

## **HOSPITAL PRIVILEGES APPEAL BOARD CODE OF CONDUCT**

## **PART 1**

### **POLICY STATEMENT**

Parties appearing before the Hospital Privileges Appeal Board have a right to proceedings that are conducted with impartiality and integrity by the Members of the Hospital Privileges Appeal Board. The Hospital Privileges Appeal Board's obligation demands that there not be, nor seem to be, any conflict between the private interests of Members of the Hospital Privileges Appeal Board and their duty to the parties appearing before them.

This Code has been prepared with reference to Section 11 of the *Alberta Public Agencies Governance Act*, which requires members of public agencies to implement and comply with a code of conduct. The Code is also consistent with the Section 23.922 of the *Conflicts of Interest Act*.

This Code is not intended to conflict with other codes of conduct. If a Member is subject to more than one code of conduct, the Member must consider the expectations in all.

## **PART 2**

### **DEFINITIONS**

**“Act”** means the *Alberta Public Agencies Governance Act*, SA 2009, c A-31.5, and all regulations thereunder, as amended from time to time.

**“Affiliation”** includes being a member, employee, volunteer, owner, shareholder, creditor, director, elected representative, appointee, or trustee of an Entity or having any type of legal or equitable interest in an Entity.

**“Board”** means the Hospital Privileges Appeal Board.

**“Business Interests”** include any interests arising as a result of a current, former, or prospective Affiliation with any for profit, not-for-profit, or charitable Entity.

**“Chair”** means the Chair of the Board. The Chair is a Senior Official, as defined by section 23.921 of the *Conflicts of Interest Act*.

**“Closely Associated Persons”** are persons with whom there is a substantial relationship and include a spouse, adult interdependent partner, child or other relative, a close friend, an employer, a business associate, and a client.

**“Code”** means this Code of Conduct.

**“Confidential Information”** is information received during the course of the Member's duties which is identified as confidential or which would reasonably be considered to be confidential.

**“Conflict of Interest”** may include actions or decisions that Members take on behalf of the Board that provide, appear to provide, or have the potential to provide them with an opportunity to further the Private Interests of themselves or Closely Associated Persons.

**“Entity”** includes a corporation, partnership, sole proprietorship, firm, franchise, association, organization, holding company, joint venture, trust, society, post-secondary institute and research institute.

**“Member”** means a member of the Board.

**“Minister”** means the Minister determined under section 16 of the *Government Organization Act* as the Minister responsible for the *Hospitals Act*.

**“Private Interest”** includes includes, but is not limited to:

- (a) an interest of the Member in an appointment, business, undertaking or employment other than the Member’s appointment to the Board,
- (b) a personal obligation, financial interest, or Business Interest of the Member, and
- (c) the interests set out in (a) and (b) of a Closely Associated Person,

but does not include an interest:

- (a) in a matter that is of general application to the Board,
- (b) that affects a person as one of a broad class of the public or of the membership of the Board,
- (c) that concerns remuneration and benefits of a Member, or
- (d) that is trivial.

**“Public Agency”** has the same meaning as set out in the Act.

### **PART 3 APPLICATION**

- 3.1. This Code applies to all Members of the Board, including the Chair.
- 3.2. This Code is in addition to any conflict of interest provisions prescribed under the Act.
- 3.3. Conflicts between the Private Interests of Members and their duty to the public not specially addressed in this Code must be dealt with according to the principles and intent of the Code.
- 3.4. Any other person providing services for or support to the Board shall be subject to the Code of Conduct that governs their employment or appointment and not this Code.

### **PART 4 CODE ADMINISTRATION**

- 4.1. The Chair is the Code Administrator for other Members.
- 4.2. The Code Administrator for the Chair is another Member of the Board, selected by the Members.
- 4.3. The role of the Code Administrator includes establishing appropriate policies and

procedures related to the Code, and ensuring awareness and effective implementation of the Code.

4.4. The Code Administrator is responsible for ensuring procedural fairness in regard to such processes.

4.5. If Members have any questions about the Code, or are not sure how to apply responsibilities under the Code, they should consult the Code Administrator.

## **PART 5**

### **RESPONSIBILITIES UNDER THE CODE**

5.1. As this Code does not cover every specific scenario, Members are expected to adhere to the spirit and intent underlying this Code to guide their conduct, decision-making and all other matters in the course of their work with the Board.

