

Sample Board Code of Conduct

(adapted from OHA Guide to Good Governance)

Approval Date:
Last revision date:

Purpose

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

Application

This Code of Conduct applies to all directors, including ex-officio directors and non board members of board committees.

Directors' Duties

All directors of the FHT/NPLC stand in a fiduciary relationship to the FHT/NPLC corporation. As fiduciaries, directors must act honestly, in good faith, and in the best interests of the hospital 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.

All directors must respect the confidentiality of information about the corporation.

Best Interests of the Corporation

Directors must act solely in the best interest 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 interest of the corporation, even if this conflicts with the interests of the nominating party.

Confidentiality

It is recognized that the role of director may include representing the FHT/NPLC 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. Every director, officer and employee of the

corporation shall respect the confidentiality of information about the FHT/NPLC 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.

Board spokesperson

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.

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 representatives of the media should refer such individuals to the appropriate representatives of the corporation.

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 matters. All debates shall take place in an atmosphere of mutual respect and courtesy.

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

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.

I have read and agree to abide by the FHT/NPLC Code of Conduct

Name

Date