

By-Law No. 3: Council and Committee Code of Conduct

1. Purpose

- 1.01** The College has a statutory duty to serve and protect the public interest as it regulates the practice of the nursing profession and governs Ontario nurses.¹ Council and Committee members (members) have an important role in making decisions that protect the public interest and promote public safety. In exchange for the privilege of regulating the profession, the College and, by extension, members must always act in the public interest and must never act out of professional or self-interest.
- 1.02** Members must always maintain the highest standards of honesty, loyalty, integrity, good faith and diligence when discharging their duties. Members must always act in the best interests of the public and must treat all persons fairly, reasonably and equitably.
- 1.03** This Council and Committee Code of Conduct (Code) outlines the fundamental values and principles that define expected standards of behaviour. The Code establishes a common set of expectations and standards of conduct for members as they fulfil their fiduciary duties; comply with their statutory obligations; work toward meeting the College's public protection mandate; support strong governance practices, including respecting the role of the Executive Director and CEO; and safeguard the integrity of the College. The Code supports members in holding themselves and others accountable for meeting the expectations on them.
- 1.04** Complying with the Code helps mitigate risks that may tarnish the reputation of the College and of members, which may cause stakeholders to doubt the ability of the College to govern the profession in the public interest.

2. Application and Interpretation

- 2.01** This Code applies to Council members of the College, whether elected or appointed and whether acting in their role on Council or on a Committee, and to non-Council Committee members. Council and Committee members must read and familiarize themselves with this Code, including any changes made from time to time, sign the Council and Committee

¹ Subsection 3(2) of the Health Professions Procedural Code, being Schedule 2 to the *Regulated Health Professions Act, 1991*.

declaration at the start of their term of office and annually thereafter and must always comply with this Code.

2.02 This Code shall be interpreted in a manner that best supports the public interest and reinforces the highest standards of behaviour expected of members as they carry out their duties to the College.

2.03 After ceasing to be a member, it is expected that the former member will continue to uphold the principles and maintain the standards in this Code and to behave in a way that upholds the dignity of the College.

3. Definitions

3.01 In this by-law:

“advances the interests of nurses” without affecting the ordinary meaning of the words, includes lobbying on behalf of, advocating for or making efforts to improve the working conditions, of the nursing profession;

“affiliated entity” means any entity, business, organization, company or similar thing in which the member has a personal interest or financial interest;

“bias” means supporting or opposing an idea, thing or person in an unfair way by allowing personal opinions to influence one’s judgment;

“Code” means the Council and Committee Code of Conduct set out in this by-law;

“colleagues” means other Council or committee members;

“conflict of interest” means when a member’s personal or private interests conflict with, or can reasonably be seen or perceived to conflict with, the member’s responsibilities to the College;

“discrimination” means making stereotypical assumptions based on a person’s presumed traits rather than individually assessing the unique merits, capacities and circumstances of a person, which has the impact of excluding persons, denying benefits or imposing burdens. Discrimination includes, but is not limited to, the following grounds: age, race, ethnic origin, religion, sex, disability, family status, marital status (including single status), gender identity or expression and sexual orientation. Discrimination also includes acts of micro-aggression;

“diversity” means the practice or belief in including or involving people from a range of different social and ethnic backgrounds and of different genders, sexual orientations, ages, socioeconomic groups and abilities;

“equity” means the achievement of fairness and justice by identifying and overcoming intentional and unintentional barriers arising from bias or systemic structures;

“fiduciary duties” means the duties of honesty, loyalty, integrity, good faith and diligence;

“inclusion” means the act or practice of including and accommodating people who have historically been excluded based on their race, ethnicity, gender, sexuality, ability or other similar characteristics;

“member” means a Council member, whether elected or appointed, or a non-Council Committee member of the College;

“micro-aggressions” means everyday, subtle, intentional or unintentional interactions, behaviours, statements, questions or assumptions that communicate bias or disrespect toward historically marginalized groups;

“reasonable apprehension of bias” means an informed person, viewing the circumstances realistically and practically, concludes that a decision-maker may not be impartial or fair;

“RHPA” means the *Regulated Health Professions Act, 1991*, including Schedule 2 thereto, the Health Professions Procedural Code.

