

Purpose

William Osler Health System (Osler) is committed to taking all reasonable steps to ensure that, in all aspects of its affairs, Osler maintains, and is seen to maintain, the highest standards of public trust and integrity. This Director Code of Conduct (Code) sets out fundamental principles and practices for avoiding conflicts of interest, upholding ethical conduct, maintaining confidentiality, ensuring the highest standards and maintenance of integrity, and protecting the reputation and other assets of Osler. These principles also apply to how the Board of Directors conducts its meetings, where respect is given to diversity of opinion and open dialogue.

The Governance and Human Resources Committee shall oversee compliance with this Code; provide advisory guidance; and oversee the investigation of potential breaches. This Code is neither all-inclusive nor exhaustive.

Policy Statements

1. All Directors stand in a fiduciary relationship to Osler. As fiduciaries, Directors must act honestly, in good faith and with a view to the best interests of Osler.
2. Directors will be held to standards of honesty, integrity and loyalty. A Director shall not, where possible, put personal interests ahead of the best interests of Osler. Personal interests shall include family and affiliate interests.
3. Directors will become aware of and adhere to all expectations outlined in this policy pertaining to personal, professional and ethical statements, behaviours and decision making in their role as a current and previous Director.

For the purpose of this Code:

- a) A **family member** of the Director includes but is not limited to, and in no particular order, a current or previous spouse (including common law partners), parent, stepparent, sibling, daughter, stepdaughter, son, stepson, aunt, uncle, nephew, niece, cousin, grandparent, grandchild, spouse's relatives, a person residing in the Director's home; or a person or group of persons in a close personal relationship to the Director, Community Member or Patient representative.
 - b) An **affiliate** of the Director includes any person, firm, or organization with which the Director or Community Member representative has a financial or business interest.
4. Directors (henceforth, Director shall include Community Member and Patient representatives) must avoid situations where their personal interests will conflict with their duties to Osler. Directors must also avoid situations where their duties to Osler may conflict, or may be seen to conflict, with duties or obligations owed elsewhere, including in respect of family members and affiliates. In addition, all Directors must respect the confidentiality of information about or owned by Osler.

Application of this Code

This Code applies to all current and past Directors, including current and past ex-officio Directors, Community Member and Patient representatives and affiliates, in connection with one's status as a Director, Community Member or Patient representative, or having bearing upon one's responsibilities to Osler as a Director, Community Member or Patient representative. Directors, Community Member and Patient representatives are also required to comply with Osler's policy on ethics and business conduct, which applies to employees and professional staff.

Fiduciary Duty and Duty of Care

Directors are required to act with a view to the best interests of Osler, otherwise known as the fiduciary duty. Directors are also to act as a reasonably prudent person would act under similar circumstances, otherwise known as the duty of care. All Directors, including ex-officio Directors, are held to the same fiduciary duty and duty of care.

Compliance with Laws, Rules and Regulations, and Ethical Conduct

Each Director shall:

1. Comply with the letter and spirit of all laws, rules and regulations;
2. Comply with Osler's Governance Guidelines, Policies and procedures which outline the personal and professional conduct of the Directors of Osler; and
3. Display the highest ethical standards in the Directors' business, personal and professional dealings and reputation.

Reporting of Illegal or Unethical Behaviour

Osler promotes transparency, openness and integrity in its operations. This approach is intended to discourage fraudulent acts. Each Director shall report promptly illegal, unethical or fraudulent acts of any form of suspected misconduct or wrongdoing by an [Osler Employee](#), [Professional Staff](#), [Volunteer](#), [Student](#), [Director](#) or [other Individual who represents Osler](#) (each an "Osler Individual") to the appropriate authority within Osler, either directly or by using Osler's Whistleblower Policy and Procedure, or by a Director to the Chair of the Governance & Human Resources Committee. Under no circumstances will a Director be adversely affected for doing so.

Confidentiality

It is recognized that the role of Director may include, with permission of the Board of Directors (Board), representing Osler in the community. However, such representations, if or when they occur, must be consistent with the Director's obligation of confidentiality. In addition, the Chair of the Board (Board Chair) is the only spokesperson for the Board. Every Director, Officer and Employee of Osler shall respect the confidentiality of information concerning Osler, defined below, whether that information is received in a Meeting of the Board or of a Committee of the Board (Committee), or is otherwise provided to, or obtained

by, the Director.

A Director is in breach of the Director's obligation with respect to confidentiality when information is used or disclosed for reasons other than the purposes of Osler.

Each Director of Osler shall maintain the confidentiality of Osler and related affiliate or other Stakeholder information, both during and after their term as a Director, and shall obtain clarification from the Vice President of Legal Affairs and General Counsel through Osler's Board Office if there is any doubt. It is the responsibility of each Director to know what information is confidential and comply with this Section.

A Director of Osler should also ensure that personal and professional information about other Directors shared in meetings and/or the nature of important dialogues should be maintained as private and confidential unless otherwise stated.