#### ***General Conduct***

5.2. It is the duty of each Member to adhere, without exception, to the principles set out below.

5.2.1. Members comply with all applicable laws, as well as all regulations, policies and procedures applicable to the Board's work.

5.2.2. Members carry out their duties impartially and with integrity.

5.2.3. Members act in a respectful, transparent and accountable manner.

5.2.4. Members are responsible stewards of public resources.

5.2.5. Members act in good faith.

5.2.6. Members exercise diligence in their activities with the Board.

5.3. In addition to the principles set out in section 5.2 above, each Member is required to conduct him or herself in accordance with the expectations below.

5.3.1. Members must not engage in behaviours or activities that may negatively impact the reputation of the Board.

5.3.2. Members will conduct themselves in a manner that contributes to a safe and healthy working environment that is free from discrimination, harassment or violence.

5.3.3. Members will behave in a way that is fair, reasonable and ethical.

5.3.4. Members will encourage colleagues to act in accordance with this Code.

5.3.5. Members must not act in self-interest or further their Private Interests by virtue of their position or through the carrying out of their duties.

5.3.6. The Chair speaks on behalf of the Board.

### ***Privacy and Confidential Information***

5.4. Members must comply with applicable privacy laws that guide the collection, storage, use, transmission and disclosure of information.

5.5. Members must respect and protect Confidential Information, may use it only for the work of the Board and must not use it to further a Private Interest.

5.6. The requirements set out in sections 5.4 and 5.5 will continue to apply to Members following the termination or expiry of their appointment to the Board.

### ***Use of Property***

5.7. Members may have limited use of the Board's premises and equipment (if any), including fax and email, for authorized incidental purposes providing such use involves minimal additional expense to the Board, is performed on the Member's own time and does not interfere with the mission of the Board.

### ***Gifts***

5.8. Members must not accept any gift or event invitation where acceptance may create a real, potential, or perceived conflict. Members must use their discretion and recognize that while a gift or invitation may be offered with the expectation of receiving nothing in return, acceptance may still create a perception of a conflict of interest. Where such a perception exists, acceptance should be avoided or the perception must be resolved prior to acceptance.

5.9. The Code is not intended to preclude the acceptance of any gift or event invitation. Examples of situations that typically do not involve a conflict of interest are:

- (a) Normal gifts between friends that are unrelated to the Member's position with the Board; and
- (b) Tokens of appreciation received as part of reasonable protocol, ceremony, social obligations, cultural practices, or as recognition for participating in a public event.

5.10. Notwithstanding the above, a Member must not accept:

- (a) Any gift which exceeds a cash value of \$100;
- (b) Any combination of gifts from a single source within a calendar year exceeding a total cash value of \$200;
- (c) Any invitation to an event with a cash value in excess of \$200, inclusive of food and beverage; or
- (d) Any combination of invitations to events from a single source within a calendar year exceeding a total cash value of \$400, inclusive of food and beverage.

5.11. Any Member who is uncertain whether the acceptance of a gift is appropriate must contact the Code Administrator for direction.

5.12. The acceptance of gifts or benefits must not compromise or appear to compromise the integrity or impartiality of the individual Member or the Board as a whole.

### ***Conflicts of Interest***

5.13. Members must be aware of and avoid Conflicts of Interest and must not participate in outside activities that create Conflicts of Interest. For example:

- (a) Business Interests and Financial Interests: Members must not hold Business Interests or financial interests directly, or indirectly through a Closely Associated Person, that could benefit from or influence the work of the Board.
- (b) Employment/Appointment: Members must not have or take new appointments or employment that affect their performance or impartiality in their work with the Board. Members considering a new offer of appointment or employment must be aware of and manage any potential Conflicts of Interest between their current position and their future circumstance, and must remove themselves from any Board decisions affecting their new appointment or employment.
- (c) Political Activity: Members may participate in political activities, including holding membership in a political party, supporting a candidate for elected office or seeking elected office. However, they must not use their position with the Board to seek contributions for a political party or solicit political support from current or future clients or Entities doing business with the Board. In addition, any political activity must be clearly separated from activities related to the work for the Board, must not be done while carrying out the work of the Board, and must not make use of Board facilities, equipment or resources (if any) in support of these activities. If a Member is planning to seek an elected municipal, provincial or federal office, he or she must disclose his or her intention to the Code Administrator.
- (d) Volunteer Activity: If Members are involved in volunteer work, the activity must not influence or conflict with the work of the Board.

5.14. Members shall not allow the performance of their official duties to be influenced by offers of future employment or the anticipation of offers of employment.

