

CONFIDENTIALITY POLICY

Category	Governance	Policy Owner	Governance Committee
Policy No.	1.3	Review Frequency	Annually
Version No.	1.0	Status	Final
Effective Date	January 26, 2018	Date Approved	January 26, 2018
Approver of Related Procedures	Governance Committee	Approver(s)	Board

1.0 PURPOSE

- 1.1 To encourage open and candid discussion at HDC meetings, ensure compliance with applicable laws and to protect HDC, its members, officers, directors, staff, contractors and committee members from potential legal problems.

2.0 SCOPE

- 2.1 This policy applies to all HDC personnel and committee members.

3.0 POLICY STATEMENT

- 3.1 HDC employees and committee members have a duty to maintain the confidentiality of information that they acquire by virtue of their position, and shall keep confidential any and all information relating to board business, as defined above, unless compelled by legal process to disclose such information, or as otherwise agreed by the Board.

4.0 EXCLUSIONS

- 4.1 This policy does not apply to persons who are contributing to a working group or advisory committee and who are not also a board member or employee of HDC, or to contractor. Contractor obligations related to confidentiality are outlined in each contract.

5.0 DEFINITIONS

5.1 For purposes of this policy, the following definitions apply:

Directors	Directors of the Board of the Health Data Coalition.
Board Business	Meeting of the board declared to be official board business. This includes: <ul style="list-style-type: none">• Regularly scheduled board meetings;• Strategic planning board meetings, board retreats and other special board meetings; and• Board Committee and Sub-committee meetings. If application is in doubt, the Board Chair can be consulted and use discretion to determine whether or not a meeting can be considered official business on behalf of the board and therefore in scope of this policy.
HDC Users	Approved and authenticated end-users of the HDC application, who have entered into a registration agreement that licenses them to use the HDC software.
Members of the HDC	Members of the federally incorporated not for profit society the Health Data Coalition, appointed by a motion of the board, as per the Bylaws.
HDC Committee Members	Persons appointed to serve on a board committee or sub-committee.
Confidential Information	Any and all information relating to board business, defined as: materials, e.g., correspondence, reports, etc., and disclosing or distributing any information concerning the discussion of board business.

6.0 POLICY DESCRIPTION

6.1 Board directors and employees of a non-profit corporation are in a fiduciary relationship with the corporation. Ethically, are obliged to act honestly and in good faith in respect of the corporation.

- 6.2 Among the fiduciary obligations of an officer, director, employee, or committee member of a non-profit corporation is a duty of loyalty to the non-profit corporation. This includes supporting, and not opposing directly or indirectly or taking any other stance against, the policies and positions duly adopted by the HDC's Board of Directors.
- 6.3 As representatives of the HDC, officers, directors, employees, and committee members are obligated to maintain this duty of loyalty in all manner of activities. This duty of loyalty is not intended to discourage debate within Board or committee meetings. Such debate is encouraged and is part of the individual's responsibility in the deliberation process.
- 6.4 While Board and staff members are free to discuss actions adopted by the Board, disclosing or distributing any information concerning the discussion of such items during the Board meeting is prohibited.
- 6.5 Employees, board directors and committee members shall report to other organizations, make public statements or provide information to stakeholders on behalf of the HDC board only when specifically requested to do so. In doing so, their statements of position or policy must remain within policies or positions formally approved by the Board.
- 6.6 The organizational consequences of a confidentiality breach will vary. If board members do not have confidence that their colleagues will keep board discussions in confidence, the organization's governance will suffer, since good governance requires full and frank disclosure at the board level. In addition, individuals or the organization itself may be harmed by the inappropriate disclosure of information. Violation of this policy could cause harm to the HDC and frustrate Board deliberations. Therefore, a director, employee or committee member who violates their fiduciary duty may be subject to termination of his/her position with the HDC.

7.0 ASSOCIATED PROCEDURES

- 7.1 None.

