



VENDOR CODE OF BUSINESS CONDUCT

2025

[Abstract](#)

The Vendor Code of Business Conduct sets out the minimum standards and values that we at The Ottawa Hospital expect our Vendors to support in conducting business with us. Vendors are responsible for familiarizing themselves and their employees and sub-contractors with this Code.

1. Introduction

At The Ottawa Hospital ("TOH" or the "Hospital"), we are committed to providing each patient with the world-class care, exceptional service, and compassion we would want for our loved ones. We all have an important role to play in helping the Hospital accomplish this vision and it begins with exemplifying our core values of compassion, respect for the individual, commitment to quality and working together in everything we do. Additionally, TOH abides to the Broader Public Sector Supply Chain Code of Ethics which further establishes supply chain principles for conduct for our hospital, our Vendors and our stakeholders to ensure an ethical, professional and accountable Broader Public Sector supply chain founded on the principles of personal integrity and professionalism; accountability and transparency; and, compliance and continuous improvement.

We expect our Vendors to uphold the same values and principles of business conduct we do. This means adherence by Vendors to strong social and safety standards in all aspects of their operations. This Vendor Code of Business Conduct sets out the principles which Vendors and prospective Vendors must meet. We expect Vendors, at all times, to diligently work towards compliance with this Code and the laws of Canada and Ontario.

This Vendor Code of Business Conduct has been established as a tool to assist Vendors and potential Vendors in carrying out business with the Hospital in an ethical manner. This Code complements and is a companion to our Code of Ethics and Professional Conduct that guides our ethical and professional behaviour for our staff (which includes employees, physicians, residents, students, volunteers, contractors, and persons from affiliated organizations conducting business at TOH).

2. Our Core Values

Like our Code of Ethics and Professional Conduct for our staff, the Vendor Code of Business Conduct is based on our core values of:

- Respect for the individual – We treat our patients, visitors and colleagues in the same manner we wish our loved ones and ourselves to be treated.
- Compassion – We are committed to being respectful, polite and courteous being clear and specific in our communications with our patients, visitors and colleagues.
- Commitment to quality - We are committed to improving quality of care and service, and the safety of our patients, visitors and team members. We use health-care resources responsibly and wisely. We take pride in our work environment.
- Working together – We are committed to fulfilling our responsibilities, maintaining a high level of professionalism and competence in our interactions with others.

3. Applicability of the Code

The Vendor Code of Business Conduct applies to all TOH Vendors, their subcontractors (collectively referred to as “Vendors” herein) and potential Vendors of products, goods, services, equipment and supplies. All Vendors, and potential Vendors are expected to:

- abide by the Code; report violations of the Code or requests that might constitute violations, via the reporting procedures described in this code; and,
- cooperate with any audits or investigations conducted by the Hospital as a result of reported or suspected Code violations.

This code should be read in addition to the Vendor's obligations as set out in any agreements between the Hospital and the Vendor. In the event of conflict between this Code and any applicable agreement, the agreement shall govern.

4. Responsibilities

In accordance with the BPS Supply Chain Code of Ethics, this Code has been endorsed by the Hospitals' Board of governors.

The President & CEO and the Chief of Staff as well as the Senior Management team are responsible for implementation of this Vendor Code.

The Senior team is responsible for reviewing this Code on a regular basis to ensure it continues to meet the values and standards of the Hospital. From time to time the Vendor Code of Professional Conduct may be modified to reflect the dynamic needs of the Hospital, its staff, and the community we serve.

All individuals involved with Supply Chain activities at the Hospital must be familiar with this Code including but not limited to those involved with procurement, purchasing, materials/Inventory management, planning, logistics and distribution and accounts payable. The Code must also be communicated to those individuals who requisition goods and services on behalf of the Hospital or its affiliates and those with responsibilities for Vendor or product evaluations.

Vendors and prospective Vendors are responsible for familiarizing themselves with this Code and complying with it. The Vendors must inform their employees about this Code.