"Confidential Information" is defined as, and includes:

1. Any and all Board and Board Committee deliberations, discussions, documentation, meetings, in camera sessions, and minutes;
2. Any and all Management presentations and Osler materials;
3. Information contained in Osler books and records;
4. Director, Officer and Employee contracts, compensation, resignation and termination terms and circumstances, as the case may be, that may become known to a Director;
5. Any and all information regarding Osler's Stakeholders that is not otherwise publicly available;
6. Any and all information, processes, opportunities, strategies or ideas that are not generally known outside of Osler;
7. Any and all proprietary and financial information relating to Osler, its Directors and Officers, and its Employees;
8. Any information as, without limitation, a member of Senior Management, the Vice President of Legal Affairs and General Counsel, the President and CEO (CEO), or the Board or a Committee Chair designates orally or in writing as being confidential;
9. Any and all secret or trade secret or know-how of Osler, or any information relating to Osler or to any person, firm or other entity with which Osler does business, including, without limitation, competitive advantage or opportunity;
10. Any and all computer programs including algorithms, specifications, listings, and codes either owned by Osler or to which Osler has access and wishes to keep confidential; and

11. Any and all information relating to computer programs now existing or currently under development.

This list is illustrative and is not an exhaustive list. Other confidential information may currently exist or arise in the future. If a Director of has any doubt whether information is confidential, the Director should seek clarification from the Vice President of Legal Affairs and General Counsel through Osler's Board Office.

Non-Disclosure of Confidential Information

Each Director of Osler shall maintain the confidentiality of information, both during and after their term as a Director, and shall obtain clarification from the Vice President of Legal Affairs and General Counsel through Osler's Board Office if there is any doubt. It is the affirmative responsibility of each Director to know what information is confidential and comply fully in letter and spirit with this Section and Code.

No Director shall use or disclose Confidential Information obtained as a result of the Director's service on the Osler Board for personal benefit, or for any purpose whatsoever, other than discharging their duties as a Director.

Disclosure may occur in any form, including but not limited to oral discussion, hard copy, or through electronic media.

Any inadvertent disclosure of Confidential Information by a Director should be reported immediately in writing to Osler's Vice President of Legal Affairs and General Counsel through Osler's Board Office.

Osler will take active measures to protect the release of hospital Confidential Information, and act once or if confidential information is released, including the conducting of an investigation, full legal recourse, and requests for damages.

Each Director shall avoid any action or activity that may create an appearance that the Director has benefited from, or transmitted, or could transmit, confidential information received during the course of one's service as a Director.

The provisions of this Section and Policy shall continue to apply to bind each Director without limitation, after the Director's term of service has expired.

Any real or apparent infraction of this Policy shall be promptly brought to the attention of Osler's Vice President of Legal Affairs and General Counsel through Osler's Board Office and documented in writing.

Hospital Confidential Information Return and Destruction Guidelines

In the event that a Director ceases for any reason to be a Director, the Director must forthwith return to Osler each and every copy of any Confidential Information in the possession or under the care, control or direction of the Director at that time.

Confidential Information may be contained in several types of Osler documents and electronic and data storage media that may need to be discarded by an Incumbent Director from time to time in the ordinary course of business. To protect the confidentiality of the information in such documents, documents and electronic and data storage media must be disposed of, deleted, destroyed, or returned according to the Certificate of Return and Destruction of Confidential Information (or the equivalent), to be provided when a Director leaves the Board.

Each Director shall agree, as a part of this Section and Code, that any document and electronic and data storage media containing Confidential Information, shall be disposed of, deleted, destroyed or returned in a secure manner.

Board Spokesperson

The Board has adopted a policy with respect to designating a spokesperson on behalf of the Board. Only the Board Chair or designate may speak on behalf of the Board. Only the CEO or designate, or the Chief of Staff or designate, as the case may be, may speak on behalf of Osler.

No Director shall speak, or make representations, or conduct their affairs including media appearances or the use of social media in such a way so as to allow inferences to be reasonably made that the Director speaks on behalf of the Board or Osler unless authorized by the Board Chair. When so authorized, the Director's representations must be consistent with accepted positions and Policies of the Board.

Media Contact and Public Discussion

News media contact and responses and public discussion of the Osler's affairs should only be made through the CEO or authorized spokesperson as outlined in [Osler's Advocacy and Communications Toolkit](#). Any Director who is questioned by news reporters or other media representatives should refer such individuals to the appropriate representatives of Osler Senior Management.

Political and Outside Activities of Directors

Directors shall not discharge their duties and responsibilities in such a manner so as to diminish the public's trust in the objectivity and impartiality of Osler. Accordingly, Directors shall take all reasonable steps to ensure that Osler does not, directly or indirectly, contribute to, or participate in, or be seen to contribute to or participate in, political fundraising. No Director, in their capacity as a Director of Osler, shall contribute to, or participate in, political fundraising. However, nothing in this Code prevents Directors from contributing to, or participating in, political fundraising, provided that they do so, and are seen to do so, in their non-directorial and personal capacities.

