

BOARD DIRECTOR CODE OF CONDUCT

Category	Governance	Form/Record Owner	Governance Committee
Form/Record No.	1.3.0-1	Review Frequency	Every two years
Version No.	2.1	Status	Approved
Effective Date	November 14, 2024	Date Approved	November 14, 2024
Related Policy	1.3 – Confidentiality and Conduct Policy	Procedure Approver	Governance Committee

I agree that, in acting as a Board Director (“**Board Director**”) on the Board of Directors (“**Board**”) of the Health Data Coalition (“**HDC**”), I will abide by this Code of Conduct:

- **Honesty and Good Faith** – I will act honestly and in good faith. I will not knowingly violate the trust of HDC.
- **Care, Diligence and Skill**– I will exercise care, diligence and skill in my role. I will make a concerted effort to attend all Board and assigned committee meetings and the annual general meetings. I will act responsibly and familiarize myself with the affairs of HDC. I will strive to uphold its constitution, bylaws, policies, agreements, the *Federal Corporations Not for Profit Act*, and other relevant legislation.
- **Conflict of Interest** – I will avoid conflicts of interest. If I become aware of any potential conflict of interest, I will promptly notify the Executive Director. A potential or perceived conflict of interest may exist when a person has a reasonable belief that I have a conflict of interest, even if there is no real conflict. The following examples constitute conflicts of interest:
 - Any circumstance that may result in a personal or financial benefit to me or a family member or friend;
 - Seeking, accepting or receiving any personal benefit from a supplier, vendor, partner or any individual or organization doing or seeking business with HDC; and
 - Any involvement in the hiring, supervision, grievance, evaluation, promotion, remuneration or firing of a family member or friend.

Conflicts of interest may not always be clear-cut. If I have a question, I will consult the Executive Director and the Board Chair. If I become aware of a real or potential conflict of interest, I will bring it to the attention of the Executive Director and the Board Chair. I will act in the best interests of HDC as a whole and I will consider equally the interests of any individual, geographical area, set of HDC users, or any other group within HDC.

- **Confidentiality** – “**Confidential Information**” is a special set of information that I am not allowed to share with any person outside of the Board. It includes discussions of Board or committee meetings, materials shared at or prepared for those meetings, correspondence, reports, HDC’s financial data, HDC’s security policies and processes, any information marked “confidential” or with a similar marking, and any non-public information of HDC. I will not share with any person, including my spouse or other family members, any Confidential Information. I will only share such information with the approval of the Board. When in doubt, I will ask the Executive Director. I will protect HDC’s Confidential Information even after I am no longer a Board Director of HDC. At that time, I will return any copies of Confidential Information and I will not share such Confidential Information with any person thereafter.
- **Good Conduct** – At all times, I will conduct myself in a professional manner at Board or members’ meetings. I will approach all Board issues with an open mind to make the best decisions on behalf of HDC. I will act ethically with integrity and in accordance with the law. I will treat others with respect, and I will follow the principles of good governance and the procedural rules of order.
- **Support** – I will support a decision by the majority of the Board Directors even though I may disagree. However, I may express my own views on non-confidential issues.
- **Representation** – I will not represent my own views as the views of HDC if they conflict with HDC policy or if a policy addressing the matter has not yet been established.
- **Preparation** – I will prepare for Board and committee meetings to facilitate high quality discussions and I will make constructive contributions to Board business.
- **Reputation** – I will not make false or defamatory statements about HDC or any employee, director, officer, manager or contractor of HDC.
- **Minimize Conflict** – I will try to prevent or minimize conflict and disruption and will promote good relations in the HDC community. I will set a first-class example for HDC, officers, directors, employees, contractors, and members.
- **Education** – As a member of a learning organization, I will continue to educate myself by: (i) learning about not for profit governance; (ii) developing my skills as a Board Director; (iii) reading relevant publications; and (iv) seeking educational opportunities.

I hereby agree to comply with the provisions set out in this Board Director Code of Conduct.

Dated this _____ day of _____, _____.

Printed Name of Board Director

Signature