4. Public Interest Mandate

- 4.01** The College has an overriding duty to serve and protect the public interest. This public interest mandate requires that every member understand and accept that all decisions made will either inform or fulfil this public interest mandate.
- 4.02** A member must work to gain awareness of how the practice of nursing impacts the public and client safety, including recognizing which communities are at higher risk of not having access to or be receiving safe and ethical care, what those risks are and where harm is being caused within the practice environment.
- 4.03** Council and Committees, particularly those with statutory decision-making responsibilities, are a key mechanism through which the College’s overarching public interest duty is fulfilled. A member must conduct themselves in a manner that does not undermine the public trust in, reputation of or credibility of the College.

5. Fiduciary Duties

- 5.01** A member has special fiduciary duties of utmost good faith and undivided loyalty to the College and must always act in the College's best interests as it fulfils its public interest mandate.
- 5.02** A member's fiduciary duty supersedes any personal interest or conflicting loyalty.
- 5.03** A member's fiduciary duty requires them to respect the trust and confidence placed in them and avoid conflicts of interest, avoid abusing their position for personal gain, maintain confidentiality of information they obtain through their role and serve the College selflessly, honestly and loyally.

Honesty

- 5.04** A member has an obligation to be honest in all their dealings with the College and their colleagues.
- 5.05** A member must not mislead their colleagues or be purposely selective about the information they share in an effort to influence a decision.

Loyalty

- 5.06** A member must be loyal to the College at all times.
- 5.07** A member must publicly support all decisions, policies and position statements of the College and adhere to the principle of "speaking with one voice".
- 5.08** A member must not use College opportunities for their personal gain or gain for family, close friends, or an affiliated entity.
- 5.09** A member must avoid having a personal interest in transactions between the College and other parties or entities.
- 5.10** A member must not undermine or disparage a decision made by the College, Council, or a Committee.

Integrity

- 5.11** A member must ensure that their decisions and actions are reasonable, fair and appropriate to the circumstances, based on a consideration of the relevant facts and supported by adequate information or documentation.

A member must ensure that their actions are compatible with the objectives of the legislation or policy being applied.

5.12

A member must ensure the efficient and responsible expenditure of College funds. College resources, including office facilities and equipment, claims for stipends and expenses or other entitlements must be used by a member diligently and efficiently and in accordance with applicable Council policies.

Good Faith

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A member must exercise the care and good judgement that a reasonably prudent person in a similar position would use in similar circumstances.

5.14

A member must not make decisions for improper purposes.

5.15

A member must make decisions free from self-interest.

Diligence

5.16

A member must maintain and exercise a high level of skill and knowledge relevant to the discharge of their duties. To achieve this, a member must:

- (a) regularly review and evaluate their own performance and capacity as a member and make efforts to address any identified gaps or areas for improvements;
- (b) engage actively in the assessment and evaluation of the Council or Committee's effectiveness and efficiency; and
- (c) support and encourage the development of colleagues.

5.17

A member must demonstrate a legitimate and ongoing commitment to gain the experience and knowledge necessary to make them effective in their role.

5.18

A member must familiarize themselves with key legislation and government documents, including the RHPA, the *Nursing Act, 1991*, the regulations under both those statutes, College by-laws, position statements, standards, guidelines and policy documents.

5.19

A member must participate in orientation, educational and learning opportunities provided by the College, identify educational needs for the Council and Committees and participate in self-directed learning as appropriate to expand awareness and knowledge of subjects that will support their individual contribution to decision-making.

