

Preamble

This Code of Conduct sets out the minimum standard of conduct for all members of Doctors of BC when carrying out work on behalf of the Association, including attending meetings, communicating on/via electronic platforms, and/or interacting with Doctors of BC staff. This Code is divided into four parts:

- **Part One: Principles of Civility**
This Part applies to all members regardless of whether they hold a position on the Board, Representative Assembly or a committee.
- **Part Two: Board of Directors**
This Part is specific to Directors of the Board of Doctors of BC and is based on the duties and obligations imposed on Directors by law.
- **Part Three: Representative Assembly Members**
This Part is specific to members of the Doctors of BC Representative Assembly and is tailored to their role as geographic, section, or organization representatives.
- **Part Four: Committee Members**
This Part is specific to members of Doctors of BC committees and is tailored to their role as committee members.

Part One: Principles of Civility

Doctors of BC is committed to the psychological safety of its members and staff. We aspire to create a safe, productive and respectful working environment where all members and staff feel included and free to suggest new ideas, offer feedback and seek assistance. Open debate is to be encouraged, with conflict being viewed as healthy and inevitable rather than negative in and of itself.

The Principles of Civility set out below are intended to support a psychologically safe environment where discussions can take place in a respectful and collegial manner. Rather than focusing on preventing certain behaviour or statements, these principles support positive behaviours. While they're viewed as aspirational in nature, where there is a blatant violation or complaint in relation to the Principles of Civility, the process for addressing non-compliance with this Code is described in the Appendix.

Respect

- Treat others with dignity
- Value diversity
- Listen to others and be considerate of differing points of view
- Understand how generalizations and labeling can impact others
- Give due consideration to the advice of subject matter experts

Professionalism

- Be open, honest and trustworthy
- Be accountable for words and actions
- Prepare for, attend and actively participate in meetings (as required)

Compassion

- Be friendly, welcoming and committed to the wellbeing of others
- Support and respond to colleagues, especially those in need

Courage

- Speak openly and honestly
- Be prepared to tackle tough challenges
- Communicate when you see harm being done, including when you see someone behaving outside of the Principles of Civility

Self Awareness

- Consider the impact of your words and actions on others
- Manage influences on your own well-being and behaviour

Collaboration

- Recognize that our members and staff are 'better together'
- Value collective inquiry
- Engage with and foster relationships with others
- Encourage others to contribute thoughts and ideas

Part Two: Board of Directors

General

This Part sets out the minimum standard of conduct required of all Directors of Doctors of BC 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. The main relevant areas are addressed but this Part is not designed to be exhaustive. The expectations laid out in this part include those identified in the Doctors of BC Board Conflict of Interest Policy, and the Principles of Civility in Part One of this Code. 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.

Fiduciary Duties of Directors

Directors have fiduciary duties that must be adhered to when exercising their powers and performing director functions. These fiduciary duties can be divided into two main categories: a duty of care and a duty of loyalty.

- **Duty of Care:** Directors have a duty to act with a level of skill of a reasonably prudent person, to be informed and to act with competence, care and diligence.
- **Duty of Loyalty:** Directors have a duty to act honestly, in good faith and in the best interests of the Association.

Accountability to the Association 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. However, they owe a fiduciary duty to the organization itself. They must make decisions in the best interest of the Association, rather than in their own interests or in the interests of a particular area of practice, section, society, district, or any other group or organization.

Disclose Conflicts of Interest

Directors must comply with the Doctors of BC Conflict of Interest Policy and are legally required to complete the 'Declaration of Conflict of Interest' for Board Members, and update their declaration annually. In line with the Doctors of BC Conflict of Interest Policy, Directors must perform their duties conscientiously and in a manner that will help to avoid circumstances where the private interest of Directors and the interests of Doctors of BC either are, or could reasonably be perceived as being, in conflict.

Refer to the Doctors of BC Conflict of Interest Policy for more detail on the definition of 'conflict of interest' and the process to be followed when a Director has a conflict of interest.

Confidentiality

Board confidentiality is essential to ensure that full and frank discussion of issues deemed as confidential may take place in an atmosphere that promotes free and full discussion of matters and effective decision-making and is free from the risk of inappropriate disclosure.

Directors shall at all times maintain the confidentiality of information that they acquire by virtue of being Directors of the Association and must not divulge confidential information that they receive as Board members to anyone other than persons who are authorized to receive the information. This obligation applies to all information that is not otherwise generally available to the members of the Association. 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.

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

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 Association 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; and seek the advice of staff or other professional or outside advice where necessary. They should then exercise their best judgment in voting.

Duties Regarding Board Decisions

The Board speaks with one voice. In some cases, subject to the confidentiality requirements of the subject matter, a Board member may communicate with Doctors of BC members about a Board decision, but must convey a message of respect for, and confidence in, 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.

Board members must not actively campaign against a validly made Board decision, and must refrain from blocking or undermining its implementation.

Communications

The President of the Doctors of BC is the official spokesperson. 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 Association, unless specifically authorized to do so.

