

POLICY NUMBER: POL-37

Chapter:
BOARD OF DIRECTORS

Subject:
GOVERNANCE PROCESS, BOARD MEMBERS' CODE OF CONDUCT

Effective Date:
December 1, 1994

Last Update:
September 23, 2016

PURPOSE STATEMENT:

The purpose of this policy is to set out the expectations on the Board of Directors of the Workers Compensation Board for ethical and business like conduct.

REFERENCE:

Workers Compensation Act R.S.P.E.I.1988, Cap. W-7.1 Section 30(2)(b).

DEFINITION:

In this policy:

“Regular meeting” means a monthly meeting of the Board of Directors held to conduct the usual business of the Workers Compensation Board and normally takes place the fourth Thursday of each month.

POLICY:

The Board of Directors commits itself to ethical and businesslike conduct in all matters before the Workers Compensation Board. This includes proper use of authority and appropriate decorum when acting as a member of the Board of Directors. These behaviours are explicitly

described in the following ways:

1. Accountability to the Organization

Board members must demonstrate their accountability and loyalty to the organization by the following:

- A. The accountability of members supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs, as well as any personal interest of a Board member acting as a consumer of the organization's services.
- B. The Board of Directors are accountable for discharging their duties honestly, in good faith, in the best interests of the corporation and for the well being of all stakeholders. They are to perform their official duties in such a manner that public confidence and trust in the honesty, integrity, fairness and good faith are conserved and enhanced.
- C. The Board of Directors will serve the Workers Compensation Board organization by upholding both the letter and the spirit of established laws, policies, and directives made pursuant to these laws.

2. Board meetings

Board members will prepare for and conduct their Board of Directors' meetings, as follows:

- A. Board members shall conduct their deliberations in duly convened meetings under the direction of the Chair where all members have an equal opportunity to present their views to other members on each matter brought before the meeting. Dissenting opinions shall be expressed in a manner that respects the rights and privileges of fellow board members. Once a matter is decided, the Board of Directors is committed to that decision, and all external communication respecting that decision shall be with a unanimous voice.
- B. Board members shall respect all decisions of the Board of Directors and shall not publicly express views to the media or stakeholders that are not consistent with the decisions of the Board of Directors.

- C. Regular meetings of the Board of Directors will normally be held monthly on the fourth Tuesday.
- D. Members are expected to attend meetings on a punctual and regular basis and to be prepared for these meetings, promoting discussion prior to the decision and to vote at Board of Directors' meetings. Where a Board member misses three (3) regular Board meetings within a twelve (12) month period, the Chair shall provide written notification of such absence to the Board member and the Minister responsible for the Workers Compensation Board.

3. Privacy and Confidentiality

Board members will respect the confidentiality appropriate to issues of a sensitive nature. Therefore,

- A. They will not divulge confidential or restricted information to any unauthorized person or release such information in contravention of their Oath of Office.

4. Conflict of Interest

Board members must avoid conflict of interest by demonstrating the following:

- A. Board members will absent themselves from discussion or decision on any matter where there is a real or perceived conflict of interest.
- B. Board members will not knowingly place themselves in a position where they are under, or appear to be under, obligation to any person or organization who might benefit from or seek to gain special consideration or favour.
- C. Board members will not take advantage of, or appear to take advantage of their official position, or of information obtained in the course of their duties unless the information is generally available to the public.
- D. Board members must not use their positions to obtain employment in the organization for themselves, family members or close associates.
- E. Any conduct of private business or personal services between any member of the Board of Directors and the organization must be procedurally controlled to ensure openness, competitive opportunity and equal access to 'inside'

information.

- F. Board members shall sign a Conflict of Interest Disclosure Statement upon appointment to the Workers Compensation Board of Directors, or when a change in circumstances with respect to conflict of interest occurs.
- G. Board members will annually disclose their involvement with other organizations, with vendors, or any other associations which might produce a conflict.
- H. Board members, at the end of their appointment term, shall refrain from taking improper advantage of their previous appointment.

5. Wholeness of the Board - Board speaks with one voice

Board members will not attempt to exercise *individual* authority over the organization or any employee within the organization, except as explicitly set forth in Workers Compensation Board policies. Therefore,

- A. Board members' *individual* interaction with the Chief Executive Officer or any staff, must recognize the lack of authority vested in an individual.
- B. Board members' *individual* interaction with public, press or other entities must recognize the same limitation and the inability of any Board member to speak for the Workers Compensation Board.

HISTORY:

September 23, 2016 - Amended to reflect a change in the regular meeting day.

October 24, 2013 – Amended to add section 2(c) and other editorial changes.

May 9, 2013 – Editorial changes made to the policy as a result of a review by the Board of Directors.

March 13, 2006 - Editorial changes made to the policy as a result of a review by the Board of Directors.

POLICY NUMBER: POL-37

June 23, 2005 - Amended to add the definition of “Regular meeting” and reworded section 2(c).

January 23, 2003 - Amends the policy on “Conflict of Interest - Board of Directors” dated December 1, 1994 by enhancing the section on “accountability”, adding sections on “board meetings” and “wholeness of the Board” and renaming the policy to “Board members’ code of conduct”; Replaces policy POL01-01

May 18, 2000 - Board of Directors review. Amended text and format.

February 22, 2001 - Revised #9, the requirement to complete a Conflict of Interest Disclosure Statement annually.

Board of Directors Approval Date: December 1, 1994