5. Principles

Vendors are expected to adhere to the following principles of business integrity:

a) Compliance with applicable laws and regulations

Vendors and potential Vendors that wish to do business with the Hospital shall abide by all applicable laws and regulations including all federal, provincial and local laws

regarding but not limited to financial, environmental, occupational health and safety, labour and employment practices, accessibility, human rights, immigration, product safety, shipping and product labelling. Vendors and potential Vendors shall not use workers under the applicable legal age of employment or forced or involuntary labour or engage any Vendor, subcontractor or partner that uses such workers. Vendors or potential Vendors shall also comply with applicable TOH policies.

b) Compliance with Hospital Policy and Procedures

Vendors and their sub-contractors are expected to comply with applicable hospital policy and procedures which can be found on the www.ottawahospital.on.ca website or on request from staff.

c) Risk and Performance Management

In collaboration with TOH Vendors are expected to participate in the management of risk, performance, contracts and service levels as it pertains to the goods and services they supply.

d) Anti-bribery and anti-corruption

Vendors are expected to comply with applicable anti-corruption laws, whether domestic or foreign (including, but not limited to, *Canada's Corruption of Foreign Public Officials Act*) and not engage in any form of corrupt practices including extortion, fraud, bid rigging, or bribery. The Hospital also expects Vendors to not offer facilitation payments, i.e. payments to foreign public officials to expedite or secure the performance of any act of a routine nature that is part of that official's duties or functions.

e) Gifts

Vendors must respect the hospital's policy on Gifts and sponsorships and not offer gifts to staff that contravene the policy. Accepting a gift or other benefit from a Vendor or potential Vendor may affect the Hospital staff member's judgement or actions, or give the appearance of doing so, even if the employee believes the benefit will not affect their objectivity and impartiality.

The Hospital has an established policy on the acceptance of gifts. Generally, staff must not seek or accept gifts. The code of ethics, standards of practice and guidelines of the respective health care groups further specify guidance on acceptance of gifts. To further supplement this, The Hospital's Gift and Sponsorship Policy stipulates that:

- No staff shall accept a gift that could influence their decision on any TOH business
- The acceptance of gifts is expected to be transparent and may be audited.
- No staff shall accept money in any denomination presented to them as a gift
- Gifts of a Nominal Value (less than \$50.00) presented to staff, directly or indirectly, must be reported to the staff's supervisor immediately
- Gifts exceeding the Nominal Value must not be accepted until any Conflict of Interest has been cleared and the gift has been approved through the Gift Disclosure Form and process.

f) Conflict of Interest

As a publicly funded institution, the Hospital has an obligation to promote the highest standard of public and stakeholder trust and integrity. The principles of transparency and disclosure are essential to achieving these objectives, and as such, it is expected that Vendors will carry out their duties honestly, responsibly and in accordance with high ethical standards and professional integrity.

Generally, a conflict of interest is any situation in which a Vendor, its employee or TOH Staff member has a personal, professional, occupational or financial relationship or interest that may affect or compromise, or appear to affect or compromise, their objectivity, judgment or actions in carrying out their TOH duties. A conflict of interest can be real, potential or perceived in nature.

Designated Staff are required to provide an annual attestation and disclosure; however, any staff including (permanent or temporary, full-time, part-time, casual or contract employees, trainees and volunteers, including but not limited to physicians, residents, interns, researchers and students.) are required to disclose any of the following activities:

- any funding received from any for-profit or not-for-profit organizations or private foundations for their research, clinical or other Hospital activities including, but not limited to, grants or contracts.
- any interest in any Intellectual Property, whether as an inventor, owner or otherwise, that:
 - a) relates to TOH operations, the delivery of healthcare and/or the Staff's professional field or discipline; or
 - b) is licensed to or acquired by an organization in which the Staff member or Personal Associate has a personal and/or Financial Interest or of which the Staff member or Personal Associate is a corporate board director, trustee, officer or has another similar duty. For clarity, Financial Interest includes receipt of, or potential to receive, royalties, income, equity or other financial benefit from the commercialization of the Intellectual Property by the organization.
- any Hospital Business that the Staff member conducts, or has recommended to be conducted, by or on behalf of TOH or the TOH Foundation, with a:
 - a) Personal Associate, or
 - b) Person or organization in which the Staff member or a Personal Associate has a personal and/or Financial Interest, or of which the Staff member or Personal Associate is a corporate board director, trustee, officer, or has another similar duty.
- any Consulting agreements or activities that the Staff member enters into with any organization or person insofar as these agreements or activities relate to the Staff member's professional field or discipline.

- any External Appointments that the Staff member holds.
- any known Financial Interest or ownership interest held by the Staff member or a Personal Associate in a private corporation operating in areas related to TOH operations, the delivery of healthcare and/or the Staff's professional field or discipline, and which relate to the Staff member's roles, responsibilities and commitments to TOH and its patients and/or research participants. This does not include indirect ownership through mutual funds, exchange-traded funds or similar securities. It also does not include ownership of widely held publicly traded shares, unless the Staff member is conducting research involving such corporation's products or services.
- any other Relationships including personal relationships (spouse or equivalent, family member or other close personal relationship) not already disclosed under one of the above headings that may impact, or be perceived to impact, the Staff member's ability to impartially and objectively fulfill his or her role(s) at TOH.

Vendors shall disclose to the Hospital, any situation that could result in actual, apparent, or perceived conflict of interest including the disclosure of any staff that has an interest in the Vendor's business or any other economic or personal relationship with the Vendor. Vendors must not try to gain improper advantage or preferential treatment from TOH staff.

g) Disclosure of Confidential or personal health information

Within the scope of business relationships with TOH, Vendors may have access to TOH confidential information. Confidential information is defined as any information that is not available to the public and could harm TOH or its staff or patients if disclosed or could provide the person to whom it is disclosed with an advantage. Vendors are expected to use and protect TOH confidential information appropriately. Vendors must not:

- Disclose confidential information obtained during the course of their business relationship with TOH to any person or entity unless authorized by TOH or by law.
- Offer a gift or other benefits directly or indirectly to TOH staff in exchange for disclosing confidential information.

h) Fraud

Vendors and their sub-contractors are expected to manage fraud risk with respect to the business relationship with TOH, including having controls in place to detect fictitious purchase orders, emails and impersonations of TOH staff. Vendors shall disclose to the Hospital any situation that may result in a fraudulent risk to TOH.

i) Abuse and Harassment

Vendors and their sub-contractors will ensure that all their interactions with their workers uphold the principles of dignity and respect. Physical, sexual, verbal

harassment and/or violence, bullying, teasing or other aggressive behaviour are strictly prohibited. Vendors and their sub-contractors are expected to foster and encourage a positive, harmonious, and professional work environment in their interactions with their workers. These principles apply equally to interactions with Hospital staff, patients, and visitors.

j) Human and Labour Rights

TOH expects its vendors and their sub-contractors to respect their workers' workplace rights and take steps to mitigate forced and child labour and human trafficking risks and monitor compliance of labour and human rights in their supply chain. TOH expects vendors to guarantee workers' labour and human rights in their main operations and their supply chains, including:

- No employment of child labour
- No use of forced or compulsory labour in all its forms, including human trafficking
- No employees shall be subject to any physical, sexual or verbal harassment, abuse or violence or psychological hazards
- No discrimination against their employees in hiring practices or any other term or condition of work
- Recognize and respect the right of employees to freely associate, organize and bargain collectively with their employer
- Provide workers with a safe and health work environment
- Provide wages and benefits which comply with all applicable laws and regulations, which match or exceed the local prevailing wages and benefits in the relevant industry, or which constitute a living wage
- Employees are not required to work more than the lesser of (a) 48 hours per week and 12 hours overtime per week, or (b) the limits on regular and overtime hours allowed by the law of the country of manufacture

k) Environmental Sustainability

Vendors and their sub-contractors have a key role to play in advancing the Hospital's environmental objectives by providing goods and services that have a lesser or reduced impact on the environment. Vendors and their sub-contractors are expected to have policies that consider the reduction of greenhouse gas emissions, improved energy efficiency, use of renewable resources, waste reduction, reduction of plastics and packaging, and reduction of hazardous waste, in addition to ensuring that the packaging and durability of their goods is sustainable.

