CODE OF CONDUCT

PURPOSE:

This Code is intended to document the principles of conduct and ethics to be followed by the Staff, and the Directors of BCHS and community members of the Board committees.

The Code establishes the standards that govern the way we deal with each other, our stakeholders, patients, suppliers, other health services providers and communities. Where necessary, reference is made to formal corporate policies in specific areas. In addition, certain businesses or roles in BCHS have supplementary codes of conduct and policies, compliance manuals, operational procedures, regulatory rules, etc. that apply to their Staff or Directors that must also be complied with. In addition, some Corporate Members owe professional responsibilities to professional associations, self-regulatory organizations or regulators. Within this framework, Staff and Directors are expected to exercise good judgment and be accountable for their actions.

POLICY STATEMENT:

As a responsible public hospital and corporate citizen, Brant Community Healthcare System ("BCHS") is committed to conducting its affairs to the highest standards of ethics, integrity, honesty, fairness and professionalism – in every respect, without exception, and at all times. This Code of Conduct applies to every employee, staff member and Director of BCHS. Every employee, physicians and allied health professionals who, as independent contractors, provide health services to BCHS, patients, volunteers and agents ("Staff") and Director is expected and required to assess every decision and every action on behalf of the organization in light of whether it is right, legal and fair. Ethical lapses at any level in the organization can quickly destroy the community's trust and confidence in our organization. This applies at all levels of the organization, from major decisions made by the Board to day-to-day management decisions. The following Code is intended to help you meet these expectations and make such assessments. It supports BCHS's governance framework which brings together all the elements that will allow BCHS to achieve its vision and strategic goals.

INCLUSION CRITERIA

For Staff compliance with this Code is part of your contract with BCHS. All Staff and

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Directors are required to review and attest to compliance with this Code on an annual basis.

In any situation where the appropriate conduct is unclear or ambiguous, Staff must seek the advice and direction of their manager or Chief Human Resources Officer. Furthermore Staff Directors are obliged to report, in a timely fashion, any violations of this code they may witness or reasonably suspect.

DEFINITION(S):

N/A

PROCEDURE:

GENERAL PRINCIPLES

1. Promote honest and ethical conduct including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
2. Promote disclosure in order to avoid conflicts of interest, including disclosure to an appropriate person of any material transaction or relationship that reasonably could be expected to give rise to such a conflict;
3. Promote compliance with applicable governmental laws, rules and regulations;
4. Promote the prompt internal reporting to an appropriate person of violations of this code;
5. Promote accountability for adherence to this code;
6. Provide guidance to individuals to help them recognize and deal with ethical issues;
7. Provide mechanisms to report unethical conduct;
8. Promote a positive public reputation for BCHS; and
9. Help foster BCH's culture of trust, respect and integrity.

BCHS will expect all individuals to comply and act in accordance, at all times, with the principles stated above and the more detailed provisions provided hereinafter. One or more violations of this Code by an individual may be grounds for disciplinary action up to and including immediate termination of privileges, employment or office. Compliance with this Code will be included in annual performance reviews.

Individuals who are members of a profession and/or discipline which is governed by standards and codes specific to their profession will be expected to adhere to those professional codes and standards in addition to BCHS's policies, codes and By-law. In the event that there is a conflict between BCHS's policies, codes and By-law and the requirements imposed by a professional code or standard, the professional code or standard shall prevail.

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A copy of this code will be provided to each individual at the start of their relationship with BCHS and at the time that this Code is revised or replaced. Each individual will be required to sign documentation acknowledging their agreement to abide by this Code. In order to ensure the effectiveness of this Code, regular training and ongoing education concerning the content and principles contained in this Code will be provided to all individuals. A copy of this Code is accessible on BCHS's website.

WORKPLACE

1. Preamble
   Intimidating and disruptive behaviours that can foster clinical errors, contribute to poor patient satisfaction and to preventable adverse outcomes, increase the cost of care , and cause qualified clinicians, administrators and managers to seek new positions in more professional environments.

