

<b>Policy Type:</b>	Governance Process
<b>Policy Title:</b>	Code of Conduct for Directors and Committee Members
<b>Reference:</b>	GP7
<b>Date Prepared:</b>	December 2009
<b>Date Revised:</b>	March 2010, October 2014, October 2019, March 2021
<b>Date Reviewed:</b>	October 2016

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## **Purpose**

This document establishes the Code of Conduct (Code) for Directors and Committee Members as they work to meet their public protection mandate, support strong governance practices, and safeguard the integrity of the College.

## **Application**

As leaders of the College, Directors and Committee Members must always earn and preserve the confidence of the public by demonstrating a high standard of ethical and professional conduct. All Directors and Committee Members shall conduct themselves ethically, respectfully and lawfully, and act in a manner that is consistent with the College's statutory mandate to regulate occupational therapy in the public interest.

The Code applies to all Directors and Committee Members and is broken down into four core values and the principles that exemplify them.

### **1. Fiduciary Duties**

Directors and Committee Members stand in a fiduciary relationship to the College and they must:

- 1.1 Act honestly, in good faith, and in the best interest of the College consistent with its mandate to protect the public and this duty supersedes any loyalties to other organizations, associations, persons or personal or professional interests.
- 1.2 Uphold the decisions made by a majority of the Board and Committees, regardless of the level of prior disagreement.
- 1.3 Adhere to the College's established governance model.

### **2. Accountability and Competence**

Directors and Committee Members are accountable to the public for their decisions and actions and they must:

- 2.1 Exercise all powers and discharge all responsibilities in good faith and in the best interests of the College consistent with its mandate to protect the public.
- 2.2 At all times conduct themselves in a way that protects the College's reputation, and in particular, act with fairness, honesty, and integrity.
- 2.3 Be familiar and comply with the provisions of the Regulated Health Professions Act, 1991 ("RHPA") and its regulations and the Code, the Occupational Therapy Act 1991 and its regulations, and the bylaws and policies of the College.

- 2.4 Participate in all required orientation and training sessions.
- 2.5 Regularly attend all Board or Committee meetings in part by reviewing all materials in advance, being on time and engaging constructively in discussions in a respectful and courteous manner, recognizing the diverse background, skills and experience of all other Directors, Committee Members and staff.

### **3. Integrity**

Directors and Committee Members are committed to maintaining the highest standards of professional and personal conduct and they must:

- 3.1 Conduct themselves in a manner that respects the integrity of the College by striving to be fair, impartial and unbiased in their decision making.
- 3.2 Avoid and, where that is not possible, declare any appearance of or actual conflicts of interest and comply with College bylaws and policies relating to conflict of interest.
- 3.3 Preserve confidentiality of all information before the Board or Committee unless disclosure has been authorized by the Board or is otherwise permitted under the RHPA.
- 3.4 Maintain appropriate decorum during all Board and Committee meetings by adhering to the rules of order adopted by the Board.
- 3.5 Refrain from speaking, or appearing to speak, on behalf of the College, unless explicitly authorized to do so by the Chair or Registrar.
- 3.6 Refrain from engaging in any discussions with other Directors or Committee Members that take place outside the formal Board or Committee decision making process that are intended to influence the decisions that the Board or a Committee makes on matters that come before it.
- 3.7 Respect the boundaries of staff whose role is not to report to or work for individual Director or Committee Members including not contacting staff members directly except on matters where the staff member has been assigned to provide administrative support to the Board or Committee or where otherwise appropriate.
- 3.8 Maintain appropriate boundaries with all other Directors, Committee Members and staff, including refraining from behaviour that may reasonably be perceived as discriminatory or as verbal, physical or sexual abuse or harassment, and intervening when observing such behaviour by others.

### **4. Diversity and Inclusion**

Directors and Committee Members lead by example to support and respect the individuality and personal values of their colleagues and staff, they must:

- 4.1 Promote a culturally safe environment, recognizing and supporting inclusiveness and diversity of all people.



## Code of Conduct for Directors and Committee Members

### Acknowledgement and Agreement

I, \_\_\_\_\_, acknowledge that I have read and understood policy GP7 “Code of Conduct for Directors and Committee Members”

I agree to abide by these policies and the implied Code of Conduct.

I further acknowledge and agree that my obligations under the Code of Conduct continue beyond the expiration of my tenure as a Board or Committee member of the College.

Signature: \_\_\_\_\_ Witness: \_\_\_\_\_

Date: \_\_\_\_\_

March 2021