

Title: CFPC Board Director Code of Conduct

Category: Governance

Date Approved: Approved Nov 2021; Last updated June 2018

Date of required review: Fall 2022 (dynamic environment right now and recommended that this be reviewed in a year)

College Contact: Director Governance & Strategic Planning

Status: In Effect

CFPC Board Director Code of Conduct

The College of Family Physicians of Canada (CFPC) Board of Directors has adopted this Code of Conduct to assist Directors in understanding and fulfilling their duties and obligations. It is not intended to be exhaustive of all matters and standards related to a Director's conduct.

Directors are encouraged to consult the Board Chair where they have a question or concern.

Board directors are champions and ambassadors of our discipline. They will be held to strict standards of honesty, good faith, integrity and loyalty; they shall not put personal interests ahead of the best interests of the CFPC (fiduciary duty). They must respect the confidentiality of information about the CFPC.

Board directors are expected to conduct themselves professionally, with behaviour consistent with the CFPC's Values: caring, learning, collaboration, responsiveness, respect, integrity, and commitment to excellence.

Each Director has a duty to prepare for and attend meetings of the Board, or where they are not able to attend, provide due notice.

It is recognized that Directors bring diverse backgrounds, skills and experiences. Directors will not always agree with one another on all issues. All debates shall take place in an atmosphere of mutual respect and courtesy. Directors shall participate in a spirit of co-operation and collegiality. The authority of the chair must be respected at all times. Directors have to respect the confidentiality of all decisions relating to the board and the voting result of those decisions.

Directors should recognize that the CFPC President, and Executive Director/Chief Executive Officer are the official CFPC spokespersons, with other members of the Executive Committee, as appropriate. Board directors have an important role as ambassadors - please refer to the *Board Directors and Officers – Roles and Responsibilities Policy* for additional details.

Each Director will exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Directors shall comply with all applicable laws and regulations, including CFPC's bylaws and policies.

Each Director shall report any actual, potential or perceived conflict of interest situation as per the Conflict of Interest Policy and abide by the Board-determined management strategy, as applicable.

The following behaviours would be unacceptable and could be considered grounds for censure or removal from the CFPC Board:

- a) shaming others;
- b) using aggressive, abusive language;
- c) arbitrarily sidestepping policies;
- d) manipulating policies and procedures to block proceedings;
- e) acting in a way that could reasonably be perceived as harassment or discrimination, including bullying and aggressive behaviour;
- f) threatening others with retribution or violence;
- g) criticizing staff in front of others (outside of in-camera board meetings);
- h) sharing and posting information, both online and offline, that is inconsistent with the Board speaking with one voice;
- i) being disrespectful or discourteous;
- j) behaving in a way that is inconsistent with the CFPC Values;
- k) behaving in a way that is contrary to applicable provincial or federal legislation including but not limited to the Occupational Health & Safety Act, Accessibility for Ontarians with Disabilities Act, Ontario Human Rights Code, Canada's Criminal Code, etc.

Note, in situations involving complaints of workplace violence, harassment or discrimination against a Board Director, the CFPC may be required to conduct an investigation and/or notify the police and/or applicable regulatory bodies.

Each Director shall sign the CFPC Board Director Professional Conduct Declaration annually and adhere to this Code of Conduct. If a Board Director is deemed to have breached the Code of Conduct (see process below under Alleged breaches), they agree to resign from the Board of Directors.

Alleged Breaches of the Code of Conduct:

Directors or CFPC members who believe that a provision of this Code has been breached should immediately report the matter in writing to the Chair of the Board. (If the Chair is implicated, the matter should be reported to the President-Elect). The Chair has discretion to determine whether the matter is sufficiently serious to warrant discussion by the entire Board. The Chair might choose to first address the matter directly with the Director(s) implicated and seek a resolution if possible. When the Chair determines the matter requires full discussion by the Board, the Chair will do the following:

- (a) Notice: The Director who is alleged to have breached the Code will be given notice of the complaint or allegation against him or her, including the name of the complainant and other reasonable factual details to allow the individual to understand the basis and substance of the complaint.
- (b) Response: A Director will be given five business days to provide a written response to the allegations. In exceptional circumstances, the Board Chair retains the discretion to lengthen the time for a response.
- (c) Board Evaluation: The Board of Directors will consider the written submissions of the director whose conduct is being reviewed and render its decision in writing within 10 business days. The Board will render a decision on whether or not a breach of the Code of Conduct has occurred. The Director whose conduct is being reviewed shall not participate in the Board meeting called to consider the complaint.
- (d) Remedies: The Board will consider each complaint on its merits. If the Board reaches a decision that a breach of the Code of Conduct has occurred, the Director whose conduct is being reviewed will be asked to resign from the Board of Directors, in compliance with the CFPC Board Director Professional Conduct Declaration that he/she signs annually.

Discussions are considered in-camera until step (e)

- (e) In the case that this cannot be remedied within the Board, the issue will be shared with CFPC members. In accordance with CFPC bylaws and the Not for Profit Corporations Act, members will be asked to reach a decision regarding the possible removal of the Director, from office.

Note; alleged issues will be dealt with, maintaining confidentiality and respecting personal information for all persons involved in the complaint.

Staff members should refer to the CFPC's Workplace Violence, Discrimination and Harassment Program Policy and Procedure #CS-HR-003, effective June 1, 2018 for situations involving complaints of workplace violence, discrimination or harassment. Complaints under

this policy should be reported to the manager and Human Resources who will inform CFPC's Executive Director/Chief Executive Officer.

Should any staff member believe that a provision of this Code has been breached, they should immediately report the matter to their manager and Human Resources who will inform CFPC's Executive Director/Chief Executive Officer in a timely manner.