2. A Non-Discriminatory Environment
   BCHS fosters a work environment in which all individuals are treated with respect, fairness and dignity. BCHS is an equal opportunity employer and does not discriminate against Individuals or potential Individuals on the basis of race, colour, religion, sex, national origin, age, sexual orientation or disability or any other category protected by Canadian federal and provincial laws and regulations and in addition, in accordance with the laws or regulations applicable in the jurisdiction where such Individuals are located. BCHS will make reasonable accommodations for its Staff in compliance with applicable laws and regulations. BCHS is committed to actions and policies to assure fair employment, including equal treatment in hiring, promotion, training, compensation, termination and corrective action and will not tolerate or condone discrimination by its Individuals.

3. Human Rights, Diversity, Inclusion and Violence in the Workplace
   BCHS is committed to conducting all its affairs with fairness and equity and fostering a unique and inclusive culture by providing a safe and respectful work environment that is free from harassment, discrimination and violence.
   In support of this commitment:
   a) BCHS will not condone, tolerate or ignore any harassment or discrimination on any ground protected by human or civil rights law.
   b) BCHS will not condone, tolerate or ignore violence or threats of violence.
   c) Every employee and potential employee, as well as every customer, supplier or other person in a business relationship with BCHS must be treated with dignity and respect.
   d) Every employee is responsible for treating others with dignity and respect.

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e) Any employee must report any inappropriate behaviour of which they are aware or suspect.
f) BCHS will train managers so they can maintain a harassment, discrimination and violence-free workplace, and promptly address concerns raised with or observed by them.

Any employee who violates the Harassment, Discrimination and Violence in the Workplace Policy applicable to his or her business segment or jurisdiction will be subject to discipline.

4. Alcohol or Substance Abuse
BCHS is committed to maintaining a safe and healthy work environment free of alcohol and substance abuse. All individuals are expected to perform their responsibilities in a professional manner and be free from the effects of drugs and/or alcohol.

5. Employment of family members
Unless otherwise approved by your Manager, your relative may not be hired, promoted or transferred where one of you would:
a) Be working directly for or supervising the other;
b) Have indirect control or authority over the other; or
c) Be reporting to the same supervisor/manager as the other.
Neither of you can be involved in any way in the performance or salary review of the other.

If you are involved in the recruitment if a relative you must disclose the relationship to the hiring manager as soon as you become aware of the application.

The same restrictions and requirements outlined above also apply with respect to any person with whom you are involved in a romantic relationship.

6. Domestic Violence
BCHS is committed to providing guidance to individuals in addressing issues related to domestic violence.

ENVIRONMENT, HEALTH & SAFETY

1. Environment
BCHS is committed to sound environmental management. It is the intent of BCHS to conduct itself in a partnership with the environment and community at large as responsible and caring corporate citizens. BCHS is committed to managing all phases of its affairs in a manner that minimizes any adverse effects of its operations on the environment, while balancing its obligations under the HSAA.

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2. Health & Safety
   BCHS is committed to providing a healthy and safe workplace in compliance with applicable laws, rules and regulations. Staff must be aware of the safety issues and policies that affect their job, other staff and the community in general. Managers, upon learning of any circumstance affecting the health and safety of the workplace or the community, must act immediately to address the situation. Staff must immediately advice their managers of any workplace injury or any circumstance presenting a dangerous situation to them, other co-workers or the community in general, so that timely corrective action can be taken.

