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SUBJECT: BOARD CODE OF CONDUCT

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

This code of conduct applies to all directors, including *ex officio* directors, and external members of board committees. Directors are also required to comply with the hospital's policy on ethics and standards of business conduct, which applies to employees and professional staff.

1. All directors of the hospital stand in a fiduciary relationship to the hospital corporation. As fiduciaries, directors must act honestly, in good faith, and in the best interests of the hospital corporation.
2. 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.
3. 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 hospital's by-laws, policies and applicable legislation.
4. Directors must act solely in the best interests of the corporation. All directors, including *ex officio* 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, even if this conflicts with the interests of the nominating party.
5. In addition, all directors must respect the confidentiality of information about the corporation.
6. 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.

¹ An external member refers to community members on Board Committees, who are not directors of the Board, but are members of the Committee.

7. It is recognized that the role of director may include representing the hospital in the community. However, such representations must be respectful of and consistent with the director's duty of confidentiality. In addition, the chair is the only official spokesperson for the board. Every director and committee member shall ensure that no statement not authorized by the board is made by him or her to the press or public unless authorized by the board.
8. 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 hospital corporation.
9. The board has adopted a policy with respect to designating a spokesperson on behalf of the board. Only the chair or designate may speak on behalf of the board. The chief executive officer or the chief of staff, or his or her designate may speak on behalf of the organization.
10. No director shall speak or make representations on behalf of the board unless authorized by the chair or the board. When so authorized, the board member's representations must be consistent with accepted positions and policies of the board.
11. News media contact and responses and public discussion of the hospital'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 hospital.
12. 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.
13. The authority of the chair must be respected by all directors.
14. 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.
15. Request to obtain outside opinions or advice regarding matters before the board may be made through the chair.