

CODE OF CONDUCT

Code of Conduct

Table of Contents

Background	1
PART 1 - CODE OF CONDUCT	1
PART 2 - RULES GOVERNING CONDUCT AND THE IMPLEMENTATION OF THIS CODE.....	2
SECTION 1 - INTERPRETATION.....	2
1.0 Definitions	2
1.1 Relationship between Part 1 and Part 2.....	5
SECTION 2 - DETAILED RULES	5
2.0 Application	5
2.1 Speaking on Behalf of the Council	5
2.2 Duty to be an Effective Member.....	5
2.3 Members not to Intervene Inappropriately in Operations	6
2.4 Duty to be an Effective Employee.....	6
2.5 Duty of Confidentiality of Members and Employees	6
2.6 Application to Disclose Confidential Information by a Member or the CEO	6
2.7 Application to Disclose Confidential Information by an Employee.....	7
2.8 Disclosing Confidential Information under a Legal Obligation	7
2.9 Disclosures to Minister	8
2.10 Subpoenas and Notices to Produce	8
2.11 Maintaining Separation between Duties to the Council and Political Activities	8
2.12 General Rules Regarding Conflicts of Interest	9
2.13 Conflict of Interest Rules Specifically Applicable to Members	9
2.14 Conflict of Interest Rules Specifically Applicable to Employees	10
2.15 Conflict of Interest Rules Specifically Applicable to the Chair and the CEO	10
2.16 Concurrent Appointments or Employment for Members.....	11
2.17 Concurrent Appointments or Employment for Employees.....	12
2.18 Conflict of Interest Declarations Required.....	12
2.19 Ongoing Duty to Disclose	13
2.20 Reviews of Conflict of Interest Declarations.....	13
2.21 Conflicts of Interest that Arise During the Conduct of the Business of the Board	14
2.22 Uncertainty about Potential Conflicts of Interest – Members	14

2.23	Discovery of Conflict of Interest by the Board	14
2.24	Uncertainty about Potential Conflicts of Interest – Employees	15
2.25	Uncertainty about Potential Conflict of Interest – CEO	15
2.26	Appeal Regarding Directions about Managing Conflicts of Interest	15
	SECTION 3 - FAILURE TO COMPLY WITH THE CODE	16
3.0	Investigation	16
3.1	Consequences of a Breach	16
	SECTION 4 - REVIEW AND AMENDMENTS	17
4.0	Review	17
	SECTION 5 - COMING INTO EFFECT	18

Background

The Council recognizes that to fulfill its mission to continue to improve the quality of Alberta's health system, it must maintain a climate in which any person involved in the leadership or operation of the Council can act and perform his or her duties effectively and in a manner that instills public confidence in the abilities and the integrity of the Council.

The Council therefore enacts as follows:

PART 1 - CODE OF CONDUCT

Each Member of the Board, employee, contractor, volunteer, and person appointed to a committee or panel established by the Council shall

- act ethically and in accordance with the law;
- perform his or her duties to the Council diligently, honestly, in good faith, impartially, and with due respect for others;
- comply with the *Act*, Bylaws, and policies of the Council and any other enactment that applies to the operation of the Council;
- strive to preserve and enhance the reputation of the Council;
- speak on behalf of the Council only when authorized to do so;
- perform his or her duties within the appropriate scope to ensure the effective operation of and integrity of the Council;
- maintain confidentiality of information obtained in the course of serving the Council;
- avoid conflicts of interest between his or her own interests and the interests of the Council
- avoid engaging the Council in personal political interests; and
- guide his or her conduct not only by the letter, but also by the spirit of this Code.

