



## HRPA Codes of Conduct

HRPA has adopted a number of codes-of-conduct which apply to different roles within HRPA. These Codes are separate from the Rules of Professional Conduct which apply to all members of HRPA in the practice of the profession.

These Codes of Conduct are parts of the By-laws of the Association.

Every Board Director, Committee Member, Officer, Regulatory Committee Member and Volunteer of HRPA must become familiar and agree to abide by the applicable code of conduct and attest to having done so in writing before taking on any duties at HRPA and annually after that.

### **Code of Conduct for Board Directors, Committee Members, and Officers**

This Code applies to all individuals who are fiduciaries of HRPA. Although Board Directors and Committee Members are volunteers, because they are fiduciaries of HRPA they are, in addition, subject to the Code of Conduct for Board Directors, Committee Members, and Officers.

### **Code of Conduct for Members of Regulatory Committees**

This Code applies to all individuals who are members of one of HRPA's Regulatory committees.

### **Code of Conduct for Volunteers**

This Code of conduct applies to all individuals who act in a volunteer capacity including Chapter volunteers.

### **Code of Conduct for Board Directors, Committee Members, and Officers**

#### **Preamble**

A fiduciary is a person who holds a legal or ethical relationship of trust with one or more other parties (person or group of persons). At HRPA, fiduciaries are Board Directors, Committee Members, and Officers of the Association. These individuals make important decisions on behalf of the Association.

Fiduciaries act on behalf of the members but do not represent or serve the interests of the members. The Association, and its members, are bound by the objects set out in the *Registered Human Resources Professionals Act, 2013*, (the “Act”) which are designed to promote and protect the public interest. Therefore, the fiduciaries of the Association have a duty to promote and protect the public interest on behalf of the Association and its members.

Although Board Directors, Committee Members, and Officers each have different roles to play, all are

called upon to act for and on behalf of the Association in a particular matter in circumstances which give rise to a relationship of trust and confidence.

The role of the HRPA Board of Directors is to manage and administer the Association's affairs in accordance with the Act and the by-laws. In carrying out these duties, the Board may delegate any of its powers or duties under this Act, except the power to make by-laws, to one or more committees or the Registrar or any other officer of the Association, subject to any restrictions or conditions that the Board may specify. Statutory committees derive their authority directly from the Act, other committees derive their authority from the By-laws. Officers of the Association have the powers and duties that are set out in the Act and the by-laws, as well as the powers and duties that are granted or assigned to them by the Board. All are bound, directly or indirectly, by the Act and the By-laws. All are required to act in the best interests of the corporation in the fulfillment of its objects as set out in the Act.

## **1.0 Scope of the Code**

- 1.1** The purpose of this Code is to record the minimum standards of conduct required of all individuals who are in a fiduciary relationship vis-a-vis the Association.
- 1.2** Nothing in this Code requires or permits a Board director, committee member, or officer to act in a way that would be a breach of any duty owed by that Board director, committee member, or officer or that would be unlawful.
- 1.3** Since no code or policy can anticipate every situation that may arise, this Code is intended to provide guidance to Board directors, committee members, and officers for handling unforeseen situations that may arise. Board directors, committee members, and officers are encouraged to bring questions about particular situations to the attention of the Chair of HPRA's Governance and Nominating Committee ("GNC") and/or the Chair of the Board of HRPA.

## **2.0 Duties**

### **2.1 Duty to promote and protect the public interest**

- 2.2** The role and duty of the Board of Directors is to ensure that the Association is fulfilling its objects as set out in the Act, hence the role and duty of the Board of Directors is to ensure that HRPA is meeting its public protection mandate by ensuring that human resources professionals registered with and certified by HRPA are competent and act in an ethical manner.
- 2.3** All those who are involved in the administration of the Act (i.e., Board Directors, committee members, and officers) inherit the same obligation to act in the public interest.

