

KOOTENAY BOUNDARY DIVISION OF FAMILY PRACTICE DRAFT POLICY

Section: 1. GOVERNANCE

Subheading: 2. Process

Policy Number: 1.2.3

Policy Title: Board Code of Conduct

Preamble:

This Code of Conduct sets out the minimum standard of conduct required of all Directors of the Kootenay Boundary Division of Family Practice and is based on the duties and obligations imposed on Directors by law. The Directors do not have the power to exempt themselves from any aspect of these duties and obligations. This Code addresses the main relevant areas, but is not designed to be exhaustive. A Director who is uncertain of his or her duties in any particular instance should raise this concern with the Chair of the Board in order that appropriate guidance and advice may be obtained.

Policy Statement:

1. Fiduciary Duties of Directors

Directors must act honestly, in good faith, and with a view to the best interests of the Division as a whole and must exercise the care, diligence and skill of a reasonably prudent person in exercising their powers and performing their functions as Directors.

2. Duties of Directors specific to the Division

As leaders of a membership-based organization, Board members have a responsibility to be reasonably available to family physicians in the community, to attend events and engage both members and community partners and partners in the health care system.

Directors are expected to attend Board and Committee meetings to which they have committed unless they provide notice or reasonable explanation for their absence. A consensus of directors shall determine what constitutes “reasonable” Extended absence due to medical leave constitutes a reason for relieving a Director of her/his duties at least until the director returns to health.

During their tenure, Directors must be aware of being a representative of the Division at all times. See Section 9 of this policy for further clarification and Policy #4.1.2 *External Communications* for more detail.

3. Accountability to the Division as a Whole

The Directors bring their particular background, experience and points of view to Board meetings in order to inform the Board and assist in a holistic, thoughtful and well-informed decision-making process.

Although residing and working in communities, the Directors must make decisions in the best interests of the Division as a whole, meaning all members of the Division, rather than in their own interests or in the interests of any particular area of practice.

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4. Disclose Conflicts of Interest

The Directors shall disclose verbally and in writing any conflict of interest as soon as they become aware of it. Conflicts and potential conflicts shall be disclosed to all the other Directors.

A conflict of interest is any direct or indirect interest in any matter that may influence or appear to a reasonable person to influence the ability of a Director to act in the best interests of the Division. A conflict of interest, which includes the appearance of a conflict of interest, may exist due to personal or professional activities, memberships or positions, financial or business interests, or an interest in a contract or transaction involving or potentially involving the Division.

A Director who has a conflict of interest may be required to leave a Board meeting during any period when the matter in which the Director has a conflict of interest is being discussed and/or abstain from any vote on such matter. A more complete set of policies related to apparent and actual conflicts of interest can be used to make decisions in individual circumstances.

See Policy #1.2.4 *Conflict of Interest* for details

5. Confidentiality

Directors shall at all times maintain the confidentiality of information they acquire by virtue of being Directors of the Division. This obligation applies to all information that is not otherwise generally available to the members of the Division. Information may be expressly designated as confidential, or may be confidential by implication. If a Director is unsure whether particular information is confidential, he or she should seek the advice of the Directors or, if the concern arises other than at a meeting of the Board, the Director should seek the advice of the Chair of the Board.

Directors shall observe confidentiality of discussions and dynamics at Board meetings. Preserving the confidentiality of Board meetings promotes free and full discussion of matters and effective decision-making.

The duty of confidentiality continues to bind a Director after he or she ceases to be a Director.

6. Guests at Board Meetings

The Board may decide to welcome guest to Board meetings, who may or may not be members of the Division. Any invitation to attend a board meeting should be approved by the Board Executive in advance of the meeting, and the guest's participation may be limited to particular agenda items. Any person who is not a Director may be asked to leave a meeting for any or all of its duration.

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7. Effectiveness in Decision-Making

Directors shall deal with each other openly, honestly, truthfully and in good faith and shall observe proper decorum at all meetings. Directors' interactions in meetings shall be courteous, respectful and free of animosity. Directors shall share with each other all information that may be relevant to the business and affairs of the Division and the particular matters under discussion by the Board.

Directors are expected to attend all Board meetings. Directors shall prepare for Board meetings by reading the Board package in advance; inform themselves of matters under consideration; participate in discussion and ask questions at Board meetings; listen to and consider all points of view with an open mind and without having pre-judged the matter; allow full discussion of matters; seek the advice of staff or other professional or outside advice where necessary.

Members should not use email to discuss issues that are, will be or have been, deliberated by the Board. Email is considered to be akin to a bulletin board and is not considered an appropriate means of transmitting information that would jeopardize the Board's commitment to confidentiality or duties regarding Board decisions (see below).

Directors will endeavor to make decisions by consensus. This decision-making process is described in the KBDFFP Consensus Protocol, an Appendix to this Policy.

It is important to note that Board members do not have any authority or power as individuals – the authority of a board comes from its collective power.

8. Duties Regarding Board Decisions

After a Board decision is made, a Board member is free to comment on it to Division members or the general public, but is expected to present a balanced view of arguments in favor and against the decision.

While communicating to Division members or the general public about a Board decision, a Board member is expected to convey a message of respect for the Board's decision-making processes, and a message of acceptance of the decision as a valid outcome of Board deliberations, even if he or she had voted against it. If a Board member is explaining how the Board came to a particular decision, there shall be no discussion of the individuals who may have presented perspectives in Board deliberations.

Board members are expected to refrain from actively campaigning against a validly made Board decision, and are expected to refrain from blocking or undermining its implementation.

9. External Communications

The Chair of the Division and others delegated by the Board, are the official spokespeople. Any communication by a Director will be construed to be done in an official capacity; therefore, no Director may purport to speak on behalf of the Division, unless specifically authorized to do so. When contacted by the media or

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other organizations for comment, Directors should refer the request to the designated spokesperson.

This shall not be construed as preventing Directors from recruiting members to the Division, or from communicating decisions of the Board to the members or from informing colleagues about the activities of the Division as appropriate and otherwise in compliance with this Code of Conduct.

See Policy #4.1.2 *External Communications* for more detail.

10. Internal Communications

Directors, when conducting KBDFP business, will communicate using clear, collaborative language, and demonstrate respect for their colleagues, group process, diverse perspectives, and confidentiality.

See Policy #4.1.3 *Internal Communications* for details and guidelines.

11. Compliance with Laws, etc.

Directors shall comply with all applicable laws and regulations and with the Constitution and Bylaws of the Division and the policies of the Division adopted by the Board from time to time, including this Code of Conduct.

12. Consequences of Non-Compliance with this Code of Conduct

Any complaint of non-compliance with this Code of Conduct shall be referred to a committee comprised of the Immediate Past President, a Director who is not a member of the Executive Committee and a non-Director Parliamentarian (or such other committee as the Board of Directors may constitute), who shall investigate the matter with respect and impartiality and report to the Board with their recommendation.

Consequences for non-compliance with this Code of Conduct will be as determined by the Board and may include any one or more of the following:

- Censure or Letter to the director;
- Exclusion from debate on any matter related to the non-compliance;
- Request for resignation, or motion to remove an Officer;
- Recommendation of a special resolution to remove the Director.