



POLICY NUMBER	GP – 13
ISSUING AUTHORITY	Board of Directors
ISSUE DATE:	December 19, 2012
REVIEW DATE:	April 3, 2013
REVISE DATE:	April 24, 2013

SUBJECT: Governance Process
CODE OF CONDUCT

POLICY:

The Board and its individual members will conduct themselves in an ethical and business-like manner. Board members will treat one another and staff members with respect, co-operation and openness.

Board members will be bound by the following Code of Conduct:

1. Board members will be loyal to the RHA. Board members are accountable to exercise the powers and to discharge the duties of their office honestly, in good faith and in the best interests of the RHA.
2. Board members will adhere to Board policies and RHA General By-law No. 1 relating to Conflict of Interest and Confidentiality.
3. Decisions made by the Board will be respected by all Board members. No Board member will attempt to undermine any Board decision.
4. Board members will not engage in nepotism/favouritism.
5. Board members will not exercise individual authority over the organization except as explicitly set forth in Board policy.
 - 5.1 Board members must recognize that any individual Board member or group of Board members does not have authority over the Chief Executive Officer or any RHA employee other than that explicitly stated in Board policy.
 - 5.2 Individual Board members may not exercise authority over the organization. Except for participation in Board deliberation about whether reasonable interpretation of Board policy has been achieved by the CEO, members will not express individual judgments of performance of employees of the CEO.
 - 5.3 The official spokesperson for the Board will be the Board Chair or designate.

- 5.4 Board members will not make judgments as to the performance of the Chief Executive Officer except as provided for in Board policy.
6. Board members, if approached by employees to comment on concerns relating to organizational matters, shall encourage employees to utilize established internal channels of communication; where these internal channels of communication have been exhausted Board members shall follow Board policy. In addition the Board member shall inform the Board Chair who in turn shall determine the need to communicate with the CEO and/or the Board.
 7. Board members shall be properly prepared for Board deliberation including being familiar with; *The Regional Health Authorities Act*, Regulations, By-Laws, Board policies and organizational structure of the Region,, as well as the rules of procedure and proper conduct at a meeting so that any decision of the Board may be made in an efficient, knowledgeable and expeditious fashion.
 8. Board members will regularly take part in educational activities, which will assist them in carrying out their responsibilities.
 9. Board members shall attend the scheduled monthly Board meetings on a regular and punctual basis. RHA General By-Law No. 1 of Southern Health-Santé Sud. Section 10. Vacation of Office (c): The office of a Director shall be automatically vacated if a Director member misses three (3) consecutive regular meetings of the Board or fails to attend 80% of the meetings of the Board in any 12 month period without approval by resolution of the Board.
 10. Any Board member who, to his/her knowledge, is being investigated for a criminal offence, or who has been charged with a criminal offence, will report it to the Board Chair who may report it to the Minister.
 11. Any breach of the code of conduct shall be dealt with as follows:

VIOLATION OF THE CODE OF CONDUCT

A Board member who is alleged to have violated the Code of Conduct shall be informed in writing and shall be allowed to present his/her views of such alleged breach at the next Board meeting. The complaining party must be identified. If the complainant is a Board member, he/she and the respondent Board member shall absent themselves from any vote upon a resolution to censure or other action that may be considered by the Board. Board members who are found to have violated the Code of Conduct may be subject to censure and the situation may be presented to the Minister as in accordance with *The Regional Health Authorities Act*.