### **2.4 Duty of Good Faith**

As a fiduciary, a Board director, committee member, or officer must act honestly, in good faith in the best interests of HRPA as a whole and for a proper corporate purpose.

Board directors, committee members, or officers must exercise the powers granted to them for the purpose for which they were given, rather than any collateral purpose. For example, a Board director, committee member, or officer must not directly or indirectly use their powers to protect their own position or perpetuate their own control or the position or control of a particular group of members.

A Board director, committee member, or officer must not make improper use of information acquired in their role as a Board director, committee member, or officer to gain an advantage for himself or herself or someone else or to cause detriment to HRPA.

A Board director, committee member, or officer must not take improper advantage of their position to gain an advantage for himself or herself or someone else or to cause detriment to HRPA.

## **2.5 Duty of Loyalty**

A Board director, committee member, or officer must not place himself or herself in a position where there is the possibility of conflict between their personal or business interests, the interest of any associated person, or their duties to any other company and the interest of HRPA or duties to HRPA.

Once a possible conflict is known to a Board director, committee member, or officer he/she shall advise the Board through the Chair of the Board or Chair of the GNC as soon as possible.

- (a) Board director, committee member, or officer should not receive a personal benefit from any person or firm that is seeking to do business or to retain business with HRPA.
- (b) Board director, committee member, or officers and members of their families must not accept gifts from persons or firms that deal with HRPA where any such gift has a value beyond what is a normal and customary business courtesy.
- (c) Board director, committee member, or officers must not use the assets, resources or information of HRPA except in connection with HRPA business.

Any action with the possibility of conflict must cease until a determination has been made on the matter.

**Actions where conflict arises:** Apart from the obligation to notify the other Board director, committee member, or officers of any material personal interest or other actual or potential conflicting interest, a Board director, committee member, or officer shall recuse him or herself from any decision involving a firm or company with which the Board director, committee member, or officer is affiliated. This includes abstaining from voting on the matter and absenting him or herself from all deliberations relating to the matter. This does not preclude the Board director, committee member, or officer being informed of the decision once it has been taken.

## **2.6 Duty of Care**

The duty of care refers to the Board director's, committee members, or officer's obligation to exercise due diligence in making decisions and is often expressed as the duty of care that "an ordinarily prudent person would exercise in a like position and under similar circumstances." It applies to all decision making and to every action of the HRPA Board and committees and includes the obligation to stay informed and attentive—regardless of their degree of participation, presence or absence at a meeting, or lack of opportunity to read, question, or otherwise intervene. While Board directors, committee members, or officers may rely upon the advice of professional consultants, the duty of care standard requires a Board director, committee member, or officer to conduct a thoughtful and careful inquiry

before reaching a decision.

The “business judgment rule” protects Board director, committee member, or officers from liability for business decisions that turn out poorly if it can be demonstrated that they acted in good faith, considered all of the relevant facts, and delegated decision making only to qualified individuals.

## **2.7 Duty of Obedience**

The duty of obedience requires Board director, committee member, or officers to be faithful to the HRPA statutory objects. Every decision a Board director, committee member, or officer makes concerning the allocation of resources should support and reinforce HRPA’s statutory objects.

Activities that knowingly depart from HRPA’s statutory objects may constitute a breach of trust.

## **3.0 Conduct at Board and Committee Meetings**

Note that this section applies to meetings and not adjudicative proceedings.

### **3.1 Decisions at Board and Committee Meetings**

A Board director, committee member, or officer must bring an open and independent mind to Board and Committee meetings, listen to the discussion on each issue raised, consider all of the viewpoints—both for and against each motion and reach a decision that they believe, in good faith and on reasonable grounds, to be in the best interests of HRPA.

### **3.2 Dialogue**

An opportunity must be provided for a Board director, committee member, or officer to put his or her views on issues before the Board or a Committee on which he or she sits. While Board director, committee member, or officers must treat each other with courtesy and observe the other rules in this Code, Board directors, committee members, or officers should be able to engage in constructive dialogue to reach decisions that are in the best interest of HRPA.

