

Scarborough Primary Care Network Governance Code of Conduct**Last Reviewed: June 2026**

The Scarborough Ontario Health Team (SOHT) and Scarborough Primary Care Network (SPCN) have adopted the following Code of Conduct that all SPCN Governance Committee members, shall agree to adhere to by signing below:

1. Prohibition Against Private Inurement and Procedures for Managing Conflicts of Interest

No member of the SPCN Governance Committee shall derive any personal profit or gain, directly or indirectly, by reason of his or her service as a SPCN Governance Committee member. Members of the SPCN Governance Committee shall conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as members of the Committee. Nevertheless, conflicts may arise from time to time.

- a) When a decision or action may result in a conflict between the best interests of the SOHT, the SPCN, and the SPCN Governance Committee and a Committee member's personal interests, the Committee member has a duty to immediately disclose the conflict of interest to ensure that the Committee's decision-making is informed.
- b) It is every SPCN Governance Committee member's obligation, in accordance with this policy, to ensure that decisions made by the Committee reflect independent thinking. Consequently, if, in exceptional circumstances, any Committee member is considered compensation beyond the standard stipend; such compensation must be approved in advance by the full Committee.
- c) Any conflicts of interest, including, but not limited to financial interests, on the part of any SPCN Governance Committee members, shall be disclosed to the SPCN Governance Committee when the matter that reflects a conflict of interest becomes a matter of Committee action, and through an annual procedure for all Committee members to disclose conflicts of interest.
- d) The SPCN Governance Committee will collectively review and discuss whether a conflict of interest exists.
- e) If a conflict of interest is confirmed, the member shall not vote or use his or her personal influence to address the matter, and he or she shall not be counted in determining the quorum for the meeting.
- f) All conflicts disclosed to the SPCN Governance Committee will be made a matter of record in the minutes of the meeting in which the disclosure was made, which shall also note that the Committee member with a conflict abstained from the vote [and was not present for any discussion, as applicable] and was not included in the count for the quorum for that meeting.
- g) Any new SPCN Governance Committee member will be advised of this policy during Committee orientation, and all SPCN Governance Committee members will be reminded of the Committee Member Code of Conduct and of the procedures for disclosure of conflicts and for managing conflicts on a regular basis, at least once a year.
- h) This policy shall also apply to any SPCN Governance Committee member's immediate family or any

person acting on his or her behalf.

2. Prohibition Against Sexual Harassment

The SOHT and SPCN strive to maintain a workplace that is free from illegal discrimination and harassment. While all forms of harassment are prohibited, it is the organization's policy to emphasize that sexual harassment is specifically prohibited. Any SPCN Governance Committee member who engages in discriminatory or harassing conduct towards any member, staff, community partner, patient or community representative is subject to removal from the Committee. Complaints alleging misconduct on the part of Committee members will be investigated promptly and as confidentially as possible by a task force of the Committee appointed by the SOHT [Executive/Governance] Committee.

3. Confidentiality

SPCN Governance Committee members are reminded that confidential financial, personnel and other matters concerning the organization, donors, staff or clients/consumers may be included in Committee materials or discussed from time to time. Committee members should not disclose such confidential information to anyone.

4. Active Participation

SPCN Governance Committee members are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, and care.

This includes:

- ☐ Making attendance at all meetings of the SPCN Governance Committee a high priority.
 - ☐ Being prepared to discuss the issues and business on the agenda and having read all background material relevant to the topics at hand.
 - ☐ Cooperating with and respecting the opinions of fellow SPCN Governance Committee members, and leaving personal prejudices out of all SPCN Governance Committee discussions, as well as supporting actions of the SPCN Governance Committee even when the Committee member personally did not support the action taken.
 - ☐ Putting the interests of the organization above personal interests.
 - ☐ Representing the organization in a positive and supportive manner at all times and in all places.
 - ☐ Showing respect and courteous conduct in all SPCN Governance Committee meetings and discussions.
 - ☐ Refraining from intruding on administrative issues that are the responsibility of management, except to monitor the results and ensure that procedures are consistent with Committee policy.
 - ☐ Following established communication pathways and directing information or assistance requests to the SPCN Governance Committee Chair/Co-Chair(s).
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I, _____, recognizing the important responsibility I am undertaking in serving as a member of the SPCN and/or the SPCN Governance Committee, hereby pledge to carry out in a trustworthy and diligent manner the duties and obligations associated with my role as a Committee member and abide by this Code of Conduct. I understand that failure to abide by this Code of Conduct may result in my removal as a Committee Member, pursuant to the requirements and processes provided in the organization's governing documents.

Signature Date: _____

Signature: _____