6. Conflict of Interest

- 6.01** When a member has a conflict of interest, or an appearance of a conflict of interest, they must not participate in any College business. The application of the overriding principle that a member's personal or private interests must not conflict with (or be reasonably seen to conflict with) their responsibility to the College is not limited or narrowed in any way by the fact that some specific prohibitions are listed in this by-law.
- 6.02** A member must approach decision-making with an open mind and must listen to the perspectives of others before making decisions. Having, or appearing to have, a closed mind about any subject creates the appearance of a conflict of interest or reasonable apprehension of bias.
- 6.03** Once a decision is made by Council or a Committee, a member must support that position and if they are not able to, they must resign as a member.
- 6.04** A member must not have a connection with a person or issue that would reasonably be seen as being incompatible with their responsibilities to the College or as an impartial decision-maker.
- 6.05** A member must not make any decision about any person or member of the College when the member believes that they cannot adjudicate impartially and objectively. It is the member's responsibility to always check for conflicts and biases and to ensure that they recuse themselves from any decisions when they have a conflict or a bias that impacts their decision (either a positive or negative bias).
- 6.06** A member must not make any decision about any person or registrant of the College when a reasonable apprehension of bias exists about the member's involvement in the decision. It is the member's responsibility to always consider their participation in a decision from the perspective of a reasonable onlooker and must recuse themselves from any decisions when a reasonable apprehension of bias exists.
- 6.07** A member must take care to ensure that their involvement in other professional occupations, businesses, positions or roles (whether paid or unpaid) does not undermine the discharge of their responsibilities to the College.
- 6.08** Certain conflicts of interest, such as positional conflicts, are so fundamental that they will disqualify a member. Those conflicts cannot be remedied by the member simply recusing themselves from a particular decision.

6.09 Other conflicts of interest may not disqualify a member, but they should be avoided as much as possible and, when they cannot be avoided, the member must declare the conflict, recuse themselves from any involvement in the issue and not try to influence any other members with respect to the issue.

Positions that are Prohibited

6.10 A member must not:

- (a) currently be employed by, contracted with, or hold any elected or appointed position with any union, advocacy group, professional association or similar entity that advances the interests of nurses in any way. This Article comes into force on June 5, 2024; and
- (b) within the three years preceding their election, selection or appointment as member (excluding where the election, selection or appointment as member occurred prior to December 8, 2023), have been employed by, contracted with or have held any elected or appointed position with any union, advocacy group, professional association or similar entity that advances the interests of nurses in any way.

6.11 A member must not:

- (a) currently be employed by or contracted with, the federal public service or the Ontario public service in a role that involves advocating for nurses or the nursing profession, drafting or enacting legislation the focus of which is nurses or nursing, or is in any way inconsistent with being a member or with the mandate of the College. This Article comes into force on June 5, 2024; and
- (b) within the three years preceding their election, selection or appointment as member (excluding where the election, selection or appointment as member occurred prior to December 8, 2023), have been employed by or contracted with, the federal public service or the Ontario public service in a role that involves advocating for nurses or the nursing profession, drafting or enacting legislation the focus of which is nurses or nursing, or is in any way inconsistent with being a member or with the mandate of the College.

6.12 A member must not currently hold, or within the three years preceding their election, selection or appointment as member have held, provincial public office and must not run for provincial public office while they are a member.

6.13 A member must not currently hold federal or municipal public office and must not run for federal or municipal public office while they are a member.

Actions that are Prohibited

- 6.14** Accepting gifts or benefits has the potential to place a member in a position where they feel obliged to act contrary to rules of integrity, impartiality or honesty. A member must not accept any gifts or benefits that could place them under a perceived or actual obligation to another person or entity and in any event, a member must not accept any gift worth more than \$100.00 from any person connected to the College or who may be affected by a decision made by the College.
- 6.15** A member must not use their position with the College to advance their personal or financial interests, or those of a family member, close friend or affiliated entity.
- 6.16** A member must not take part in any decision that could impose a more than trivial burden on the member or a family member, close friend or affiliated entity.
- 6.17** A member must not give a presentation on an issue, or be involved on a task force, Committee or similar group, related to the College's role or activities without prior written approval of the College.
- 6.18** A member or an affiliated entity must not use or share materials developed for the College for any commercial purpose without prior written approval of the College and a member must advise the College if they become aware that a friend or relative has used materials developed for the College for a commercial purpose.
- 6.19** A member must not assist or advise any person in their dealings with the College.
- 6.20** A member must not participate in a legal proceeding against the College. This provision does not prohibit a member from acting as a witness or giving an expert opinion on behalf of the College.
- 6.21** A member must not use their position to obtain employment for a family member or close friend.
- 6.22** A member must not apply for employment with the College until at least one year has passed since they were a member.
- 6.23** An employee of, or contractor for, the College must not apply for a Council or Committee position until at least one year has passed since they were an employee or contractor.