5.15. A Member is in a Conflict of Interest situation if his or her Private Interest conflicts with his or her duty to act honestly and in the best interests of the Board or parties to a matter before the Board in the exercise of their powers and discharge of his or her responsibilities as a Member. Without limiting the generality of the foregoing, a Member is in a Conflict of Interest situation if:

- (a) the Member takes part in a decision in the course of carrying out responsibilities as a Member knowing that the decision might further a Private Interest of the Member or a Closely Associated Person;

- (b) the Member uses the Member's office or powers to influence a decision to be made by the Board to further a Private Interest of the Member, or that of a Closely Associated Person;
- (c) the Member uses or communicates information not available to the general public or parties to a matter before the Board that was gained by the Member in the course of carrying out the Member's office, powers, or duties to further or seek to further a Private Interest of the Member, or a Closely Associated Person;
- (d) the Member, or a Closely Associated Person with the knowledge of the Member, obtains or accepts a fee, gift or other benefit, all of a material nature, that is connected directly or indirectly with the performance of the Member's office or duties; or
- (e) the Member or a Closely Associated Person receives a preference and/or remuneration from the Board to provide goods and services to the Board.

5.16. Prior to accepting any supplementary employment or appointment, Members must notify the Code Administrator in writing about the nature of such supplementary employment or appointment. The Code Administrator must review the proposed employment or appointment for any real or apparent Conflict of Interest. If there is no real or apparent Conflict of Interest, the Code Administrator may approve the employment or appointment in writing. If there is a real or apparent Conflict of Interest, the Code Administrator must then, in writing, deny the employment or appointment or allow the employment or appointment and put procedures in place to manage the real or apparent Conflict of Interest.

For additional clarity, employment as a physician, a registered nurse, barrister and solicitor, or a member of the judiciary and appointment as a member of a board of a hospital shall not constitute a real or apparent Conflict of Interest for the purpose of this section.

### ***Conflicts of Interest (Chair)***

5.17. In addition to the Conflict of Interest situations set out in section 5.15 above, the Chair shall also comply with section 23.295 of the *Conflicts of Interest Act*. For additional clarity, the Chair is bound by the following restrictions on their office and powers:

- (a) The Chair must not take part in a decision in the course of carrying out their office or powers knowing that the decision might further a private interest of the Chair or a Closely Associated Person;
- (b) The Chair must not use their office or powers of influence or seek to influence a decision made by or on behalf of the Crown or a public agency to further a private interest of the Chair or of a Closely Associated Person, or to improperly further any other person's private interests;
- (c) The Chair must not use or communicate information not available to the

general public that was gained by the Chair in the course of carrying out their office or powers to further or seek to further a private interest of the Chair or any other person's private interests; and

- (d) The Chair must appropriately and adequately disclose a real or apparent Conflict of Interest.

## **PART 6**

### **DISCLOSURE, BREACH, DISCIPLINE AND REVIEW**

#### ***Disclosure and reporting***

- 6.1. Nothing in this section limits the obligation of a member of the Board to recuse him or herself completely from a hearing conducted by the Board where the participation of the member would give rise to an apprehension of bias, unless the doctrines of necessity or waiver apply.
- 6.2. When a matter is before the Board which could benefit the Member or a Closely Associated Person, the Member must advise the Board to determine whether the Board is required to take steps to prevent a Conflict of Interest from occurring.
- 6.3. When a Member has a Conflict or Apparent Conflict of Interest in a matter before the Board the Member shall, if present:
  - (a) disclose the existence of a Conflict or Apparent Conflict of Interest prior to discussion of the matter and to do so within two weeks of awareness of the potential breach or, in advance of the next Board meeting, whichever is sooner,
  - (b) abstain from voting on any question relating to the matter,
  - (c) abstain from discussing the matter; and,
  - (d) leave the room in which the meeting is being held until the discussion and voting on the matter is concluded.
- 6.4. The abstention of a Member and disclosure of a Member's Conflict or Apparent Conflict of Interest shall be recorded in the minutes of the meeting.
- 6.5. If a Member believes there may be a Conflict or Apparent Conflict of Interest, he or she shall ask the Code Administrator for guidance.
- 6.6. If a Member believes that he or she is in a conflict of interest or that he or she is in breach of the Code, he or she must report, in writing, to the Code Administrator within two weeks of becoming aware of the potential breach or, in advance of the next Board meeting, whichever is the shortest period of time.
- 6.7. If a Member has reason to believe that another Member is in a conflict of interest, he or she must report this potential breach, in writing, to the Code Administrator within two weeks of the potential breach or in advance of the next Board meeting, whichever is the shortest period of time.



