

CODE OF CONDUCT AND CONFLICT OF INTEREST GUIDELINES FOR DIRECTORS

1. Purpose

- A. Island Health is responsible for delivering high quality patient-centred health services to members of the public pursuant to the statutory mandate set out in the *Health Authorities Act* and the direction of the Ministry of Health. As leaders and decision makers of Island Health, Directors must earn and preserve the confidence of the public by demonstrating a high standard of ethical and professional conduct at all times.
- B. This Code of Conduct establishes and describes a common standard of conduct and a set of expectations for Directors as they oversee the affairs of Island Health, supervise management, and through the CEO, set the standards of organizational conduct.

2. Scope

- A. This Code of Conduct applies to all Directors of Island Health.

3. Key Duties Grounding Standards of Conduct

- A. Oversight Role
 - i. The Board maintains formal oversight of the activities of Island Health that are critical for its success, by ensuring that the goals, objectives, and operations of Island Health are integrated with goals and objectives set by the Ministry of Health and the law generally. Specifically, it is the Board's role to ensure that Island Health meets the healthcare needs of all the patients it serves by providing safe, reliable, integrated, and patient-centred care across the spectrum of care while managing the financial, human, and other resources of the organization responsibly.
 - ii. The Board also provides direction and oversight to, and requires accountability from, Island Health senior executive leaders regarding organizational decisions and actions, while not being directly involved in

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carrying them out. By maintaining this separation from management and operational functions, the Board provides an independent accountability mechanism for the organization.

- iii. Board effectiveness depends on all Directors understanding their responsibilities and adhering to a high level of performance.

B. Fiduciary Duty

- i. Directors owe a fiduciary duty as well as a duty of care to the Island Health. This fiduciary duty requires Directors to be loyal and to act honestly, in good faith and in the best interests of Island Health. Alignment with Island Health's C.A.R.E Values is essential. It also requires Directors to avoid conflicts of interest, maintain confidentiality regarding Island Health matters, and to disclose to Island Health any information the Director might obtain that could be considered material to Island Health's business or operations.

C. Anti-Racism, Allyship, and Cultural Safety and Humility

- i. As a signatory to the 2015 Declaration of Commitment to Cultural Safety and Cultural Humility, the Board of Directors is committed to addressing the ongoing impacts of colonialism and Indigenous-specific racism in order to provide a culturally safe, inclusive, healthy and respectful environment.
- ii. Recognizing systemic racism exists within the healthcare system, health service providers, and health authorities in particular, have a significant responsibility in ensuring that every person receives the same access to safe and ethical care.
- iii. Island Health is a signatory to the [reference any specific agreements with local Indigenous groups] and is committed to implementing priority actions to support the *Tripartite First Nations Health Plan* and related agreements.

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- iv. As leaders and decision makers, Directors are expected to:
 - a) Learn about and understand the social, legislative, and political history of the Indigenous peoples of the region they serve, the impact of colonialism in Canada and its enduring traumatic legacy, and the effects of widespread Indigenous-specific racism within the healthcare system on the health outcomes of Indigenous peoples;
 - b) Participate in ongoing learning of the distinct and important Indigenous rights and Indigenous-specific approaches, protocols, and perspectives that inform discussion and decision making;
 - c) Support Island Health as it works to develop a culturally safe organization through a consistent and continuous practice of cultural awareness, humility, and safety in their own discussions and decision making; and
 - d) Promote equity, diversity, and inclusion in terms of access to services and human resource planning for Island Health.

4. Standards and Expectations of Conduct

A. Accountability and Integrity

- i. Directors must at all times act honestly and in full compliance with all applicable Island Health policies and both the letter and the spirit of all applicable laws, and avoid any situation which could be perceived as improper or indicate a casual attitude towards compliance.
- ii. In his/her relationship with Island Health, no director shall commit or condone an unethical or illegal act or instruct another director, employee, or supplier to do so.