PART 2 - RULES GOVERNING CONDUCT AND THE IMPLEMENTATION OF THIS CODE

SECTION 1 - INTERPRETATION

1.0 Definitions

In this Code,

- a) **“Act”** means the *Health Quality Council of Alberta Act*, S.A. 2011, c. H-7.2, and any regulations made under the Act;
- b) **“Board”** means the board of directors established under the Act;
- c) **“Code”** means this Code of Conduct;
- d) **“CEO”** means the person appointed as Chief Executive Officer of the Council. The CEO is a Senior Official, as defined in the *Conflicts of Interest Act*;
- e) **“Chair”** means the Member designated as the Chair by the Minister and includes a Member acting as Chair under the General Bylaw. The Chair is a Senior Official, as defined in the *Conflicts of Interest Act*;
- f) **“Confidential Information”** means information in any form, including verbal, documentary, or electronic information, that is by its nature confidential, including information that is:
 - i. required by law to be held confidential under any enactment or agreement,
 - ii. revealed during the course of any review or investigation process, or other work undertaken by or on behalf of the Council,
 - iii. revealed during or arising from any quality assurance activity undertaken under section 9 of the *Alberta Evidence Act* or any involvement in any quality assurance activity undertaken under section 9 of the *Alberta Evidence Act*,
 - iv. disclosed or discussed at a closed meeting of the Board or at a closed meeting of any committee established by or under the authority of the Board,
 - v. provided to a Member or Employee that is identified by the Board or the Council as confidential,
 - vi. about the processes used by the Council in performing its functions under the Act,
 - vii. about persons who provide information to the Council, including their identity, and
 - viii. about patients, health service providers, administrators, or others who work in or are responsible for, or have worked in or have been responsible for the regulation or administration of the health system or any part of it;
- g) **“Council”** means the Health Quality Council of Alberta;
- h) **“Employee”** means any individual employed by the Council, including the CEO, and, for the purposes of this Code, includes a person contracted by the Council to provide services to it, a

person appointed to serve on a committee or panel established by the Council, and a person who provides services to the Council as a volunteer;

- i) **“Executive Committee”** means the executive committee established by the Board under the General Bylaw;
- j) **“Family”** includes
 - i. a spouse of a Member or Employee, but excludes a spouse living separate and apart from the Member or Employee
 - 1. under the terms of a written separation agreement, or
 - 2. where support obligations and family property have been dealt with by a court order,
 - ii. an adult interdependent partner of a Member or Employee,
 - iii. a minor child of a Member or Employee,
 - iv. a minor child if a Member or Employee demonstrates a settled intention to treat the child as a member of the Member or Employee’s family,
 - v. an adult who, as a minor child, was treated as a member of the family of the Member or Employee and continues to be treated as a member of the Member or Employee’s family;
- k) **“Member”** means a member of the Board;
- l) **“Minister”** means the Minister assigned responsibility for the Act under the *Government Organization Act*;
- m) **“Pecuniary Interest”** means, with respect to a Member or an Employee, any interest in a matter that could monetarily affect
 - i. the Member or Employee,
 - ii. a member of the Family of the Member or Employee,
 - iii. an employer of the Member or an employer of the Employee other than the Council,
 - iv. a corporation, other than a distributing corporation, in which the Member or the Employee is a shareholder, director or officer,
 - v. a corporation, other than a distributing corporation,
 - 1. in which a member of the Family of the Member or the Employee is a shareholder, director, or officer, and
 - 2. which information is known or ought reasonably to be known by the Member or Employee by the exercise of due diligence,
 - vi. a distributing corporation
 - 1. in which the Member or the Employee owns voting shares carrying at least 10%

- of the voting rights attached to the voting shares of the corporation, or
2. of which the Member or the Employee is a director or officer,
- vii. a distributing corporation,
1. in which a member of the Family of the Member or the Employee owns voting shares carrying at least 10% of the voting rights attached to the voting shares of the corporation or of which a member of the Family of the Member or the Employee is a director or officer, and
 2. which information is known or ought reasonably to be known by the Member or Employee by the exercise of due diligence,
- viii. a partnership or firm in which the Member or the Employee is a partner or has an ownership interest,
- ix. a partnership or firm in which a member of the Family of a Member or an Employee is a partner or has an ownership interest and which information is known or ought reasonably to be known by the Member or Employee by the exercise of due diligence,
- but excludes an interest of a Member or Employee that
- i. is of general application,
 - ii. affects the Member or Employee as one of a broad class of the public,
 - iii. concerns the remuneration and benefits of the Employee,
 - iv. concerns an honorarium or expenses lawfully payable to the Member, or
 - v. is trivial;
- n) **“Personal Interest”** means an interest of a Member or Employee that conflicts with or may reasonably appear to conflict with the duties of the Member or Employee to the Council, including an interest in a society, not-for-profit corporation, academic institution, health care body, or government agency;
- o) **“Private Interest”** means a Pecuniary Interest or a Personal Interest.

In section 1(m), “corporation”, “director”, “distributing corporation”, “officer”, “shareholder”, “voting rights”, and “voting shares” have the meanings given to them in the *Business Corporations Act*.