### **3.3 Attendance**

All elected Board directors, committee members, or officers must attend all meetings where attendance is deemed mandatory as per the annual schedule. Should they miss a meeting, leave early or arrive late at three consecutive meetings or miss more than one third of the total meetings, the Board may consider the removal of the Board director, committee member, or officer from the Board or from a committee or from the position of officer, as the case may be.

## **4.0 Confidentiality**

### **4.1 Confidential Information**

Confidential information (including the contents of Board or Committee documents received by a Board director, committee member, or officer in the course of the exercise of the Board director, committee member, or officer’s duties) remains the property of HRPA. Accordingly, a Board director, committee member, or officer must not disclose such

confidential information, the content of discussions and any decisions, resolutions, recommendations or directives made or given at Board or Committee meetings or any confidential communications between HRPA and the Board director, committee member, or officers or between some or all of the Board directors, committee members, or officers in relations to the affairs of HRPA, or allow any of the foregoing to be disclosed, unless that disclosure:

- (a) has first been duly authorized by the Chair; or
- (b) is compelled by law in connection with proceedings before a court, commission of inquiry or other public tribunal of competent jurisdiction or at the request of any regulatory or supervisory authority having jurisdiction; or
- (c) is made to such employees, agents or advisers of HRPA who have a legitimate interest in the subject of the disclosure and on the basis that the information being disclosed is to remain confidential; or
- (d) is of information that is in the public domain or has come into the public domain other than by reason of a breach of the confidentiality requirements in this Code; or
- (e) is made by the Board Chair but only where the Board Chair honestly and reasonably believes that such disclosure would not constitute a breach of the Board Chair's statutory duties as a Board director, committee member, or officer.

If a Board director, committee member or officer believes that disclosure of confidential information is or is about to be required in one of the circumstances described in (b), or in any circumstances not referred to above, the Board director, committee member or officer shall notify the Board Chair orally as soon as reasonably possible and as much in advance of the impending disclosure as possible, of the circumstances and scope of the disclosure and shall immediately confirm such oral notice in writing.

The above confidentiality restrictions are of fundamental importance. All Board directors, committee members, or officers must feel free to discuss without inhibition their views on issues before the Board. Likewise, executives must feel confident that commercially sensitive and potentially controversial issues concerning the business and affairs of HRPA can be fully and frankly canvassed in the boardroom without risk of later unauthorized release to the public domain.

## **5.0 Professional Integrity**

### **5.1 Courtesy**

A Board director, committee member, or officer must not be discourteous toward fellow Board directors, committee members, officers or staff or make personal attacks on a fellow Board director, committee member, or officer or a member of staff, whether in Board, Committee or other meetings or in discussion with others or in public statements.

### **5.2 No prejudicial actions or statements**

A Board director, committee member, or officer must not engage in conduct, or make any public statement, likely to prejudice the business of HRPA or likely to harm, defame or

otherwise bring discredit upon or denigrate HRPA or any of the Board directors, committee members, officers or employees of HRPA.

**6.0 Complaints Handling Process and Sanctions**

**6.1 Breaches of the Code of Conduct**

Breaches may be relatively minor and warrant only a caution or reprimand, or they may be serious, or engaged in repeatedly, or as part of a course of conduct which is a serious threat to the interest of HRPA, including where Board director, committee member, or officers are hampered in or prevented from performing their duties.

**6.2 Complaints**

Any allegation that a Board director, committee member, or officer has breached this Code will be handled as per the process set out in the By-laws for handling such complaints.

## **Code of Conduct-Regulatory Committees**

The Code of Conduct - Regulatory Committees ("the Code") sets out the professional and ethical obligations of all volunteers sitting on one of HRPA's statutory or standing regulatory committees, either as an HRPA registrant or as a member of the public.

