



Policy Type:	Governance Process
Policy Title:	Code of Conduct for Directors and Committee Appointees
Reference:	GP7
Date Prepared:	December 2009
Date Revised:	March 2010, October 2014, October 2019, March 2021, January 2024
Date Reviewed:	October 2016

Purpose

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

Why this Policy is in the Public Interest

This policy establishes how Board Directors and Committee Appointees should conduct themselves while serving the board in the public interest.

Application

This policy applies to:

- All Board Directors are expected to read and understand the Code of Conduct and sign an undertaking of acknowledgement and agreement to adhere to the Code.
- The Governance Committee, who are expected to consider the concerns and possible breach of the Code and initiate an investigation.
- The Board Chair and the Registrar & CEO, who will oversee investigations and sanctions process

Policy

As leaders of the College, Directors and Committee Appointees must always earn and preserve the confidence of the public by demonstrating a high standard of ethical and professional conduct. All Directors and Committee Appointees 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 is broken down into four core values and the principles that exemplify them.

1. Fiduciary Duties

Directors and Committee Appointees 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. 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 Appointees 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 and punctually attend all Board or Committee meetings. Participate by reviewing all materials in advance, engaging constructively and respectfully in discussions, recognizing the diverse background, skills and experience of all other Directors, Committee Appointees and staff.

3. Integrity

Directors and Committee Appointees 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 or, 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 Appointees 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 Appointees. Avoid 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 Directors, Committee Appointees and staff. Refrain from behaviour that may reasonably be perceived as discriminatory or as verbal, physical or sexual abuse or harassment.
- 3.9 Intervene as appropriate when observing discriminatory behaviour or verbal, physical or sexual abuse or harassment by others.

4. Diversity and Inclusion

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



- 4.1 Support a culturally safe environment, recognizing the diverse background, skills and experiences and supporting inclusiveness and diversity of all people.
- 4.2 Be respectful of different viewpoints that may be expressed, in good faith, by other Directors and Committee Appointees during Board or Committee deliberations.
- 4.3 Support an environment for Directors, Committee Appointees, staff, registrants and stakeholders that is free from bullying, harassment, sexual or otherwise, or physical contact, psychological, verbal or physical abuse, threats or violence.



College of Occupational Therapists of Ontario

Regulator of occupational therapists in Ontario

Code of Conduct for Directors and Committee Appointees

Acknowledgement and Agreement

I, _____ acknowledge that I have read and understood policy GP7 “Code of Conduct for Directors and Committee Appointees”

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 Director or Committee Appointee of the College.

Signature: _____ Witness: _____

Date: _____