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- iii. Directors are expected to be sufficiently familiar with any legislation that applies to the performance of their duties.
- iv. Directors have a duty to act and make decisions that are in the best interests of Island Health without regard to the Director's personal interests. While Directors may be appointed because they are a member of a particular constituency group (e.g., based on regional representation), which may inform their views and approach to issues, in performing their duties as Director, contributions to deliberations and decision making must overall be guided by doing what is in the best interests of Island Health.
- v. Directors must not seek to use their position to gain advantage for themselves, relatives, or associates with respect to accessing healthcare services with Island Health.
- vi. Directors must complete a minimum of 4 hours of education per annum in an area related to executing their duties as a director.

B. Respectful Conduct

- i. Directors must treat one another, Island Health staff, and members of the public respectfully, without abuse, bullying, or intimidation and ensure that the Board working environment is free from discrimination and harassment. This includes, at a minimum, conforming to the standards of respectful conduct outlined in Island Health's policies governing respectful and ethical conduct as approved from time to time, consistent with Directors' leadership position in the organization.
- ii. Directors must not engage in discrimination or harassment based on any of the prohibited grounds covered by the Human Rights Code. The prohibited grounds are Indigenous identity, race, colour, ancestry, place of origin, religion, family status, marital status, physical disability, mental disability, sex, sexual orientation, age, political belief or conviction of a criminal or summary offence unrelated to the individual's employment.

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iii. Directors must:

- a) Ensure communication at meetings is clear, respectful, and courteous;
- b) Engage in the practice of active listening by not interrupting conversations or holding side conversations during Board or Board Committee discussions;
- c) Work collaboratively to create a culturally safe and brave conversation space and seek consensus by considering the opinions of others, striving for integration of viewpoints, building on ideas, and engaging in open and honest discussion and debate;
- d) Be respectful of all viewpoints that may be expressed in good faith by their colleagues and Island Health staff in the course of Board or Board Committee deliberations; and
- e) Be aware of their personal power, privilege, and spheres of influence so as to not exercise, or seek to exercise, individual authority or influence over other Board or Board Committee members or staff, especially outside of meetings, which might have the effect of limiting open discussion, creating factions, or oppressing those from marginalized or racialized populations.

C. Active Participation

- i. Directors are accountable for actively participating in the work of the Board. They must:
 - a) Attend scheduled Board and Board Committee meetings;
 - b) Obtain leave from the Board Chair or Vice Chair for extended absences as soon as practicable;
 - c) Be prepared for meetings by reading all pre-circulated materials;

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- d) Exercise skill and diligence in their work and complete any assigned work;
- e) Participate in Board and Board Committee discussions and decision making;
- f) Apply judgment carefully, while maintaining an open mind and making decisions that are transparent, objective, impartial, and based on an analysis of all available and relevant data and that are consistent with Island Health’s values and mission;
- g) Seek assistance from colleagues and/or staff to clarify any aspect of their work, role, or responsibilities where uncertain;
- h) Respect the finality of decisions made at Board and Board Committee meetings and be champions for Island Health; and
- i) Maintain a general level of familiarity with Island Health operations and the services Island Health provides and any health-related issues which may impact Island Health.

5. Conflict of Interest

A. Definitions:

“apparent conflict of interest” means any situation where it would appear to a reasonable person that the Director is in a conflict of interest situation.

“associated persons” means persons connected to the Director to the extent that the Director derives direct or indirect personal benefit from advancing the interests of such persons, including the Director’s relatives, business entities, union, business partner or associates, friends, and any person to whom the Director owes an obligation.

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“relative” means a spouse, child, parent or sibling of a Director.

“significant financial interest” means any interest substantial enough that decisions of Island Health could result in personal gain for the Director.