1.1 Relationship between Part 1 and Part 2

- 1.1.1 This Code is separated into two parts:
PART 1 sets out principles governing the conduct of Members and Employees; and
PART 2 sets out detailed rules for implementing specific principles from the Code and ensuring that Members and Employees comply with the principles in the Code.
- 1.1.2 Both PART 1 and PART 2 of the Code are binding on Members and Employees.
- 1.1.3 If there is a conflict between a provision in PART 1 and a provision in PART 2 that cannot be resolved by a purposive interpretation, the provision set out in PART 2 will govern.

SECTION 2 - DETAILED RULES

2.0 Application

- 2.0.1 This Code applies to Members, including the Chair, and Employees, including the CEO.
- 2.0.2 This Code is in addition to any conflict of interest provisions prescribed under the Act.
- 2.0.3 Conflicts between the Private Interests of Members and Employees 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.

2.1 Speaking on Behalf of the Council

- 2.1.1 Subject to any policy or direction of the Board, the Chair speaks on behalf of the Board and the CEO speaks on behalf of the Council.

2.2 Duty to be an Effective Member

- 2.2.1 A Member shall
- a) regularly attend Board and committee meetings;
 - b) adequately prepare for those meetings;
 - c) keep himself or herself informed as to the Bylaws, policies, business, and affairs of the Council;
 - d) participate in Board consideration of strategic plans, business plans, and budgets; and
 - e) perform all other duties expected of a Board Member under the Act, Bylaws of the Council, or the policies of the Council.
- 2.2.2 A Member shall use his or her knowledge, expertise, and best judgment and shall devote sufficient time and attention in fulfilling the Member's role as a Member of the Board.

2.3 Members not to Intervene Inappropriately in Operations

- 2.3.1 The CEO is responsible for directing the operations of the Council in accordance with the Board's policies.
- 2.3.2 A Member shall not participate directly in or intervene directly in
- a) the CEO's decisions and responsibilities with respect to the Council's operations; or
 - b) the day-to-day operation of the Council.
- 2.3.3 Despite section 2.3.2 a) and b), the CEO, or an Employee acting with the approval of the CEO, may request advice or information from a Member where the Member's expertise will assist in the operations of the Council and the Member may provide the requested advice or information.

2.4 Duty to be an Effective Employee

- 2.4.1 Each Employee shall
- a) subject to any direction of the CEO, keep him or herself informed of the Bylaws, policies, business, and affairs of the Council within the scope of the Employee's duties; and
 - b) diligently perform all duties assigned to the Employee.

2.5 Duty of Confidentiality of Members and Employees

- 2.5.1 Each Member and Employee shall take all reasonable steps necessary to keep Confidential Information confidential.
- 2.5.2 No Member or Employee shall disclose Confidential Information except in accordance with
- a) the approval of the Board under section 2.6.2 or the CEO under section 2.7.2;
 - b) an agreement respecting disclosure reached under section 2.8.2;
 - c) an order of the Court of Queen's Bench made under section 2.8.3; or
 - d) a subpoena, notice to produce or attend, or other legally binding document that compels disclosure, but then only after complying with section 2.10.1.
- 2.5.3 The duty of confidentiality under sections 2.5.1 and 2.5.2 continue to bind an individual after that individual ceases to be a Member or an Employee.

2.6 Application to Disclose Confidential Information by a Member or the CEO

- 2.6.1 If a Member or the CEO considers it necessary to disclose Confidential Information that cannot be disclosed under section 2.5.2 a), the Member or the CEO shall first make a written request to the Board a reasonable time before the proposed disclosure describing the Confidential Information proposed to be disclosed and setting out the reasons for the

proposed disclosure.

- 2.6.2 In the case of a request by a Member or the CEO, the Board may approve the disclosure of Confidential Information, with or without conditions, if in the opinion of the Board
- a) the disclosure is in the interests of the Council or in the public interest and will not override any legally binding duty of confidentiality owed by the Council; or
 - b) the disclosure is authorized or required by an enactment.

2.7 Application to Disclose Confidential Information by an Employee

2.7.1 If an Employee other than the CEO considers it necessary to disclose Confidential Information that cannot be disclosed under section 2.5.2 a), the Employee must make a written request to the CEO a reasonable time before the proposed disclosure describing the Confidential Information proposed to be disclosed and setting out the reasons for the proposed disclosure.

