

# Board Code of Conduct & Conflict of Interest Policy

## 1. Purpose

---

- 1.1 Vancouver Coastal Health Authority (VCH) is responsible for delivering high quality client-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 VCH, Board Directors (Directors) must earn and preserve the confidence of the public by demonstrating a high standard of ethical and professional conduct at all times.
- 1.2 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 VCH, supervise management, and through the Chief Executive Officer (CEO), set the standards of organizational conduct.

## 2. Scope

---

- 2.1 This Code of Conduct applies to all Directors of VCH.

## 3. Commitment to VCH's Vision, Values, Pillars, and Purpose

---

### 3.1 Directors will:

- 3.1.1 Conduct themselves in a manner that aligns with VCH's [vision, values, and pillars](#);
- 3.1.2 Consider the pillars in all aspects of Director oversight, governance, and decision making; and
- 3.1.3 Oversee the implementation of equitable access to exceptional care and a full continuum of client-centred services to meet the diverse needs of all British Columbians living in the VCH region, including the First Nations, Inuit and Métis within the traditional territories of the Heiltsuk, Kitasoo-Xai'xais, Lil'wat, Musqueam, N'Quatqua, Nuxalk, Samahquam, Shíshálh, Skatin, Squamish, Tla'amin, Tsleil-Waututh, Wuikinuxv, and Xa'xtsa.

## 4. Key Duties Grounding Standards of Conduct

---

### 4.1 Oversight Role

- 4.1.1. The Board maintains formal oversight of the activities of VCH that are critical for its success, by ensuring that the goals, objectives, and operations of VCH are integrated with goals and objectives set by the Ministry of Health and the law

This material has been prepared solely for use at Vancouver Coastal Health Authority (VCH). VCH accepts no responsibility for use of this material by any person or organization not associated with VCH. A printed copy of this document may not reflect the current, electronic version on the VCH Intranet.

generally. Specifically, it is the Board's role to ensure that VCH meets the healthcare needs of all the clients it serves by providing safe, reliable, integrated, and client-centred care across the spectrum of care while managing the financial, human, and other resources of the organization responsibly.

- 4.1.2. The Board also provides direction and oversight to, and requires accountability from, VCH senior executive leaders regarding organizational decisions and actions, while not being directly involved in carrying them out. By maintaining this separation from management and operational functions, the Board provides an independent accountability mechanism for the organization.
- 4.1.3. Board effectiveness depends on all Directors understanding their responsibilities and adhering to a high level of performance.

#### 4.2 Fiduciary Duty

- 4.2.1 Directors owe a fiduciary duty as well as a duty of care to the VCH. This fiduciary duty requires Directors to be loyal and to act honestly, in good faith, and in the best interests of VCH. It also requires Directors to avoid conflicts of interest, maintain confidentiality regarding VCH matters, and to disclose to VCH any information the Director might obtain that could be considered material to VCH's business or operations.

#### 4.3 Anti-Racism, Allyship, and Cultural Safety and Humility

- 4.3.1 Recognizing systemic racism exists within the healthcare system, health service providers, and health authorities in particular, have a responsibility to ensure that every person receives the same access to safe and ethical care.
- 4.3.2 VCH is a signatory to the several Memoranda of Understanding with individual First Nations in the coastal region and is committed to implementing priority actions to support the *Tripartite First Nations Health Plan* and related agreements.
- 4.3.3 As leaders and decision makers, Directors are expected to:
  - 4.3.3.1 Take a distinctions-based approach to 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. This approach would prioritize the 14 land based First Nations in the region, followed by other First Nations from across Canada and the Inuit and Métis;
  - 4.3.3.2 Participate in ongoing learning about the distinct and important Indigenous rights and Indigenous-specific approaches, protocols, and perspectives that inform discussion and decision making;
  - 4.3.3.3 Support VCH 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;

This material has been prepared solely for use at Vancouver Coastal Health Authority (VCH). VCH accepts no responsibility for use of this material by any person or organization not associated with VCH. A printed copy of this document may not reflect the current, electronic version on the VCH Intranet.

