

Table of Contents:

Code of Conduct	1	Accountability to the Association as a Whole	1	Duties Regarding Board Decisions3
General.....	1	Disclose Conflicts of Interest	2	Communications
Fiduciary Duties of Directors.....	1	Confidentiality	2	Compliance with Laws, etc.....
		Effectiveness in Decision-Making	3	Consequences of Non-Compliance with this Code of Conduct
				4

Code of Conduct

General

This Code of Conduct sets out the minimum standard of conduct required of all Directors of the 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. 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.

Fiduciary Duties of Directors

Directors must act honestly, in good faith, and with a view to the best interests of the Association 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.

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.

Although elected by districts or appointed by other bodies, the Directors must make decisions in the best interests of the Association as a whole, meaning all members of the Association, rather than in their own interests or in the interests of any particular area of practice or specialty, section, district or other group or organization, including the Society of General Practitioners and the Society of Specialist Physicians and Surgeons.

CODE OF CONDUCT

Disclose Conflicts of Interest

The Directors shall annually complete the required form of written disclosure of conflicts or potential conflicts and shall disclose verbally and in writing any other conflict of interest as soon as he or she becomes aware of it. The declaration forms shall be held in the custody and control of the Doctors of BC, and unless consented to otherwise by the Director, access shall be available only to Doctors of BC legal counsel and the Board Chair.

Each Director shall verbally disclose conflicts and potential conflicts to all the other Directors at the time the matter in which the Director has a conflict of interest is to be discussed. An inherent conflict or potential conflict of interest relevant to many matters of discussion at the Board shall be disclosed to all Directors at the first opportunity.

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 Association. 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 Association.

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.

Confidentiality

Directors shall at all times maintain the confidentiality of information they acquire by virtue of being Directors of the Association. 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.

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.

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; seek the advice of staff or other professional or outside advice where necessary.

Directors will endeavour to make decisions by consensus and, if consensus is not possible, decisions will be by majority vote in accordance with the rules of procedure set out in Robert's Rules of Order.

"Consensus" means "I agree with the decision, or I agree I can live with the decision".

Duties Regarding Board Decisions

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

While communicating to Doctors of BC 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.

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.

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.

CODE OF CONDUCT

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.

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
- Exclusion from debate on any matter related to the non-compliance
- Letter to the Director
- Request for resignation
- Recommendation of a special resolution to remove the Director

Board Approved:

June 12, 2003 Resolution B03/06/12-09

April 3, 2004 Resolution B04/04/03-16

November 24, 2006 Resolution B06/11/24-05

Amended: April 13, 2007, Resolution B07/04/13-01

Amended: June 10, 2011, Resolution B11/06/10-38