Respectful Conduct: Introduction

It is recognized that Directors bring to the Board diverse background, skills and experience. Directors may not always agree with one another on all issues. All debates shall take place in an atmosphere of mutual respect and courtesy. The authority and office of the Chair and the CEO must be respected by all Directors.

Relations Among Directors and with Osler Employees

Directors shall not exert authority or undue influence over, an Osler Individual due to their position as a Director. Each Director shall refrain from exerting any pressure on any Osler Individual that might result in any infringement of, or favored or unequal application of, rules, regulations, policies or procedures, particularly in respect of the management of Osler's assets, opportunities, human resources, or financial transactions.

Requests for Management involvement made by any Osler Stakeholder, inadvertently or inappropriately made to a Director, shall be promptly referred to members of Management, and the Stakeholder shall be communicated to accordingly, with a copy to Management.

Directors shall refer any question or issue raised by Stakeholders to the appropriate Management member. A Director shall never intervene personally or express a position that might limit Osler Management. However, the Board Chair may respond directly to certain inquiries; this would be done in consultation with the CEO and Vice President of Legal Affairs and General Counsel.

Any member of the community who reaches out to a Director with a request to assist in resolving a complaint, which may or may not include personal health information should be directed to share a concern through the Patient Experience Office. At no time should a Director use their relationship with Osler in a manner to expedite resolution of a complaint management or review of a patient safety incident.

Each Director shall (i) treat Osler Individuals with respect, and in a cordial and professional manner at all times, and in all circumstances, including in writing and in action; (ii) understand and refrain from behaviors or practices that may constitute verbal, sexual, physical or other types of harassment, disparagement, bullying, or a toxic, hostile or uncomfortable work environment, in intent, reasonable perception, or by impact (please see the Ethics and Business Conduct Policy, Director Conflict of Interest Policy, and Respectful Workplace Policy, or the equivalents, each of which apply to Directors); and (iii) shall lead by example and demonstrate tone at the highest standards of professional conduct at all times. There shall be zero tolerance for any mistreatment of an Osler Individual, or misconduct of the foregoing nature by any Director.

Any member of Management and the Board may report a possible breach of this Section to the CEO (for alleged breach by an Employee); to the Governance and Human Resources Committee (for alleged breach by a Director); or by utilizing Osler's Whistleblower Policy and Procedure. The CEO, and the Governance and Human Resources Committee, or an Ad Hoc Committee if the latter is reviewed and approved by the Board, shall be empowered to oversee an investigation of any potential breach of this Section, and make a recommendation(s) to the Board for review and approval. Principles of natural justice and procedural fairness shall be followed to the fullest extent possible in such an investigation.

Expectations of Directors

Each Director shall vote on all motions put before the Board unless a conflict of interest has been declared.

Each Director is expected to: attend all scheduled meetings in person or virtually, as the case may be, to the fullest extent possible and in compliance with laws and regulations; be fully prepared to participate; listen to the opinions of others with respect; encourage robust discussion and constructive dissent; and share the

workload among Directors equitably.

Directors shall act with professional integrity and honesty in their dealings with Osler, including proper use and treatment of Osler's resources and information, and shall comply with the provisions of the Osler Expense Policy and Procedures (or the equivalent).

Corporate Obedience and Board Solidarity

Directors acknowledge that duly authorized actions and decision must be supported by all Directors. The Board speaks with one voice. Those Directors who have abstained or voted against a Motion shall adhere to and support the decision of a majority of the Directors. If a Director under these circumstances cannot or will not accept a decision taken by the Board, then the Director shall be asked by the Board Chair and Governance and Human Resources Committee to step down from the Board.

Obtaining Advice of Independent Counsel

Requests to obtain independent opinions or advice regarding matters before the Board may be made through the Board Chair, pursuant to the Roles and Responsibilities of the Board of Directors. The cost of an independent opinion(s) or advice that has not been authorized by the Chair or the Board are not the responsibility of Osler.

Monitoring and Enforcement of This Code

This Code shall be reviewed and compliance with it shall be evidenced by a signed declaration provided by each Director annually.

Any allegation about, or perceived breach of, this Code by a Director will be discussed by the Board Chair, the Chair of the Governance and Human Resources Committee, and Osler's Vice President of Legal Affairs and General Counsel and Executive Lead for the Committee, with the Director. The Chair of the Governance and Human Resources Committee shall report the discussion to the Governance and Human Resources Committee In-Camera, and, at the discretion of the Governance & Human Resources Committee, to the Board In-Camera.

Any allegation about, or perceived breach of, this Code by the Board Chair will be discussed by the Vice-Chair(s), the Chair of the Governance & Human Resources Committee, Osler's Vice President of Legal Affairs and General Counsel and Executive Lead for the Committee, with the Board Chair. At the discretion of the Governance & Human Resources Committee, the Chair of the Governance & Human Resources Committee will report the discussion to the Board In-Camera.