This shall not be construed as preventing Directors from communicating decisions of the Board to the members as appropriate and otherwise in compliance with this Code of Conduct.

Compliance with Laws, etc

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

Part Three: Representative Assembly Members

General

This Part sets out the minimum standard of conduct required of members of the Doctors of BC Representative Assembly. The expectations laid out in this part include the Principles of Civility in Part One of this Code. Members do not have the power to exempt themselves from any aspect of this Code. The main relevant areas are addressed but this Part is not designed to be exhaustive. A Representative Assembly member who is uncertain of any aspect of this Code should raise this concern with the Speaker of the Representative Assembly in order that appropriate guidance and advice may be obtained.

Responsibilities and Expectations

Members of the Representative Assembly are expected to understand the role and functions of the Assembly and to attend and actively participate in meetings. Members should prepare for Representative Assembly meetings by reading materials pre-circulated in advance.

In addition, members are expected to comply with the Representative Assembly Meeting Standing Rules.

Disclose Conflicts of Interest

Representative Assembly members shall disclose any matters which may constitute a direct or indirect conflict of interest between personal or professional activities, and responsibility as a Representative Assembly member. Members must act in a manner that will prevent conflicts of interest from arising, such as leaving a meeting during any period when the matter in which the member has a conflict of interest is being discussed and/or abstaining from any vote on such matter.

Confidentiality

On occasion, Representative Assembly members may possess documentation or information of a confidential nature. Such information will not be disclosed to any person(s) other than the members of the Representative Assembly without consultation with and agreement of the Speaker.

Communications

The President of the Doctors of BC is the official spokesperson. No member of the Representative Assembly may purport to speak on behalf of the Association, unless specifically authorized to do so.

Compliance with Laws, etc

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

Part Four: Committee Members

General

This Part sets out the minimum standard of conduct required of all members who have been appointed by Doctors of BC to a committee, including statutory, standing, ad hoc, joint and external committees. The expectations laid out in this part include the Principles of Civility in Part One of this Code. Members do not have the power to exempt themselves from any aspect of this Code. The main relevant areas are addressed but this Part is not designed to be exhaustive. A committee member who is uncertain of any aspect of this Code should raise this concern with the Chair of the relevant committee in order that appropriate guidance and advice may be obtained.

Responsibilities and Expectations

Committee members shall observe the committee's Terms of Reference. In particular, members should understand their role on the committee and act upon it. Committee members must strive to attend and actively participate in meetings, and provide due notice if they are unable to attend. Members should also prepare for meetings by reading materials pre-circulated in advance.

Disclose Conflicts of Interest

Committee members shall disclose any matters which may constitute a direct or indirect conflict of interest between personal or professional activities, and responsibility as a

Committee member. Committee members must act in a manner that will prevent conflicts of interest from arising, such as leaving a meeting during any period when the matter in which the member has a conflict of interest is being discussed and/or abstaining from any vote on such matter.

Confidentiality

Committee members may come to possess documentation or information of a confidential nature due to their participation as a committee member. Such information will not be disclosed to any person(s) other than the members of the committee without consultation with and agreement of the Chair of the committee.

Communications

The President of the Doctors of BC is the official spokesperson. No member of a Doctors of BC committee may purport to speak on behalf of the Association, unless specifically authorized to do so.

Compliance with Laws, etc

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

Appendix: Resolving Complaints

Doctors of BC Ombudsperson

Doctors of BC has appointed an impartial and unbiased Ombudsperson who is available to support members in managing issues related to the Code of Conduct, Principles of Civility, Board policies, and other disputes that may arise between members through the business of the Association. They are available to provide free, confidential advice and will support the informal and formal resolution processes described below.

Board Directors, Representative Assembly and committee members may seek guidance from the Ombudsperson on Code of Conduct questions or concerns at any time.

Contact information is available in the Schedule to this Code.

Informal Process

If an issue arises where a member believes that behaviour contrary to the Principles of Civility, Code of Conduct, or Board policy may have occurred, Doctors of BC first and foremost encourages resolution through direct, interpersonal communication and/or group education, training, and feedback. Where possible, we encourage members who have concerns about the behaviour of another member to raise the issue directly with the individual member as making the individual aware of the impact of their behaviour may result in positive change.

The Chair of the Board, the Speaker of the Representative Assembly or the Committee Chair has the authority and duty to deal with situations where a member's actions and/or behaviours during a meeting are not in keeping with this Code of Conduct and proper meeting decorum. We encourage the Chair or Speaker to assist in informally managing potential Code of Conduct issues by educating the entire Board, Committee or Representative Assembly on appropriate behaviour.

Once a complaint has been resolved, the nature of the complaint and the steps taken to resolve it should be recorded.

If a complaint arising at the Representative Assembly or a committee cannot be resolved satisfactorily or if the complaint relates in whole or in part to the conduct of the Speaker or Chair, the complaint will then be referred to the Board who may choose to review the behaviour described in the complaint to determine whether it is non-complaint with the Code themselves, or follow the formal process set out below.