6.8. All reports are to be treated confidentially, unless required to be disclosed by law. When making a report pursuant to section 6.7, Members should ensure they are respecting the reputation of other Members.

6.9. When reporting a potential breach of another Member in good faith and with reasonable grounds, the reporting Member will be protected from reprisal for such reporting.

### ***Responding to a Potential Breach***

6.10. Once an actual or potential breach of the Code has been reported, the Code Administrator shall promptly review the matter, as set out below.

6.11. The Code Administrator is responsible for examining the potential breach and determining whether or not a breach has occurred. If the Code Administrator is unable to arrive at a decision the Code Administrator may seek the advice of the Minister.

6.12. Subject to section 6.8, if a reported breach or potential breach relates to a Member other than the person reporting it, the Member in question has the right to be made aware of the allegation and will be given the opportunity to respond to the allegation.

6.13. The Code Administrator will ensure that the process employed to arrive at a decision is properly documented. Documentation must include:

- (a) the nature of the breach;
- (b) the individuals involved;
- (c) the steps taken to arrive at the decision; and
- (d) the method by which the potential breach was assessed and managed.

6.14. If the breach is being investigated by law enforcement, the Code Administrator will allow any investigation to take precedence over their review.

### ***Consequences of a Breach***

6.15. The Code Administrator is responsible for examining and making a decision on whether or not a breach has occurred; however, the Code Administrator is not responsible for making a decision on the severity of the sanction imposed. The Code Administrator may make a sanction recommendation to the Board for discussion.

6.16. The severity of the sanction will be determined on a case by case basis. Where the sanction recommendation exceeds the Board's authority, the Board may make a recommendation to the Minister. Sanctions for a breach of this Code include, but are not limited to:

- (a) a reprimand;

(b) a request that the Member resign from the Board; and

(c) a recommendation to the Minister that the Member be removed from the Board.

6.17. Records of Board sanctions, decisions, or recommendations will be kept for future reference.

6.18. The Code Administrator shall provide a report to the Executive Director of Health System Monitoring, Department of Health following any decision made pursuant to section 6.15, including the sanction decision made or recommended by the Board pursuant to section 6.16.

### ***Review of a Decision***

6.19. In order to ensure that the review process is fair and equitable the Board shall:

(a) ensure that the Member is provided with an opportunity to present his or her case to the Code Administrator;

(b) ensure the Code Administrator communicates the rationale for the decision made; and,

(c) ensure the Code Administrator is impartial and independent.

6.20. Once the Board has determined its decision, the Member may request a review of the decision on whether a breach has occurred to the Minister.

## **PART 7 ANNUAL DECLARATION AND REVIEW**

### ***Annual Declaration***

7.1. After having received a copy of this Code each new Member shall confirm in writing to the Code Administrator that:

(a) the Member has received a copy of this Code and has read and understood it; and

(b) the Member will adhere to the Code and will report any known or potential breaches to the Code Administrator, the Board, as set out in section 6.6 above.

7.2. Each Member shall annually confirm, in writing, to the Code Administrator that:

(a) the Member has received a copy of this Code and has read and understood it; and,

(b) the Member will report any change of employment that may impact his or her appointment to the Board;

- (c) the Member will report any new appointments as a Director on any other board;
- (d) at the end of the year, the Member has adhered to this Code and has reported any known or potential breaches to the Code Administrator or the Board, as set out in section 6.6 above.

7.3. Each Member shall complete, sign and date a Declaration of Conflict of Interest which will be kept with the records of the Board for the duration of the Member's tenure.

### **Review**

- 7.4. This Code shall be reviewed at least once every three years.
- 7.5. Within the three-year review period, the Board shall conduct a comprehensive review of the Code to ensure compliance with the Act and the *Conflicts of Interest Act* and its regulations, if applicable, and to reflect the environment in which the Board operates.
- 7.6. The Board shall provide the Minister with confirmation that the Board has reviewed the Code in accordance with sections 7.5 and 7.6. If revisions are made to the Code, the Board shall provide the Minister with the revised Code.
- 7.7. Any amendments to this Code shall come into force 30 days after the amended Code is made available to the public.

## **PART 8 COMING INTO EFFECT**

- 8.1. This Code comes into effect 30 days after it is made available to the public.