APPENDIX 1: DIRECTOR CODE OF CONDUCT

I have consented to act as a Director of the Corporation and I agree to comply with the following Directors' Code of Ethics throughout my terms as a Director:

- **Honesty and Good Faith** – I will act honestly and in good faith. I will do nothing to knowingly violate the trust of the Members of the Health Data Coalition whom I serve.
- **Care, Diligence and Skill** – I will exercise the degree of care, diligence and skill of a responsibly prudent person in comparable circumstances. I will make a concerted effort to attend all Board and assigned committee meetings and the Annual General Meetings. I will act responsibly and with due diligence to become familiar with the affairs of the Corporation and to uphold its Constitution, Bylaws, Policies, Agreements, the Federal Corporations Not for Profit Act and other relevant legislation.
- **Conflict of Interest** – If I become aware of any potential conflict of interest as defined by the HDC Conflict of Interest Policy, I will immediately disclose it to the Board. I will not promote my own interests or those of any family member, friend or contractor to the detriment of the Corporation. I will not seek any special benefits or privileges as a Director or Officer or accept any compensation either personally or on behalf of any other person except as permitted by HDC policy. I will act only in the best interests of the HDC as a whole and I will not favour the interests of any individual, geographical area, set of EMR users, or other group within the HDC.
- **Confidentiality** – I will not disclose to any person, including my spouse, information decided by the Board to be confidential or privileged or which reasonably ought to be deemed confidential. When in doubt, I will request determination by a resolution of the Board.
- **Good Conduct** – At all times, I will conduct myself in a professional and businesslike manner at meetings of Directors or Members. I will approach all Board issues with an open mind, preparing to make the best decisions on behalf of the Corporation. I will act ethically with integrity and in accordance with legal criteria. I will comply with rules of good conduct and will deal with others in a respectful manner. I will comply with principles of good governance and procedural rules of order.
- **Support** – I will abide by decisions of the majority of the Directors even though I may disagree, but I reserve the right to express my own views upon non-confidential issues.

- Representation – I will not represent my own views as the views of the Health Data Coalition if they conflict with organizational policy, or a policy addressing the related matter has not yet been defined.
- Preparation – I will dedicate time to prepare for Board and Committee meetings in order to ensure high quality of discussion, prepared to make a constructive contribution to board business.
- Defamation – I will not make erroneous or defamatory statements about the Corporation or any owner, resident, director, officer, manager, staff or contractor of the Corporation.
- Minimize Conflict – I will attempt to prevent or minimize conflict and disruption and will promote good relations amongst persons involved in the HDC community. I will promote a first-class example for our Corporation, directors, employees, contractors and Members.
- Education – As a member of a learning organization, I will apply principles of appreciate inquiry and continue to educate myself by learning about not for profit governance, developing my skills as a board director, reading relevant publications and seeking educational opportunities.

I hereby agree to comply with the provisions set out in this Directors' Code of Ethics.

Dated at _____ this _____ day of _____, 20 ____.

Printed Name of Director

Signature

Printed Name of Witness

Signature

APPENDIX 2: EMPLOYEE CODE OF CONDUCT

I agree to comply with the following Code of Ethics throughout my terms as an Employee:

- **Honesty and Good Faith** – I will act honestly and in good faith. I will do nothing to knowingly violate the trust of the Members of the Health Data Coalition whom I serve.
- **Care, Diligence and Skill** – I will exercise the degree of care, diligence and skill of a responsibly prudent person in comparable circumstances.
- **Conflict of Interest** – If I become aware of any potential conflict of interest as defined by the HDC Conflict of Interest Policy, I will immediately disclose it to the Board. I will not promote my own interests or those of any family member, friend or contractor to the detriment of the Corporation. I will not seek any special benefits or privileges as a or accept any compensation either personally or on behalf of any other person except as permitted by HDC policy. I will act only in the best interests of the HDC as a whole and I will not favour the interests of any individual, geographical area, set of EMR users, or other group within the HDC.
- **Confidentiality** – I will not disclose to any person, including my spouse, information decided by the Board to be confidential or privileged or which reasonably ought to be deemed confidential. When in doubt, I will request determination by a resolution of the Board.
- **Good Conduct** – At all times, I will conduct myself in a professional and businesslike manner, act ethically with integrity and in accordance with legal criteria. I will comply with rules of good conduct and will deal with others in a respectful manner.
- **Representation** – I will not represent my own views as the views of the Health Data Coalition if they conflict with organizational policy, or a policy addressing the related matter has not yet been defined.
- **Defamation** – I will not make erroneous or defamatory statements about the Corporation or any director, employee, or contractor of the Corporation.
- **Minimize Conflict** – I will attempt to prevent or minimize conflict and disruption and will promote good relations amongst persons involved in the HDC community. I will promote a first-class example for our directors, employees, contractors and Members.

- Education – As a member of a learning organization, I will apply principles of appreciate inquiry and continue to educate myself by reading relevant publications and seeking educational opportunities.

I hereby agree to comply with the provisions set out in this Code of Ethics.

Dated at _____ this _____ day of _____, 20 ____.

Printed Name of Employee

Signature

Printed Name of Witness

Signature