B. Discussion of Conflicts

- i. A conflict of interest exists where a Director holds another interest or position which could have the effect of, or the perceived effect of, compromising their ability to make a decision in the best interests of Island Health.
- ii. Directors must avoid any situation in which there is a real or apparent conflict of interest which could appear to interfere with their judgment in making decisions in Island Health’s best interests and Directors must also ensure they do not:
 - a) Use their position with Island Health to pursue or advance their personal interests or the interests of any associated persons. This includes using their position to benefit their business or a business owned or operated by an associated person;
 - b) Hold a significant financial interest, either directly or through an associated person, or hold or accept a position as an officer or director in an organization in a relationship with Island Health, where by virtue of the position in that organization, the Director could in any way benefit the other organization by influencing the purchasing, selling or other decisions of Island Health unless that interest has been fully disclosed in writing to Island Health and Island Health has approved of the Director holding this significant financial interest;
 - c) Either directly or through associated persons, acquire or dispose of any interest, including publicly traded shares, in any company while having confidential information obtained in the course of

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their work at Island Health which could reasonably affect the value of such interest or securities; and

- d) Take personal advantage of an opportunity available to Island Health unless Island Health has clearly and irrevocably decided against pursuing the opportunity and Island Health has consented to the Director pursuing such opportunity.

- iii. Examples of common situations which may give rise to a conflict of interest are set out in **Appendix A**.

C. Disclosure of Conflicts

- i. Directors must monitor, identify and fully disclose in a timely manner all circumstances that could conceivably be construed as a conflict of interest. An important part of discharging this duty is reviewing Board and Board Committee meeting materials in advance so that potential or actual conflicts can be flagged before any discussion or decision-making occurs.
- ii. Directors must declare possible conflicting outside business activities at the time of their appointment and as they may arise during the course of their term.
- iii. Directors should, immediately upon becoming aware of a potential conflict of interest situation, disclose the conflict to the Board Chair, and in the case of the Board Chair having a conflict, to the Governance Committee Chair. This may be done verbally at a Board meeting or in writing outside of a Board meeting. This requirement exists even if the Director does not become aware of the conflict until after a transaction is complete.
- iv. If a Director is aware that another Director may be in a conflict of interest, the Director must immediately bring their concern to the other Director's attention. If after a discussion both Directors agree there is no

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conflict, the matter will be considered resolved. If there is disagreement between the Directors about whether there is a conflict or potential conflict of interest, the concern must be brought to the attention of the Board Chair. If there is an unresolved disagreement involving the Board Chair, the issue should be referred to the Governance Committee Chair.

D. Post Disclosure

- i. If a potential conflict of interest is deemed to be a conflict of interest by the Board Chair or Governance Committee Chair, the Director:
 - a) Shall not take part in the discussion of the matter or vote on any questions in respect of the matter (although the Director may be counted in the quorum present at the Board meeting);
 - b) May remain in the room if the meeting is open to the public, but shall not take part in that portion of the meeting during which the matter giving rise to the conflict of interest is under discussion, and shall leave the room prior to any vote on the matter giving rise to the conflict of interest; and
 - c) Shall, if the meeting is not open to the public, immediately leave the meeting and not return until all discussion and voting with respect to the matter giving rise to the conflict of interest is completed.
- ii. A Director shall immediately, unless otherwise directed by the Board Chair, take steps to resolve the conflict.
- iii. If a Director disagrees that a conflict of interest exists, the Director shall leave the meeting where the matter of potential conflict is being discussed and the Board Chair or Governance Committee Chair shall put the question to the Board for discussion and vote. A majority ruling by the Board shall determine the issue and the Board's decision shall be final.

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6. Outside Employment or Association

- A. A Director who accepts a position with any organization that could lead to a conflict of interest or situation prejudicial to Island Health's interests shall discuss the implications of accepting such a position with the Board Chair, recognizing that acceptance of such a position may require the Director's resignation from the Board.

7. Confidential Information

- A. Confidential information means any proprietary, technical, business, financial, legal, or other information which Island Health treats as confidential.
- B. Directors may not disclose confidential information to any person outside of Island Health unless such disclosure is authorized.
- C. Without limiting the foregoing, Directors may not disclose or use confidential information gained by virtue of their association with Island Health for personal gain, or to benefit friends, relatives, or associates.
- D. Directors are advised to seek guidance from the Board Chair (which may be informed by discussions with the CEO) with respect to what is considered confidential.
- E. Directors' obligations of confidentiality continue after they cease to serve as a Director of Island Health, for so long as the information remains confidential.

