

Director Code of Conduct

Policy Number	<i>BOH103</i>	Approved Date	<i>February 20, 2019</i>
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REVISION HISTORY

Reviewed		Amended:	March 20, 2024
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Purpose

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

Scope

This code of conduct applies to all directors of the Corporation (each a “**Director**”) and non-Director members of committees of the board of Directors of the Corporation (the “**Board**”).

Regulation

a) Director’s Duties

All Directors of the Corporation stand in a fiduciary relationship to the 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 where 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. Where conflicts of interest arise, Directors will comply with the requirements of the Corporation’s by-laws and applicable legislation.

In addition, all Directors must respect the confidentiality of information about the Corporation.

b) Best Interests of the Corporation

Directors must act solely in the best interests of the Corporation. All Directors are held to the same duties and standard of care. Directors who are nominees of a particular group must act in the best interests of the Corporation as a whole, even if this conflicts with the interests of the nominating party.

c) Confidentiality

Directors and committee members owe a duty to the Corporation to respect the confidentiality of information about the Corporation 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 or committee member. Directors and committee members shall not disclose or use

for their own purpose confidential information concerning the business and affairs of the Corporation unless otherwise authorized by the Board. For example, a Board resolution is required to specifically permit a Director to share confidential information about the Corporation with his/her nominator municipality.

It is recognized that the role of Director may include representing the Corporation in the community. However, such representations must be respectful of and consistent with the Director's duty of confidentiality.

A Director 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 Corporation.

The confidentiality principles applicable to the Board are further defined in the Director Confidentiality Policy.

d) Board Spokesperson

The Board has adopted a policy with respect to designating a spokesperson on behalf of the Board. Only the chair or his/her designate may speak on behalf of the Board with respect to all governance and strategic matters.

Directors and employees shall be permitted to discuss Board programmatic and public health policies, provided that such representations are consistent with accepted positions and policies of the Board, unless otherwise directed by the Board.

e) Media Contact and Public Discussion

News media contact and responses and public discussion of the Corporation's affairs should only be made through the Board's authorized spokespersons. Any Director who is questioned by news reporters or other media representatives should refer such individuals to the appropriate representatives of the Corporation.

f) Respectful Conduct

It is recognized that Directors bring to the Board diverse background, skills and experience. Directors will not always agree with one another on all issues. All debates shall take place in an atmosphere of mutual respect and courtesy.

The authority of the chair must be respected by all Directors.

g) Corporate Obedience – Board Solidarity

Directors acknowledge that properly authorized Board actions must be supported by all Directors. The Board speaks with one voice. Those Directors who have abstained or voted against a motion must adhere to and support the decision of a majority of the Directors.

h) Obtaining Advice of Counsel

Request to obtain outside opinions or advice regarding matters before the Board may be made through the chair.

i) Duty of Confidentiality

Each director, in his/her capacity as a fiduciary, owe to the Corporation a duty not to

disclose or discuss with another person or entity, or to use for their own purpose, confidential information concerning the affairs of the Corporation received in his/her capacity as a director unless otherwise authorized by the Board. Every director shall ensure that no statement that has not been authorized by the Board is made by him or her to the press or public.

Unauthorized disclosure of confidential information can severely damage the reputation of the Corporation and those persons/organizations to whom the confidential information relates. A director's duty of confidentiality continues even after the director no longer serves on the Board.

i.1) Confidential Matters

In determining whether information is confidential, the following principles apply:

- all matters that are the subject of closed sessions of the Board are confidential until disclosed in an open session of the Board or as otherwise determined by the Board.
- all matters that are before a committee of the Board are confidential unless they have been determined not to be confidential by the Board.
- all matters that are the subject of open sessions of the board are not confidential.
- the requirement to maintain confidentiality persists for the Directors after their term of appointment on the Board has ended.

i.2) Protecting Confidential Information

Directors must take all reasonable steps to protect confidential information, including the following:

- controlling access to confidential information;
- not discussing confidential information in public places;
- keeping documents containing confidential information secure and taking steps, including adopting appropriate information technology, to secure sensitive information when it is unattended;
- safeguarding documents off of the Corporation's premises;
- determining whether documents containing confidential information should be shredded or otherwise destroyed prior to disposal in order that confidentiality be assured; and
- not sharing confidential information about the affairs and activities of the Corporation with third parties.

Regulation

Concerns regarding possible noncompliance with this policy will be brought to the attention of the Chair who will review the concern with the Director in question. Continuing or egregious violations will be brought to the Board in closed session to determine appropriate management.

Amendment

This policy shall be reviewed and approved by the Board every two years, and may be amended from time to time as the Board deems necessary.