2.7.2 In the case of a request by an Employee, other than the CEO, the CEO

- a) may approve the disclosure of confidential information, with or without conditions, if in the opinion of the CEO
 - i. the disclosure is in the interests of the Council or in the public interest and will not override any legally binding duty of confidentiality owed by the Council, or
 - ii. the disclosure is authorized or required by an enactment, or
- b) may refer the matter to the Board to determine.

2.8 Disclosing Confidential Information under a Legal Obligation

2.8.1 If a Member or Employee

- a) has sought approval for disclosure of Confidential Information for the purpose of fulfilling a legal duty to report a breach of professional standards to a professional governing body or to report a breach of the law to an authority responsible for investigating such breaches, and
- b) the Board or the CEO, as the case may be, have refused to approve the disclosure and the Member or Employee, acting reasonably, remains of the view that he or she is legally required to make a report that contains confidential information, the Member or Employee shall give not less than 15 days' notice in writing to the Board of the intention to disclose the Confidential Information.

2.8.2 Where a notice is provided to the Board under section 2.8.1, the Board shall promptly retain independent legal counsel to review the matter with the Council, the affected Member or Employee, and the professional governing body or authority responsible for investigating breaches in an effort to resolve the issue of whether the Member or Employee is legally

required to disclose the Confidential Information.

- 2.8.3 If the issue of disclosure cannot be resolved under section 2.8.2, the Member, the Employee, or the Board may refer the matter to the Court of Queens' Bench for direction and no disclosure shall be made before the Court provides direction.

2.9 Disclosures to Minister

- 2.9.1 Notwithstanding sections 2.5, 2.6, 2.7 and 2.8, nothing in this Code affects the ability of the Minister to obtain information pursuant to the *Alberta Public Agencies Governance Act* (APAGA) or pursuant to any other enactment.

2.10 Subpoenas and Notices to Produce

- 2.10.1 If a Member or Employee receives a subpoena, notice to produce or notice to attend, or other legally binding document that compels or may compel the Member or Employee to disclose Confidential Information, the Member or Employee shall, unless prohibited by law, advise the CEO as soon as possible so that the CEO may determine whether it is necessary for the Council to appear before the appropriate court or tribunal to ensure that no privileged information and no information that is subject to section 9 of the *Alberta Evidence Act* is disclosed in legal proceedings.

2.11 Maintaining Separation between Duties to the Council and Political Activities

- 2.11.1 A Member or Employee shall clearly separate any political activity of the Member or Employee from his or her role with the Council.
- 2.11.2 A Member or Employee shall not use any resources or goodwill of the Council to advance any political party, cause or candidate.
- 2.11.3 A Member or Employee shall not seek contributions for a political party, cause or candidate from any individual, corporation, or organization who has current business or dealings with the Board or the Council or may reasonably be expected to have future business or dealings with the Board or the Council.
- 2.11.4 In the event that a Member is planning to seek an elected municipal, provincial, or federal office, the Member shall disclose that intention in writing as soon as possible to the Chair unless the Member is the Chair, in which case the Chair shall report the Member's intention in writing as soon as possible to the Minister.
- 2.11.5 In the event that an Employee is planning to seek an elected municipal, provincial, or federal office, the Employee must disclose that intention in writing as soon as possible to the CEO unless the Employee is the CEO, in which case the CEO must disclose his or her intention in writing as soon as possible to the Chair.
- 2.11.6 A Member or Employee seeking elected municipal, provincial, or federal office shall take a leave of absence, during the period of time in which elected office is being sought, unless otherwise authorized by resolution of the Board.

- 2.11.7 An Employee who is elected to a municipal, provincial, or federal office shall resign unless otherwise authorized by the Board.
- 2.11.8 A Member who is elected to a municipal, provincial, or federal office shall promptly advise the Minister and offer to resign from the Board, and shall resign, subject to any contrary direction of the Minister.