8. Entertainment, Gifts, and Favours

- A. Gifts and entertainment may only be accepted or offered by a Director in the normal exchanges of hospitality or customary gesture of courtesy between persons doing business together and where such exchange does not create any sense of obligation

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- B. Directors and associated persons should not accept entertainment, gifts, or favours that create or appear to create the perception that a person or organization has a favoured position for doing business with Island Health. Directors will direct any firm offering such inducement to cease doing so and will inform the Board Chair who will in turn inform the President & CEO to assess if any action should be taken with respect to that person or organization's ongoing business relationship with Island Health.
- C. Similarly, no Director may offer or solicit entertainment, gifts, or favours in order to secure preferential treatment for themselves, associated persons, or Island Health.
- D. A Director may accept modest discounts on a personal purchase of a supplier's products only if such discounts do not affect Island Health's decision to purchase the same supplier's products, and such discounts are generally offered to others having a similar business relationship with the supplier or customer.
- E. Under no circumstances may Directors offer or receive cash, preferred loans, securities, or secret commissions in exchange for preferential treatment. Any Director experiencing or witnessing such an offer must report the incident to the Board Chair, or in the absence of the Board Chair, to the Chair of the Governance & Engagement Committee immediately.
- F. Full and immediate disclosure to the Board Chair, or in the absence of the Board Chair to the Chair of the Governance & Engagement Committee, of borderline cases will always be taken as good-faith compliance with this Code.

9. Use of Island Health Property

- A. A Director requires Island Health's approval to use any property owned by Island Health for personal purposes, or to purchase property from Island Health, unless the purchase is made through the usual channels also available to the public.

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- B. Even then, a Director must not purchase property owned by Island Health if that Director is involved in an official capacity in some aspect of the sale or purchase of that property.
- C. Directors have an obligation to ensure the proper use of Island Health assets and resources, for the purpose of exercising their role as director and not for their own personal benefit or purposes. Directors should ensure all Island Health property that may be assigned to them is maintained in good condition and should be able to account for such property.
- D. Directors may not dispose of Island Health property except in accordance with the guidelines established by Island Health.

10. Compliance, Reporting, and Complaint Resolution Procedures

- A. Each Director is obligated to comply with the terms of this Code of Conduct.
- B. Any Director who knows or suspects a breach of this Code of Conduct has occurred has a responsibility to report the complaint to the Board Chair or, in the absence of or involvement in an alleged breach by the Board Chair, to either the Chair of the Governance Committee or the Minister of Health.
- C. Complaints from non-Directors about the conduct of Directors will be handled under the process set out in this Code of Conduct, including complaints brought under Island Health's Respectful Workplace Policy or Island Health's Safe Reporting Policy.
- D. When the Board Chair or Governance Committee Chair receives a complaint about a Director, they will first attempt to resolve the issue informally, if appropriate. This may include a conversation with the Director(s) against which the complaint is made, and where multiple people are involved, facilitating a discussion between the individuals, contacting the individuals separately to explore ways of resolving the complaint, and/or seeking the assistance of a mediator. In the event informal resolution is not possible, the matter will either be investigated at the direction of the Board Chair (in the case of a complaint

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- involving a Director) or referred to the Minister of Health (in the event of a complaint involving the Board Chair).
- E. Complaints involving the Board Chair may be sent directly to the Minister of Health without going through the informal resolution process set out in Clause 10.4.
 - F. Complaints referred to the Minister of Health will be assessed on intake to determine the severity of the allegations and whether they establish a prima facie case for a breach of the Code of Conduct (that is, if the allegations set out in the complaint, if assumed to be true, and without answer from the respondent, would constitute a breach of this Code of Conduct). Based on this assessment, the Minister of Health will determine appropriate next steps which may include referring the matter to a third party for investigation.
 - G. In the event a complaint is referred to a third party to investigate (either by the Board Chair or the Minister of Health), the procedures set out in **Appendix B** will apply and Directors have a duty to participate in the investigation.
 - H. The Minister of Health will report to Island Health the outcome of any processes they undertake in accordance with Clause 10.5 and 10.6 in sufficient detail, which will include, at a minimum, whether the complaint was substantiated, and any action taken, subject to privacy obligations, such that Island Health can meet its legal obligations to ensure a safe workplace.
 - I. Complainants, respondents, and witnesses shall maintain strict confidentiality regarding any matters related to the complaint during any resolution process engaged in, including, but not limited to, during an investigation. A breach of confidentiality shall be treated as a breach of this Code of Conduct. Retaliatory conduct of any kind will not be tolerated.

