



# Office of the General Counsel

## Conflict of Interest

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<b>Title:</b>	<b>Ornge Conflict of Interest Policy</b>
<b>Policy #:</b>	<b>OGC-POL-005 R3 (Ornge Conflict of Interest Policy)</b>
<b>Applies to:</b>	<b>Ornge</b>
<b>Effective Date:</b>	<b>October 7, 2019</b>
<b>Approval Level:</b>	<b>Board of Directors</b>

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## 1. Introduction

### 1.1 Extended Application

This Policy applies to all:

- Employees of Ornge and its wholly-owned subsidiary, Ornge Global Air Inc.
- Medical Staff
- Contract Staff

### 1.2 Purpose

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.

### 1.3 Interpretation

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 behaviour 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. Review and Consultation (Prior to Approval)

### 3.1. Review Frequency

This Policy is required to be reviewed, at a minimum, once a year.

### 3.2. Consultation

The following are to be consulted in the annual review process and prior to the approval of the Policy or any amendments to the Policy.

- |        |   |   |
|--------|---|---|
| First  | : | The Executive Management Team   |
| Second | : | The Nominating and Corporate Governance Committee of the Board, on the endorsement of the Executive Management Team |

The Nominating and Corporate Governance Committee of the Board of Directors will review this Policy annually to ensure it remains consistent with Ornge's values and responsibilities. Authority to make minor technical amendments to this Policy is hereby delegated to the Secretary of the Corporation, who will report any such amendments to the Nominating and Corporate Governance Committee at its next meeting.

## 4. Roles and Responsibilities

### 4.1 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. Complete the "Conflict of Interest Form to Onboard Employees, Contract Staff and Medical Staff" upon initial hire and return the form to the HR Business Partner coordinating the initial hire. Where a conflict is identified, declare the conflict to the Chief Legal and Administrative Officer as per paragraph 4.1.4 below.
4. Declare any conflict of interest or potential conflict of interest to the Chief Legal and Administrative Officer ("CLAO") via email to [legal@ornge.ca](mailto:legal@ornge.ca) as soon as it has been identified, include their department, and respond to any follow-up questions or communications from the Chief Legal and Administrative Officer.
5. Review and acknowledge this policy annually, or otherwise upon request.



6. 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.
7. 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.
8. 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.
9. 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.
10. 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.
11. Maintain confidentiality of all Confidential Information.

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

## **4.2 Role #2 – Chief Legal and Administrative Officer/Corporate Secretary**

### ***Conflict of Interest Management***

1. An individual must declare any conflict of interest or potential conflict of interest as soon as it has been identified. The declaration should be made in writing to the Chief Legal and Administrative Officer via email to [legal@ornge.ca](mailto:legal@ornge.ca).

As the identification of a conflict of interest is sometimes difficult, individuals are encouraged to consult with the Chief Legal and Administrative Officer as to whether there is a conflict of interest. It is the responsibility of the Chief Legal and Administrative Officer to determine whether a conflict of interest exists. If the Chief Legal and Administrative Officer determines that an individual is in a conflict of interest position, the Chief Legal and Administrative Officer 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 Chief Legal and Administrative Officer'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, or for Directors reviewed by the Board Chair.

2. 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
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

#### ***Annual Policy Review***

The Chief Legal and Administrative Officer/Corporate Secretary is responsible for ensuring that the Policy is reviewed as required by section 3, including submitting the Policy for review by the Executive Management Team and securing the endorsement of the Executive Management Team prior to submitting the Policy to the Nominating and Corporate Governance Committee.

### **4.3 Role # 3 – Members of the Board and its Committees**

#### ***Conflict of Interest Management***

1. In addition to declaring a conflict of interest to the Chief Legal and Administrative Officer, a member shall also declare the conflict to the members of the Board, as appropriate.
2. A 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.

#### ***Annual Policy Review***

3. The Nominating and Corporate Governance Committee has responsibility for reviewing the policy and making recommendations to the Board of Directors with respect to the approval of this Policy.

### **4.4 Role #4 – Executive Management Team**

#### ***Annual Policy Review***

1. The Executive Management Team is responsible for reviewing the Policy with a view to operational and administrative impacts across the organization and for endorsing the submission of this Policy to the Nominating and Corporate Governance Committee for review and approval for recommendation to the Board of Directors.



## 5. 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.

**“Confidential Information”** means information acquired in the course of business that was supplied in confidence that may reveal trade secrets, scientific, technical, commercial, financial, labour relations, quality of care, aviation safety, incident management, legal and corporate strategic information.

**“Executive Management Team”** means, collectively, the Chief Executive Officer, the Chief Operating Officer and Deputy Chief Executive Officer, the Chief Aviation Officer, the Chief Medical Officer, the Chief Financial Officer, the Chief Human Resources and Labour Relations Officer, and the Chief Legal and Administrative Officer/Corporate Secretary.

**“Chief Legal and Administrative Officer”** means the Chief Legal and Administrative officer and Corporate Secretary or his/her designate.

## 6. List of Appendices

- I. Rules
- II. Annual Declaration Form for Executives

*Please forward any comments to:*

**Susan Kennedy**

**Chief Legal and Administrative Officer &  
Corporate Secretary Ornge**

skennedy@ornge.ca

647.428.2301 tel



## Appendix I – Rules

The rules and examples that follow do not exhaust the possibilities for a conflict of interest to arise, 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; or
- 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 – ANNUAL DECLARATION FORM

### Executives<sup>1</sup>

Each 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 # OGC-POL-005 R3

I am

☐ 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 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 is, or have been, in a conflict of interest situation or a potential or perceived conflict of interest situation and I have notified the Chief Legal and Administrative Officer.

- (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 Chief Executive Officer, the Chief Operating Officer and Deputy Chief Executive Officer, the Chief Aviation Officer, the Chief Medical Officer, the Chief Financial Officer, the Chief Human Resources and Labour Relations Officer, and the Chief Legal and Administrative Officer/Corporate Secretary.