THIRD PARTY RELATIONSHIPS

1. Conflict Of Interest
   a) Conflict of interest occurs when a person's private affairs or financial interest are in an actual or perceived conflict with their duties to BCHS. Each individual owes a duty to BCHS to advance its legitimate interests when the opportunity to do so arises and to refrain from activities which could hinder their ability to act in BCHS's best interest, have the potential to do so or could be perceived as doing so.
   b) Individuals must avoid all situations in which their personal interests conflict or might conflict with their duties to BCHS. Each individual owes a duty to BCHS to advance its legitimate interests when the opportunity to do so arises and to refrain from activities which could hinder their ability to act in BCHS's best interest.
   c) Individuals shall not use their status or position with BCHS or misuse information of BCHS for personal gain.
   d) Staff are required to disclose in writing to their immediate supervisor all clinical, research, business, commercial or financial interests or activities that might reasonably be regarded as creating an actual or potential conflict with their duties. Directors are subject to the Conflict of Interest provisions contained in BCHS's By-law.

2. Gifts and Entertainment
   a) Individuals or their immediate families shall not use their position with BCHS to solicit any cash, gifts or free services from any patient, client supplier or contractor of BCHS for their or their immediate families or friend's personal benefit.
   b) You may accept gifts and entertainment if they benefit the organization and are within normal industry standards for business relationships hospitality.
   c) You are encouraged to consider the motive behind gifts and entertainment to ensure the proposed activity is justified by ongoing business activity or is otherwise within the spirit of business courtesy and relationship management. You must be comfortable that the gift or entertainment would not create a sense of obligation, appear to improperly influence a

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business decision or be perceived by third parties as being extravagant or excessive. Any concerns about gifts or entertainment should be discussed with your manager in advance of acceptance.

d) The following are guidelines regarding whether such gifts and entertainment are reasonable;
   (i) Nominal gifts and entertainment, such as logo items, pens, calendars, caps, shirts and mugs are acceptable.
   (ii) Individual gifts with an estimated value in excess of $100 must be reported
   (iii) Multiple gifts from the same supplier or vendor over a short period of time must not be accepted.
   (iv) Reasonable invitations to business-related meetings, conventions, conferences or product training seminars may be accepted.
   (v) Invitations to social, cultural or sporting events may be accepted if the cost is reasonable and attendance serves a customary purpose such as networking (e.g. meals, holiday parties and tickets).
   (vi) Invitations to golfing, fishing, sports or similar cultural or entertainment events that are usual and customary for the position within BCHS and the industry and promote good working relationships with customers and suppliers may be accepted provided, in the case of staff, they are approved in advance by the person's manager.

   If you have any doubt about whether the gift is within normal industry standards for business relationships and hospitality or may otherwise be accepted, offered or given, you should seek guidance from your supervisor.

3. Supplier and Contractor Relationships and Gifts
   a) BCHS shall comply with the Broader Public Sector Accountability Act (Ontario), its guidelines and directives.
   b) Gifts or entertainment should not be offered or given to existing or potential suppliers or contractors or others with whom BCHS is seeking a business relationship (hereinafter collectively referred to as a "Supplier") if such gifts or entertainment would not be considered to be within normal industry standards for business relationships and hospitality. The following are guidelines regarding gifts and entertainment which may be provided to the Supplier:
      (i) Nominal gifts and entertainment, such as logo items, pens, calendars, caps, shirts and mugs.
      (ii) Reasonable invitations to business-related meetings, conversations, conferences or product training seminars.

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(iii) Invitations to social, cultural or sporting events may be extended if the cost is reasonable and attendance serves a customary business purpose such as networking (e.g. meals, holiday parties and tickets).

(iv) Invitations to golfing, fishing, sports events or similar trips that are usual and customary for the position within BCHS and the industry and promote good working relationships with customers and suppliers.

c) Staff must inform their managers, and Officers and Directors must inform the Chair of the Resources Committee of any relationships that appear to create a Conflict of Interest.

4. Reasonable Expenses

Individuals must comply with BCHS's expense policy. Only reasonable expenses may be incurred.