2.12 General Rules Regarding Conflicts of Interest

- 2.12.1 The Code is intended to protect the integrity of the Council by prohibiting actual, apparent, and potential conflicts of interest between the Private Interest of a Member and the interest of the Council.
- 2.12.2 For the purposes of applying the articles of the Code that relate to conflicts of interest, the following interpretations apply:
- a) a “**conflict of interest**” is any conflict between a Private Interest and an interest of the Council in the fulfillment of its obligations under the Act or in the conduct of its operations;
 - b) an “**actual conflict of interest**” exists when there is a conflict of interest at the time in issue;
 - c) an “**apparent conflict of interest**” exists if a reasonable observer with knowledge of the material facts, could reasonably perceive a conflict of interest to exist;
 - d) a “**potential conflict of interest**” is a conflict of interest that could reasonably be foreseen to exist in the future.
- 2.12.3 A Member or Employee shall take reasonable steps to avoid situations where he or she may be placed in an actual, apparent, or potential conflict of interest between his or her Private Interests and the interests of the Council.
- 2.12.4 A Member or Employee shall not take any action, participate in any decision, or make any decision on behalf of the Council that furthers the Private Interest of the Member or the Employee or provides the Member or Employee with an opportunity to further the Private Interest of the Member or the Employee.
- 2.12.5 A Member or Employee shall not allow the performance of his or her official duties to be influenced by offers of future employment or the anticipation of offers of employment.

2.13 Conflict of Interest Rules Specifically Applicable to Members

- 2.13.1 A Member shall not take part in any Board decision-making process where the reasonably foreseeable consequences of the decision or resulting action may
- a) advance a Private Interest of the Member; or
 - b) create an appearance of advancing the Private Interest of the Member.
- 2.13.2 A Member shall not use his or her office or powers to influence or to seek to influence a

decision made by the Board or the Council in order to advance the Private Interest of the Member.

- 2.13.3 Unless otherwise approved by the Board in advance, a Member shall resign from the Board before making an application for employment or paid work with the Council outside the scope of the role the Member fulfills as a Member of the Board.
- 2.13.4 A Member shall not use or communicate information not available to the general public that the Member gains in the course of carrying out his or her office or exercising his or her powers with the Board or the Council to advance or seek to advance the Private Interest of the Member.
- 2.13.5 A Member shall not accept any gift, benefit, or perquisite of more than \$100 annually offered to the Member as a result of the Member's role or position with the Board or with the Council unless written approval is given by the Chair in advance.
- 2.13.6 If approval is given for a Member to accept a gift, benefit, or perquisite, the Chair shall report relevant details to the Board and to the Minister.

2.14 Conflict of Interest Rules Specifically Applicable to Employees

- 2.14.1 An Employee shall not use his or her position as an Employee to advance a Private Interest of the Employee, or to influence or to seek to influence a decision made by the Board or the Council in order to advance a Private Interest of the Employee.
- 2.14.2 An Employee shall not make any decision or take any action within the scope of the Employee's duties where the reasonably foreseeable consequences of the decision or action may advance a Private Interest of the Employee or would create an appearance of advancing a Private Interest of the Employee.
- 2.14.3 Unless the Board permits otherwise, an Employee shall not take part in or be present at any Board meeting or Council committee meeting, or any discussion or decision-making process in relation to a matter with respect to which a Private Interest of the Employee arises.
- 2.14.4 An Employee shall not use or communicate information not available to the general public that the Employee gained in the course of carrying out his or her duties or responsibilities with the Council to advance or seek to advance a Private Interest of the Employee.
- 2.14.5 An Employee shall not accept any gift, benefit or perquisite of more than \$100 annually offered to the Employee as a result of the Employee's employment or contractual relationship with the Council unless prior written approval is given by the CEO or, in the event that the Employee is the CEO, by the Chair.

2.15 Conflict of Interest Rules Specifically Applicable to the Chair and the CEO

- 2.15.1 In addition to the conflict of interest situations set out in section 2.13 above, the Chair
 - a) shall not take part in a decision in the course of carrying out his/her office or powers

knowing that the decision might further a Private Interest of the Chair, a person directly associated with the Chair, or the Chair's minor or adult child;

- b) shall not use his/her office or powers to influence or to seek to influence a decision to be made by or on behalf of the Crown or a public agency to further a Private Interest of the Chair, a person directly associated with the Chair, or the Chair's minor or adult child, or to improperly further any other person's private interest;
- c) shall not use or communicate information not available to the general public that was gained by the Chair in the course of carrying out his/her office or powers to further or seek to further a Private Interest of the Chair or any other person's Private Interest; and
- d) shall appropriately and adequately disclose any real or apparent conflicts of interest.

