



Manual:	Governance	SPP No.	<b>GV 1.10</b>
Section:	Governance	Issued:	May 15, 2020
Subject:	<b>ETHICAL CONDUCT and WHISTLE-BLOWER POLICY</b>	Effective:	May 15, 2020
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## 1 POLICY

Directors, Officers and staff members are expected to act with honesty and integrity. Ensuring that actions taken by or on behalf of the Institute, meet currently relevant ethical standards.

## 2 RESPONSIBILITY

2.1 Directors, Officers and staff members must ensure that the Institute complies with legal and regulatory provisions pertaining to any jurisdiction within which it operates.

2.2 Directors, Officers and staff members operating in foreign jurisdictions must behave in compliance with Canadian legal or ethical standards in that jurisdiction, regardless of local practice.

2.3 The Institute contributes to the communities in which it operates as a good corporate citizen and participates in the good works of the community in a non-partisan way.

If a responsible party believes that some other individual or group of individuals is acting in an illegal or unethical manner, it is expected that the responsible party reports such action. The Institute is committed to treating such allegations confidentially and seriously. Refer to paragraph 7.3.

2.4 All allegations that an individual or group of individuals is acting in an illegal or unethical manner are investigated confidentially and dealt with expeditiously.

2.5 The Institute ensures that individuals reporting illegal or unethical behaviour are protected through confidential treatment of their report and of any subsequent action taken. However, responsible parties are reminded that allegations of illegal or unethical behaviour are extremely serious and not to be made lightly. A responsible party who uses this whistle-blower provision frivolously is subject to disciplinary action.

2.6 A responsible party who is found to behave unethically or illegally is subject to discipline up to and including immediate dismissal for cause.



**STATEMENT of POLICY and PROCEDURE**

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2.7 It is the duty of every responsible party to apply ethical judgement in day-to-day activities and to adhere to the provisions of this policy.

2.8 The Chief Executive Officer must ensure that all responsible parties are aware of this policy.

**3 PURPOSE**

To set out the principles of ethical conduct expected from staff members, Officers, and Directors.

**4 SCOPE**

4.1 The Ethical Conduct policy applies to the Board of Directors, Officers, and staff members of the Institute.

4.2 The principles outlined in this policy apply to all contracts and other working arrangements with consultants, contractors or others providing services to the Institute. Compliance with the principles outlined in this policy are essential for contract compliance.

**5 DEFINITIONS**

5.1 “**Whistle-Blower**” refers to an individual who reports alleged illegal or unethical behaviour on the part of any other individual, including a manager or colleague.

5.2 “**Human Resources**” is the individual, or similar individual, responsible for Human Resources functions of the Institute.

5.3 “**Staff Member**” is any individual engaged in any fashion with the Institute for Institute purposes or representation. Staff member includes all permanent, temporary, contract, and casual employees. It also includes Thunder Bay Regional Health Sciences Centre (“Hospital”) employees under contract to perform services for the Institute. It further includes all Scientists, Clinician Scientists, Clinical Researchers and their staff, when representing the Institute, be they clinicians, Hospital employees, students, or contract workers (all or part thereof). It also includes consultants, contractors, and volunteers for the purposes of this policy.



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5.4 **“Responsible Party”** is any Director, Officer, or staff member working for or with the Institute.

## 6 REFERENCES and RELATED STATEMENTS of POLICY and PROCEDURE

SPP GV 1.01 – Board Structure and Mandate

SPP GV 1.07 – Board Committees

## 7 PROCEDURES

### 7.1 Code of Ethics

- (a) Responsible parties are expected to follow the most current standards of ethical conduct at all times. Responsible parties are expected to behave in a manner consistent with this policy and in a way that reflects well on the Institute;
- (b) Responsible parties protect the good name of the Institute, the privacy of their clients and colleagues, and the value of the Institute’s intellectual and physical property at all times;
- (c) Responsible parties deal with others professionally and honestly. This applies to dealings with any individual or group of individuals or organizations within or outside the Institute;
- (d) Patient and client confidentiality: all information concerning patients and clients and Institute business is confidential and must be treated as privileged information. Patients’ and clients’ affairs, illnesses, or treatments must never be discussed with anyone, including fellow responsible parties, except in the course of duty. Staff members are accountable for ensuring the safety of patients and clients and for recognizing and reporting any safety incidents or potentially unsafe conditions;
- (e) Responsible parties are expected to protect the confidentiality of Institute information. Disclosure of confidential Institute information to any external parties with the exception of the external auditor must be approved in writing by the CEO.

### 7.2 Conflict of Interest

- (a) Responsible parties must avoid conflicts of interest and any actions that have the potential to create the perception of a conflict of interest;



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- (b) Responsible parties are not allowed to pay or receive a bribe, kickback or any other improper payment. Responsible parties cannot accept gifts of more than a token value from any supplier or client of the Institute;
- (c) In cases where a conflict of interest cannot be avoided, it must be declared to the immediate supervisor in writing. Responsible parties are expected to excuse themselves from any decision or action that touches upon the area or subject of the conflict; and
- (d) Responsible parties may not engage in activities or engage in operations either directly or indirectly that compete with the Institute unless upon disclosure of the activity they receive written approval from the CEO to engage in the activity.

