

# Council Code of Conduct, Confidentiality and Conflict of Interest Policy

<b>Policy Section:</b> Governance Process	<b>Policy Number:</b> GP-3	<b>Approved By:</b> Council
<b>Regular Council Policy Review Frequency:</b> Every 5 years	<b>Date Approved:</b> June 1, 2002	<b>Date Reviewed/Revised:</b> June 9, 2022

## Purpose:

The Council has a duty to govern its members in a manner that serves and protects the public interest.

## Policy:

The Council holds itself accountable to the public and ensures that all actions the Council takes are consistent with the relevant laws, regulations and Council policies. Council acts within the bounds of the authority conferred upon it and with the duty of care to make and enact informed decisions and policies in the best interest of the public.

Council Members acknowledge and accept the scope and extent of their duties. In fulfilling these responsibilities, the Council is committed to rigorous, continual improvement of its capacity to govern effectively through policy. The Council defines its beliefs and values in terms of Executive Expectations policies related to governance of risk and its vision for impact in terms of Critical Outcomes Policies.

The Council, within the scope of its authority, commits itself to and expects honest, ethical, transparent, business-like and lawful conduct of Council Members. Council Members will conduct themselves in a professional, courteous, and respectful manner. This commitment includes proper use of authority and appropriate group and individual behaviour and decorum while serving as Council Members. Council Members are expected to treat one another and staff with respect, co-operation, and a willingness to deal openly on all matters.

The Council is entrusted with the responsibility for the oversight of the strategic future, the assets, and the governance affairs of the College and as such is expected to conduct its business in a fair, objective, ethical, and transparent manner. Further, in conducting its business, integrity must underlie all relationships, including those with other Council Members, the CEO/Registrar, staff, registrants, volunteers, and the public. Council Members will not engage in conduct or activities that may raise questions as to the Council's or individual Council Member's honesty, impartiality, fairness, reputation, or otherwise, cause embarrassment to the College.

Given this, the Council has adopted the following Code of Conduct for the Council:

### 1) Un-conflicted Loyalty

Council Members will represent the interests of the public. This accountability supersedes any conflicting loyalty to other advocacy or interest groups, professions, membership on other Boards, College staff or the personal interest of any Council Member.

Individuals who are employees or board/council members of a nursing advocacy group or nursing union are ineligible to serve on Council, the Complaints Investigation Committee, and the Inquiry Committee. At least two years must have passed since the last date of employment or board/council membership with such an organization in order to be eligible to serve on Council, the Complaints Investigation Committee, and the Inquiry Committee

## **2) Council Wholeness**

Council Members will not attempt to exercise individual authority over the College except as explicitly set forth in Council policies.

- a) Council's interaction with the CEO/Registrar or with staff must recognize the lack of authority vested in individual Council Members except when explicitly authorized by Council policy.
- b) Council Members' interaction with the public, press, or other entities must recognize the same limitation and the inability of any Council Member to speak for the Council except to repeat explicitly stated Council decisions/policies.
- c) Council Members will not publicly express individual negative judgments about CEO/Registrar or staff performance. Any such judgments of CEO/Registrar's performance will be made only by the full Council, meeting in the appropriate in-camera format.
- d) Council Members will refer to the CEO/Registrar (or to their designated representative) any complaints or concerns about operational issues which are brought to a Council Member's attention.

## **3) Conflict of Interest**

It is the expectation of the Council that all Council Members operate under the highest ethical standards.

A conflict of interest arises when a Council Member is, or could be perceived to be, unable to devote complete loyalty and singleness of purpose to the public interest.

Given this, Council Members will:

- a) Ensure the public interest is considered and addressed as the priority over the interests of the nursing profession and/or that of individual nurses (based on the social contract of self-regulation).
- b) Avoid conflict of interest with respect to their financial responsibility.
- c) Not conduct any private business or personal services between themselves and the CRNM except as procedurally controlled to assure openness, competitive opportunity, and equal access to "inside" information.
  - i. Not have any pecuniary interest, directly or indirectly, in any contract, purchase of material or activity paid from the College funds.
- d) Declare a conflict or potential conflict when the Council is to decide upon an issue about which the Council Member has a conflict of interest. This may occur at any point during the process. Such Council Members will physically remove themselves not only from the vote but also from the Council's deliberation regarding the matter and will not attempt to influence the outcome of the vote.

- e) Not use their position to obtain employment at the College for themselves, family members or close associates. Should a Council Member desire employment with CRNM, he or she must have first resigned from his or her Council position. There must also have been a ‘cooling off’ period of a minimum of one year (12 months).