2.15.2 In addition to the conflict of interest situations set out in section 2.14 above, the CEO

- a) shall not take part in a decision in the course of carrying out his/her office or powers knowing that the decision might further a Private Interest of the CEO, a person directly associated with the CEO, or the CEO's minor or adult child;
- b) shall not use his/her office or powers to influence or to seek to influence a decision to be made by or on behalf of the Crown or a public agency to further a Private Interest of the CEO, a person directly associated with the CEO, or the CEO's minor or adult child, or to improperly further any other person's Private Interest;
- c) shall not use or communicate information not available to the general public that was gained by the CEO in the course of carrying out his/her office or powers to further or seek to further a Private Interest of the CEO or any other person's Private Interest;
- d) shall appropriately and adequately disclose any real or apparent conflicts of interest; and
- e) shall not be involved in any appointment, undertaking or employment other than his or her duties with the Council, unless the CEO has the written approval of the Ethics Commissioner pursuant to section 23.296 of the *Conflicts of Interest Act*.

2.15.3 The restrictions set out in section 2.15.2 e) will come into effect on the current CEO of the Council on either December 15, 2019, or when his/her contract or appointment is renewed or extended, whichever comes earlier. The restrictions will apply immediately to a newly hired or appointed CEO.

2.16 Concurrent Appointments or Employment for Members

2.16.1 Members may not accept another appointment or employment that is related to the Member's function with the Board or Council or that would interfere with the Member's responsibilities to the Board or Council without the approval of the Board.

2.16.2 Before accepting another appointment or employment, a Member must notify the Board in

writing about the nature of such appointment or employment. Where a Member wishes to engage in an appointment or employment that is related to the Member's function with the Board or Council or that may interfere with the Member's responsibilities to the Board or Council, the Board shall notify the Member that the Member must make a request, in writing, to the Board for approval to engage in such an appointment or employment and provide assurance that the appointment or employment would not constitute a real or apparent conflict of interest.

- 2.16.3 The Board shall consider the Member's request without the Member present. If, in the opinion of the Board, the proposed appointment or employment would not constitute a real or apparent Conflict of Interest or would not otherwise interfere with the Member's responsibilities to the Board or Council, the Board may approve the Member's request.
- 2.16.4 The Board shall provide its decision in writing to the Member.

2.17 Concurrent Appointments or Employment for Employees

- 2.17.1 Employees may not accept another appointment or employment that is related to the Employee's functions with the Board or Council or that would interfere with the Employee's responsibilities to the Board or Council.
- 2.17.2 Before accepting another appointment or employment, the Employee must make a request, in writing, to the CEO or the CEO's designate for approval to engage in such an appointment or employment. The CEO or the CEO's designate will then review the proposed appointment or employment.
- 2.17.3 If, in the opinion of the CEO or the CEO's designate, the proposed appointment or employment would not constitute a real or apparent conflict of interest or would not otherwise interfere with the Employee's responsibilities to the Board or Council, the CEO or the CEO's designate shall approve the Employee's request.
- 2.17.4 If the proposed appointment or employment would constitute a real or apparent conflict of interest or would otherwise interfere with the Employee's responsibilities to the Board or Council, the CEO or the CEO's designate may deny the Employee's request, or put procedures into place to manage the conflict or interference with the Employee's responsibilities.
- 2.17.5 The CEO or the CEO's designate shall provide its decision in writing to the Employee.
- 2.17.6 Where this section overlaps with 2.15.2 e) above, 2.15.2 e) prevails.

2.18 Conflict of Interest Declarations Required

- 2.18.1 Each Member and Employee shall complete a conflict of interest declaration, in the form required by the Board
 - a) when the Member or Employee first joins the Council; and
 - b) thereafter annually on or before the date set by Board resolution.