4.3.3.4 Promote equity, diversity, and inclusion in terms of access to services and human resource planning for VCH; and

4.3.3.5 Confront and address anti-Indigenous racism when it arises in policy or practice.

## 5. Standards and Expectations of Conduct

---

### 5.1 Accountability and Integrity

- 5.1.1 Directors must at all times act honestly and in full compliance with all applicable VCH policies and both the letter and the spirit of all applicable laws. Directors must avoid any situation which could be perceived as improper or indicate a casual attitude towards compliance.
- 5.1.2 Directors are expected to be sufficiently familiar with any legislation that applies to the performance of their duties.
- 5.1.3 Directors have a duty to act and make decisions that are in the best interests of VCH without regard to the Director's personal interests. 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. However, Directors must overall be guided by what is in the best interests of VCH in the context of all deliberations and decisions.
- 5.1.4 Directors must not seek to use their position to gain advantage for themselves, relatives, or associates with respect to accessing healthcare services with VCH.
- 5.1.5 Directors must complete a minimum of 4 hours of education per annum in an area related to executing their duties as a Director.

### 5.2 Respectful Conduct

- 5.2.1 Directors must treat one another, VCH 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 VCH's policies governing respectful and ethical conduct as approved from time to time, consistent with Directors' leadership position in the organization. These policies include the [Respectful Workplace and Human Rights Policy](#) and the [Public Interest Disclosure Act Policy](#).
- 5.2.2 Directors must:
  - 5.2.2.1 Ensure communication at meetings is clear, respectful, and courteous;
  - 5.2.2.2 Engage in the practice of active listening by not interrupting conversations or holding side conversations during Board or Board Committee discussions;

This material has been prepared solely for use at Vancouver Coastal Health Authority (VCH). VCH accepts no responsibility for use of this material by any person or organization not associated with VCH. A printed copy of this document may not reflect the current, electronic version on the VCH Intranet.

- 5.2.2.3 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;
- 5.2.2.4 Be respectful of all viewpoints that may be expressed in good faith by their colleagues and VCH staff in the course of Board or Board Committee deliberations; and
- 5.2.2.5 Be aware of their personal power, privilege, and spheres of influence. Directors must 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.

### 5.3 Active Participation

- 5.3.1 Directors are accountable for actively participating in the work of the Board. They must:
  - 5.3.1.1 Attend scheduled Board and Board Committee meetings;
  - 5.3.1.2 Obtain leave from the Board Chair or designated alternate for extended absences as soon as practicable;
  - 5.3.1.3 Be prepared for meetings by reading all pre-circulated materials;
  - 5.3.1.4 Exercise skill and diligence in their work and complete any assigned work;
  - 5.3.1.5 Participate in Board and Board Committee discussions and decision making;
  - 5.3.1.6 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 VCH's values and mission;
  - 5.3.1.7 Seek assistance from colleagues and/or staff to clarify any aspect of their work, role, or responsibilities where uncertain;
  - 5.3.1.8 Respect the finality of decisions made at Board and Board Committee meetings and be champions for VCH; and
  - 5.3.1.9 Maintain a general level of familiarity with VCH operations and the services VCH provides and any health-related issues which may impact VCH.

**Related Policy:** [Media Relations & Procedures](#)

## 6. Conflict of Interest

---

### 6.1 Definitions:

“apparent conflict of interest” means any situation where it would appear to a reasonable

This material has been prepared solely for use at Vancouver Coastal Health Authority (VCH). VCH accepts no responsibility for use of this material by any person or organization not associated with VCH. A printed copy of this document may not reflect the current, electronic version on the VCH Intranet.

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.

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

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

## 6.2 Discussion of Conflicts

6.2.1 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 VCH.

