

# Strathroy Middlesex General Hospital Foundation

## Code of Conduct and Ethics

## 1. Introduction

This Code of Conduct and Ethics ("Code") applies to all members of the Board of Directors, officers, employees, and volunteers of the Strathroy Middlesex General Hospital Foundation ("SMGHF or the Foundation"). The term "Director" includes ex-officio Directors, community representatives, and non-board members of board committees if any. This Code is framed to maintain high standards of governance, to induce and recognize the virtues of honesty and accountability, and to serve as a guideline for addressing situations involving ethical issues in all activities of the Foundation.

All the Directors, officers, employees, and volunteers of SMGHF are required to abide by this Code. This Code does not cover every issue that may arise but provides principal guidelines for exercising good judgment and ethical practices. Any questions about the Code of Conduct or the appropriate course of conduct in a particular situation should be directed to the Foundation's Chair, CEO, or Governance Specialist. This Code of Conduct shall form part of other integral policies and procedures and be interpreted in

consonance with other policies, guidelines, and procedures.

## 2. Purpose and Scope

The purpose of this Code is to provide a clear understanding of the standard of conduct expected when performing duties as a Director, officer, employee, and volunteer of SMGHF and to promote ethical behavior and deter wrongdoing. The Board believes that operating according to these standards is critical to protect the interests of SMGHF and its stakeholders. Accordingly, the Board adopts this Code to reflect its commitment to these standards.

## 3. Standard of Conduct

The Foundation expects all Directors, officers, employees, and volunteers to act with the highest standards of honesty, integrity, and loyalty. All Directors of the SMGHF stand in a fiduciary relationship with the SMGHF Foundation. As fiduciaries, Directors must act in good faith and in the best interests of the Foundation. A director shall not put personal interests ahead of the best interests of the Foundation.

#### **4. Compliance with Laws, Rules, and Regulations**

All applicable laws, rules, and regulations shall be complied including Foundation's by-laws, policies, and procedures. Each Director must acquire appropriate knowledge of the legal requirements relating to his or her duties sufficient to enable him or her to recognize potential problems and to know when to seek advice when they become aware of actions that are inconsistent with this Code. Violations of laws, rules, and regulations may subject the violator to individual criminal or civil liability, as well as to discipline in accordance with local law. Any questions as to the applicability of any law, rule, or regulation may be directed to the Foundation's Chair, CEO & Governance Specialist.

#### **5. Managing Conflicts of Interest**

A Conflict of Interest occurs when a person's private interest interferes in any way, or even appears to interfere with the Foundation's best interests as a whole. A conflict situation can arise when a Director, officer, employee, or volunteer takes action or has interests that may make it difficult to perform

their duties objectively and effectively. Conflicts of interest may also occur when aforesaid persons, or a member of their family, receive improper personal benefits as a result of their position with the Foundation.

Director, Officer, Employee, and Volunteer must avoid situations where their personal interests will conflict with their duties to the Foundation. They must also avoid situations where their duties to the Foundation may conflict with duties owed elsewhere. All Directors, officers, employees, and volunteers must respect the confidentiality of information about the Foundation. A Director, officer, employee, and volunteer who becomes aware of a conflict or a potential conflict should report it immediately to the Board as per the policy of Conflict of Interest.

Each Director, officer, employee, and volunteer of SMGHF shall also comply with all provisions of the SMGHF's Policy on Conflict of Interest.

#### **6. Sound Decision Making**

Directors must ensure that all business decisions must be made on

an informed basis, in good faith, and in the honest belief that the action taken is in the best interest of the Foundation. Directors should check and ensure that the decision to be made will satisfy at least the following preconditions:

- It will not violate any applicable law, regulation or internal rule, or policy.
- No personal interest or self-dealing is involved.
- It is made within individual authority levels given by the Foundation.
- It is made with due care following a reasonable effort to become familiar with the relevant and available facts; and
- It is made in good faith based upon a reasonable belief that the best interests of SMGHF are served by the decision.

### **7. Board Solidarity**

Directors acknowledge that all Directors must support properly authorized board actions. 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.

### **8. Protection and Proper Use of Foundation Assets**

The Director, officer, employee, and volunteer should protect the Foundation's assets and ensure their efficient use. All Foundation assets should be used for legitimate business purposes. Foundation assets include, but are not limited to:

- financial assets and unpublished financial data and reports;
- physical assets, supplies, and other physical property;
- equipment and facilities;
- brand name and logo;
- intellectual property and confidential/proprietary information, such as ideas, concepts, inventions, trademarks, trade secrets, copyrights, business and marketing plans, fundraising ideas, designs, inventory;
- all computer equipment, communication systems, and technology;

Any unauthorized use or distribution of the Foundation's assets is a violation of this Code.

## 9. Setting Expectations for Attendance

Directors are advised to attend all Board and committee meetings and as many events as possible.

Directors shall prepare for the Board and committee meetings by reviewing the meeting agenda and supporting materials. All Directors must attend at least 75 percent of the meetings in each fiscal year. The Board may take appropriate actions for the Directors who will be unable to meet minimum attendance as deemed fit. The Directors shall also comply with SMGHF's Corporate Governance Policy.