2.19 Ongoing Duty to Disclose

- 2.19.1 If, after a conflict of interest declaration is filed,
- a) a Member or the CEO
 - i. becomes aware of a new matter that is or may reasonably be expected to constitute business of the Board or the Council that affects any existing or potential Private Interest of the Member or the CEO, or
 - ii. acquires any new Private Interest that is or may reasonably be expected to constitute the business of the Board or Council,the Member or the CEO shall promptly disclose it to the Chair in writing; and
 - b) the Chair
 - i. becomes aware of a new matter that is or may reasonably be expected to constitute business of the Board or the Council that affects any existing or potential Private Interest of the Member or the CEO, or
 - ii. acquires any new Private Interest that is or may reasonably be expected to constitute the business of the Board or Council,the Chair shall promptly disclose it the Board in writing; and
 - c) an Employee, other than the CEO
 - i. becomes aware of a new matter that is or may reasonably be expected to constitute business of the Board or the Council that affects any existing or potential Private Interest of the Employee,
 - ii. acquires any new Private Interest that is or may reasonably be expected to constitute the business of the Board or Council,the Employee shall promptly disclose it to the CEO in writing.

2.20 Reviews of Conflict of Interest Declarations

- 2.20.1 The Board shall review the Chair's conflict of interest declarations and any updated disclosure and may provide directions to the Chair to manage or avoid an actual, apparent, or potential conflict of interest.
- 2.20.2 The Chair shall review the conflict of interest declaration and any updated disclosure of each Member and of the CEO and may provide directions to a Member or the CEO to manage or avoid an actual, apparent, or potential conflict of interest.
- 2.20.3 The CEO shall review each Employee's conflict of interest declarations and any updated disclosure and may provide directions to the Employee to manage or avoid an actual, apparent, or potential conflict of interest.

2.21 Conflicts of Interest that Arise During the Conduct of the Business of the Board

- 2.21.1 In the event that a matter before the Board may affect the Private Interest of a Member, the Member shall:
- a) if he or she has not already disclosed the interest to the Board, disclose the interest to the Board;
 - b) abstain from any discussion or vote on the matter before the Board; and
 - c) leave the room or the electronic meeting until discussion, and if required, voting on the matter is concluded by the Board.

2.22 Uncertainty about Potential Conflicts of Interest – Members

- 2.22.1 A Member shall, if uncertain whether his or her interest is a Private Interest within the meaning of this Code, ask the Board to consider and decide that question.
- 2.22.2 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 Chair within two weeks of becoming aware of the potential breach or, in advance of the next Board or Committee meeting, whichever is the shortest period of time.
- 2.22.3 If the Chair 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 Board within two weeks of becoming aware of the potential breach or in advance of the next Board or Committee meeting, whichever is the shortest period of time.
- 2.22.4 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 Chair within two weeks of the potential breach or in advance of the next Board or Committee meeting; whichever is the shortest period of time.

2.23 Discovery of Conflict of Interest by the Board

- 2.23.1 If the Board becomes aware that a Member has or may have a Private Interest in a matter before the Board, the Board may:
- a) direct that the Member meet privately with the
 - i. Chair or a Member appointed by the Chair, or
 - ii. a Member appointed by the Board, if the Private Interest involves the Chair, to determine the Member's ability to participate in discussion and voting on the matter;
 - b) call upon the Member to attend at the meeting of the Board to explain and discuss the matter and then, subject to section 2.23.2, consider and decide that question; or
 - c) both 2.23.1 a) and b).

- 2.23.2 The Board shall consider and decide the question under section 2.22.1 or 2.23.1 in the absence of the Member in question.
- 2.23.3 When the Board considers and decides a question under section 2.22.1 or 2.23.1, the Board may give direction to the Member to ensure compliance with this Code.

2.24 Uncertainty about Potential Conflicts of Interest – Employees

- 2.24.1 An Employee other than the CEO shall, if uncertain whether his or her interest is a Private Interest within the meaning of this Code, ask the CEO, to consider and decide that question.
- 2.24.2 If an Employee 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 CEO within two weeks of becoming aware of the potential breach.
- 2.24.3 If an Employee has reason to believe that another Employee is in a conflict of interest, he or she must report this potential breach, in writing, to the CEO within two weeks of the potential breach.
- 2.24.4 If the CEO becomes aware that an Employee has or may have a Private Interest in a matter before the Board or the Council, the CEO may:
 - a) call upon the Employee to explain the matter; and
 - b) consider and decide that question.
- 2.24.5 When the CEO considers a matter under sections 2.24.1, 2.24.2, 2.24.3, or 2.24.4, the CEO may give direction to the Employee to ensure compliance with this Code.