6.2.2 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 VCH’s best interests. Directors must also ensure they do not:

6.2.2.1 Use their position with VCH 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;

6.2.2.2 Hold a position that allows them to unduly benefit another organization by influencing the purchases, sales, or other decisions of VCH unless the Director has fully disclosed their position in writing to the Board and the Board approves. A Director is in a position to unduly benefit an organization where the Director holds a significant financial interest in an organization in a relationship with VCH (either directly or through an associated person), or holds or accepts a position as an officer or director in an organization in a relationship with VCH;

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

6.2.2.4 Take personal advantage of an opportunity available to VCH unless the Board has clearly and irrevocably decided against pursuing the opportunity and the Board has consented to the Director pursuing such opportunity.

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

## 6.3 Disclosure of Conflicts

6.3.1 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.

- 6.3.2 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.
- 6.3.3 Directors will, 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 designated alternate. 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.
- 6.3.4 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 and request that the conflict be declared. If the other Director refuses to declare the conflict, the Director must immediately bring their concern to the attention of the Board Chair. If there is an unresolved disagreement involving the Board Chair, the issue will be referred to the designated alternate.

#### 6.4 Post Disclosure

- 6.4.1 If a potential conflict of interest is deemed to be a conflict of interest by the Board Chair (or designated alternate), the Director:
  - 6.4.1.1 Will 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);
  - 6.4.1.2 May remain in the room if the meeting is open to the public, but will not take part in that portion of the meeting during which the matter giving rise to the conflict of interest is under discussion, and will leave the room prior to any vote on the matter giving rise to the conflict of interest; and
  - 6.4.1.3 Will, 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.
- 6.4.2 A Director will immediately, unless otherwise directed by the Board Chair, take steps to resolve the conflict.
- 6.4.3 If a Director disagrees that a conflict of interest exists, the Director will leave the meeting where the matter of potential conflict is being discussed and the Board Chair (or designated alternate) will put the question to the Board for discussion and vote. A majority ruling by the Board will determine the issue and the Board's decision will be final.

## 7. Outside Employment or Association

---

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

## 8. Confidential Information

---

- 8.1 Confidential information means any proprietary, technical, business, financial, legal, or other information which VCH treats as confidential.
- 8.2 Directors may not disclose confidential information to any person outside of VCH unless such disclosure is authorized.
- 8.4 Without limiting the foregoing, Directors may not disclose or use confidential information gained by virtue of their association with VCH for personal gain, or to benefit friends, relatives, or associates.
- 8.5 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.
- 8.6 Directors' obligations of confidentiality continue after they cease to serve as a Director of VCH, for so long as the information remains confidential.

**Related Policy:** [Information Privacy & Confidentiality Policy](#)

## 9. Entertainment, Gifts, and Favours

---

### 9.1 Definitions

**"Gifts"** mean anything given that has monetary value and includes (but is not limited to) objects, meals, sponsored travel, entertainment, favours, discounts, gifts in kind, and bequests.

- 9.2 Gifts and entertainment may only be accepted or offered by a Director if the gift is worth \$100 or less and is accepted or offered in the normal exchange of hospitality or customary gesture of courtesy between persons doing business together and where such exchange does not create any sense of obligation. Directors may accept gifts above \$100 for ceremonial purposes when rejecting the gift would be culturally inappropriate. These gifts must be accepted on behalf of VCH, and provided to the Board Liaison for record keeping.

- 9.3 Under no circumstances may Directors receive cash or cash-like gifts such as preferred loans, securities, or secret commissions. Any Director experiencing or witnessing such transactions must report the incident to the Board Chair immediately.

This material has been prepared solely for use at Vancouver Coastal Health Authority (VCH). VCH accepts no responsibility for use of this material by any person or organization not associated with VCH. A printed copy of this document may not reflect the current, electronic version on the VCH Intranet.

- 9.4 Inappropriate gifts (e.g., alcohol, cigarettes etc.) received by Directors will be returned to the donor.
- 9.5 Directors and associated persons must 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 VCH. Directors will direct any firm offering such inducement to cease doing so and will inform the Board Chair who will in turn inform the appropriate member of the senior executive team to assess if any action should be taken with respect to that person or organization's ongoing business relationship with VCH.
- 9.6 Similarly, no Director may offer or solicit entertainment, gifts, or favours in order to secure preferential treatment for themselves, associated persons, or VCH.
- 9.7 Directors must not accept any discounts for personal purchases from VCH suppliers unless those discounts are available to the public.

