject to an audit or investigation, by a person or persons appointed to this task by the Chief Executive Officer or the Board Chair as appropriate.

4.1.16 Failure to Comply

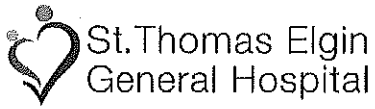
Leaders are responsible to be aware of and understand the provisions of this Code as well as other applicable policies, including those specifically identified in this Code. Failure of a Leader to comply with this Code and its supporting policies may result in disciplinary action up to and including termination of employment, privileges or office.

4.1.17 Amendments to this Code

The Governance Committee shall review and assess the adequacy of this Code from time to time and submit any proposed amendments to this Code to the Board for review and approval.

4.1.18 Attestation

Leaders as a condition of their ongoing contract of employment, privileges, or office, as the case may be, with the Corporation shall be required to complete on attestation on their understanding and commitment to this Code at the commencement of their relationship with the Corporation, and subsequently when the Code is amended from time to time by the Board.



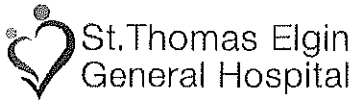
Code of Ethics and Business Standards
Source: Governance Policy Manual #4.1

I have read, understand and commit to this Code of Ethics and Business Standards:

Date

Name

Signature



Conflict of Interest – Annual Declaration

Source: Governance Policy Manual #4.11

Note: The Conflict of Interest Policy can be referenced on pages 4-6 of this document.

Each Board Member (Board Director and Community Member of the Board Committees) and Executive shall complete and sign this form and deliver it to the Board's Secretary (the Chief Executive Officer) in respect of each fiscal year of the St. Thomas Elgin General Hospital ("STEGH") by no later than April 30 in each year. For any questions concerning the Conflict of Interest Policy¹, please contact the Secretary.

I am (check the appropriate box(es)):

- a member of the Board of Directors
- a Community Member on a Board Committee
- an Executive

I declare that:

- (a) I have read and am bound by the Conflict of Interest Policy.
- (b) At the present time, and at all times during the past fiscal year (April 1 to March 31) of STEGH: (check the appropriate box)
 - Neither I nor any Associate² (as defined in the By-Law) are, or have been, in a conflict of interest situation nor am I aware of any fact situation which could give rise to a conflict of interest.
- or
 - I am, or an Associate is, or have been, in a conflict of interest situation or a potential or perceived conflict of interest situation and I have notified the Chief Executive Officer and have listed the actual or perceived conflicts on Appendix A below.
- (c) I understand and acknowledge that my failure to comply with Conflict of Interest Policy will be considered a breach of my obligations to STEGH and may result in discipline up to, and including termination of employment, privileges or office.

Signature

Name (Print Please)

Date

¹ Reference is made to STEGH's Conflict of Interest Policy set out in the Governance Policy Manual as may be amended from time to time.

² "Associate" is defined in the By-Law as follows: "Associates" in relation to an individual means children living in the individual's household, or the individual's parents, siblings, spouse, or common law partner, and includes any organization, agency, company or individual (such as a business partner) with a formal relationship to the individual.



Board Chair / Chief Executive Officer to Complete

Declaration is Acceptable/ Unacceptable (check the appropriate box(es)).

Comments:

Signature

Name (Print Please)

Date



4.11 CONFLICT OF INTEREST POLICY

4.11.1 Purpose

The purpose of this policy is to:

- (a) promote integrity and public trust;
- (b) define principles and behaviours that instill a high level of ethical conduct for the members of the Corporation (collectively the 'Members');
- (c) provide guidelines for identifying situations that may give rise to conflicts of interest; and
- (d) establish the process for eliminating potential conflicts of interest.

