



Policy Title: BOARD CODE OF CONDUCT POLICY		Policy Section: Governance Process	Policy Number: GP IV-100
Approved By: Board of Directors	Date Approved: February 23, 2023	Date Reviewed/ Revised: March 8, 2024	Chair's Signature:

PURPOSE

The purpose of the Health and Supportive Care Providers Oversight Authority (the "Authority") "Board Code of Conduct Policy" is to set out the guiding principles, obligations, and expectations of Board Members regarding their conduct to ensure they maintain the highest standards of public trust and integrity in all aspects of carrying out their duties. The policy also applies to Advisory Committee Members, Discipline and Appeals Committee Members, and members of other ad hoc committees that may be established from time to time for the purpose of conducting the business of the Authority.

Failure to abide by this Code of Conduct may result in removal from the Board of Directors or a committee.

POLICY

The Board's Code of Conduct will be guided by principles of competence and diligence, integrity, respect and collaboration, and equity, diversity, inclusion, and justice.

Directors and members of Committees must, at all times, maintain high standards of integrity, honesty and loyalty to the Authority and its mandate when discharging their duties. They have a fiduciary and legal duty to act in the best interest of the Authority.

In order to exercise these duties, they shall:

1. Be familiar with and comply with the provisions of the *Health and Supportive Care Providers Oversight Authority Act, 2021, S.O. 2021, c. 27, Sched. 2* (the "**Act**"), the regulations and by-laws made under it, and the policies of the Authority;



2. Act in good faith, responsibly, with due care and without allowing their independent judgement to be subordinated;
3. Treat everyone equally and with dignity and participate in all Board and Committee discussions in a respectful, courteous, inclusive, and constructive manner, including complying with the Authority's Diversity policies;
4. Support and respect diversity by welcoming and respecting alternative opinions, listen without judgement, recognize diverse backgrounds, experience and skills of the Board and Committee Members;
5. Act in a manner to enhance and maintain the reputation and image of the Authority;
6. Diligently prepare for Board or Committee meetings, which includes reading background materials and briefing documents in advance of meetings;
7. Attend all meetings on time, unless there is reasonable cause not to, and:
 - a. participate constructively in discussions;
 - b. listen without judgement;
 - c. offer opinions and express views on matters before the Board or Committee as the case may be;
 - d. participate in all deliberations in a respectful and courteous manner, recognizing the diverse background, skills and experience of Board and Committee members;
8. Contribute to evidence-based, transparent, decision-making in the public interest;
9. Make available to and share with fellow Board Members information that may be appropriate to ensuring proper conduct and sound Board decisions; and not intentionally conceal material information necessary for the proper discharge of the duties of other Board Members or the Chief Executive Officer;
10. Uphold the decisions made by a majority of the Board of Directors or Committee, regardless of any prior individual disagreement;
11. Refrain from expressing any public comments on Authority business unless they are an official spokesperson or have been delegated the task of communicating publicly on a specific matter;
12. Avoid and, where that is not possible, declare any appearance of or actual conflicts of interest or bias and remove themselves from discussing or voting on any issue where there is a conflict of interest;



13. Not seek or accept a gift or benefit if a reasonable person would conclude that it would influence or appear to influence their judgment or duties, or if the acceptance would cause embarrassment to the Authority.
14. Not participate in a legal proceeding involving the Authority as a party or on behalf of a party other than through the Authority or its representatives;
15. Preserve confidentiality of all information before the Board of Directors or Committee unless disclosure has been authorized by the Board of Directors or is permitted under the Act;
16. Refrain from attempting to influence a statutory decision unless a member of a panel of the Committee or, where there is no panel, of the Committee dealing with the matter;
17. Only engage in political activity on their own time and at their own expense; not use Authority resources for political activity; and not link political activity to the Authority or a role or position with the Authority.

Reporting Wrongdoing or a Breach of the Code

Directors and members of committees must report wrongdoing at or by the Authority. Wrongdoing means:

1. Breaching any law or regulation that governs the authority and its activities;
2. An act or failure to act that creates a grave danger to people or the environment;
3. Flagrant or serious misuse of money, assets or authority;
4. Breach of this Code; and
5. Directing or trying to influence a person to commit wrongdoing.

Directors and committee members should report to the Chair or the Chief Executive Officer.

Directors and committee members should speak to the Chair or the Chief Executive Officer if they are concerned that the Authority is not addressing wrongdoing in a timely manner.

Reports of wrongdoing must be made in good faith. Making a false, misleading or bad faith report would be considered to be a breach of this Code.