



Council Members' Code of Conduct

The Council commits itself and its Councilors, collectively and individually, to ethical, business-like and lawful conduct, including proper use of authority and appropriate decorum.

Accordingly, each Councilor

- Must demonstrate unconflicted loyalty to the CCOA in its protection of the public interest. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups (within or outside of the profession) and membership on other Councils or staffs. It also supersedes the personal interest or agenda of any individual Council member;
- Must avoid conflict of interest with respect to the fiduciary responsibility and adhere to the Council's *Conflict of Interest and Disclosure Statement*. When the Council is to decide upon an issue about which a Councilor has an unavoidable conflict of interest, that Councilor shall be absent from the item, without comment, from deliberation as well as from voting;
- Must not use their position to obtain employment for themselves, family members, or associates. Should a Councilor desire employment, that Councilor must first resign;
- Will be accountable to disclose to the Chair, their involvements with other organizations, vendors, or any other associations that might produce a conflict as soon as this conflict is known;
- May not attempt to exercise individual authority over the organization except as explicitly set forth in Council policies;
- Will recognize the lack of authority vested in each Councilor's interaction with the CEO or with staff, except when explicitly Council authorized;
- Will recognize the same limitation and inability of each Councilor to speak for the Council in interactions with CCOA Regulated Members, public, media, or other entities, except to repeat explicitly-stated Council decisions and speaking points;
- Will give no consequence or voice to individual judgments of CEO or staff performance as they relate to previous deliberations of the Council. New individual concerns may be raised at a Council meeting but are not raised outside of Council;
- Will respect the confidentiality appropriate to the issue. The Council or Chair may define what is or is not "appropriate";
- Are required to attend the annual Council planning meeting. If a Councilor does not participate in the annual planning meeting, the Governance Committee will initiate a review to determine if the absence would be considered to be due to circumstances within the Councilor's control. If it is determined to be due to circumstances within the Councilor's control, the Councilor may be deemed disqualified for office and required to resign the position on Council. If the Governance Committee deems the absence to be out of the control of the Councilor, the Governance Committee will initiate a review with full Council to determine next steps, up to and including removal of that Councilor from office;

- Are required to attend all Council meetings. Unexcused absences from two (2) Council meetings within a term year will automatically initiate a review of the Councilor's role by the Governance Committee, with a recommendation presented to Council for vote regarding continuing fitness for office. If a Councilor fails to advise the Chair or CEO prior to the meeting of an inability to attend, or deliberately schedules a conflict to a known Council meeting (and in a situation where the Councilor has control of their own schedule), the Councilor's absence will be classified as unexcused. Otherwise, the determination of an unexcused absence is at the discretion of the Chair. If a Councilor has two (2) excused absences within a term year, the Chair will determine the necessity of a review;
- Shall display conduct that, at all times, reflects a sense of professional decorum. In public settings, Councilors should be mindful that their commentary may be construed as representative of the Council collective;
- Shall not display inappropriate behavior or behaviour that is contrary to CCOA Council sensibilities (e.g., physical aggression, abusive behavior, sexual harassment, conflicts of interest, theft, fraud, lying, and deceit).

A Councilor who is not compliant with the Council Code of Conduct may be referred by the Chair or by three (3) members of Council to the Governance Committee for a review. Upon review, the Governance Committee will develop recommendations for Council on steps to address the identified issues of non-compliance, up to and including removing said Councilor from office, in accordance with the by-laws. In the case of a public member, the two-thirds vote will result in a letter to the Minister outlining Council's concerns.