5. Public Relations

a) BCHS's Chair and Chief Executive Officer are responsible for all public relations. Including all contact with the media. Unless specifically authorized to represent BCHS to the media, an individual may not respond to inquiries or requests for information. This includes newspapers, magazines, trade publications, radio and television as well as any other external sources requesting information about BCHS. If the media contacts an individual about any topic, the contacted person should immediately refer the call to one of the above individuals.

b) Individuals must be careful not to disclose confidential, personal or business information through public or casual discussions to the media or others.

6. Government Relations

(a) Individuals May participate in the political process as private citizens. It is important to separate personal political activity and BCHS's political activities. If any, in order to comply with the appropriate rules and regulations relating to lobbying or attempting to influence government officials. BCHS's political activities, if any, shall be subject to the overall direction of the Board and limited so as not to compromise any of the charitable registrations.

(b) BCHS will not reimburse staff for money or personal time contributed to political campaigns. In addition, Staff may not work on behalf of a candidate's campaign while at work or at any time use BCHS's facilities for that purpose unless approved by the Chair of the Resources Committee.

(c) No individual may offer improper payments when acting on behalf of BCHS.

(d) In addition, BCHS and all individuals are strictly prohibited from attempting to influence any person's testimony in any manner whatsoever in courts of justice or any administrative tribunals or other government bodies.

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7. Confidentiality
   (a) All staff, students and volunteers of BCHS and Directors and Officers are subject to the confidentiality provisions contained in BCHS's by-law.
   (b) Every Director, Officer, Professional staff member, employee of BCHS and every member of a Committee appointed or authorized by the Board shall respect the confidentiality of matters brought before the Board or any Committee or coming to his or her attention in the course of his or her duties, keeping in mind that unauthorized statements may adversely affect the interests of BCHS.
   (c) No statements respecting such matters shall be made to the public or the press by any such Director, Officer, Professional staff member, employee of BCHS, or member of a Committee except as authorized by the Board. The Board by formal resolution, may authorize one or more Directors, any Officer(s) or employee(s) of BCHS to make such statements or publish information or particulars respecting any such matters.
   (d) Persons, other than persons referred to in paragraph (ii) above, permitted to attend any meeting of the Board or any meeting of a committee established or authorized by the Board or by BCHS's By-Laws shall be advised that they are required to respect the confidentiality of all matters coming to their attention during any such meeting and shall undertake accordingly.

8. Directorship
   An Employee shall not act as Director or officer of any other corporate entity or organization, public or private, without the prior written approval of the Chief Executive Officer or, in the case of the Chief Executive Officer, the Board Chair. Directorships or Officerships with such entities will not be authorized if they are considered to be contrary to the interest of BCHS. The Chief Executive Officer may provide authorization of Directorships/Officerships that are necessary for business purposed or for Directorships/Officerships with charitable organizations or other entities that will further BCHS's profile in the community or BCHS's interests.

LEGAL COMPLIANCE

All individuals are expected to comply in good faith at all times with all applicable laws, rules and regulations and behave in an ethical manner.

COOPERATING WITH INVESTIGATIONS

All corporate members are required to cooperate with internally and externally led investigations audits or reviews which may, from time to time, occur. This includes attending all necessary meetings and accurately and fully answering all questions and maintaining the confidentiality of the investigation. Further, you may not in any way obstruct, hinder or delay any investigation.

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PERSONAL INTEGRITY

Criminal Record

In order to ensure the health and safety of all patients and staff. All individuals must inform their manager or Human Resources if they are charged or convicted of a criminal offence. Depending upon the nature of the charge or conviction, such persons may be subject to employment action.

PERSONAL RELATIONSHIPS

Directors must not give to or receive from any friend, relative or someone with whom you are involved in a close personal relationship, any special consideration relating to employment or conditions of employment. Your business decisions must be based on sound ethical business practices, and your human resources decisions must be based on sound management practices and not be influenced by personal concerns.