In addition:

- i. The Council will not employ a Council Member’s spouse nor any immediate family member relative in their households.
  - ii. No relative of a Council Member will be shown preference for employment in any position.
- f) Disclose their involvement with other organizations, with vendors, or any other associations which may represent a conflict or the appearance of a conflict of interest related to CRNM.

A Council Member is in a conflict of interest if he or she:

- a) Places an interest of the nursing profession ahead of the public interest of safe, quality nursing practice.
- b) Is beneficially interested, directly or indirectly, in any contract which may be made by, through, under the supervision, or for the benefit of the College.
- c) Votes in the authorization, approval, or ratification of a contract in which he or she is beneficially interested.
- d) Accepts, directly or indirectly, any compensation, gratuity, or reward from any other person that is or becomes beneficially interested in a contract with the College.
- e) Discloses confidential information gained through the Council Member’s position except in compliance with a lawfully issued subpoena or court order, or uses such information for his or her personal gain or benefit.
- f) Uses his or her Council position to secure special privileges or exemptions for himself, herself, or others.
- g) Gives or receives, or agrees to receive, directly or indirectly, any compensation, gifts, reward or gratuity from a source except CRNM, for a matter connected with or related to the Council Member’s services as a Council Member.
- h) Accepts employment or engages in business or professional activity the Council Member should reasonably expect would require or induce him or her by reason of his or her Council position to disclose confidential information acquired by reason of his or her Council position.

A potential conflict of interest occurs if there is a possible appearance or a possible occurrence of any of the above.

#### **4) Council Conduct**

Council Members will:

- a) Act in good faith, responsibly, with due care and without allowing their independent judgment to be influenced.
- b) Not attempt to use their Council position to improperly influence the discharge of official duties of staff or commit an act of discrimination in violation of law or CRNM policy.
- c) Exercise the degree of care, diligence, competence, and skill that a reasonably prudent person would exercise in comparable governance circumstances.
- d) Act in a manner to enhance and maintain the reputation and image of CRNM.
- e) Not knowingly make false statements about the CRNM, its employees, or other Council Members.
- f) Be familiar with the legislation, regulations, bylaws and Council policies of CRNM as well as the rules of procedure and proper conduct of a meeting, so that any decision of the Council may be made in an efficient, knowledgeable, and expeditious fashion.
- g) Achieve and comply with Council governing policies which guide and direct the Council including Governance Process Policies and Council-Executive Relationship Policies. Council Members are also expected to comply with the bylaws of the CRNM.
- h) Make available to and share with fellow Council Members information that may be appropriate to ensure proper conduct and sound Council decisions.
  - i. Not intentionally conceal material information necessary for the proper discharge of the duties of other Council Members or the CEO/Registrar.
- i) Not discuss individual judgments regarding individual employee performance directly with an employee, except for participation in Council deliberation about whether the CEO/Registrar has established a reasonable interpretation and achievement of Council policy.
- j) Ensure that unethical activities not covered or specifically prohibited by the foregoing policy criteria or any other legislation are not condoned.

#### **5) Council Communication**

In order to build and maintain productive and effective relationships, Council Members will use a system of communication that builds mutual respect and trust.

Accordingly, Council Members will:

- a) Exercise honesty in all communication.
- b) Demonstrate respect for each other.
- c) Focus on issues, not personalities.
- d) Assume and practice trust.
- e) Maintain focus on shared goals.
- f) Communicate in a timely manner to avoid surprises.
- g) Support majority decisions of the Council.
- h) Withhold judgment on issues until fully informed.
- i) Seek first to understand rather than to be understood.
- j) Maintain confidentiality.

- k) Share concerns, issues, and interests.
- l) Assume a non-defensive posture, taking the initiative to communicate and ask questions for clarification.
- m) Share information and knowledge.
- n) Give direction as the whole, not as individuals.
- o) Protect and promote the integrity and reputation of CRNM.
- p) Support the CEO/Registrar /staff in their roles.
- q) Challenge respectfully when there are differences of opinion.

Council Members, when communicating with and sending electronic information related to CRNM, agree to always communicate within the CRNM email and Council portal protected systems. This is to protect all CRNM information with appropriate confidentiality.

During the term of Council Members, they will protect all hard copy documents in a confidential location. At the end of their term, all Council electronic files and emails will be electronically deleted and hard copy materials in the possession of a Council Member will be returned to CRNM for shredding.

