



Office of the General Counsel

Conflict of Interest

Title:	Ornge Conflict of Interest Policy
Policy #:	OGC-POL-005 R1 (Ornge Conflict of Interest Policy)
Applies to:	Ornge
Effective Date:	April 3, 2019
Approval Level:	Board of Directors

1. Introduction

1.1 Extended Application

This Policy applies to all:

- Employees of Ornge and its wholly-owned subsidiary, Ornge Global Air Inc.
- Members of the Board of Directors of Ornge
- 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)

This Policy is required to be reviewed, at a minimum, once a year by the General Counsel and Corporate Secretary. Any proposed changes must be discussed with the approved by:

- First: Chief Executive Officer
- Second: Board of Directors

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. Declare any conflict of interest or potential conflict of interest to the General Counsel via email to legal@ornge.ca as soon as it has been identified, include their department, and respond to any follow-up questions or communications from the General Counsel.
4. Review and acknowledge this policy annually, or otherwise upon request.
5. 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.
6. 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.
7. 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.
8. 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.
9. 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.
10. Maintain confidentiality of all Confidential Information.

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



4.2 Role #2 - General Counsel

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 General Counsel via email to legal@orange.ca.

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 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, 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
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

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

1. 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.

2. 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.



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.

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

“Individual” means Members of the Board of Directors, Employees, Medical Staff and Contract Staff

6. List of Appendices

- I. Rules
- II. Annual Declaration Form for Board of Directors and Executives

Please forward any comments to:

Susan Kennedy
General Counsel & 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 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 – ANNUAL DECLARATION FORM

Board of Directors, and Executives¹

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 # OGC-POL-005 R2

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 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 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

¹ “Executive” means the CEO of Ornge and those employed by Ornge as an executive member of Ornge’s management group who report directly to the CEO, currently, the Chief Operating Officer – Aviation, Chief Operating Officer - Paramedicine, the Chief Financial Officer, the Chief Medical Officer, the General Counsel and Corporate Secretary, and the Chief Human Resources and Labour Relations Officer.