The Governance and Human Resources Committee shall be responsible for responding to all questions relating to this Code and for enforcing the standards set forth within it.

Code Amendment and Review

To honour the spirit and intent of applicable law as it evolves, the authority to make minor technical amendments to this Code is delegated to the Director, Board Relations, who will report any amendments to

the Governance & Human Resources Committee at its next meeting.

As directed by the Board or recommended by the Governance and Human Resources Committee, this Code will be evaluated by the Governance and Human Resources Committee, and updates and revisions shall be recommended to the Board for review and approval.

References

Ontario Hospital Association - Guide to Good Governance third edition. Retrieved September 16, 2021, from <http://www.oha.com>

Related Documents

Ethics and Business Conduct Policy

Whistleblower Policy and Procedure

[Advocacy and Communications Toolkit](#)

Purpose

Each Director of William Osler Health System (Osler) has an obligation to take all reasonable steps to ensure that the trust and confidence of the public in the integrity of the decision-making processes of the Board of Directors (Board) are maintained to ensure that the Director, together with other Members of the Board, are free from, and are seen to be free from, conflicts of interest or potential conflicts of interest in the Director's decision-making. It is essential that all Directors understand their obligations when a conflict of interest or potential conflicting interest arises.

Policy Statements

Directors and non-Board Committee Members (e.g., Community Committee representatives) shall avoid situations in which they may be in a position of conflict of interest. [By-Law Number 1 Administrative By-law](#) (Bylaws) contain provisions with respect to conflict of interest to which must be strictly adhered. In addition to the By-laws, the process set out in this Director Conflict of Interest Policy (Policy) shall be followed when a conflict or potential conflict of interest arises.

Important Point

A conflict of interest arises when a Director's personal interests or other duties are in conflict, or may be seen to be in conflict, with the Director's duties to the Hospital. Each Director has an obligation to structure their professional and personal affairs so as to avoid actual and perceived conflicts of interest where possible.

Application of this Policy

This Policy applies to all current Directors, including ex-officio Directors, Community Member and Patient representatives, and affiliates, in connection with one's status as a Director or Community Committee representative, or having bearing upon one's responsibilities to Osler as a Director or Community Committee representative.

For the Purpose of this Policy:

1. A **family member** of the Director includes, in no particular order, a current or previous spouse (including common law partners), parent, stepparent, sibling, daughter, stepdaughter, son, stepson, aunt, uncle, nephew, niece, cousin, grandparent, grandchild, spouse's relatives, a person residing in the Director's home; or a person or group of persons in a close personal relationship to the Director, Community Member or Patient representative.
2. An **affiliate** of the Director or Community Member representative includes any person, firm, or organization with which the Director has a financial or business interest.

Conflicts of Interest

In discharging a Director's responsibilities (henceforth, Director shall include Community Member and Patient representative), each Director shall fulfill the Director's Fiduciary Duty to act with a view to the best interest of

Osler, and not in any way out of self-interest. The Director shall, at all times, and under all circumstances, seek to avoid, and shall be seen to be free of, any interest or any business or other relationship that could, or could be perceived or seen to, undermine the Director's ability to fulfill the foregoing Fiduciary Duty.

A conflict of interest is a situation or circumstance in which the private interests of a Director influence, or may be reasonably seen to influence, the independent, objective and impartial performance of one's duties as Director. Private interests include any advantage, financial, business, professional, reputational or otherwise, (referred to as "materiality") for the Director, or a family member or affiliate of the Director.

The situations in which potential conflict of interest may arise cannot be exhaustively set out. Conflicts generally arise in the following situations:

1. Interest of a Director "Wearing Two Hats"

- When a Director, or family member or affiliate of the Director, transacts with Osler directly or indirectly, otherwise known as a Related Party Transaction. When a Director has a direct or indirect interest in a transaction, arrangement, assessment, decision, investment, procurement, program, project, situation or contract, as the case may be, with Osler. This includes where a Director is a director or officer of, or has a material interest in, any person who is party to a material contract or transaction or proposed contract or transaction with Osler.
- All or any Related Party Transactions shall be reviewed and recommended by the Resource and Audit Committee to the Board for review and approval.

2. Interest of a Family Member of the Director

- When Osler conducts business with suppliers of goods or services or any other party of which a family member of the Director is a principal, owner, officer or representative.

3. Gifts, Hospitality and Honours

- When a Director, or family member or affiliate of the Director, accepts a gift, payment, service, gratuity, honor, award, privilege, or anything else of more than a token or nominal value of \$75.00 from a party with whom Osler may transact, or seek to transact, or later transact, business (including a supplier or consumer of goods or services, or any other related commercial party) for the purposes of (or that may be perceived to be for the purposes of) influencing an act or decision of the Board.

4. Acting for an Improper Purpose

- When a Director, in the exercise of the Director's power, is seen to be motivated by self-interest or other improper purpose. Each Director must act solely with a view to the best interests of Osler.