2.25 Uncertainty about Potential Conflict of Interest – CEO

- 2.25.1 The CEO, shall, if uncertain whether his or her interest is a Private Interest within the meaning of this Code, ask the Chair to consider and decide that question.
- 2.25.2 If the Chair becomes aware that the CEO has or may have a Private Interest in a matter before the Board or the Council, the Chair may:
 - a) call upon the CEO to explain the matter; and
 - b) consider and decide that question.
- 2.25.3 When the Chair considers a question under sections 2.25.1 and 2.25.2, the Chair may give direction to the CEO to ensure compliance with this Code.

2.26 Appeal Regarding Directions about Managing Conflicts of Interest

- 2.26.1 If
 - a) a Member or the CEO is dissatisfied with a direction from the Chair or Member delegated by the Chair, or
 - b) the Chair is dissatisfied with the direction of the Member delegated by the Board; or

- c) an Employee is dissatisfied with a direction from the CEO or delegate with respect to the existence of or avoiding or managing a conflict of interest, that Member, the CEO, or the Employee may appeal the direction to the Board.

2.26.2 The decision of the Board on an appeal made under section 2.26.1 is final and binding.

SECTION 3 - FAILURE TO COMPLY WITH THE CODE

3.0 Investigation

- 3.0.1 The Board may inquire into and determine if a Member or the Chair, as the case may be, has failed to comply with this Code.
- 3.0.2 Unless the Employee concerned is the CEO, the CEO may inquire into and determine if an Employee has failed to comply with this Code.
- 3.0.3 The Chair or the Board may inquire into and determine if the CEO has failed to comply with this Code.
- 3.0.4 The Chair or the CEO, as applicable, 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.
- 3.0.5 If the breach is being investigated by law enforcement, the Chair or the CEO, as applicable, will allow any investigation to take precedence over their review.

3.1 Consequences of a Breach

- 3.1.1 No determination shall be made under section 3.0 unless the individual likely to be affected by the decision has been informed of the issue being considered and has been provided with an opportunity to respond in writing.
- 3.1.2 Where a Member is alleged to have breached this Code, the Chair is responsible for examining and making a decision on whether or not a breach has occurred; however, the Chair is not responsible for making a decision on the severity of the sanction imposed. The Chair may make a sanction recommendation to the Board for discussion.
- 3.1.3 The severity of the sanction for a Member will be determined on a case by case basis. The Board may take action to correct any failure to comply as may be reasonable and appropriate in the circumstances. 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;
 - c) a recommendation to the Minister that the Member be removed from the Board; and
 - d) legal action.
- 3.1.4 Where an Employee, other than the CEO, is alleged to have breached this Code, the CEO is responsible for examining and making a decision on whether or not a breach has occurred and for making a decision on the severity of the sanction imposed.
- 3.1.5 The severity of the sanction for an Employee will be determined on a case by case basis. The CEO may take action to correct any failure to comply as may be reasonable and appropriate in the circumstances. Sanctions for a breach of this Code include, but are not limited to:
- a) a verbal or written warning;
 - b) a reprimand;
 - c) termination of employment; and
 - d) legal action.
- 3.1.6 Where the CEO is alleged to have breached this Code, the Board is responsible for examining and making a decision on whether or not a breach has occurred and for making a decision on the severity of the sanction imposed.
- 3.1.7 The severity of the sanction for the CEO will be determined on a case by case basis. The Board may take action to correct any failure to comply as may be reasonable and appropriate in the circumstances. Sanctions for a breach of this Code include, but are not limited to:
- a) a verbal or written warning;
 - b) a reprimand;
 - c) termination of employment; and
 - d) legal action
- 3.1.8 Records of sanctions, decisions, or recommendations made under section 3.1 shall be kept for future reference.

SECTION 4 - REVIEW AND AMENDMENTS

4.0 Review

- 4.0.1 This Code shall be reviewed at least once every three years.
- 4.0.2 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 or Council operates.

- 4.0.3 The Code may only be amended or repealed where written notice of the proposed amendment or repeal has been given to all Members no less than 30 days before the Board Meeting at which the proposed amendment or repeal is to be considered.
- 4.0.4 Any amendment to the Code must be reviewed by the Ethics Commissioner pursuant to the *Conflicts of Interest Act*.

SECTION 5 - COMING INTO EFFECT

This Code shall be made public upon approval by the Ethics Commissioner and shall become effective immediately.

Adopted by members of the Health Quality Council of Alberta Board this 2nd day of December, 2020.

<Original signed by Brent Windwick>
Brent Windwick, QC, Chair