INFORMATION AND RECORDS

1. Confidential and Proprietary Information and Trade Secrets
   (a) Individuals may be exposed to certain information that is considered confidential by BCHS, or may be involved in the design or development of new procedures related to the business of BCHS. All such information and procedures, whether or not the subject of copyright or patent, are the sole property of BCHS. Individuals shall not disclose confidential information to a persons outside BCHS, including family members, and should share it only with other individuals who have a "need to know" without the prior written authorization of the Director of Human Resources.
   (b) All individuals are responsible and accountable for safeguarding BCHS's documents and information to which they have direct or indirect access as a result of their employment, officership or Directorship with BCHS.

2. Privacy Rights of Victims and Staff of BCHS
   BCHS is committed to maintaining the privacy rights of its patients and all individuals. BCHS requires all individuals to maintain the confidentiality and correctness of all personal information in a manner consistent with the freedom of Information and Protection of Privacy Act (Ontario) ("FIPPA") and, with respect to personal health information, the Personal Health Information Protection Act (Ontario, "PHIPA"). For further information concerning issues of privacy, confidentiality of personal information or FIPPA/PHIPA, please contact BCH's Privacy Officer or refer to BCHS's privacy policy available online and in the office of the Privacy Officer.

3. Financial Reporting and Records
   BCHS maintains a high standard of accuracy and completeness in its financial records. These records serve as a basis for managing our business and are crucial for meeting obligations to

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Staff, customers, donors and others, as well as for compliance with regulatory, tax, financial reporting and other legal requirements. Any Individual who makes entries into business records or who issues regulatory or financial reports, has a responsibility to fairly present all information in a truthful, accurate and timely manner. No Individual shall exert any influence over, coerce, mislead or in any way manipulate or attempt to manipulate the independent auditors of BCHS.

4. Record Retention
   BCHS maintains all records in accordance with laws and regulations regarding retention of business records. The term "business records" covers a broad range of files, reports, business plans, receipts, policies and communications, including hard copy, electronic, audio recording, microfiche and microfilm files whether maintained at work or at home. BCHS prohibits the unauthorized destruction of or tampering with any records, whether written or in electronic form, where BCHS is required by law or government regulation to maintain such records or where it has reason to know of a threatened or pending government investigation or litigation relating to such records.

REPORTING TO LOCAL HEALTH INTEGRATION NETWORK AND MINISTRY OF HEALTH AND LONG-TERM CARE

BCHS maintains a high standard of accuracy and completeness in its reporting obligations to the Local Health Integration Network and the Ministry of Health and Long-Term Care, including without limitation, its reporting obligations under its HSAA and to the Canadian Institute for Health Information.

CORPORATION'S ASSETS

1. Use of BCHS Property
   The use of BCHS property for individual profit or any unlawful unauthorized personal or unethical purpose is prohibited. BCHS's information, technology, intellectual property, buildings, land, equipment, machines, software and cash must be used only for business purposes.

2. Destruction of Property and Theft
   No individual shall intentionally damage or destroy the property of BCHS or others or commit theft.

3. Intellectual property

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Individuals may not reproduce, distribute or alter copyrighted materials without permission of the copyright owner or its authorized agents. Software used in connection with BCHS's business must be properly licensed and used only in accordance with that license.

BCHS shall develop a policy which governs the funding and ownership of intellectual property developed by the Staff.

4. Information Technology
   (a) BCHS's information technology systems, including computers, email, intranet and internet access, telephones and voicemail are the property of BCHS and are to be used primarily for business purposes. BCHS information technology systems may be used for minor or incidental personal messages provided that such use is kept at a minimum and is in compliance with Board polices.

   (b) Individuals may not use BCHS's information technology systems to:
      (i) Allow others to gain access to BCHS's information technology systems through the use of their password or other security codes;
      (ii) Send harassing, threatening or obscene messages;
      (iii) Send chain letters;
      (iv) Access the internet for inappropriate use;
      (v) Send Copyrighted documents that are not authorized for reproduction;
      (vi) Make personal or corporation solicitations unless authorized by a senior officer; or
      (vii) Conduct personal commercial business

BCHS may monitor the use of its information technology systems including conducting random audits to ensure compliance with this code or any other applicable policies.