HRPA's Regulatory Committees are under the oversight of the Board of Directors and receive administrative support from HRPA staff, but function independently. Committee members of Regulatory Committees make important decisions on behalf of HRPA and are considered fiduciaries, meaning they hold a legal or ethical relationship of trust with one or more person or group of persons. They are bound by the objects set out in the *Registered Human Resources Professionals Act, 2013* ("the Act") and as such have a duty to promote and protect the public interest on behalf of HRPA and its registrants.

Signing off on the Code of Conduct is required before a volunteer can join any regulatory committee and participate in the work of the committee. Furthermore, committee members are required to review the Code of Conduct annually by May 31<sup>st</sup> and to confirm their continued compliance with same.

---

### Table of Contents

---

1. Purpose of Code
2. Application of Code
3. Overarching Responsibilities
4. Confidentiality and Handling of Confidential Information
5. Conflict of Interest
6. Diversity and inclusion
7. Conducting a Hearing
8. Decision-Making Responsibilities
9. Collegial Responsibilities
10. Completion of Term

## **1.0 Purpose of Code**

The purpose of this Code of Conduct is to establish rules of conduct and provide guidance to committee members of HRPA's Regulatory Committees regarding the professional and ethical standards expected of them in the exercise of their responsibilities and to ensure that all committee activities are seen to be conducted with integrity, competence, effectiveness, independence and impartiality.

### **1.1 Code is not Exhaustive**

The Code of Conduct outlines broad, generally accepted principles governing the conduct of committee members. It is not exhaustive and cannot anticipate all possible circumstances where committee members may be called upon to exercise judgment while carrying out their committee responsibilities. Some circumstances will require that the rules in the Code of Conduct be adjusted to reflect a different standard of conduct, whether more or less onerous. In each case, it remains the responsibility of each committee member to consider the appropriate standard and to conduct themselves in an ethical and professional manner. Committee members must always conduct themselves in accordance with applicable law.

### **1.2 Code Covers Primary Responsibilities**

The Code of Conduct covers the primary responsibilities of committee members to HRPA, the public and registrants, as well as to the committee itself, including the Committee Chair and fellow committee members. Committee members shall carry out their duties with reasonable skill, diligence, care, courtesy and promptness.

Furthermore, for committee members participating in an adjudicative process as part of their committee responsibilities, it also covers the conduct of decision-making and hearings.

### **1.3 Amendment of Code**

The Code of Conduct may be amended from time to time.

## **2.0 Application of Code**

This Code of Conduct applies to all committee members sitting on one of the following Regulatory Committees:

**Statutory Committees as defined in the *Registered Human Resources Professionals Act, 2013*:**

- Complaints Committee
- Discipline Committee
- Capacity Committee
- Review Committee
- Appeal Committee

**Standing Committees as established under Section 8.04 of the HRPA By-laws:**

- Professional Standards Committee
- Registration Committee
- Experience Assessment Committee
- Academic Standards Committee
- Continuing Professional Development Committee
- CHRE Review Committee
- CHRP Exams Validation Committee
- CHRL exams Validation Committee

**2.1 Adjudication and adjudicative Defined**

For the purposes of this Code of Conduct, adjudication refers to the context where a committee member or panel is charged with the responsibility of making a decision about individual cases:

- a. Whether an applicant for registration is of good character and should be admitted to the HRPA
- b. Whether a registrant's experience meets the experience requirements established for a designation granted by HRPA
- c. Whether a course approval application submitted by a registrant or an educational institution meets HRPA's guidelines for course approval for a designation granted by HRPA
- d. Whether a record of Continuing Professional Development activities meets the parameters of the Continuing Professional Development requirement
- e. Whether a non-routine request to extend a registrant's Continuing Professional Development submission deadline can be granted
- f. Whether a complaint warrants a referral to the Discipline Committee
- g. Whether a caution should be issued
- h. Whether a proposed settlement of a complaint is in the best interests of the public
- i. Whether a member, student or firm is guilty of professional misconduct and the sanctions to be imposed upon a finding of guilt
- j. Whether a member or student is incapacitated and the conditions that may be placed on a member's or student's practice to protect the public interest
- k. Whether a member's bankruptcy or insolvency poses a risk to the public and whether a hearing is warranted