5. Appropriation of Corporate Opportunity

- When a Director takes advantage of, or diverts to the Director's own use, or the use of a family member or an affiliate of the Director, an opportunity or advantage that rightfully belongs or is seen to belong to Osler.

6. Directorial Relationship

- When a Director, or a family member or affiliate of the Director, is or has been: (i) a member of Senior Management of Osler; or (ii) a partner of, employed by, a current or former External Auditor or Consultant to Senior Management of Osler.
- When a Director serves on a Board with another Director, other than on the Board of Osler.

7. Duty to Disclose Information of Value to Osler

- When a Director fails to disclose information that is relevant to a material aspect of the Osler's affairs.

Process for Resolution of Conflicts of Interest

Disclosure of Conflicts

Each Director shall disclose in writing, to the Governance and Human Resources Committee, financial interests and any potential or actual conflict of interest as soon as it arises or appears likely to arise, from a reasonable or objective standard point of view, not a subjective standard, or what the individual Director may believe to be the case.

A Director who is in a position of conflict or potential conflict, by application of the By-laws or this Policy, to the best of the Director's knowledge, information and belief, shall immediately disclose such conflict in writing, in a full, true and plain manner, to the Board of Directors (Board) by notification to the Chair of the Board (Board Chair) and the Governance and Human Resources Committee. The disclosure shall be sufficient, in the judgment of the Chair and Committee, so as to disclose the nature and extent of the Director's interest. Disclosure shall be made at the earliest possible time and prior to any discussion and vote on the matter.

A Director shall cooperate fully in the information pertaining to, and the management of, a conflict of interest, in accordance with the By-law with respect to conflict of interest and the provisions within this Policy, including any request(s) made or advice provided by the Board Chair, the Governance and Human Resources Committee as the case may be.

Abstain from Discussions and Voting

The Director shall not be present during a portion of the discussion of the matter in which the Director has a conflict and shall not attempt in any way to influence the voting and shall not vote on the matter. Except in the case of a conflict of interest involving a contract or transaction (in accordance with the [ByLaw Number 1 Administrative ByLaw](#) and the *Ontario Not for Profit Corporations Act*), the Director may be asked to remain in the meeting during the discussion of the matter on the unanimous consent of the remaining members of the Board.

Process for Resolution of Conflicts of Interest

Each Director shall comply with the requirements of the By-laws. It is acknowledged that not all conflicts or potential conflicts may be satisfactorily resolved by strict compliance with the By-laws. There may be cases, including those set out in this Policy, where the perception of a conflict of interest or breach of duty may be harmful to Osler notwithstanding that there may be compliance with the By-laws.

In addition to the foregoing process for resolution of conflicts of interest, a Director may be referred to the process to follow, by another Director, reporting anonymously if desired, including through the Whistleblower Policy and Procedure, to the Board Chair or to the Governance and Human Resources Committee, in any of the following circumstances:

Circumstances for Referral of a Possible Conflict of Interest or Other Breach of Duty

Where a Director, to the best of that Director's knowledge, information and belief, is of the view that another (second) Director may:

- Be unwilling to disclose a conflict of interest or potential conflict of interest;
- Have breached the Director's duties to Osler;
- Be in a position to cause or to have caused a potential breach of duty to Osler;
- Be in a situation of actual or potential conflict of interest; or,
- Have behaved or is likely to have behaved in a manner that is not consistent with the highest standards of public trust and integrity, and that such behaviour may have an adverse impact upon the interests or reputation of Osler.

Process for Resolution of the Referral

The matter shall be referred to the following process:

- Refer the matter to the Board Chair and the Governance and Human Resources Committee, with anonymity preserved to the greatest extent practicable, or where the issue may involve the Board Chair, to the Vice Chair (or First Vice Chair) and the Governance and Human Resources Committee, and in both cases, with notice to President and CEO.
- The Board Chair (or Vice Chair(s)) and the Governance and Human Resources Committee may either (i) attempt to resolve the matter informally, or (ii) take carriage of the matter formally, or refer the matter to an Ad Hoc Committee of the Board, with such Committee to consist of Directors that are not directly or indirectly interested in the matters being discussed or considered, recommended by the Governance and Human Resources Committee, for review and approval by the Board, wherein the Governance and Human Resources Committee, or the Ad Hoc Committee, as the case may be, reviews and makes a recommendation(s) to the Board, for review and approval by the Board.
- If the matter is being resolved formally under (ii) above, the Governance and Human Resources Committee, or the Ad Hoc Committee, as the case may be, shall be empowered to engage and compensate any Independent Advisor(s) that the Committee determines to be necessary to permit the Committee to carry out its duties.
- If the matter cannot be informally resolved to the satisfaction of the Board Chair (or Vice Chair(s)) in (i) immediately above, the Governance and Human Resources Committee, the Director referring the matter and the Director involved, and then the Board Chair (or Vice Chair(s)) shall refer the matter to the process outlined in (ii) above. The Board shall make a decision after receiving the recommendation of the Governance and Human Resources Committee or Ad Hoc Committee, as the case may be. This decision is final and binding.