#### **6) Council Confidentiality**

Council Members will keep confidential all information that comes to their knowledge in the course of their duties (see section 140 of the *Regulated Health Professions Act*).

In general, all Council business is confidential until it becomes an item of public record. Normally, as required and appropriate, the Council Chair (or delegate) serves as a spokesperson for the Council with individuals, stakeholders, and the media.

Council Members will maintain the confidentiality appropriate to issues of a sensitive nature, especially those discussed in-camera. All matters that are the subject of any closed portion of any meeting are confidential until appropriately disclosed in an open public meeting of the Council.

- a) All matters that are before a Council Committee are confidential unless they have been determined not to be confidential by the Chair of the relevant Committee following consultation with the Council Chair and the CEO/Registrar.
- b) The information, materials, and knowledge covered by this confidentiality policy, in addition to information subject to the RHPA, include but are not limited to:
  - i. Information regarding appointment, employment relationships, and evaluation of the CEO/Registrar and staff.
    - Performance of management and related records including evaluations, compensation, contracts, employment conditions, and management succession plans.
  - i. Information regarding organizational results and performance related to outcomes, quality, and risk management.
  - ii. Information regarding strategic and long-range plans and programs which are not yet finalized and hence not ready for public discussion.



- iii. Financial information including annual budgets, revenues, expenses, long-term capital expenditures, equipment purchases, and information relating to financial condition, such as debt, revenue, and losses. This does not include financial information publicly available in the Annual Report.
  - iv. Information regarding adverse incident reports, threatened and pending litigation, legal advice, litigation strategies, and defenses, and settlement plans.
  - v. All matters that are before a Council Committee are strictly confidential unless disclosed at a public Council meeting.
  - vi. Minutes of in-camera sessions of the Council and minutes of Council Committees and Task Forces until they are released in a public Council meeting.
- c) No audio or visual record or electronic transmittal by any person of a closed portion of any meeting is permitted without prior approval by the Council Chair.

### **Application of this Policy**

#### Addressing Breaches of This Policy

Any person may file a complaint against a Council Member under this policy and such complaints shall be heard and evaluated in-camera unless the Council Member requests a public meeting on the complaint.

A Council Member who has concerns regarding compliance with this Code of Conduct should raise those concerns with the Council Chair, who will determine the reasonableness of the concern or if it appears to be a vexatious complaint and therefore what action will be taken to deal with the concern.

A Council Member who is alleged to have breached the Code of Conduct will be informed in writing. The complaining party must be identified. The Council Member affected will be allowed to present his or her views regarding the alleged breach at the next Council meeting in-camera. If a Council meeting is not scheduled in the next 30 days, a special Council meeting will be called.

The Council may receive evidence, hear arguments, and take other action regarding the complaint as it sees fit. If the complaining party is a Council Member, he or she and the respondent Council Member shall absent themselves from the evaluation, review of findings, and conclusions related to the complaint.

Following evaluation of the complaint, the Council shall take final action in open session, finding the complaint to be sustained, sustained in part, or not sustained. Council Members who are found to have breached the Code of Conduct may be subject to censure or disqualification as a Council Member. Such action may take the form of a motion reflected in the minutes. If a complaint is sustained in whole or in part, the Council may by majority vote to censure the subject Council Member. The decision of the Council shall be final and not subject to appeal except as otherwise provided by law. Nothing herein shall prevent the Council, any member thereof, or any other person from referring the matter complained of to any outside authority at any stage of the process.

#### Annual Council Member Declarations

Council Members will annually sign a Code of Conduct, Confidentiality and Conflict of Interest Declaration Form indicating that they have read and will comply with this policy.

#### Council Components Under This Policy

This policy applies to Council Members, Statutory Committee Members, and Council Task Force Members.

#### **Policy Definitions**

“Public Interest”, in this context, refers to the fact that CRNM and its Council, in the context of self-governance by the profession, is responsible for ensuring public safety and quality related to registered nursing practice.

“Contract” means any contract, sale, lease, or purchase.

“Pecuniary Interest” means a financial, monetary, or economic interest.

“Conflict of Interest” occurs when a Council Member’s private interest interferes in any way or appears to interfere, with the interests of the organization as a whole. Conflicts of interest arise when such a member, or a member of his or her immediate family, receives improper personal benefits as a result of his or her position as a Council Member of the CRNM.

“Immediate Family” is defined as including spouse, life partner, child, parent/in-law, live-in grandparent or sibling.

“Improperly Influences” means to induce statements, conduct or action that is in violation of law, regulation, or Council policies.