

CHLNet Board Code of Conduct

Owner: President & CEO

Approved by Board of Directors

Purpose

To ensure a Board of Directors culture that fosters integrity, respect, well-being, physical and emotional safety; personal and professional growth; and equitable spaces.

To set and maintain a standard for acceptable behaviour for all of the Canadian Health Leadership Network's (CHLNet) Board members, and to protect CHLNet against reputational and legal risks.

Policy

CHLNet expects Board members to live its corporate values as they conduct themselves in their work including:

- Trust & reciprocity in all our interactions
- Inclusivity and broad systems level partner engagement
- Share and convene based on a common leadership language and continuous learning

CHLNet expects board members to always be courteous and respectful to each other and to other persons and organizations including to its staff, partners, sponsors, and the community within which it fulfills its mandate.

CHLNet's Board of Directors pledge to maintain respectful relationships with each other and with the organization's staff and stakeholders, as well as the collective relationships and responsibilities of the Board through the following guidelines:

Governance:

- As Directors of the Board, we have a duty of care and fiduciary responsibilities to the organization. We undertake to make ourselves aware of these legal responsibilities and stay current on legislative changes and governance best practices.
- As Board members, we commit to being knowledgeable about and comply with all governance policies, rules, and regulations.
- Our past experiences are part of the value that we bring as Board members, but our commitment is to have the organization's best interests at heart during governance deliberations.

- We aim for a healthy, collaborative Board culture that is respectful and encourages everyone to ask questions and contribute to the dialogue.
- We value deep democracy in the Board’s deliberations. We commit to sharing our views openly and honestly during Board meetings. We recognize that those who dissent or may be silent have important information for the Board to consider. We commit to fostering a safe and collegial environment that encourages spirited, reasoned debate during Board deliberations. We also commit to respecting and advocating for collective Board decisions once reached.
- We will be transparent about and proactive with respect to any actual or potential conflicts of interest that may arise. We will comply with CHLNet’s conflict of interest policy for board members.

Attendance:

- Active, informed participation matters. We commit to being well prepared for and to attending all possible Board meetings.
- Where we are not able to attend, we will notify the Chair in advance and provide any input on items on the agenda in advance of the meeting.

Relationships with Management, Staff, and Stakeholders:

- We are a strategic, not an operational Board that believes that it is in the best interests of the organization to keep our noses in but fingers out with respect to the organization’s daily business. Our perspective is longer-term and strategic, not short-term, and operational.
- We recognize the importance of respecting and supporting our staff, partners, and stakeholders and doing all we can to nurture these relationships. We will endeavor to represent the broader interests of stakeholders in our conversations.
- We shall safeguard confidential information about CHLNet, its staff and its partners, and ensure it is not used or disclosed without authority.

Commitments:

- We recognize that as Directors, we are ambassadors of the organization and will behave ethically, professionally, and in compliance with any applicable laws or corporate policies, including this code of conduct. We shall demonstrate the highest standards of behaviour, professional conduct, mutual respect for others, and honour diversity in the workplace including but not limited to race, ethnicity, sex, gender identity/expression, sexual orientation, age, physical abilities, religious or political beliefs.
- We will formally and informally assess our performance vis a vis these aspirations. If we begin to fall short, it is each Director’s responsibility to bring this situation to the attention of the Board and fellow Directors.
- Directors whose behaviour does not live up to the standards set in this agreement will receive coaching from the Board Chair and fellow Directors.

Procedures For Addressing Absenteeism

1. Directors are expected to attend meetings of the Board and meetings of any standing committees to which they have been appointed. A director who is unable to attend a full meeting is welcome to attend a portion of said meeting.
2. A director who has missed a meeting of the Board or of a board committee is expected to follow up with the relevant Chair or Vice-Chair to be briefed on the meeting's proceedings.
3. The President & CEO shall inform the Board Chair when any of the following situations has occurred:
 - a. a director has missed two consecutive regularly-scheduled board meetings; or
 - b. a director's board meeting attendance rate is under the 70% mark and the number of regularly-scheduled board meetings held since their appointment is greater than four; or
 - c. a director has missed two consecutive regularly scheduled meetings of any standing committees of which they are a member.
4. The Board Chair shall contact a director who has been identified under Section 3 above in order to determine the reason for their absenteeism and discuss how CHLNet might support the member's full participation. The Board Chair shall advise the President & CEO when this conversation has taken place, and this confirmation shall be recorded.
5. In the case where any of the occurrence outlined in Section 3 above originates with the Board Chair, the actions assigned to the Board Chair for the purposes of this policy shall be performed by the Board Vice-chair.
6. Should a board member continue to be unable to fulfil their commitments to attend Board, the Board Chair may explore further options in accordance with CHLNet's By-Law 1.

CHLNet, Effective Date January 1st, 2024

Last reviewed: December 20, 2023

Next Review: Fall 2025