

**Registered Nurses' Association of Ontario
Board of Directors Policy**

Policy Type:	Policy Governance	Title:	Code of Conduct
Number:	PG – 9	First approved by Board:	September 23, 2005
<i>This policy cross-references</i>		Review:	Every 2 Years (Nov)
<i>BR-2 Conflict of Interest and</i>		Last Reviewed:	November 2020
<i>#3 Code of Conduct of this Policy</i>		Monitor:	Annually (Nov)
<i>cross-references PG-1 Governance of the BOD</i>		Last Monitored:	November 2020

PURPOSE

In all matters relating to the affairs of RNAO, each person who is a Director, Committee or Assembly member shall be subject to this code of conduct. The RNAO Assembly expects of itself and its members ethical, professional and lawful conduct. This includes proper use of authority and appropriate decorum when acting as volunteer leaders. It expects its members to treat one another and RNAO staff with respect, co-operation and a willingness to deal openly on all matters. It is expected that all RNAO volunteer leaders will adhere to this policy. RNAO will not take responsibility for any individual's conduct that contravenes laws or that is deemed by the Board to be unethical or unprofessional.

CODE OF CONDUCT

Each Director, Committee or Assembly member shall:

1. Represent the interests of the membership:
 - 1.1. Uphold the values, policies and Ends of the RNAO.
 - 1.2. Support the decisions of the RNAO Board, Committees and Assembly whether or not there is personal agreement with the decision.
 - 1.3. Represent or interpret, when it is appropriate to do so, the decisions of the Board, Committees and Assembly and the reasons for its decisions accurately and fully.
 - 1.4. This accountability supersedes any conflicting loyalty such as that to Chapters, Regions without Chapters or Interest Groups, or committees, and membership on other boards or as staff.
 - 1.5 This accountability also supersedes the personal interest of any Director, Committee or Assembly member acting as an individual or organizational consumer of RNAO's services.

2. Strictly adhere to a high standard of integrity:
 - 2.1. Demonstrate honesty and integrity.
 - 2.2. Respect diversity.
 - 2.3. Not accept gifts, favours or services other than customary courtesies.
 - 2.4. Declare any actual, potential or perceived conflict of interest as outlined in Policy BR-2.
 - 2.5. Refrain from acting in such a manner as to take improper advantage of the position while in office.
 - 2.6. Not use their Director, Committee or Assembly position to obtain employment in the organization for themselves, family members, or close associates. Should a Director, Committee or Assembly member apply for employment in RNAO, he or she must first take a leave of absence from the Board, Committee or Assembly and, if hired, resign from the Board, Committee or Assembly. .

3. Be diligent in performing RNAO's business:
 - 3.1. Always act in the best interest of RNAO.
 - 3.2. Be cognizant of RNAO's values when advocating on behalf of, or representing RNAO.
 - 3.3. Prepare for and participate in meetings and public presentations.

- 3.4. Attend all applicable RNAO Board, Committee and Assembly meetings except in extenuating circumstances.
 - 3.5. Be knowledgeable and compliant with relevant legislation, bylaws, regulations, and policies of RNAO as well as the rules of procedure and proper conduct of a meeting, so that any decision of the RNAO Board, Committee and/or Assembly may be made in an efficient, knowledgeable and expeditious fashion.
 - 3.6. Regularly take part in educational activities which will assist them in carrying out their responsibilities.
4. Manage all written and electronic materials as appropriate:
 - 4.1. Hold secure all working documents obtained as a Board, Committee and/or Assembly member until discussed and approved by the RNAO Board, Committee and/or Assembly, and exercise discretion in their use thereafter.
 - 4.2. If unsure about the status of any information obtained, treat it as confidential.
 - 4.3. Not use confidential information for personal gain or the gain of others.
 - 4.4. Dispose of confidential material in an appropriate manner.
5. Use discretion with RNAO matters:
 - 5.1 In carrying out his/her duties as a Director, Committee or Assembly member of RNAO, the member shall exercise the care, diligence and skill that may reasonably be expected of a person with his/her knowledge and experience.
6. Not attempt to exercise individual authority over the RNAO except as explicitly set forth in Board policies:
 - 6.1. Recognize that any individual, chapter, region without chapters, interest group or committee does not have authority over the Chief Executive Officer or other staff except when sitting as a Board of Directors or as explicitly stated in Board policy.
 - 6.2. Refrain from making judgments of the Chief Executive Officer or staff performance except as that performance is assessed against explicit Board policies by the official process.
 - 6.3. Direct staff who attempt to bypass administration by bringing their concerns to the Board, to utilize reporting lines within the organization.
 - 6.4. When speaking on behalf of RNAO to the public, media, or others, to represent the views of RNAO and not one's personal opinion.
7. Agree to withdraw from the RNAO Board, Committee and/or Assembly if:
 - during the term of office the Board, Committee and/or Assembly is convicted of a criminal offence
 - his\her Registration is suspended or revoked by the regulatory body

VIOLATION OF THE CODE OF CONDUCT

Any violation of the Code of Conduct needs to be dealt with in a timely, respectful and responsible manner. If an RNAO Board, Committee and/or Assembly member becomes aware of a violation or apparent violation of the Code of Conduct, the following will occur:

- The Board, Committee and/or Assembly member will first speak directly to the person involved.
- If there is a satisfactory explanation, the process ends.
- If there is not a satisfactory explanation for the behaviour, or if the behaviour is not corrected, the Board, Committee and/or Assembly member will inform the RNAO President. The RNAO President will take appropriate action.
- In the event that the violation or perceived violation of the Code of Conduct involves the President, the Immediate Past-President/President-Elect shall act as “the President” for the purposes of this policy.
- If the behaviour is resolved, the process ends.
- If the behaviour is not resolved satisfactorily, the President will inform the Board, Committee and/or Assembly member who is alleged to have violated the Code of Conduct, first verbally and subsequently in writing, that he/she will be required to present her/his views of the alleged breach at an RNAO Board, Committee or Assembly meeting at the call of the RNAO President:
 - The complainant must be identified.
 - If the complainant is a member of the Board, Committee and/or Assembly, she/he and the respondent Board, Committee and/or Assembly member shall absent themselves from both the discussion and any vote upon resolution of censure or other action that may be brought forward.
- A member of the Board, Committee and/or Assembly who is found to have violated the Code of Conduct will be subject to private or public censure as determined by the President.

I have read and understand the above policy and agree to comply with these principles in practice and in spirit. I agree that if I become aware of a violation or apparent violation I will disclose the matter in accordance with the above-outlined directions.

Signature

Date

Print Name

**Registered Nurses' Association of Ontario
Board of Directors Policy**

Policy Type:	Board/Assembly/Committee/Staff Relationships	Title:	Conflict of Interest
Number:	BR – 2 *	First approved by Board:	June 1, 1999
* This policy cross-references PG-9 Code of Conduct		Review:	Every 2 Years (Nov)
		Last Reviewed:	November 2020
		Monitor:	Annually (Nov)
		Last Monitored:	November 2020

PURPOSE

The Board of Directors, Assembly, Committee members, and staff shall not fail to conform to the following principles:

- Every person shall perform their official duties and arrange their private affairs in such a manner that the membership and public confidence and trust in the integrity, objectivity and impartiality of the Association are conserved and enhanced.
- Every person shall arrange their private affairs in such a manner that will prevent real, potential, or perceived conflicts of interest from arising. If such a conflict does arise between the private interests of the directors, committee members or staff and their official duties and responsibilities, consultation with the Officers and/or Chief Executive Officer (CEO) is required.
- Persons shall not knowingly take advantage of or benefit from information obtained in the course of their official duties and responsibilities, and that is not generally available to the public.
- Persons shall not give written or oral references related to the employment or conduct of any RNAO staff member - past or current - without the explicit prior approval from the CEO, and the full disclosure of the content of the reference.
- Persons shall not give written or oral references related to any board members, assembly or committee members – past or present – in the context of RNAO, without the explicit prior approval of the President and CEO, and the full disclosure of the content of the reference.
- Persons are considered to be in conflict if they are directly involved in an issue under discussion or associated with it in a substantive way and stand to gain benefit from a decision.
- Persons shall also be considered to be in a conflict to the extent that they occupy a leadership position at another organization that may not be compatible with the mission, vision, or ENDS of the RNAO. Leadership positions include membership on the board or positions within the senior management of such organizations. Persons in such positions shall generally not be nominated for election to the RNAO Board and Assembly and/or for appointment to RNAO Committees or task forces. Where a member of the RNAO Board or Assembly, or a member of a Committee or task force of RNAO, is elected to or otherwise assumes a leadership position that gives rise to a conflict as described above, the person shall disclose the conflict immediately as required under this Policy. Such persons may be asked to resign from the Board or be removed from positions in the RNAO Assembly, Committees or task forces.
- Unless co-branded with RNAO, requests for promoting a particular conference or promoting a particular publication will be deemed in conflict.
- Persons shall not accept transfers of economic benefit other than incidental gifts or

customary hospitality, nor promote their own private interests for financial gain.

- Current members of the Board of Directors cannot support a nomination of a Member as a candidate to the Board of Directors, nor can they nominate any Member for an RNAO award.
- A procedure is in place to investigate Conflict of Interest complaints in a consistent manner.
- Any conflict of interest arising during the term shall be disclosed in the following manner:

Board Member to the President
Committee Member to the Chair
CEO to the President
- Assembly to the President

Chairs of Committees to the President
President to the Immediate Past-President or
President-Elect
- Staff to the CEO

- Persons shall comply with the policy in the following ways:
 - Avoidance: by avoiding or withdrawing from activities or situations that would place the person in a real, potential or perceived conflict of interest relative to their official duties.
 - Confidential Report: by providing a statement to the designated official for circumstances that could give rise to a real or perceived conflict of interest relative to their official duties.
- Persons shall not act, after they leave their position, in such a manner as to take improper advantage of their previous office.

I have read and understand the above policy and agree to comply with these principles in practice and in spirit. I agree that if I become aware of a violation or apparent violation I will disclose the matter in accordance with the above-outlined directions.

Signature

Date

Print Name