Formal Process

Where an informal approach has failed or is not possible (for example, if a Director violates their duties set out in Part 2 of this Code), formal options for resolution are

available. These options are intended to provide Board Directors with an opportunity to resolve issues with the support other physicians, recognizing that there is considerable value in hearing the perspective of your peers.

To initiate any of these resolution options, a member may contact the Chair of the Board or Doctors of BC's Ombudsperson in writing, outlining the nature of the complaint and any steps taken to date to resolve the subject of the complaint. From this point forward, all actions taken must be documented.

Once a complaint has been brought forward, consideration will be given to urgency, timing, severity, ethical and legal concerns, the parties involved, and ability of the processes to achieve an appropriate resolution to determine the process and timeline for resolution.

Either or both of the following options are available:

1. Mediation

Mediation offers the possibility of a complaint being resolved by the parties, with the support of a neutral, third-party mediator. If both parties consent to mediation, either the Ombudsperson or an individual appointed by the Ombudsperson will serve as the mediator. The mediator will assist the parties through a process towards their own resolution and does not have a role in determining the outcome.

2. Panel Review

A panel review may be required if the informal process and/or mediation are unsuccessful, an individual feels they are unable to use them based on whatever reason, or the Board is of the opinion that the nature of the complaint merits a panel review.

For a panel review to take place, the written complaint must be provided to the Ombudsperson who will review it and ask the parties involved for any additional initial information they feel is necessary to assist in the consideration of the matter. All parties will be provided with the same information that is given to the Panel.

After a written complaint is filed, a neutral panel comprised of a non-physician Chair and two physicians will be formed to conduct the review. The Chair role will be filled either by the Ombudsperson or an individual appointed by the Ombudsperson. Each party will be allowed to select one of the physician members. The members may be selected from the list of Doctors of BC's past presidents (excluding the Immediate Past President) or other Doctors of BC member as agreed to by the parties. Physician panel members must be members in good standing, be able to demonstrate that they were not involved in the event under review, and have no potential conflict of interest.

The panel will then proceed with a review that may include interviewing the involved parties and witnesses, reviewing any supplemental documentation, and

other information gathering. The parties then have an opportunity to respond to the information gathered by the panel in order to test the facts. If appropriate, this may be done in an in-person or virtual meeting.

The panel will then prepare a report that describes, based on the balance of probabilities, whether the behaviour violated the Principles of Civility, Code of Conduct, or Board policy, communicate the findings to the Board, and make a recommendation to the Board as to the appropriate consequences or response to the issue. Panel reviews should be completed within a reasonable time frame and provide regular updates to the parties throughout the process to promote a psychologically safe environment.

Doctors of BC is not responsible for any costs incurred by the parties involved or any other person involved in the review. Doctors of BC accepts no liability or responsibility for actionable or potentially libelous or defamatory statements made by the parties to the issue by virtue of having received them in the course of the complaint.

Consequences of Non-Compliance with the Code of Conduct

If non-compliance with Part Two of this Code of Conduct is found, the Board has the authority to take whatever action it deems necessary to address the issue, subject to the *Societies Act*. The decision of the Board in respect to the complaint is final and not subject to appeal. The Board will notify all parties as soon as possible of their decision.

When a panel review has taken place, the panel will make a recommendation to the Board for the consequences. However, the final decision-making authority rests with the Board unless there is a potential conflict of interest with the Board making that decision. In these cases, an alternative resolution mechanism will be determined.

Consequences may include any one or more of the following:

- letter to the member;
- exclusion from debate on any matter related to the non-compliance;
- censure;
- imposed conditions for continued involvement as a member of the Board, committee, or Representative Assembly;
- request for resignation as a member or Chair/Speaker of a committee or the Representative Assembly;
- recommendation to the Representative Assembly that the Director be removed from their elected position; or
- suspension or expulsion from Doctors of BC.

Record Keeping

All individuals involved in Code of Conduct complaints must keep their involvement confidential. Records and documentation associated with complaints will only be disclosed as necessary to carry out resolution processes and will be held in a confidential electronic Doctors of BC file.

Schedule

To contact the Doctors of BC Ombudsperson, please email:
Ombudsperson@doctorsofbc.ca

Date of Approval

Approved by Doctors of BC Board on December 9, 2022

Version History

Effective Date	Version	Description of Modification
Jan 1, 2023	Current	Creation of an Appendix that established a stepped process for addressing non-compliance. Sections removed from Parts Two, Three and Four of the Code as this information is now included in the Appendix.
Dec 10, 2021	Version 3	Modifications to Parts One, Two, Three, and Four of the Code to explicitly say that the non-compliance processes laid out under Parts Two, Three, and Four of the Code are applicable to a complaint of non-compliance related Part One, the Principles of Civility.
Sep 24, 2021	Version 2	Modifications to Parts Two, Three, and Four to clarify how complaints relating, in whole in in part, to the conduct of the Chair of the Board, the Chair of a committee or the Speaker of the Representative Assembly will be handled by Doctors of BC.
Nov 1, 2019	Version 1	N/A