




Board Policy

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| Policy Name | Board of Directors Code of Conduct Policy |
| Department | Board of Directors |

| For Board Secretariat (do not fill this in) | | |
|---|---|------------------------------|
| Document # | Effective | |
| BOD-18-005-002 | May 3, 2018 | |
| Board Approved Date | Verified By | Authorization (BoD Motion #) |
| May 3, 2018 |  | 0518-BOD-02-e |

1.0 Purpose

- 1.1 The purpose of this policy is to ensure First Nations Health Authority (FNHA) Board Directors adhere to common standards of personal conduct and commit to clear performance expectations in carrying out the business of FNHA.
- 1.2 This policy supports Directive 1: Community-Driven, Nation-Based, Directive 2: Increase First Nations Decision-Making and Control, Directive 3: Improve Services, Directive 4: Foster Meaningful Collaboration and Partnership, Directive 5: Develop Human and Economic Capacity, Directive 6: Be without Prejudice to First Nations Interests, and Directive 7: Function at a High Operational Standard, as well as the Shared Values of Discipline, Relationships, Culture, Excellence, and Fairness.

2.0 Scope

- 2.1 This policy applies to Board Directors.

3.0 Policy Statements

General Principles

- 3.1 The FNHA Board of Directors expects the highest standards of conduct from its Directors and views such behaviour as paramount in developing and maintaining the public's trust and confidence. Directors are expected to generally exhibit these qualities and values within their daily activities as they relate to FNHA business.
- 3.2 Directors will uphold the following expected behaviours:
 - (a) comply with all of the guiding documents, policies, bylaws and other agreed rules and procedures that apply to the Board including, but not limited to:



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- (1) FNHA, First Nations Health Directors Association and First Nations Health Council Shared Vision and Values;
 - (2) First Nations Perspective on Wellness;
 - (3) Media Relations Policy;
 - (4) Board of Directors Conflict of Interest Policy, which requires avoiding any real or perceived conflicts of interest and includes the annual signing of the FNHA Form of Annual Declaration for Directors;
 - (5) Board's Oath of Office, which must be signed upon appointment;
 - (6) Board's Code of Conduct, which must be signed upon appointment;
 - (7) serving and being seen to serve FNHA in a conscientious and diligent manner;
 - (8) performing Director functions with integrity and to avoid the improper use of their office;
and
 - (9) performing duties in office and arranging private affairs in a manner that promotes public confidence and bears close public scrutiny;
- (b) respect and acknowledge the cultural values, practices, and beliefs of all BC First Nations;
 - (c) exhibit the highest standards of integrity, commitment and ethical;
 - (d) promote Cultural Humility and Lateral Kindness;
 - (e) dedicate sufficient time, energy and attention to ensure the diligent performance of his/her duties, including following-up on any Board-related assignments and reviewing background materials in preparation for Board meetings;
 - (f) treat fellow Board Directors and Workers with respect, and work with each other in a collaborative and consensus-building manner;
 - (g) arrange his/her affairs so that outside interests do not jeopardize his/her professional judgment, independence, integrity, impartiality or competence in decision-making, and act independently and solely in the best interests of FNHA and no other affiliated groups;
 - (h) accept the legal and ethical obligation to protect confidential information, and physically safeguard and dispose of confidential information properly to avoid inadvertent or improper disclosure of FNHA information;
 - (i) speak with one voice as a Board and support majority decisions if abstaining or voting against a motion;
 - (j) uphold accountabilities to FNHA Members and provide timely access to relevant information;
and
 - (k) enforce strict compliance with applicable laws, rules, and regulations, which includes federal and provincial laws.



Dispute Resolution

- 3.3 All Directors are required to practice active listening, and seek to understand different points of view in the pursuit of consensus building. All Directors are expected to actively endeavor to resolve any tensions, issues, or disputes amongst one another in a positive and constructive manner.
- 3.4 If any disputes or issues arise between Directors, those Directors should make best efforts to resolve those issues between themselves. If that fails to resolve the dispute, the FNHA Board Chairperson will be called upon to assist in resolving the issue. If the FNHA Board Chairperson is involved in the dispute, the Vice-Chairperson will be called upon to assist.
- 3.5 In the event that these efforts cannot resolve the dispute, an Elder Advisor will be called upon to mediate and bring resolution to the dispute.

Compliance

- 3.6 Directors will comply with this policy as a condition of appointment to the Board.
- 3.7 Directors will communicate any suspected violation of the Code of Conduct promptly with the Board Chairperson. If the Board Chairperson is suspected of a violation, it will be reported to the Vice-Chairperson.
- 3.8 Suspected violations will be investigated by or at the discretion of the Board, and appropriate action will be taken in the event that a violation is confirmed.

4.0 Responsibilities

- 4.1 Board of Directors (Board): Responsible to investigate using the procedures outlined in the *Procedure for Addressing Alleged Non-Compliance with Board Policy*.
- 4.2 Chairperson: Responsible to investigate using the procedures outlined in the *Procedure for Addressing Alleged Non-Compliance with Board Policy*.
- 4.3 Directors: report any suspected Code of Conduct violations to the Chairperson or Vice-Chairperson.

5.0 Definitions

Cultural Humility: a process of self-reflection to understand personal and systemic biases and to develop and maintain respectful processes and relationships based on mutual trust. Cultural humility involves humbly acknowledging oneself as a learner when it comes to understanding another's experience.

Lateral Kindness: occurs when we strive to replace all forms of violence with acts of kindness, drawing upon our own cultural protocols, traditional moral teachings, ceremonies, and spiritual practices.

6.0 Related Documents

Mandatory Compliance Documents



First Nations Health Authority

Board Policy

FNHA Members and Directors Reciprocal Accountability Framework (2017)

FNHA Constitution and Bylaws

Supporting Documents

None

Other FNHA Policy Documents

Board of Directors Conflict of Interest Policy

FNHA Board Governance Manual

Media Relations Policy

Oath of Office

Procedure for Addressing Alleged Non-Compliance with Board Policy

References

Basis for a Framework Agreement on Health Governance (2010)

Consensus Paper 2011: BC First Nations Perspectives on a New Health Governance Arrangement (2011)

Tripartite Framework Agreement on First Nation Health Governance (2011)

Consensus Paper 2012: Navigating the Currents of Change – Transitioning to a New First Nations Health Governance Structure (2012)

7.0 Rescind and Conflict Statements

7.1 With the approval of this policy, older versions are considered to be replaced and/or rescinded and are no longer in effect.

8.0 Revision History

| Replaces | Dated | Key Changes / Comments |
|----------------|-------------|----------------------------------|
| BOD-16-005-001 | May 5, 2016 | New |
| BOD-18-005-002 | May 2018 | Update to new policy conventions |

9.0 Attachments

9.1 Acceptance of Code of Conduct Form

First Nations Health Authority Board Policy



FIRST NATIONS HEALTH AUTHORITY ACCEPTANCE OF CODE OF CONDUCT FORM

This form must be completed by all members of the FNHA Board of Directors upon appointment to the FNHA Board and on an annual basis.

The undersigned, by their affixed signature, accept and agree to abide by the Code of Conduct Policy.

Signature

Printed Name

Position: Board Member

Date: _____