

## Code of Conduct and Conflict of Interest Policy (2.1)

Policy:	Code of Conduct and Conflict of Interest	Effective Date: Feb, 2022
Last Review Date:	May 2024 for June	Next Review Date: June, 2027
Review Frequency:	Every 3 years (June) Gov & HR Committee	Related Supporting Documents: Bylaws Council Charter Integrity Assurance Policy Oath of Office <i>Governance for Regulators: A Handbook for Board and Committee Members, Richard Steinecke, 2020, <a href="https://www.sml-law.com/wp-content/uploads/2020/07/Governance-for-Regulators.pdf">https://www.sml-law.com/wp-content/uploads/2020/07/Governance-for-Regulators.pdf</a></i>

### Purpose

The purpose of this policy is to establish a standard of conduct applicable to the Council members of the College of Registered Nurses of Saskatchewan (CRNS) and to establish a policy dealing with conflicts of interest. Council members have a fiduciary duty towards the CRNS and its public interest mandate. A fiduciary duty requires undivided loyalty to the CRNS and its objects; there can be no conflict of interest. The fiduciary duty also includes obligations such as keeping confidential information private and always acting with integrity. This standard of conduct is required for public confidence, to ensure the maintenance of the integrity of CRNS and to promote CRNS' goals. Council members of CRNS are expected to act with the utmost of integrity and have a duty to act in the best interests of CRNS and to make objective decisions in pursuit of the goals and objects of CRNS.

### Code of Conduct - Principles

In carrying out their duties, Council members of CRNS shall:

a. **Fiduciary Duty**

Act in accordance with their fiduciary duty which includes an obligation to deal appropriately with any conflicts of interest that arise, to keep all information obtained in the course of their duty confidential and private, to avoid engaging in any conduct that would bring disrepute to the organization, and to perform their duties with diligence and respect.

b. **Ethical Standards**

Act with honesty, integrity, and uphold the highest ethical standards in order to honour and enhance public confidence in CRNS's ability to act in the public interest and for long term public good. Appropriate and ethical conduct must be exhibited both while performing duties on behalf of the regulator and while engaging in personal activities.

c. **Preparedness and Attendance**

Council members will be properly prepared for Council deliberation. Council members shall attend meetings on a regular and punctual basis. Absence of a council member from 2 consecutive regular meetings in a Council year shall be considered a resignation from the Council.

d. **Confidentiality**

Respect the confidentiality of information relating to the staff and CRNS' members and all administrative and financial business of CRNS Council members:

- Shall not copy, read, discuss or distribute any records or information unless they are specifically authorized in writing by the Executive Director or by resolution of Council to do so.
- At all times will maintain confidentiality of any information or records that are the property of CRNS.
- Will never use inside information for personal gain or disclose inside information to anyone except to persons inside CRNS whose positions require them to know it, until such information is made public.
- Shall not make any official announcement of a corporate or policy nature without the prior approval of Council.

e. **Public Scrutiny**

Perform their official duties and arrange their private affairs in a manner that will withstand the closest public scrutiny, an obligation that is not necessarily fully discharged by simply acting within the law.

f. **Decision-Making**

Make decisions in the best interests of CRNS and exercise the power of their position for the

purpose intended by *The Registered Nurses Act, 1988*, and not be motivated by any ulterior purpose.

- g. Safe Disclosure (“Whistleblowing”)**  
Encourage safe disclosure through the use of the Integrity Assurance Policy and process to ensure that all CRNS employees, volunteers and those of contractors, suppliers and all other individuals acting on behalf of CRNS exhibit CRNS’s values as well as the utmost of honesty, objectivity, care and responsibility.
- h. CRNS Property**  
Not directly or indirectly use or allow the use of CRNS property of any kind, for anything other than officially approved activities.
- i. Financial/Legal**  
Ensure that their actions do not commit CRNS to unreasonable financial or other liabilities and that all commitments and actions on behalf of CRNS are made according to the law and bylaws, with CRNS policies and procedures.
- j. Post CRNS Activity**  
Not act, after they leave CRNS, in such a manner as to take improper advantage of their previous office. This includes keeping confidential all Council and organization information and matters, and not using these for either personal or corporate advantage.
- k. Gifts**  
Not offer, provide, solicit or accept any gifts, or benefits, or excessive entertainment from any person or organization which is directly or indirectly involved in any manner whatsoever with CRNS, with the exception of gifts determined by the Chair of the Governance and Human Resources Committee to be of a nominal value, not to exceed \$200.
- l. Public Office**  
Council members who put forth a nomination to run for public office (e.g., municipal, provincial, federal) may be granted a leave of absence. If the member is elected, they shall resign from their position on Council.
- m. Private Interests**  
Disclose fully any private interests that could be affected by CRNS’ actions or decisions or that could put ethical practice at risk.