7. Process for Addressing Conflicts of Interest

- 7.01** Where a member has a conflict of interest related to a specific matter or discussion (that does not disqualify them) they must, prior to any consideration of the matter, declare they have a conflict that prevents their participation, not take part in the discussion or vote on the topic, leave the meeting even when the

meeting is open to the public for the portion of the meeting relating to the matter and must not attempt in any way to influence the decision or to do anything that might reasonably be seen as an attempt to influence the decision.

- 7.02** Where a member has declared a conflict of interest, that fact shall be recorded in the minutes of the meeting.
- 7.03** Where a member believes another member has a conflict of interest that has not been declared, they must approach that member about the issue and if after discussion the other member does not believe they have a conflict, the member must advise an appropriate person (such as the Chair, President or Executive Director and CEO or, if the issue arises in a hearing, independent legal counsel).
- 7.04** Where Council or a Committee believes a member has a conflict of interest and the member has not themselves declared it, the Council or Committee may direct the member to not participate in the discussion, leave the room for the discussion and not try to influence the decision.
- 7.05** A member must disclose to the College in writing any interests of their family, close friends or an affiliated entity that could reasonably be seen to conflict with the interests of the College.

8. Confidentiality

- 8.01** A member must maintain confidentiality with respect to the information they learn in the course of their work for the College and shall treat all information as confidential and shall not disclose it unless authorized by law. This obligation continues even after they are no longer members.
- 8.02** A member must be familiar with, and comply with, the RHPA's confidentiality provision, Section 36 of the RHPA.
- 8.03** A member should generally leave to College staff the disclosure of College information but in appropriate circumstances may disclose information directly when performing their duties, such as rendering a decision on behalf of a Committee, or when consulting with their own legal counsel.
- 8.04** A member must only obtain and disclose information within the College on a need-to-know basis.
- 8.05** A member must ensure the secure storage and disposal of College information in compliance with applicable legislation and College policies.
- 8.06** A member must safeguard the confidentiality of College information through the appropriate use of the electronic devices provided by the College.

9. Diversity, Equity, Inclusion

- 9.01** A member must work to foster a culture that ensures equity, diversity, inclusion and belonging.
- 9.02** A member must work to foster a culture that is free from discrimination, racism, harassment and bullying, including micro-aggressions.
- 9.03** A member must work to build a culturally safe organization and standards for nurses, through a continuous practice of cultural awareness, learning, humility and safety in their discussions and decision-making.
- 9.04** A member must learn about and understand the social, legislative and political history of the Indigenous Peoples of Ontario, the impact of colonialism in Canada and its enduring traumatic legacy and the effects of Indigenous-specific racism and its negative effects on health outcomes for Indigenous Peoples who interact with the healthcare system.

10. Respect

- 10.01** A member must respect the feelings, wishes, rights and traditions of their colleagues.
- 10.02** A member must consider how their words and actions, even unintentional ones, impact others.
- 10.03** A member must act courteously, respectfully and thoughtfully toward their colleagues and staff.
- 10.04** A member must perform their duties in a professional and responsible way, avoiding inappropriate conduct, discrimination and bullying and must contribute to an environment that is courteous and respectful of all.
- 10.05** A member must recognize that their colleagues may have skills and abilities that differ from their own and must embrace and value the differences in others.
- 10.06** A member must speak up when they observe an act of discrimination or exclusion.

11. Integrity

- 11.01** When performing their duties, a member must act with integrity so as to promote confidence in the College.
- 11.02** A member must not act when in a conflict of interest.

