

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 BR-2 Conflict of Interest and #3 Code of Conduct of this Policy cross-references PG-1 Governance of the BOD</i>		Review:	Every 2 Years (September)
		Last Reviewed:	September 2016
		Monitor:	Annually (September)
		Last Monitored:	September 2016

PURPOSE

In all matters relating to the affairs of RNAO, each person who is a Director of RNAO shall be subject to this code of conduct. The RNAO Board expects of itself and its Board Members ethical, professional and lawful conduct. This includes proper use of authority and appropriate decorum when acting as Board Members. It expects its Board 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 Board Members 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 Board 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, 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 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 Board 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 Board position to obtain employment in the organization for themselves, family members, or close associates. Should a Board member apply for employment in RNAO, he or she must first take a leave of absence from the Board and, if hired, resign from the Board.
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 RNAO Board 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 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 member until discussed and approved by the RNAO Board, 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 Board Director of RNAO, the Director 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 Director or group of Directors 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 if:
 - during the term of office the Director 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 member becomes aware of a violation or apparent violation of the Code of Conduct, the following will occur:

- The board 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 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 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 meeting at the call of the RNAO President:
 - The complainant must be identified.
 - If the complainant is a member of the Board, she/he and the respondent Board member shall absent themselves from both the Board’s discussion and any vote upon resolution of censure or other action that may be brought by the Board members.
- A member of the Board who is found to have violated the Code of Conduct will be subject to private or public censure as determined by the President.

**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 (September)
<i>BR-2 Conflict of Interest and</i>		Last Reviewed:	September 2016
<i>#3 Code of Conduct of this Policy</i>		Monitor:	Annually (September)
<i>cross-references PG-1 Governance of the BOD</i>		Last Monitored:	September 2016

MONITORING INDICATORS

1. The President advised the Board of Directors of the number and type of enforcement issues (excluding personal information) that were addressed, and the manner in which they were resolved