## 10. Fundraising

SMGHF shall respect the privacy concerns of individual donors and shall follow donor intent in making expenditures. SMGHF shall disclose important and relevant information to potential donors and shall comply with its Fundraising Policy in raising funds from the public.

SMGHF recognizes its responsibility to generate philanthropic support ethically. SMGHF is a member of the Association of Fundraising Professionals (AFP) and the Association for Healthcare

Philanthropy (AHP). The Foundation endorses the Code of Ethical Standards of [AFP](#), [AHP](#), [CAGP](#) and Imagine Canada for its fundraising activities and business conduct. SMGHF has also adopted [International Statements of Ethical Principal in Fundraising Practice](#) issued by Certified Fund Raising Executive (CFRE). SMGHF also endorses the Donor Bill of Rights and adheres to the rights of the donor provided thereunder.

Each Director, officer, employee, and volunteer shall comply with the Code and ethical standards of AFP, AHP, and CFRE, respectively.

## 11. Government Transaction

Directors should understand that special care is required when contracting with any governmental body (including national, provincial, municipal, or other similar governmental divisions in local jurisdictions).

Some key requirements for doing a transaction with the government are as follows:

- Accurately representing which Foundation programs or projects

are covered under government contracts.

- Confirming that all submissions to the government are accurate and complete.
- Not improperly soliciting or obtaining confidential information, such as sealed competitors' bids, from Government Officials prior to the award of a contract.

## **12. Use of Software**

All software used by Director, officer, employee, and volunteer to conduct Foundation's business must be appropriately licensed. Director, officer, employee, and volunteer should never make or use illegal or unauthorized copies of any software, whether in the office or otherwise; doing so may constitute copyright infringement and may expose the Directors and the Foundation to potential civil and criminal liability.

## **13. Business Expenses**

Reimbursement of the business expenses shall be made in accordance with the Foundation's Finance Policy or any other applicable policies in force.

## **14. Use of Electronic Communications**

The Director, officer, employee, and volunteer must use electronic communication devices in a legal, ethical, and appropriate manner. Electronic communications devices include computers, e-mail, connections to the internet, intranet and extranet, and any other public or private networks accessed from Foundation-owned devices or personal devices accessing corporate resources, voice mail, video conferencing, facsimiles, telephones, or any other types of electronic communication. Any Director, officer, employee, or volunteer should not post or discuss confidential information concerning the Foundation program or business on the internet. Due diligence should be followed to protect devices from security breaches, ransomware and/or malware.

## **15. Inclusion and Diversity**

The Foundation promotes and supports diversity on the Board. SMGHF can better achieve its missions by drawing on the skills, talents, and perspectives of a broader and more diverse range of leaders, and the diversity of

viewpoints that come from different life experiences and cultural backgrounds strengthens board deliberations and decision-making.

SMGHF's Board will work to build a culture of trust, candor, and respect. SMGHF's Board shall ensure that all Board members are encouraged to bring their perspectives, identity, and life experience to their board service. The Board shall ensure that all board members are equally engaged and invested, sharing power and responsibility for the organization's mission and the Board's work. Any harassment and discrimination based on gender, religion, age, sex, national origin, and other such characteristics shall be strictly prohibited.

Directors will not always agree with one another on all matters. All debates shall take place in an atmosphere of mutual respect and courtesy. All Directors must respect the authority of the Chair.

#### **16. Best Interests of the Foundation**

All Directors are held to the same duties and standard of care.

Directors who are representing other groups or body corporate must act solely in the best interest

of the Foundation, even if this conflicts with the interests of nominating party.

#### **17. Confidentiality**

It is recognized that the role of the Director may include representing the SMGHF in the community. Such representations must be respectful of and consistent with the Director's duty of confidentiality. Unless otherwise designated or delegated, the Board chair is the only official spokesperson for the Board. Each Director of the Foundation shall respect the confidentiality of information about the SMGHF 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.

#### **18. External Communications**

The Foundation has established specific policies regarding external communication to the public, the press, the media, and other communities. Only the Chair or designate may speak on behalf of the Board.

All Foundation related communications made on behalf of

the Foundation to public audiences, including news, media contacts, responses, and public discussion of the Foundation's affairs, should only be made through the Board's authorized spokespersons.

### **19. Compliance with Code and Accountability**

The Director, officer, employee, and volunteer must become familiar with, and abide by, this Code. They shall report suspected violations of the Code or any applicable law, rule, or regulation by any Director, officer, employee, or volunteer to SMGHF's Board if they believe a violation may have occurred.

In the event of a suspected breach of the Code, the Board, or a Governance Committee, shall investigate and determine appropriate actions to be taken.

Each Director shall consult with Board if there is any doubt as to whether a particular transaction or a course of conduct complies with or is subject to this Code.

### **20. Amendment and Modification**

This Code of Conduct may be amended or modified by the Foundation's Board of Directors. The Board shall review this Code every three (3) years.

### **21. Affirmation Statement**

SMGHF shall provide a copy of this Code to every Director, officer, employee, and volunteer. An Affirmation Statement, attached, shall be signed by each Director, officer, and employee, affirming that such person has received a copy of this Code of Ethics, has read and understands it, and agrees to comply with it. Volunteers are not required to sign and submit such a Statement.