- 11.03** A member must support the statutory duties and objects set out in the RHPA and the *Nursing Act, 1991* and the purpose of the College.
- 11.04** A member must be honest in their dealings with the College and with others on behalf of the College.
- 11.05** A member must act ethically and not commit or condone any illegal or unethical act in relation to any College matters.
- 11.06** A member must admit to mistakes and seek to rectify potential adverse consequences quickly and transparently.

12. Objectivity and Independence

- 12.01** A member must act objectively and independently by making decisions impartially, fairly, using best evidence and without bias.
- 12.02** A member must work to understand their personal biases, which may come from previous experience, personal history or interpersonal conflict and must set those biases aside when making decisions and, if they cannot do that, they must not participate in the decision.
- 12.03** A member must recognize they do not represent the views of any stakeholder, interest group or geographic district and instead represent the interests of the public, the Council or the relevant Committee.

13. Accountability

- 13.01** A member must adhere to high standards of conduct and ethics that maintain public confidence and trust.
- 13.02** A member must understand the obligations of this Code and when uncertain, must seek clarification with the President, Committee Chair or Executive Director and CEO.
- 13.03** A member must advise the President or Executive Director and CEO when they believe they have breached this Code.
- 13.04** A member must advise the President or Executive Director and CEO when they believe another member has breached this Code, including when the member witnesses or experiences inappropriate behaviour, including but not limited to bullying, abuse, racism, sexism, oppression or discrimination.
- 13.05** In signing the declaration at the start of their term and annually thereafter, a member commits to fully comply with this Code.

14. Active Participation

- 14.01** A member must attend all meetings and panels to which they have been assigned, unless exceptional circumstances exist, must allow the necessary time to prepare for meetings and hearings and avoid late cancellations and late arrivals, which disrupt meetings and, when quorum is impacted, may result in the inability to carry out business.
- 14.02** A member must thoroughly review all briefing materials prior to meetings so as to be prepared to contribute to discussion and decision-making.
- 14.03** A member must be proactive and make a positive contribution to discussions and decision-making and abide by the majority decision once it has been taken.
- 14.04** A member must display kindness, empathy, respect and collegiality in their interaction with other members, College staff, consultants, agents and representatives.

15. Communication

- 15.01** A member must engage in collaborative discussions that recognize and are respectful of the individuality and personal values of their colleagues.
- 15.02** A member must communicate clearly, respectfully and courteously.
- 15.03** A member must engage in active listening and not interrupt others.
- 15.04** A member must not use their personal devices or have side conversations during meetings.
- 15.05** A member must work with their colleagues to create a culturally safe space.
- 15.06** A member must consider and respect the opinions of others and strive to integrate and learn from different viewpoints.
- 15.07** A member must be aware of their personal power, privilege and sphere of influence, so they don't exercise individual authority or influence over their colleagues.
- 15.08** A member must recognize the scope of their authority. They must not overstep into the Executive Director and CEO's domain as it relates to engaging with staff, other than to increase the knowledge they need to make decisions.

Prohibited Communication

- 15.09** A member must not communicate with government officials, politicians or the media on any matter related to the College without the College's written approval.
- 15.10** A member must not make public comments about College matters without the College's written approval.
- 15.11** A member must not post online or make any statement publicly, including on social media, that:
- (a) could reasonably be viewed as presenting the official position of the College;
 - (b) could reasonably be viewed as impairing the public's confidence in the College;
 - (c) could reasonably be viewed as discriminatory, harassing, sexist, racist, xenophobic, homophobic, transphobic, ageist or ableist or that could be seen as offending the human rights or dignity of any person or group of persons;
or
 - (d) could reasonably be seen to undermine or disparage a College decision.

