



# Legal

## Conflict of Interest

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<b>Title:</b>	<b>Ornge Conflict of Interest Policy</b>
<b>Policy #:</b>	<b>ORNGE-OGC-POL-005 R1</b>
<b>Applies to:</b>	<b>Employees within Ornge and all its related entities, as well as Representatives acting on behalf of these entities</b>
<b>Issue Date:</b>	<b>April 21, 2016</b>
<b>Issued By:</b>	<b>General Counsel &amp; Corporate Secretary</b>

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### 1. Introduction

This policy is intended to:

- Promote the highest standards of trust and integrity that will support the mission of Ornge.
- Identify broad principles and standards that promote a high level of ethical conduct.
- Provide guidelines to recognize actual, potential and/or perceived conflict of interest situations so that steps can be taken in good faith to disclose, manage and resolve such situations.
- Provide a mechanism for Ornge to deal with actual, potential or perceived conflicts of interest.

This policy applies to:

- Members of the Board of Directors
- Employees
- Medical Staff
- Contract Staff

Conflict of Interest means:

- Any situation in which an individual by virtue of his or her position has or may be perceived to have (by a reasonable and objective person in the circumstances) a conflict between his or her private or personal interest (or the private or personal interest of any Associate) and his or her duties to Ornge

### 2. Policy Statements

Ornge must meet high ethical standards in order to merit the trust of all those with whom we deal including our patients, our employees and agents, the government and the public. The integrity of Ornge depends on ethical behavior throughout the organization and in particular on fair, well informed decision making. It is recognized that perceived, potential and actual conflicts of interest may arise as individuals perform their duties and carry out related duties.



### 3. Roles and Responsibilities

#### 3.1 Role #1 - Individuals

Public trust and Ornge's policy require that all individuals:

1. Perform their duties and functions impartially, objectively, responsibly, diligently, efficiently, with integrity and in a manner that will bear public scrutiny.
2. Arrange their private interests in a manner that will prevent a conflict of interest from arising.
3. Not solicit or accept, directly or indirectly, for personal benefit or the personal benefit of an Associate or any other person, a fee, gift or benefit from a person or an organization that deals with Ornge where the fee, gift or benefit could influence, or be perceived to influence, the performance of Ornge duties and functions.
4. Disclose the solicitation or acceptance of donations, gifts, or other benefits, from a person or organization that conducts business with Ornge where such solicitation or acceptance could influence, or be perceived to influence, the performance of Ornge duties and functions.
5. Not grant preferential treatment in relation to any Ornge matter to an Associate or to organizations in which the individual or an Associate has an interest, to the detriment of Ornge or those having dealings with Ornge.
6. Not benefit or permit an Associate to benefit from information that is obtained in the course of performing Ornge duties, to the detriment of Ornge or those having dealings with Ornge.
7. Not benefit from the use of Ornge property for anything except in the course of Ornge duties or functions, unless such use has been reviewed and approved by the appropriate level of authority.
8. Maintain confidentiality of all confidential information.

**For examples to assist in understanding the Roles and Responsibilities, please see Appendix I.**

#### 3.2 Role #2 - General Counsel

1. An Individual must declare any conflict of interest as soon as it has been identified. The declaration should be made in writing or orally to the General Counsel.

As the identification of a conflict of interest is sometimes difficult, individuals are encouraged to consult with the General Counsel as to whether there is a conflict of interest. It is the responsibility of the General Counsel to determine whether a conflict of interest exists. If the General Counsel determines that an individual is in a conflict of interest position, the individual must formally declare the conflict of interest in the manner set forth in this policy.

2. Where an individual has made a declaration of a conflict of interest, the General Counsel will:
  - a. document the situation in detail for the individual's file and forward a copy of the written declaration (if one was delivered) and the General Counsel's report to the Human Resource Department for filing; and



- b. resolve the conflict of interest. The resolution should be effected in a manner that is consistent with this policy and any applicable collective agreement, contract of employment and Human Resources Policy.

An individual affected by a resolution of a conflict of interest may request that the method of resolution be reviewed by the Chief Executive Officer.

3. Where it has been determined that an individual has not declared a conflict of interest in the manner set forth in this policy, or has not taken the steps required to be taken to deal with the conflict of interest situation, the individual may suffer the consequences set out below :

Position	Possible Consequences
Board Member	Removal as a Board Member
Employees and Contract Staff	Discipline up to and including termination
Medical Staff	Discipline up to and including loss of privileges and removal from Medical Staff

### 3.3 Role # 3 - Members of the Board and its Committees

- a. In addition to declaring a conflict of interest to the General Counsel, a member shall also declare the conflict to the members of the Board or the committee, as appropriate.
- b. A Board or committee member who has declared a conflict of interest in respect of a matter may not participate in the discussion of the matter and may be instructed to be absent from the meeting at the time that the matter is being discussed and voted on. In either case, the member shall not vote on the matter. A member who has absented himself or herself from the meeting to comply with this policy and who rejoins the meeting following the discussion of the matter shall be included in determining whether a quorum exists at the time that the vote on such matter is taken.

