POLICY NUMBER: POL-37

Chapter:
BOARD OF DIRECTORS

Subject:
GOVERNANCE PROCESS, BOARD MEMBERS' CODE OF CONDUCT

Effective Date:
December 1, 1994

Last Update:
May 15, 2025

PURPOSE STATEMENT:

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

REFERENCE:

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

DEFINITION:

In this policy:

POLICY:

1. The Board of Directors upholds the organizational values of integrity, compassion, excellence, collaboration and accountability, and commits itself to ethical and professional conduct in all matters before the Workers Compensation Board (WCB). This includes proper use of authority, appropriate decorum and discharging their duties honestly and in good faith when acting as a member of the Board of Directors.

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Minimum expectations of a member of the Board of Directors would include the following.

Accountability to the Organization

2. Board members must demonstrate their fiduciary duty of accountability and integrity to the WCB by the following:

   A. The accountability of members to the WCB supersedes any other or conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or organizations, as well as any personal interests of a Board member, including but not limited to where the member is acting as a consumer of the WCB's services.

   B. The Board of Directors are accountable for discharging their duties honestly, in good faith, in the best interests of the WCB and for the well-being of all stakeholders. They are to perform their official duties in such a manner that preserves and promotes public confidence and trust in the honesty, integrity, fairness and professionalism of the Board of Directors and the WCB.

   C. The Board of Directors will serve the WCB by upholding both the letter and the spirit of established laws, policies, and directives pertaining to the governance and of the WCB.

Board meetings

3. Board members are committed to values of excellence and collaboration, as demonstrated by their preparation for and conduct at their Board of Directors' meetings, as follows:

   A. Board members will conduct their deliberations in 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 will be expressed in a manner that respects the rights and privileges of fellow Board members. All Board members are expected to be open to, and respectful of, any opinion presented by any Board member. Once a matter is decided, the Board of Directors as a whole is committed to that decision.

B. Board members will respect all decisions of the Board of Directors and will not publicly express views to the media or stakeholders or the general public that are not consistent with these decisions.

C. Members are expected to attend meetings on a regular basis and be prepared for these meetings, including reviewing any materials provided to the members in advance of the meeting, and promoting discussion prior to the decision and to vote at meetings WCB.

Privacy and Confidentiality

4. In keeping with the values of integrity, compassion and accountability, Board members will not disclose confidential information or materials provided to them while a member of the Board of Directors and this obligation will continue permanently after the conclusion of members' appointments.

5. Any information and materials that members receive in the course of their duties as Directors is confidential unless explicitly identified as otherwise or unless it is in the public domain. Without limiting the generality of this paragraph, the following would be considered confidential:

A. Board of Directors meeting agendas and accompanying documents and information circulated either prior to or during the meetings.

B. Legal opinions provided to the Board of Directors or to the WCB and shared with the Board, whether in writing or otherwise.

C. Correspondence or other communications pertaining to Board of Directors or WCB business.

D. Personnel or Human Resources matters.

E. Claim-specific, employer-specific or industry specific information.

F. Government, cabinet or ministerial documents or communications.

G. Discussions at Board meetings.

H. Any information which is known or ought reasonably to be known to be sensitive or confidential, including but not limited to any information which, if released, could prejudice the WCB in its administration of the Act and Regulations.

6. If a member of the Board of Directors is unsure about whether a matter is confidential or not, they should not disclose the matter until seeking guidance from the Chair of the Board or any other individual that may be necessary in the circumstances to properly address the matter.

Conflict of Interest

7. Reflecting the organizational value of integrity, members of the Board of Directors are expected to discharge their duties honestly, in good faith and always with the best interests of the WCB in mind. It is inevitable that situations will arise where members find themselves in a conflict of interest or perceived conflict of interest. Where a conflict of interest exists, the member's ability to discharge their obligations to the WCB is inhibited or perceived to be inhibited. It is imperative that when a member is in a conflict of interest that the member refrains from discussing, voting or in any way being involved in or attempting to influence the decision-making on any such matter.

8. Board members must avoid conflict of interest by self-reporting any conflict of interest or perceived conflict of interest to the Board of Directors as soon as the conflict or perceived conflict is discovered. From that point onward the member will refrain from discussing, voting or in any way being involved in or attempting to influence the decision-making on any such matter and will comply with any further direction stipulated by the Chair of the Board of Directors.

9. Where the Chair is in a conflict of interest or perceived conflict of interest, they will refrain from discussing, voting or in any way attempting to influence the decision-making on any such matter, and will immediately designate an acting Chair for the purposes of addressing the subject matter of the conflict of interest.

10. It is impossible to identify every situation in which a conflict of interest might arise; however, generally speaking a conflict exists where any outside interest – be that personal, familial, financial, professional or otherwise - interferes with, or may be perceived by a reasonable person, to interfere with the member's objective exercise of their duties as a member of the Board of Directors and obligations to the WCB.

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While the following is not an exhaustive list, the following are minimum expectations of members of the Board of Directors in this regard:

A. Board members will absent themselves from discussion or decision on any matter where there is a real or perceived conflict of interest and take any other steps identified in this policy.

B. Board members will not knowingly place themselves in a position where they are under, or appear to be under, any 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 WCB 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 WCB must be procedurally controlled to ensure openness, competitive opportunity and equal access to 'inside' information.

F. Board members will sign a Conflict of Interest Disclosure Statement upon appointment to the Board of Directors, annually, and 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. At the beginning of each Board or Board Committee meeting, the Chair will ask Board members to disclose any conflicts of interest.

I. Board members, at the end of their appointment term, will refrain from taking improper advantage of their previous appointment as Board members.

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Wholeness of the Board - Board speaks with one voice

11. In keeping with the commitment to collaboration and accountability, Board members will not attempt to exercise *individual* authority over the organization or any employee within the organization, except as explicitly set forth in WCB 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 member of the Board of Directors.

    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 WCB. Media requests should be referred to the Chief Executive Officer.

Social Media and Acceptable Use

12. The WCB recognizes that members of the Board of Directors may choose to engage in the personal use of social media.

13. To demonstrate excellence and high standards of conduct, members should be mindful of blurring their personal and professional lives when engaging in the personal use of social media. They should be aware that they may be perceived as speaking on behalf of the WCB, even when doing so on their own personal accounts or platforms, particularly where their comments or profile identify them with WCB.

14. When engaging in use of social media members are expected to meet the following minimum expectations:

    A. To conduct themselves in a manner that reflects the value of professionalism.

    B. To use their best judgment in posting material that is neither inappropriate nor harmful to the WCB, clients, stakeholders, employees or other Board members.

    C. To ensure that they do not disclose confidential WCB information.

    D. To ensure they abide by all other relevant WCB policies when communicating and engaging on social media.

E. To seek appropriate guidance from the WCB if they have any questions or doubt about what constitutes appropriate use of social media.

Consequences of Non-compliance

15. Where a Board member fails to comply with the provisions of this policy, the matter will be reviewed by the Chair. The Chair, in collaboration with the Board member, will attempt to achieve a resolution that ensures that the member acts consistently with the code of conduct set out in this policy.

16. If a resolution cannot be achieved, the Chair may refer the matter to the Minister responsible for the WCB to determine the most appropriate course of action.

HISTORY:

May 15, 2025 – Editorial change made to the policy at section 5.

May 18, 2023 – Amended to align with WCB values, clarify policy language, and remove redundancies.

September 26, 2019 – Amended to clarify the schedule and responsibilities related to Board meetings, provide clarification about confidential information and conflict of interest, and include content on acceptable use of social media and the consequences of non-compliance with the policy.

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.

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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