

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. They are to be viewed as aspirational in nature.

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. It is to be read alongside the Principles of Civility in Part One of this Code and the Doctors of BC Board Conflict of Interest Policy. 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.

Consequences of Non-Compliance with Part Two of this Code of Conduct

Any complaint of non-compliance with Part Two of this Code of Conduct shall initially be brought to the Chair who will discuss with the Board of Directors. Should the matter not be resolved satisfactorily, the complaint will be referred to a committee comprised of the Immediate Past President, a Director who is not an Officer 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 Part Two of this Code of Conduct will be as determined by the Board and may include any one or more of the following:

- Letter to the Director
- Exclusion from debate on any matter related to the non-compliance
- Censure
- Request for resignation as a Director
- Recommendation to the Representative Assembly that the Director be removed as a Director
- Suspension or expulsion from Doctors of BC

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. It is to be read alongside 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.

Consequences of Non-Compliance with Part Three of this Code of Conduct

The Speaker of the Representative Assembly has the authority and duty to deal with situations where a member's actions and/or behaviours during a Representative Assembly meeting are not in keeping with this Code of Conduct and proper meeting decorum.

A Representative Assembly member who has breached his or her duty by violating Part Three of this Code of Conduct will be liable to forfeiture of membership in the Representative Assembly or other forms of censure as established by the Board of Directors.

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. It is to be read alongside 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.

Consequences of Non-Compliance with Part Four of this Code of Conduct

The Chair of a committee has the authority and duty to deal with situations where a member's actions and/or behaviours during a committee meeting are not in keeping with this Code of Conduct and proper meeting decorum.

A committee member who has breached his or her duty by violating Part Four of this Code of Conduct will be liable to forfeiture of committee membership or other form of censure as established by the Board of Directors.