

COLLEGE OF MASSAGE THERAPISTS OF BRITISH COLUMBIA

Board Policy on Board Member Conduct

[Passed by the Board on February 18, 2013, Updated June 8, 2015]

PURPOSE

1. It is the duty of the College to serve and protect the public, and to exercise its powers and discharge its responsibilities under all enactments in the public interest.

Health Professions Act (the “HPA”), s. 16(1)

2. It is the Board’s responsibility to adopt a Board conduct policy governing its members, and to review the policy periodically, so that it may meet its duties and responsibilities under the HPA.
3. This policy has been created to ensure appropriate conduct by all members of the College’s Board.

APPLICATION

4. This policy applies to all conduct of Board members while they are exercising powers or discharging responsibilities under the HPA or otherwise acting with respect to the College’s affairs.
5. This policy should be read and construed along with other policies adopted by the Board.

GENERAL DUTIES OF BOARD MEMBERS

6. Every member of the Board shall conduct themselves in a lawful and honest manner when engaging in the affairs of the College.
7. Every member of the Board shall at all times respect and conform to the requirements of their Oath of Office, and to policies adopted by the Board.
8. Every member of the Board shall at all times conduct themselves with appropriate decorum, and in a professional and courteous manner when engaging in the affairs of the College.

9. Every member of the Board shall at all times act in a manner that recognizes that staff, registrants, members of the public, and fellow members of the Board are entitled to be treated with respect and dignity.
10. Every member of the Board shall ensure that their communications with staff, registrants, members of the public and fellow members of the Board are made using professional, respectful and courteous tone and language.
11. All members of the Board shall work together respectfully when engaging in the affairs of the College, and any debates between members of the Board shall be conducted with mutual respect and courtesy.
12. Every member of the Board shall attend meetings on a regular and punctual basis, and shall prepare for discussion at these meetings by reviewing meeting materials in advance.

DUTIES OF LOYALTY AND FIDELITY TO THE COLLEGE

13. Every member of the Board owes duties of loyalty and fidelity to the College.
14. Every member of the Board shall act in good faith and solely in the best interests of the College, which interests are to serve and to protect the public, and to fulfil its statutory objects in the public interest. Members who are appointed or elected to the Board by a particular constituency must nonetheless act solely in the best interests of the College.
15. No member of the Board is permitted to use his or her Board position to advance personal interests or the interests of related third parties.
16. Every member of the Board shall accept majority decisions of the Board as collective decisions. Where a decision of the Board has been properly made, individual Board members who disagree with the decision must not impede its implementation.

RESPECT THE ROLE OF THE CHAIR

17. Every member of the Board shall respect the role and authority of the Chair of the Board in managing the processes of the Board and ensuring that the Board fulfills its duties in accordance with the HPA, the regulations and the College's Bylaws.

RESPECT THE ROLE OF THE REGISTRAR AND STAFF

18. The Board shall govern with a clear division between Board and staff roles.
19. Every member of the Board shall respect the role of the Registrar and staff in managing and carrying out operational aspects of the College's affairs.
20. Decisions or instructions from individual Board members are not binding on the Registrar or staff unless specifically authorized by resolution of the Board, or unless otherwise authorized under the HPA.

RESPECT THE DIVISION BETWEEN BOARD AND COMMITTEES

21. The Board shall govern with a clear division between Board and committee roles.

CENSURE OF A BOARD MEMBER

22. Where any member of the Board is alleged to have breached any policy of the Board, or has otherwise acted in a manner unbecoming a member of the Board, the Board may entertain a motion of formal censure of that Board member and such a motion may be passed by a majority of Board members in attendance at the meeting.
23. The Board shall only entertain a motion of formal censure of a Board member, as set out in paragraph 22 above, if written notice of such a motion of censure has been provided to all members of the Board, including the member who is subject to the motion of censure, at least four (4) weeks prior to the meeting at which the motion is considered, and the member who is subject to the motion of censure is provided an opportunity to respond to the allegation.

LIABILITY OF A BOARD MEMBER AND THE COLLEGE

24. Confidentiality is addressed by section 53 of the HPA. Breaching section 53 is an offence under section 51 of the HPA. A person convicted of an offence may be liable for a fine of not more than \$2,000, imprisoned for not more than 6 months, or both under s. 4 of the *Offence Act*, R.S.B.C. 1996, c. 338. The duty of confidentiality owed by members of the Board is set out in greater detail in the College's Confidentiality Policy.
25. Board members who act in bad faith are not insulated by statutory immunity provisions under section 24(1) of the HPA. Furthermore, Directors and Officers Liability Insurance may not cover acts or omissions committed by Board members in bad faith.
26. Statutory immunity provisions under the HPA do not insulate Board members from claims of discrimination under the B.C. *Human Rights Code*.

27. The College may be vicariously liable for the wrongful acts or omissions of Board members, under section 24(2) of the HPA.

[END OF POLICY]