l) Social Responsibility

TOH recognizes the value of corporate responsibility, supplier diversity and the value of social procurement. Vendors are expected to support community benefit through social responsibility initiatives.

m) Indigenous Businesses

Vendors and their sub-contractors will respect the rights and freedoms of Indigenous Peoples. Vendors are expected to support Indigenous Businesses by reducing barriers and providing them with greater access to business opportunities with the

objective of contributing to their economic growth to build competitiveness, skills and employment.

n) Vendor Representatives and Contractors

All Vendor representatives must have a pre-approved appointment before arriving on site at TOH or stated purpose approved by a written agreement. The Operating Rooms and Pharmacy department have specific access control or visitation procedures. These procedures must be followed and can be found on the "Doing Business with TOH" website (see Section 7. Further Information).

Representatives can only access areas available to the public, unless accompanied by a Staff member. Representatives must not interact with patients or other visitors unless under the direct supervision and approval of authorized hospital staff.

Representatives must ensure that their company identification is always visible and presented to Staff upon request.

Contractors providing construction, renovation and/or maintenance services to hospital buildings, grounds, equipment or services infrastructure on site must attend TOH's Contractor Safety Orientation before commencement of work.

o) Accessibility and French Language Services

Vendors are to follow hospital policies and procedures pertaining to accessibility and official languages in order to avoid causing accessibility and language barriers. Where hospital policies and procedures do not suffice in ensuring compliance with applicable accessibility and French language services laws and regulations, Vendors are to independently determine how such laws and regulation apply to their activities and ensure compliance.

Vendors will apply best practices to avoid causing accessibility barriers for hospital staff, patient and visitor users of goods, services, facilities, and self-service kiosks, incorporating accessibility design, criteria and features where practicable, and following the principles of universal design where relevant and possible. Vendors will be ready to provide a clear and concrete explanation in instances where they determine that it is not practicable to incorporate accessibility design, criteria and features, and will consistently comply with the Ontario Human Rights Code and the Accessibility for Ontarians with Disabilities Act and its regulations, including with regard to accessibility training.

Vendors will also ensure that in instances where there are requirements to participate in the hospital's provision of services in French, mechanisms such as language proficiency testing of relevant vendor personnel will be in place to ensure the quality of French language services, which may entail both oral and written components. Where applicable and relevant, including but not limited to hospital services designated under the French Language Services Act, Vendors are to follow the principles of active offer as presented in FLSA regulation 544/22.

6. Reporting and addressing violations

The Hospital is committed to the highest standards of ethical conduct and takes violations of the Code seriously. The Hospital will investigate alleged improper activities, keeping confidential all information reports and disclosed during the course of investigations to the extent reasonably practicable. Any person with reason to believe that the spirit and intent of this Code is not being followed or respected are asked to report the incident in writing to:

Whistle-blower & Ethics Reporting Program, Program Administrator
Office of the EVP Finance & CFO
The Ottawa Hospital
1053 Carling Avenue, Ottawa, ON K1Y 4E9

Or by email at whistleblower@toh.ca

The reporting of a violation of this Code may lead to an evaluation and an investigation, if warranted. Depending on the results of an investigation, sanctions may be applied, ranging from a formal warning to immediate termination of the business relationship with TOH and possible disqualification from participating in future business opportunities with TOH. Furthermore, TOH reserves the right to report any suspected illegal activity to the appropriate authorities.

7. Further Information

For information on Doing Business with the Hospital please visit:
www.ottawahospital.on.ca/en/about-us/business-ottawa-hospital