- n. **Public Interest**  
Arrange their private affairs in a manner that will prevent real, potential or apparent conflicts of interest and loyalty from arising. If a conflict does arise, it will be disclosed and dealt with pursuant to the Conflict of Interest provisions of this policy and CRNS' best interest will take precedence.
- o. **Preferential Treatment**  
Not step out of their official roles to assist private entities or persons in their dealings with CRNS where this could result in preferential treatment to any person or organization.
- p. **Insider Information**  
Not knowingly take advantage of, or benefit from, material information that is not generally available to the public that is obtained in the course of their official duties and responsibilities.
- q. **Use of Position**  
Not misuse their position as a Council member to gain, either directly or indirectly, an advantage for themselves or any other person or to take away from the CRNS achieving its objectives. This includes the use of their position to give advantage to any CRNS member or seek preferential treatment for a family member or work associate.

## Conflict of Interest

1. Council members have a duty of loyalty to CRNS and a duty to disclose and refrain from participating in any situations where they may be in a real or perceived conflict of interest. When a real or perceived conflict of interest is recognized, the Council member must declare that a conflict exists, and recuse themselves from any discussion or decision related to that matter.
2. **Conflicts of interest**
  - 2.1 A conflict of interest arises when a Council member has a competing consideration (professional, personal, or financial) that could reasonably affect their ability to make a decision based solely on the public interest mandate of the CRNS. A conflict of interest may be actual or potential, real or perceived, direct or indirect. A conflict of interest exists where:
    - 2.1.1 a reasonable person knowing the relevant facts would perceive or conclude that the exercise of the Council's member's judgment was likely to have been influenced by the personal interest of the Council member or by the interest of a related person or a related corporation of that Council member;

- 2.1.2 the Council member is a person who holds a position with another organization such that a reasonable person knowing the relevant facts would perceive or conclude that the exercise of the Council member's judgment was likely to have been influenced by that Council member's responsibilities or duties to that other organization; or

2.2 Conflicts of interest may include but are not limited to:

- 2.2.1 holding a leadership position with an organization that has a mandate inconsistent with the public interest mandate of the CRNS;
- 2.2.2 participating in a decision where the Council member or someone close to them has a financial interest;
- 2.2.3 applying for an employment position with the CRNS while still being a Council member;
- 2.2.4 participating in a decision that has a larger than usual impact on one's practice of the profession;
- 2.2.5 receiving gifts or hospitality because of your position on Council or from someone who is affected by the decisions of the CRNS;
- 2.2.6 using one's position with the CRNS for personal advantage, such as referencing your position as CRNS council in your personal practice or in dealing with personal matters;
- 2.2.7 assisting individuals or your employer in their dealings with the CRNS; and,
- 2.2.8 failing to provide relevant and important information to the CRNS.

**3. Deemed conflicts of interest**

3.1 A prospective or current Council member shall be deemed to have a conflict of interest and shall be ineligible for nomination or must resign from Council and all the College committees if they:

- 3.1.1 are elected to federal, provincial or municipal public office;
- 3.1.2 occupy a senior position with the Government of Saskatchewan, including the with the provincial Ministry of Health, or Health with Canada;
- 3.1.3 are a member or officer of a Health Authority Board;
- 3.1.4 are a board member, officer, or senior employee of a professional association or a labour union that represents members of a regulated health profession;

3.1.5 represent a health authority or any other nursing employer in collective bargaining or in proceedings under a collective bargaining agreement with registrants as their primary responsibility in the course of their employment;

3.1.6 are employed by the College.

#### **4. Initial disclosure of conflicts of interest**

4.1 Each Council member shall, before commencing to serve as a Council member, provide to the Executive Director a list of all of the organizations for which he or she serves (including professional associations and unions) and in respect of which it is reasonably conceivable that a conflict of interest could arise, including the position they occupy and the details of the nature of the duties the individual has with that organization.

4.2 Each Council member shall thereafter advise the Executive Director of any changes to the information provided within a reasonable time of the change taking place.

4.3 The Executive Director will take issues identified forward to Council for discussion.

#### **5. Principles**

5.1 In addition to the principles outlined in the Code of Conduct above, members of the College Council shall comply with the following principles:

5.1.1 Clarity of role – Council members shall be cognizant of the differing roles and responsibilities that they have as both members of Council and committees and as members of the public. Members shall recognize that each of these roles carries with it different obligations and loyalties which may be in conflict.

5.1.2 Accountability and disclosure – Members of Council are accountable to the public for the exercise of their duties and responsibilities and shall disclose any circumstances wherein a potential conflict of interest could arise.