USING THIS CODE: WAIVERS AND REPORTING VIOLATIONS

It is the responsibility of all individuals to understand and comply with this Code. To ensure compliance, ongoing training and education concerning this Code will be provided on a regular basis. Additionally, all individuals have access to BCHS's Whistleblower Hotline, where information relating to all matters discussed in this Code maybe obtained anonymously and on a confidential basis.

The Board is ultimately responsible, acting through the Resources Committee, for this Code and monitoring compliance with this Code. Any waivers of the provisions of this Code may be granted only by the Board, if such waiver is for the benefit of a Director or senior Officer of BCHS. Waiver

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for all Staff shall be granted exclusively by the Chief Executive Officer or Director of Human Resources as may be designated by the Resources Committee.

Directors or Officers who become aware of any violation to this Code shall promptly report them to the Chair of the Resources Committee openly or confidentially (in the manner described above).

Any person reporting in good faith under this policy shall not suffer harassment or retaliation.

DISCLOSURE AND REPORTING POLICY: NON-RETALIATION POLICY AND PROTECTION

1. Wrongdoing
   Any violation of this Code is considered a "wrongdoing".

2. Prohibition Against Discrimination
   BCHS prohibits discrimination, harassment and/or retaliation against any individual who reports in good faith, conduct which they reasonably believe to be a Wrongdoing (a "Protected Disclosure").

3. Protection
   (a) Each individual has an obligation to disclose any good faith concern in respect of a Wrongdoing.
   (b) BCHS is committed to protecting individuals from interference with making a Protected Disclosure or retaliation for having made a Protected Disclosure.
   (c) BCHS will not discharge, demote, suspend, threaten, harass or otherwise discriminate or retaliate against them in the terms or conditions of employment, officership or directorship because the individual made a Protected Disclosure.
   (d) BCHS shall develop a Disclosure and Reporting Policy to govern such Protected Disclosures.

4. Cooperation
   All individuals are required to cooperate with the Resources Committee and senior administration as they, from time to time, audit or investigate issues under this Code or otherwise within BCHS. This includes attending all necessary meetings, accurately and fully answering all questions and maintaining the confidentiality with respect to the investigation. Individuals may not in any way obstruct, hinder or delay any internal audit or investigation.

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ACCOUNTABILITY AND CONSEQUENCES

Individuals who violate this Code and related policies may be subject to progressive disciplinary action up to and including termination of employment, privileges, or office.

FAILURE TO COMPLY

All corporate members are responsible to be aware of and understand the provisions of this Code as well as other applicable corporate policies, including those specifically identified in this Code. Failure of a Corporate Member to comply with this Code and those policies may result in disciplinary action up to and including termination of employment, privileges or office and may also impact upon performance rating and incentive pay. Directors are also required to comply with this Code. Failure of a Director to comply with this Code will be dealt with an accordance with the policies and procedures of the Board of BCHS.

GENERAL

The Governance & Nominating Committee shall review and assess the adequacy of this Code at least annually and submit any proposed amendments to this Code to the Resources Committee, the Board and Members for approval.

ANNUAL ATTESTATION

All Corporate Members are required as a condition of their ongoing contract of employment, privileges or office, as the case may be, with BCHS shall be required to complete on attestation on an annual basis that they have compiled with the obligations set out in section 16 above.

DOCUMENTATION AND /OR COMMUNICATION

N/A

EDUCATIONAL REQUIREMENTS

N/A

REQUIRED SAFETY PRACTICES

N/A

QUALITY MONITORING PROCESS

N/A

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APPENDICES

N/A

RELATED PRACTICES AND/OR LEGISLATION:

N/A

REFERENCES:

N/A

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