11. Breaches

- A. A Director found to have breached their duty by violating the Code of Conduct may be censured or subject to other actions the Board determines are

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appropriate, including a recommendation that their appointment as Director be revoked by the Minister of Health.

12. Where to Seek Clarification

- A. The Board Chair or Governance Committee Chair will provide guidance on any item in this Code of Conduct. The Board Chair may, at their discretion or the request of a Director, seek the advice of legal counsel.
- B. Directors are to make themselves aware of, and are accountable to, the expectations outlined in Island Health's *Code of Conduct* Policy.
- C. To the extent any provisions in this Code of Conduct conflict with those of any other Island Health or Board policy, the provisions in this Code of Conduct will prevail.

13. Meeting Procedure

- A. At the beginning of every Board and Committee meeting, the meeting Chair will remind directors of the Code of Conduct and Conflict of Interest Guidelines and request directors to declare any potential conflicts of interest.
- B. The Board and Committees will record every disclosure of a real, potential and perceived conflict of interest and its general nature in the minutes.

14. Accountability to Code of Conduct

- A. To demonstrate determination and commitment, Island Health requires each director to review and sign the Code annually. The willingness and ability to sign the Code is a requirement of all Directors.

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I ACKNOWLEDGE that I have read and considered the Code of Conduct of Island Health and agree to conduct myself in accordance with the Code of Conduct.

Signature

Print Name

Date

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APPENDIX A

Examples of Conflicts of Interest

There are various situations that could give rise to a conflict of interest. The most common are accepting gifts, favours or kickbacks from suppliers, close or family relationships with outside suppliers, passing confidential information to competitors and using privileged information inappropriately.

The following are examples of the types of conduct and situations that can lead to a conflict of interest:

- A. Influencing Island Health to lease equipment from a business owned or controlled by the Director or associated persons;
- B. Influencing Island Health to allocate funds to an institution where the Director or associated person works;
- C. Participating in a decision which results directly or indirectly in Island Health hiring or promoting an associated person; and
- D. Serving as a director or officer of another corporation, related or otherwise, and possessing confidential information received in that role that is of importance to a decision being made by Island Health. The Director cannot discharge the duty to maintain such information in confidence while at the same time discharging the duty to make disclosure as a Director of Island Health.
- E. Influencing Island Health to make all its travel arrangements through a travel agency owned by a relative of the Director.
- F. Influencing or participating in a decision of Island Health that will directly result in the Director's own financial gain.

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APPENDIX B

Complaints Procedure

The following procedure will apply to the handling of complaints involving alleged breaches of the Code of Conduct which are referred to an investigator.

- A. The complainant will be directed to submit a written statement providing detailed particulars of the complaint, including a summary of the incident(s), the date, time, and location of each incident, the conduct and words used (to the extent applicable), and names of any witnesses.
- B. The investigator will review all relevant documents and conduct interviews with the complainant, the respondent and all necessary witnesses.
- C. The respondent will receive a written summary of the complaint in advance of meeting with the investigator and will be given a reasonable chance to respond to the allegations.
- D. Based on the results of the investigation, the investigator will prepare a report with findings of fact and a determination as to whether the Code of Conduct was breached.
- E. Either the Board Chair or the Minister of Health will inform the complainant and the respondent of the results of the investigation. This can be done either directly or through Island Health's Vice-President of Human Resources.