5.1.3 Prudence and judgment – In the exercise of their functions, Council members shall exercise due caution and judgment in order to avoid situations which may give rise to a conflict of interest between their College responsibilities and possible personal interest or gain.

#### **6. Final decision making**

6.1 When an issue arises related to the actual, potential, or perceived conflict of interest of a Council member, the majority decision of Council or the committee becomes the official position of all members of Council and the decision is final and binding.

## **7. College conflict of interest procedures**

- 7.1 At the beginning of each Council meeting, Council members will be asked to declare any conflict or potential conflict of interest related to the items for discussion at the meeting. Council members shall declare any such conflicts or potential conflicts of interest or bias at the commencement of the meeting, or as soon thereafter as the individual becomes aware of them.
- 7.2 All incoming Council members will sign the Council Members' Oath of Office Agreement indicating that they have read and understood this Code of Conduct & Conflict of Interest Policy, that they do not have or anticipate having a conflict of interest and that they agree to disclose any future conflict or potential conflict to the Chair or ED & Registrar.

## **8. Acknowledged conflict**

- 8.1 When a member of Council is aware of their own conflict of interest, the following guidelines will be followed:
- 8.1.1 The conflict of interest shall be disclosed orally or in writing to the Chair, Executive Director, or council committee Chair.
  - 8.1.2 The person in a conflict must refrain from attempting to exert personal influence in connection with the issue being discussed or decided.
  - 8.1.3 Possible solutions may include withdrawal from specific discussions and decisions or resignation from a council committee or Council.
  - 8.1.4 The person in a conflict may be recalled by the Chair to answer questions pertinent to the issue of the conflict.
  - 8.1.5 The minutes will reflect conflict disclosure and whether the member withdrew from the meeting.

## **9. Potential conflict**

- 9.1 When a member of Council becomes aware of their own or another's potential conflict of interest:
- 9.1.1 The potential conflict of interest shall be disclosed to the Chair, Executive Director or council committee Chair. When in doubt, the member in potential conflict shall place the circumstances before Council or the council committee to determine the existence of a conflict and recuse themselves during the discussion and decision.
  - 9.1.2 The member in potential conflict must refrain from attempting to exert personal influence in connection with the issue being discussed or decided.
  - 9.1.3 The member in potential conflict may be recalled by the Chair to answer questions pertinent to the issue of the conflict.

- 9.1.4 Council shall decide whether a conflict is deemed to exist.
- 9.1.5 Possible solutions may include withdrawal from specific discussions and decisions or resignation from Council.
- 9.1.6 The minutes will reflect potential conflict disclosure and whether the member withdrew from the meeting.

## **10. Disputed conflict**

- 10.1 When a member of Council becomes aware of another's conflict of interest and the existence of the conflict is in dispute, the following steps will occur:
  - 10.1.1 Council alleged to have a conflict of interest shall be informed by the Chair or Executive Director either in writing or orally of the alleged issue.
  - 10.1.2 The member against whom the allegation of conflict of interest was made may request the allegation in writing.
  - 10.1.3 The member in disputed conflict must refrain from attempting to exert personal influence in connection with the issue being discussed or decided.
  - 10.1.4 Possible solutions may include withdrawal from specific discussions and decisions or resignation from Council.
  - 10.1.5 If not resolved, the issue will be presented to Council, or the council committee involved, for a determination as to the existence of conflict, made by majority vote.
  - 10.1.6 The member in disputed conflict will be permitted to present their personal views on the issue before the vote is made but shall recuse themselves from the discussion and vote on whether a conflict of interest exists.
  - 10.1.7 The member in disputed conflict may be recalled by the Chair to answer questions pertinent to the issue of the conflict.
  - 10.1.8 Resolution of the issue of whether a conflict of interest exists will be determined by a majority vote of Council or the council committee involved.
  - 10.1.9 The minutes will reflect the disputed allegation of conflict of interest made, the decision of Council or the involved Council committee, and whether the member withdrew from the meeting or discussion and vote.
  - 10.1.10 The Council or committee chair will communicate the decision to the member who was in disputed conflict. If the Council determined there is a conflict of interest, the member shall be instructed by the chair to recuse themselves from any related discussions or decisions.





10.1.11 Failure to recuse themselves as directed may result in pursuit of the process under Bylaw I Section 4 for the removal or suspension of the Council member.

## Breach of the Code of Conduct and Conflict of Interest Policy

A breach of this Code of Conduct and Conflict of Interest policy may result in a resolution of Council to do one or more of the following:

- Reprimand the council member;
- Require the council member to complete remediation (ie. conflict of interest training);
- Seek the resignation of the council member;
- Suspend the council member;
- Remove the member from CRNS council.

## Review

Every three years by Governance & Human Resources Committee