16. Code of Conduct Proceedings

- 16.01** Unless it is inappropriate to do so, informal resolution between the person with the concern and the councillor or committee member about whom the person has the concern should be attempted before engaging the formal complaints process. Nothing in this by-law prevents the informal resolution of Code of Conduct concerns including by providing feedback, guidance, reminders, advice or counselling or by negotiating agreements or undertakings.
- 16.02** The following procedure shall be followed to address a complaint filed about a Code of Conduct concern if there is no informal resolution before or during the process.
- 16.03** A written complaint shall be filed with both the Chair of the Conduct Committee and the Executive Director. If the complaint is about the Chair of the Conduct Committee, it may be filed with another member of the Committee instead. A complaint may be made by a member of the public, a councillor or committee member or the Executive Director. If the complaint is made to only one of the Chair of the Conduct Committee, another member of the Committee, or the Executive Director, that person shall immediately file a copy of the complaint with the other person.
- 16.04** If the Conduct Committee as a whole has a conflict of interest with respect to the complaint or if the Committee is otherwise unable to act on the complaint, it shall

appoint an independent investigator from a list approved by the Council to investigate on its behalf under this Article and it shall appoint an independent commissioner from a list approved by the Council to make decisions on its behalf under this Article.

- 16.05** The Conduct Committee or its delegate shall conduct any investigation it deems appropriate. If material facts are in dispute, the Committee or its delegate shall adopt a fair and reasonable process to determine those facts which may include the appointment of an independent investigator to investigate and provide a written report respecting those facts.
- 16.06** Where, after providing the councillor or committee member an opportunity to make written submissions, the Conduct Committee or its delegate believes that the complaint warrants formal resolution, it shall refer the complaint for formal determination by the Executive Committee or its delegate.
- 16.07** If the Executive Committee as a whole has a conflict of interest with respect to the complaint or if the Committee is otherwise unable to act on the complaint, it shall appoint an independent commissioner from a list approved by the Council to make decisions on its behalf under this Article.
- 16.08** Where the Conduct Committee or its delegate believes that the complaint does not warrant formal resolution, it shall provide a report to the Executive Committee or its delegate about the investigation and conclusion, with reasons for the conclusion. The Executive Committee or its delegate may accept the report, return the matter for additional investigation or other action, initiate informal resolution, or schedule the complaint for formal determination before the Executive Committee or its delegate.
- 16.09** The Conduct Committee or its delegate or the Executive Committee or its delegate, may make an interim direction at any time to protect the integrity and reputation of the College including directing that the councillor or committee member be suspended from his or her positions or duties until the matter is finally resolved.
- 16.10** The Executive Committee, after receiving a referral from the Conduct Committee or its delegate under Article 16.06 or scheduling the complaint for formal determination under Article 16.08, shall determine whether there has been a breach of the Code of Conduct and, if so, impose an appropriate sanction.
- 16.11** The Conduct Committee, or its delegate, the complainant and the councillor or committee member whose conduct is the subject of concern shall be the parties at the determination. The councillor or committee member whose conduct is the subject of concern shall be given reasonable notice of the complaint and all parties shall be given the opportunity to make written and oral submissions. The Executive Committee or its delegate is not required to hold a hearing.

16.12 An appropriate sanction may include one or more of the following:

- (a) censure of the councillor or committee member verbally or in writing
- (b) removal of the councillor or committee member from any committee on which he or she serves;
- (c) removal of a councillor or committee member as a Chair of any committee on which he or she serves;
- (d) exclusion of the councillor or committee member from all or part of meetings of the Council or any committees;
- (e) restricting access to confidential information by the councillor or committee member;
- (f) disqualification of an elected councillor;
- (g) delivery of a report to the Public Appointments Secretariat requesting the removal of a councillor who has been appointed by the Lieutenant Governor in Council; or
- (h) any other sanction appropriate to the circumstances.

16.13 A sanction under Article 16.12 requires a majority vote of the members of the Executive Committee or its delegate (if more than one), present at the meeting.

16.14 Any party may appeal the decision of the Executive Committee or its delegate to the Council. The Council is not required to hold a hearing and may establish its own procedures. The Council has all of the powers of the Executive Committee or its delegate making the determination. Since Council is acting in an appellate capacity, any decision requires a majority of the votes cast at the meeting by councillors present. The councillor whose conduct is in issue and the complainant, if a councillor, shall be deemed not to be present at the Council meeting for the purpose of counting votes.

16.15 The procedure set out in this Article is intended to be followed in a timely manner recognizing the risk of possible continuing conduct and that the reputation of individuals and the College is at stake while also recognizing the need to provide a fair process for all concerned.