## 10. Use of VCH Property

---

- 10.1 A Director requires Board approval to use any property owned by VCH for personal purposes.
- 10.2 Directors must not purchase property from VCH even if the purchase is made through the usual channels also available to the public.
- 10.3 Directors have an obligation to ensure the proper use of VCH assets and resources, for the purpose of exercising their role as Director and not for their own personal benefit or purposes. Directors will ensure all VCH property that may be assigned to them is maintained in good condition and will be able to account for such property.

## 11. Compliance, Reporting, and Complaint Resolution Procedures

---

- 11.1 Each Director is obligated to comply with the terms of this Code of Conduct. Directors will review and sign this Code of Conduct annually. The willingness and ability to sign this Code of Conduct is a requirement for all Directors.
- 11.2 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.
- 11.3 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 VCH's [Whistleblower Policy](#) and [Respectful Workplace and Human Rights Policy](#). Complaints made under the [Public Interest Disclosure Act Policy](#) about Directors will be handled per the process set out in that policy.
- 11.4 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

This material has been prepared solely for use at Vancouver Coastal Health Authority (VCH). VCH accepts no responsibility for use of this material by any person or organization not associated with VCH. A printed copy of this document may not reflect the current, electronic version on the VCH Intranet.

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 involving a Director) or referred to the Minister of Health (in the event of a complaint involving the Board Chair).

11.5 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 11.4.

11.6 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.

11.7 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.

11.8 The Minister of Health will report to VCH the outcome of any processes they undertake in accordance with Clause 11.5 and 11.6 in sufficient detail, which will include, at a minimum, whether the complaint was substantiated, and any action taken, subject to privacy obligations, such that VCH can meet its legal obligations to ensure a safe workplace.

11.9 Complainants, respondents, and witnesses will 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 will be treated as a breach of this Code of Conduct. Retaliatory conduct of any kind will not be tolerated.

## 12. Breaches

---

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

## 13. Where to Seek Clarification

---

13.1 The Board Chair or designated alternate 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.

13.2 To the extent that any provisions in this Code of Conduct conflict with those of any other VCH or Board policy, the provisions in this Code of Conduct will prevail.

This material has been prepared solely for use at Vancouver Coastal Health Authority (VCH). VCH accepts no responsibility for use of this material by any person or organization not associated with VCH. A printed copy of this document may not reflect the current, electronic version on the VCH Intranet.

---

I ACKNOWLEDGE that I have read and considered the Code of Conduct and Conflict of Interest Policy for Board Members of the Vancouver Coastal Health Authority and agree to conduct myself in accordance with the Code of Conduct and Conflict of Interest Policy for Board Members.

---

Signature

---

Print Name

---

Date

This material has been prepared solely for use at Vancouver Coastal Health Authority (VCH). VCH accepts no responsibility for use of this material by any person or organization not associated with VCH. A printed copy of this document may not reflect the current, electronic version on the VCH Intranet.

## 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;
- having 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:

- Influencing VCH to lease equipment from a business owned or controlled by the Director or associated persons;
- Influencing VCH to allocate funds to an institution where the Director or associated person works;
- Participating in a decision which results directly or indirectly in VCH hiring or promoting an associated person; and
- 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 VCH. 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 VCH.

## 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.

1. 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.
2. The investigator will review all relevant documents and conduct interviews with the complainant, the respondent, and all necessary witnesses.
3. 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.
4. 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.
5. 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 VCH's VP, People or designate.

Approved by: VCH Board

Policy Created:

- 2002 08 21

Revision Dates:

- 2014 02 12
- 2024 06 27

Approved:

- 2020 02 13
- 2023 09 28
- 2024 07 04

This material has been prepared solely for use at Vancouver Coastal Health Authority (VCH). VCH accepts no responsibility for use of this material by any person or organization not associated with VCH. A printed copy of this document may not reflect the current, electronic version on the VCH Intranet.