4.11.2 Policy

- (a) A Conflict of Interest occurs when a person's private affairs or financial interests are in an actual or perceived conflict with their duties to the Corporation. Each Member owes a duty to the Corporation to advance its legitimate interests when the opportunity to do so arises and to refrain from activities which could hinder their ability to act in the Corporation's best interest, have the potential to do so or could be perceived as doing so.
- (b) Members must avoid all situations in which their personal interests conflict or might conflict with their duties to the Corporation. Members are free to engage in outside employment, business, and community activities; however, in doing so individuals should seek to avoid acquiring any interests or participating in any activities that would tend to deprive the Corporation of the time or attention required to perform their duties properly, or create an obligation or distraction which would affect their judgement or ability to act solely in the Corporation's best interest.
- (c) Under no circumstances is a Member to use the Corporation's resources of any kind (including but not limited to mobile technology, telecommunications, equipment, computers, work time, email communications and devices, etc.) in conducting their outside employment, business, community activities or personal affairs.
- (d) Members shall not use their status or position with the Corporation or misuse information of the Corporation for personal gain.
- (e) Members are required to disclose in writing all clinical, research, business, commercial or financial interests or activities that might reasonably be regarded as creating an actual or potential conflict with their duties.



4.11.3 Rules

The rules and examples that follow do not exhaust the possibilities for Conflict of Interests, but they identify situations covered by this policy.

(a) Special Treatment

Members are not allowed to use their positions to give anyone special treatment that would advance their own interests or that of any member of their family, their friends or business associates.

(b) External Activities

An external activity is defined as any outside work, employment, occupation or business activity that is not part of that Member's normal duties and does not involve them acting for or on behalf of the Corporation.

Members may not engage in any external work or business activities that:

- (i) uses their position or information that they gain through their relationship with the Corporation for private or personal gain;
- (ii) impedes or negatively influences their ability to carry out their duties; and
- (iii) adversely affects the reputation of the Corporation in any way.

(c) Using the Corporation Property

Members may not use, or permit the use of the Corporation property, facilities, equipment, supplies or other resources for activities not associated with their duties.

(d) Confidential Information

Members may not disclose confidential or privileged information about the Corporation property, business or financial activities, or use confidential information to advance personal or others' interests.

(e) Financial Interest

Members who knowingly, or could be perceived to have, have financial interests in a Corporation contract, sale or other business transaction, or have family members or business associates with such interests, must not represent or advise the Corporation in such transactions.



4.11.4 The Process

(a) Annual Responsibilities

Board Members (i.e., Board Directors and Community Members on Board Committees) and Executives shall complete an annual disclosure and attestation in the form appended as Schedule A below.

(b) Requirement to Report Conflict of Interest

(i) Members must disclose in writing to the Board Chair and Chief Executive Officer any potential or perceived Conflict of Interest situation. If a potential Conflict of Interest develops where one did not previously exist, they are responsible for advising the Board Chair and Chief Executive Officer immediately.

(ii) A Member who has declared a potential or actual Conflict of Interest will receive written response from the Board Chair and/or Chief Executive Officer on how to avoid/resolve the conflict.

(iii) The final method of resolution will be documented and retained in the file of the person who made the declaration.

(c) Refrainment from Engaging

In the event that a potential Conflict of Interest has been declared in writing to the Board Chair and Chief Executive Officer, the Member will, to the extent possible, refrain from engaging in any activity to which the Conflict of Interest relates until such time as the Board Chair and/or Chief Executive Officer has ruled on the matter.

(d) Deemed to be Eliminated

Provided that the steps set out in this policy to identify and resolve a Conflict of Interest have been taken and provided that the appropriate level of authority, as set out above, has authorized a course of action, and the Member has adhered to such course of action, then a Conflict of Interest shall be deemed to have been eliminated.

(e) Failure to Comply

Members who fail to comply with this policy by not declaring a Conflict of Interest and/or following the procedures set out will be considered to be in breach of their obligations to the Corporation. Such a breach may result in discipline up to and including termination of employment, privileges or office.