### 3.4 Annual Responsibilities

In addition to complying with the ongoing responsibilities set forth above, individuals must complete and return the applicable Annual Declaration Form [See Appendix II]. If notified, this may be done electronically.

## 4. Glossary of Terms

“Associate” means:

- Immediate family members or close friends of an individual.
- A corporation or other legal entity, of which the individual is a director or officer, or to which the individual owes a fiduciary duty.

“General Counsel” means the General Counsel or his/her designate.



## 5. List of Appendices

- I. Rules
- II. Ornge Conflict of Interest Annual Declaration Form
  - A - Board of Directors, Executives
  - B - Employees/Contract Staff/Medical Staff

*Please forward any comments to:*

**Susan Kennedy**

**General Counsel & Corporate Secretary**

**Ornge**

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## Appendix I – Rules

The rules and examples that follow do not exhaust the possibilities for conflict of interest, but they identify obvious situations covered by the policy.

### **Special Treatment**

Individuals are not allowed to use their positions to give anyone special treatment that would advance their own interests or that of any member of their family, their friends or business associates.

### **External Activities - outside work or business activities**

Individuals may not engage in any outside work or business activities that:

- Conflicts with their duties
- Uses their position or information that they gain through work at Ornge for private or personal gain
- Impedes or negatively influences their ability to carry out their duties to Ornge
- Adversely affects the reputation of Ornge in any way

An external activity is defined as any outside work, employment, occupation or activity that is not part of that person's normal Ornge duties and does not involve them acting for or on behalf of Ornge.

### **Using Ornge Property**

Individuals may not use, or permit the use, of items of Ornge property, facilities, equipment, supplies or other resources for activities not associated with their work.

### **Confidential Information**

Individuals may not disclose confidential or privileged information about Ornge property, business or financial activities, or use confidential information to advance personal or others' interests. Individuals cannot divulge confidential or privileged information about Ornge employees without those employees' written authorization.

### **Financial Interest**

Individuals who have, or could be perceived to have, financial interests in an Ornge contract, sale or other business transaction, or have family members, friends or business associates with such interests, must not represent or advise the organization in such transactions.



## Appendix II A – ANNUAL DECLARATION FORM

### Board of Directors, and Executives<sup>1</sup>

Each board member and Executive shall complete and sign this form and deliver it to the Chair of the Board (c/o the Corporate Secretary) in respect of each fiscal year of Ornge by no later than April 15 in each year. For any questions concerning this form or the Conflict of Interest Policy, please contact the Corporate Secretary.

Reference is made to the Ornge Conflict of Interest Policy (Policy # ORNGE-OGC-POL-005 R1) I

am (check the appropriate box(es))

- a member of The Board of Directors and/or a Committee of the Board
- an Executive

I declare that:

- (a) I have read the Conflict of Interest Policy
- (b) I acknowledge I am bound by the Conflict of Interest Policy
- (c) At the present time, and at all times during the past fiscal year (April 1 to March 31) of Ornge:  
(check appropriate box)

- Neither I nor any Associate (as described in the Conflict of Interest Policy) are, or have been, in a conflict of interest situation nor am I aware of any fact situation which could give rise to a conflict of interest.

or

- I am, or an Associate (as described in the Conflict of Interest Policy) is, or have been, in a conflict of interest situation or a potential or perceived conflict of interest situation and I have notified the General Counsel.

- (d) I understand and acknowledge that my failure to comply with the Conflict of Interest Policy will be considered a breach of my obligations to Ornge and may result in discipline up to, and including, termination.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Name (Print Please)

\_\_\_\_\_  
Date

<sup>1</sup> “Executive” means the CEO of Ornge and individuals employed by Ornge as an executive member of Ornge’s management group who report directly to the CEO, currently, the Chief Operating Officer, the Chief Financial Officer, the Chief Medical Officer, the General Counsel and Corporate Secretary, and the Director, Employee Relations.



## Appendix II B – ANNUAL DECLARATION FORM

### Employees, Contract Staff, Medical Staff

Each employee (other than Executives), contract staff and medical staff shall complete and sign this form and deliver it to Human Resources by no later than April 30 in each year. For any questions concerning this form or the Conflict of Interest Policy, please contact the General Counsel.

Reference is made to the Ornge Conflict of Interest Policy (Policy # ORNGE-OGC-POL-005 R1) I

am \_\_\_\_\_ [State job title]

I declare that:

- (a) I have read the Conflict of Interest Policy
- (b) I acknowledge I am bound by the Conflict of Interest Policy
- (c) At the present time, and at all times during the past fiscal year (April 1 – March 31) of Ornge:  
(check appropriate box)
  - Neither I nor any Associate (as described in the Conflict of Interest Policy) are, or have been, in a conflict of interest situation nor am I aware of any fact situation which could give rise to a conflict of interest.
  - or
  - I am, or an Associate (as defined in the Conflict of Interest Policy) is, or have been, in a conflict of interest situation or a potential or perceived conflict of interest situation and I have notified the General Counsel.
- (d) I understand and acknowledge that my failure to comply with the Conflict of Interest Policy will be considered a breach of my obligations to Ornge and may result in discipline up to, and including, termination.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Name (Please Print)

\_\_\_\_\_  
Date