**7.3 Whistle-Blower Process**

Responsible parties must observe current relevant ethical standards in the conduct of their duties and responsibilities. All responsible parties must practice honesty and integrity in fulfilling their responsibilities. In that regard, responsible parties must comply with the whistle-blower procedure to address complaints, concerns and suspected violations with respect to one or more of the following:

- (1) Non-compliance with legal and regulatory requirements including theft or fraud;
  - (2) Unethical behaviour or practices;
  - (3) Questionable accounting, internal accounting controls and auditing matters;
  - (4) A retaliatory act against a whistle blower who reports a suspected violation of any of the above.
- (a) If a responsible party believes a colleague is behaving unethically or illegally, the responsible party must speak confidentially with his or her supervisor. Responsible parties are strongly encouraged to discuss with their supervisor or other appropriate personnel, the best ethical course of action in a particular situation;
  - (b) The supervisor meets with the Chief Executive Officer to collectively decide upon an appropriate action. In most cases, this includes:
    - (i) Independent investigation as to the truth of the allegation;
    - (ii) Determination of whether illegal or unethical behaviour has taken place;
    - (iii) Determination of the seriousness of the behaviour and the level of



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awareness of wrong-doing;

- (iv) Determination of the correct course of action, which may include further monitoring, seeking legal advice, a corrective interview, or outright dismissal.
- (c) All actions taken as a result of an allegation take place under conditions of strictest confidence. A responsible party reporting the behaviour is not necessarily informed of the action taken due to the confidential nature of such situations;
- (d) In the case where a responsible party believes it is his or her supervisor who is behaving unethically or illegally, the responsible party may speak in confidence to the supervisor's manager who performs the necessary investigation and takes appropriate action in consultation with the Chief Executive Officer;
- (e) In the case where a responsible party believes that several managers may be involved in unethical or illegal behaviour, the responsible party may speak in confidence to the Chief Executive Officer;
- (f) In the case where a responsible party believes the Chief Executive Officer is behaving unethically or illegally, the responsible party may speak in confidence to the Chief Operating Officer and Chair of the Board of Directors who perform the necessary investigation and take the appropriate action in consultation with the Hospital's Audit Committee;
- (g) Responsible parties should share their complaints, concerns and information about suspected violations with someone who can address them properly. In most cases this is the person's supervisor. However, if the person is not comfortable speaking with his or her supervisor, or is not satisfied with the response, the person is encouraged to speak with the next supervisor in the reporting hierarchy, or alternatively, to Human Resources;
- (h) This policy presumes that responsible parties act in good faith and will not make false or malicious accusations when reporting violations as described above. A person who knowingly or recklessly makes false statements or disclosures is subject to disciplinary action;
- (i) The responsible party who, in good faith, reports a complaint, concern or suspected violation in accordance with this policy is protected from harassment or retaliation. A person who retaliates against someone who has appropriately reported a violation is subject to discipline up to and including immediate dismissal for cause or termination of the person's relationship with the Institute.



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#### 7.4 Handling of Reported Violations

The supervisor, who has been notified of a complaint, concern or suspected violation, notifies the sender in writing and acknowledges receipt of the complaint, concern or suspected violation as soon as possible after receipt. All reports are promptly investigated and appropriate corrective action is taken if warranted as a result of the investigation.

#### 7.5 Reporting of Complaints, Concerns or Suspected Violations

Complaints, concerns and suspected violations may be submitted to the immediate supervisor on a confidential basis. Reports of complaints, concerns or suspected violations are kept confidential to the extent possible consistent with the need to conduct a thorough investigation or as required by law or court proceedings.

The immediate supervisor, who has been notified of the complaint, concern or suspected violation, is responsible for investigating and reporting and following up on all reported complaints, concerns and suspected violations and advises the Chief Executive Officer in writing. The Chief Executive Officer advises and reports, in writing, to the Audit Committee of the Hospital Board of Directors.

The supervisor, who has been notified of the complaint, concern or suspected violation, consults with the Chief Executive Officer on the matter as required.

A matter related to the Chief Executive Officer is reported to and investigated by the Chief Operating Officer who advises and reports to the Chair of the Board of Directors and the Audit Committee.

A matter related to a Board Director is reported to and investigated by the Chair of the Board of Directors and subsequently reported to the Audit Committee.

A matter related to the Chair of the Board of Directors is reported to and investigated by the Vice-Chair of the Board of Directors and the Chair of one of the Board standing committees and subsequently reported to the Audit Committee.



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Detailed records are retained for a period of seven years, including all records relating to a complaint, concern or suspected violation in accordance with this policy.

## 7.6 Legal and Accounting Matters

A complaint, concern or suspected violation relating to the Institute’s accounting, internal controls or auditing or the Institute’s legal or regulatory requirements must be reported to the Chair of the Audit Committee who brings the matter to the Audit Committee on a timely basis. The Audit Committee determines whether management or the Audit Committee should investigate the allegation.

The Audit Committee considers in its determination all relevant factors that are appropriate under the circumstances, including the following:

- Who is the alleged wrongdoer?
- How serious is the alleged wrongdoing?
- How credible is the allegation of wrongdoing?

## 8 ATTACHMENTS

None

I, \_\_\_\_\_, as Director of the Thunder Bay Regional Health Research Institute Board of Directors do hereby acknowledge and understand the Ethical, Conduct and Whistle-Blower Policy as outlined in this document.

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature of Board Director