If a conflict or other matter herein referred cannot be resolved to the satisfaction of the Board (by simple

majority resolution), or if a breach of duty has occurred, a Director may be asked to resign or may be subject to removal pursuant to the By-laws and the [*Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15*](#).

Policy Amendment and Review

To honour the spirit and intent of applicable law as it evolves, the authority to make minor technical amendments to this Policy is delegated to the Director, Board Relations, who will report any amendments to the Governance and Human Resources Committee at its next meeting.

As directed by the Board or recommended by the Governance and Human Resources Committee, this Policy will be evaluated by the Governance and Human Resources Committee, and updates and revisions shall be recommended to the Board for review and approval.

References

Ontario Hospital Association - Guide to Good Governance third edition. Retrieved January 6, 2025, from <http://www.oha.com/>

Related Document:

[Administrative Bylaw Number 1](#)

Introduction

This Director Education Policy sets out procedures and practices regarding William Osler Health System's (Osler's) continuing education and development of Incumbent Directors and Incumbent Committee Members, including Community Member representatives.

Osler recognizes that a competent, effective, contributing and engaged Board, Committee and Director ensure high standards of corporate governance, and performance, financial and risk oversight in the best interests of Osler.

The Governance & Human Resources Committee, with support from the Director, Board Relations, and other relevant Senior Management, shall:

Director Education Program

Take all reasonable steps to ensure that a comprehensive Director Education Program is provided to all Directors and Committee Members, and that engagement is documented for each Director and Committee Member, as the case may be.

Board and Board Committee Education

1. Survey each Board Director and each Board Committee annually, in writing, on the Board's and each Board Committee's continuing education needs for the forthcoming cycle.
2. Report to the Board, based on, and within a reasonable time after, this survey, with recommendations for review and approval by the Board for continuing education for the Board and each Board Committee for the forthcoming year.
3. After Board review and approval, take all reasonable steps to ensure that the fulfilment of these educational needs by the Board and each Board Committee occur.
4. Take all reasonable steps to ensure that the Board's and each Board Committee's agendas shall regularly include, as determined by the Board and Committee Chairs, management and external presentations and updates on, without limitation, health care sector developments; material financial and non-financial performance and risks, strategic directions; health, safety and wellness; cybersecurity and data integrity; quality assurance; governance, regulatory and project updates; sustainability; equity, diversity and inclusion and health justice and other matters upon which the Board or a Board Committee may desire continuing education.
5. Engage Independent Advisors by the Board or a Board Committee, as the case may be, to review health care sector-specific, technical, regulatory, risk or performance developments. Retention of such independent expertise shall be funded by Osler in a reasonable and appropriate manner, upon the advice of the Board, the Governance & Human Resources Committee, or another Board Committee, as the case may be.

6. Regularly retain governance and other experts from time to time, by the Board or a Board Committee, in order to take all reasonable steps to ensure that the Osler's Board and Board Committees stay in the forefront of governance best-practices to support the desire for outstanding performance, risk and financial oversight.

Notice of Educational Opportunities

Maintain a rolling roster of externally available educational opportunities and resources that are suitable for Osler and health care Directors. This roster shall be available through the Board portal and distributed regularly to each Director.

Customized Director Education

1. Administer and review annually the Director Competency and Attribute Matrix for each Incumbent Director, and provide relevant educational materials (i) to address the Competencies and Attributes that the Incumbent Director is expected to bring to the Board; (ii) that are intended to strengthen the effectiveness and contribution of each Incumbent Director; and (iii) that address information gathered during each Director's Individual Evaluation.
2. Ask each Incumbent Director annually for items or matters upon which each Incumbent Director may wish training during the Director's tenure, and take all reasonable steps to provide such educational materials.

Individual Director Education

1. Based on Peer Evaluation or Competency and Attribute reviews of Directors undertaken, advise individual Directors on such professional development or continuing education, if or as appropriate to enhance their Board or Board Committee-specific effectiveness and contribution.
2. Reimburse registration fees to attend Director education and training conferences and seminars up to \$500 per cycle. Allocate a specified amount each Board/Committee cycle, to each Director, to address the foregoing registration fees to attend Director education sessions, including reasonable out of pocket expenses in accordance with Osler policies. The purpose of this allocation is to augment Director effectiveness and contribution in the areas of, in no particular order, financial reporting, governance, health care, information technology, legal/regulatory, performance management, risk, strategy, and oversight of the Osler's core activities.

Obtaining Approval for External Director Education

1. The requesting Director shall submit their request to the Director, Board Relations, complete with skills development need, course description and anticipated expense budget.
2. Consider the following criteria in determining whether to approve any specific request:
 - a. The expected benefit to the Board;
 - b. The specific Director Competencies and Attributes and development need;
 - c. The cost and value of the proposed education session;

- d. Budgetary availability;
- e. The number of fee-based courses already attended by the Director; and
- f. The length of tenure remaining in the Director's term.

