

OMA BOARD OF DIRECTOR'S CODE OF CONDUCT *(updated January 14, 2019)*

1. Directors shall at all times comply with this Code and, as a group, use their best efforts to provide leadership and direction to the OMA in support of its objectives & goals.
2. Although members of the Board are elected by District, Council and the Academic Medicine Forum, the members of the Board direct the activities of the Association as a whole rather than in their own interest or that of any specific group.
3. Directors are expected to attend all Board meetings. Directors shall be prepared for meetings having read pre-circulated material in advance of the meeting. Directors shall be prepared to commit sufficient time and energy to attend to OMA business.
4. Directors shall conduct themselves in their service on the Board courteously, and with integrity, and in a manner that reflects positively on the Association. Directors' contributions to discussions and decision-making shall be positive and constructive and Directors' interactions in meetings shall be courteous, respectful and free of animosity.
5. Directors shall adhere to the OMA Workplace Violence and Harassment Policy, including the obligation to prevent harassment, sexual and other, violence, bullying and discrimination in the workplace.
6. Regardless of their personal viewpoint, Directors shall not speak against, or in any way undermine Board solidarity once a Board decision has been made.
7. When making a public statement, whether verbal or written,
 - a) Directors, other than the President who is the spokesperson for the OMA (see 8 below), shall ensure that the statement is not attributable to Association,
 - b) Directors should be cautious and respectful as Directors are viewed as a representative of the Association, and
 - c) Directors, who have any doubts with respect to a) or b) above, should consult with the Board Chair.
8. Directors shall adhere to the principles that,
 - a) the Chief Executive Officer is responsible to the entire Board of Directors and consequently that no single Director or committee has authority over the Chief Executive Officer.
 - b) the Chair of the Board of Directors is the communications link between the Board and the Chief Executive Officer, and
 - c) it is the Chief Executive Officer who directs the staff of the OMA, and not the Board of Directors or any individual Director.

9. The official spokesperson for the OMA is the President and consequently, all public requests for comment on OMA policies shall be referred to him or her, unless otherwise directed by the President.
10. Directors shall maintain the confidentiality of the details and dynamics of Board discussions, documents marked confidential or privileged, and documents and resolutions designated by the Board or Executive Committee as confidential.
11. Directors shall, as soon as they become aware of any interest they, or a member of their family, may have in any contract or investment or proposed contract or investment that actually or potentially conflicts with the interests of the OMA,
 - a) disclose in writing to the Chair of the Board the nature and extent of the conflict, and
 - b) not approve or participate in a Board discussion to approve the contract or investment.

12. Directors recognize that they have an obligation to know and understand the applicable law that applies to members of the OMA Board. Directors will receive from legal counsel a précis of applicable conflict of interest rules at least once annually.

Where a Board member or the Chair believes the Board member has an actual or potential appearance of conflict or interference with their duties as an OMA Director, the Director or Chair shall inform the Board and the Board shall discuss the matter and take appropriate action.

13. Directors may take part in and run for public office as candidates in any election but they must resign as a Director immediately should they be elected to the Ontario Legislature or the Council of the CPSO. They may run for public office in local or civil government or as candidates in a federal election provided their duties as an elected representative do not interfere or conflict with their duties as an OMA Director. If elected to any local or federal public office, the Director must immediately contact the Chair of the Board for confirmation on whether resignation as a director is required.
14. Directors have a fiduciary obligation to the OMA, and must therefore promptly advise the Chair of the Board if,
 - (a) they are charged with any violation of the law, including any criminal or quasi-criminal offence, that may present a risk to the OMA (including but not limited to reputational risk);
 - (b) any party commences civil proceedings against them, which could potentially result in a material detrimental financial impact, or if they file for bankruptcy or if a third party commences proceedings in bankruptcy against them, and the outcome of such; or

- (c) if they become aware of any other matter, such as a patient complaint to the CPSO or the commencement of civil litigation, that may present a risk to the OMA (including but not limited to reputational risk).

The Chair of the Board shall keep all such information strictly confidential. Such information shall be disclosed only at his or her discretion to OMA Legal and/or Public Affairs staff for the purpose of managing the aforementioned risk.

- 15. Directors are required to tender their resignation as a Director on:
 - (a) Conviction on any indictable offence;
 - (b) Conviction on a summary conviction offence that, if made public, would bring about embarrassment and/or reputational risk to the OMA;
 - (c) a revocation of his or her license by the CPSO;
 - (d) an imposed restriction on his or her license by the CPSO as the result of a disciplinary matter that, if made public, would bring about embarrassment and/or reputational risk to the OMA;
 - (e) a civil judgment for breach of trust, fraud, or other intentional wrongdoing.
- 16. Directors shall, as soon as they become aware of or suspect the existence of a breach of any aspect of this Code, report such breach or suspected breach to the Chair of the Board.
- 17. Complaints of breach of this Code shall be made to the Chair of the Board. If the Chair views the alleged breach to be sufficiently serious, he or she shall engage the Policy on Board Investigations and Dispute Resolution. Under the OMA By-Laws at section 10:2:3, the Board of Directors may remove from office any director who ceases to meet a qualification or eligibility requirement for holding office as director. This would include failing to abide by the Code of Conduct. To ensure procedural fairness, removal of a director for breach should be carried out only via the Policy on Board Investigations and Dispute Resolution.
- 18. Directors shall disclose the following positions that would disqualify him/her from sitting on the OMA Board of Directors. This list of positions is beyond the circumstances that would give rise to a conflict of interest and whether a director is able to meet his/her fiduciary responsibilities as a director.
 - A. Being a paid employee in an executive capacity of the MOHTLC (including any government agencies that report to it), which includes positions with titles that include the following:
 - Vice President
 - Chief Medical Officer of Health
 - Provincial Chief Nursing Officer
 - Provincial Medical Director
 - President titles
 - CEO titles
 - Chief, Clinical Quality

- B. A Member of the Executive/Board/Council of an external medical professional advocacy organization
- C. Serving on the executive of a section, district or advocacy arm of a Section/District (i.e. committee)

The following is a list of positions that would not disqualify a physician from serving as an OMA director, but it would be appropriate for these positions to be disclosed, and steps to mitigate any potential conflict of interest may be required:

- Volunteer roles when the volunteer has a fiduciary duty to two separate organizations.
- Serving on a political party in anything more than a consulting capacity.
- Serving in municipal politics.
- A paid position with a pharmaceutical company.
- A member of the CMPA Council.
- Paid position in media i.e. journalist.
- A hospital paid position such as Chief of Staff, etc.