Note: All related expenditures or reimbursement shall be paid by the Board Office in accordance with Osler policies.

Travel for attending Director education and training sessions, using this allocation for registration fees, shall be restricted to Ontario unless otherwise approved.

Education Registers

Maintain a register of continuing education and professional development, for the Board, each Committee and each Director, including education and training provided to the Board, each Committee and each Director. This register shall be reviewed and recommended by the Governance & Human Resources Committee to the Board annually for informational and discussion purposes.

Review of Director Education Program

Review in writing the fulfilment of this Director Education Policy within the first two years of its operation, and based on this assessment, the Governance & Human Resources Committee shall review and make recommendations to the Board for review and approval.

Policy Amendment and Review

To honour the spirit and intent of applicable law as it evolves, the authority to make minor technical amendments to this policy is delegated to the Director, Board Relations, who will report any amendments to the Governance & Human Resources Committee at its next meeting.

As directed by the Board or recommended by the Governance & Human Resources Committee, this policy will be evaluated by the Governance & Human Resources Committee, and updates and revisions shall be recommended to the Board for review and approval.

Introduction

This Director Orientation Policy (Policy) sets out procedures and practices regarding William Osler Health System's (Osler's) training and onboarding for incoming new Directors and new Committee Members, including Community Member and Patient representatives.

Osler recognizes that a competent, effective, contributing and engaged Board, Board Committees and Directors ensure high standards of corporate governance, and performance, financial and risk oversight in the best interests of Osler.

The Corporate Governance & Human Resources Committee, with support from the Director, Board Relations, and other relevant Senior Management, shall:

Director Orientation Program

Take all reasonable steps to ensure that a mandatory and comprehensive Director Orientation Program is completed by each new Director and new Committee Member, and document such completion by each new Director and new Committee Member, as the case may be.

Director Orientation Materials

Provide orientation materials to each new Director in advance of each new Director's first Board Meeting, which may include but are not limited to the following:

- a) Overview of William Osler Health System and the Ontario Health Care Sector;
- b) Values, Vision, Mission and Promise, Strategic Plan; Enterprise Risk Framework; Health Justice Framework
- c) Governance Guidelines, Board Committee Terms of Reference
- d) Position Descriptions: Board Chair, First Vice Chair, Second Vice Chair, Committee Chairs, and Individual Directors;
- e) Director Competencies and Attributes Matrix;
- f) Position Description: President and CEO, and Chief of Staff;
- g) Board Committee Composition & Work Plans
- h) Applicable Legislation;
- i) Director Code of Conduct Policy;
- j) Director Conflict of Interest Policy;
- k) Confidentiality Policy;
- l) Whistleblower Policy and Procedure;
- m) Director and Officer Insurance Policy;
- n) Director Expense Reimbursement Policy (or equivalent);
- o) Board Portal; and
- p) Short Bios, and Contact Information of each Director and member of Senior Management;
- q) List of Commonly Used Acronyms.

Customized Director Orientation

1. Administer and review annually the Director Competency and Attributes Matrix for each new Director, and design additional Orientation Materials (i) to address the Competencies and Attributes that the new Director is expected to bring to the Board; (ii) that are intended to strengthen the effectiveness and contribution of the new Director; and (iii) that address information gathered during prior reference and background checks undertaken for that Director.
2. Ask each new Director for items or matters upon which each new Director may wish training during the Director's first two years of tenure, and take all reasonable steps to provide such orientation materials and/or training.

Director Orientation Sessions

1. With the foregoing Orientation Materials, design and deliver Orientation Sessions with new Director(s) and Community Member representatives within the first eight months of their tenure.
2. Invite, at the discretion of the Governance & Human Resources Committee, incumbent Directors to the Orientation Sessions for new Directors, for refreshment, mentoring, or Competency or Attribute development purposes, as appropriate.

Designated Mentor for Each New Director

In consultation with the Board Chair, arrange for a Director Mentor to assist and advise each New Director. A Director Mentor shall have been peer assessed by Directors and whose performance is in the top half of Director evaluation results. The responsibility of a Director Mentor is to regularly advise, by email, phone, video or in person, as the case may be, the new Director on performance and effectiveness, ideally at the conclusion of each Board Meeting, with coaching and development to become effective early in the new Director's tenure.

Committee Orientation Materials and Sessions

On an annual basis, request and receive in writing from each Board Committee, suggestions, materials, briefings, for Orientation Materials and Sessions for each new Committee Member (including Community Member representatives), and provide, design and deliver such Materials and Sessions for each new Committee Member's tenure on each Committee.

Financial Literacy Training for Resources and Audit Committee

Provide, financial literacy materials and sessions for each new Committee member who may not possess financial literacy, within the first year of each new Member's tenure.

Financial literacy may be defined as the ability to understand and interpret financial statements that resemble the breadth and complexity of accounting issues that are generally comparable to the accounting issues that can reasonably be expected to occur within Osler's financial statements.

Director Orientation Registers

The Osler Board Office will maintain a Register for each new Director that addresses Competencies, Attributes, Orientation Sessions which will be used to track the development of Director Competencies and Attributes during each Director's initial tenure on the Board and on Board Committees.

Policy Amendment and Review

To honour the spirit and intent of applicable law as it evolves, the authority to make minor technical amendments to this Policy is delegated to the Director, Board Relations, who will report any amendments to the Governance & Human Resources Committee at its next meeting.

Once every two years, or as directed by the Board or recommended by the Governance & Human Resources Committee, this Policy will be fully evaluated by the Governance & Human Resources Committee, retaining independent advice if necessary, and updates and revisions shall be recommended to the Board for review and approval.

Introduction

The purpose of this document is to identify best practices for the evaluation of the effectiveness and contribution of the Board of Directors (Board), Board Committees, and individual Directors of William Osler Health System (Osler). Confidentiality will be maintained during all phases of the Board evaluation.

Evaluation of the Board, Committees and Individual Directors

There are three ways to assess a Board, Board Committees and individual Directors: (i) a questionnaire; (ii) an interview of members; and (iii) observation, or a combination of all three.

At a minimum, a questionnaire shall be used and adequate time shall be devoted to completing the questionnaire.

In a questionnaire or interview, comments should not be attributed to individuals. This increases candor, or reliability and validity.

Directors should be constructive in comments that they make.

A questionnaire can be used to evaluate the performance of the Board and Committee responsibilities, and normally a separate questionnaire is used to evaluate the performance of individual Directors.

The Governance & Human Resources Committee's Role

The Governance & Human Resources Committee will be charged with an annual evaluation of the Board, Committees and a regular assessment of individual Directors (i.e. every 1-2 years).

The Governance & Human Resources Committee shall recommend to the Board the format of the evaluation (questionnaire, interviews, observation). Note: observation pertains more to a third-party review.

If the decision is made to not use a third party, the Governance & Human Resources Committee, supported by the Corporate Secretary, will administer the questionnaire and/or conduct interviews of Directors.

The Role of the Board Chair

The Board Chair will have no responsibility, directly or solely at least, for administering the Board, Board Committee and individual Director evaluations. This is because part of the evaluation of the Board is the evaluation of the leadership (Board Chair). It is a conflict of interest for the Board Chair to be therefore administering or heavily influencing the evaluation for the Board. The greatest determinant of the effectiveness of a Board is the effectiveness of its Chair.

The Board Chair may participate in the debrief of the evaluation, along with the Chair of the Governance & Human Resources Committee.

Individual Director Self and Peer Assessment

For evaluation of the contribution of individual Directors, a questionnaire is administered with criteria for individual Director performance. Each Director will self-assess, as well as assess the performance of other Directors. Comments should be constructive and encouraging, but at the same time candid.

Each Director will receive a report, setting out self and peer assessments, and Board average scores and supportive qualitative feedback within 1 month of completing the evaluation or best efforts in light of time constraints. A Director can compare self, peer and Board average scores and commentary together, for developmental purposes.

Each Director should then prepare a brief development plan based on their assessment, for their meeting with the Board Chair and/or Chair of the Governance & Human Resources Committee, and submit it to Osler's Board Office for documentation purposes within 1 month of the debrief or best efforts in light of time constraints.

Implementation of Evaluations

Once the Board and Committee evaluations are complete, they will be reviewed by the Governance and Human Resources Committee within 1 month of completion or best efforts in light of time constraints. The Governance & Human Resources Committee then reports to the Board and makes recommendations based on the evaluations. The Governance & Human Resources Committee shall make recommendations for the Board, and for other committees, with reporting back to the Governance and Human Resources Committee to ensure completion. The Corporate Secretary should maintain documentation to support this process.

Once the Director evaluations are complete, each Director receives their Individual Director's report, and the Board Chair receives all Director reports.

Each Director shall identify areas for professional development based on their report. A discussion of the Director's professional development plan occurs with the Board Chair. Coaching, mentoring, course work, self-study should all be on the table for professional development. Repeated underperformance or infractions can warrant recommendation of removal or not re-appointing the Director. A Board Chair should not shy away from recommending courses of action based on under performance of one or more Directors.

Under performance includes lack of preparation, lack of attendance, breach of confidentiality, conflict of interest seeking, over/under participation, behavioral issues, mistreatment of other Directors or management, and so on. In most cases, each Director receives their own report with the Board Chair and Governance & Human Resources Committee Chair receiving all reports.

Linking Director Tenure to Director Evaluation

A Director's evaluation should inform reappointment (or not) to the Board. The Governance & Human Resources Committee should have oversight over this linkage, and recommendation to the full Board. If a Director is under-performing, and if a Board is doing recruitment properly, it is always possible to select a prospective Director who has a demonstrably higher likelihood of performance than a known incumbent Director who has a clear likelihood of under-performance.