Whether there was a denial of natural justice or an error in the decision itself with respect to a decision rendered by a committee or the Registrar

## **2.2 Definition of Committee Member**

In this Code, the term 'committee member' refers to both registrants and members of the public who sit on one of the Regulatory Committees listed above. For simplicity, the term 'committee member' is used to include all committee positions, including Chair, Vice-Chair and Panel Chair, unless specifically stated otherwise.

## **2.3 Delegation of Responsibilities**

Where certain responsibilities have been delegated to the Chair of the Committee, the Vice-Chair of the Committee, the Panel Chair or to their designate, the Code will make specific reference to those positions.

## **2.4 Agreement to Abide by the Code**

All committee members must agree to abide by this Code of Conduct as a condition of their appointment to one of the Statutory or Standing Regulatory Committees. This agreement must be in writing and renewed annually upon re-appointment to the committee. Committee members shall not conduct any work on behalf of the committee until such time as their written agreement to abide by the Code has been received by HRPA.

## **2.5 Adherence to Code**

Each committee member is responsible to the Committee Chair for adherence to this Code of Conduct. The interpretation and enforcement of the Code of Conduct are matters within the authority of the Committee Chair. A failure to comply with the Code of Conduct may result in the Committee Chair recommending against the reappointment of the committee member.

## **2.5 Duty to Inform Committee Chair of Conduct Threatening the Integrity of the Committee**

If a committee member becomes aware of conduct of a fellow committee member that may threaten the integrity of the committee or its processes, it is the duty of the committee member to advise the Committee Chair of the circumstances as soon as possible. If the conduct of the Committee Chair is at issue, then the committee member should inform the Registrar.

## **2.6 Commencement of Term and Continuing Responsibilities**

The Code of Conduct governs the conduct of committee members from the commencement of their term of appointment until the conclusion of the appointment. Furthermore, the Code of Conduct also governs any continuing responsibilities of committee members after the completion of their term.

### **3.0 Overarching Responsibilities**

All committee members are involved in the administration of the *Registered Human Resources Professionals Act, 2013* and as such are obligated to act in the public interest.

#### **3.1 Acting in Good Faith**

Committee members must act honestly and in good faith when engaged in any committee activities. Committee members must not make improper use of information acquired in their role as a committee member and shall not use that information to gain an advantage for themselves or someone else or engage in conduct that exploits the committee member's position of authority.

#### **3.2 Due Diligence**

Committee members are obligated to exercise due diligence in making decisions and should exemplify a duty of care that an ordinarily prudent person would exercise in a like position under similar circumstances.

#### **3.3 No Independent Research**

Unless specifically permitted as part of the process, committee members shall not conduct independent research regarding any application or other adjudicative matter before them. Decisions of the committee shall only be based on information that was properly put before the committee by the applicant or by the parties to a proceeding, or that the committee members were explicitly authorized to obtain independently. The only exception is information obtained by the Complaints Committee through an investigation.

#### **3.4 Respecting Majority Decision**

Each committee member shall respect a majority decision made by the committee or a panel of the committee, even if it is not the decision the committee member would have made.

#### **3.5 Duty of Fairness and Impartiality for Adjudicative Matters**

Committee members involved in adjudicative matters are subject to an overarching duty of fairness and impartiality. They are required to review or hear matters that are put before them objectively and render decisions in a fair and impartial manner. Furthermore, they must faithfully and diligently apply the rules as established, without prejudice or bias.

Decisions relating to adjudicative matters should be made efficiently and in a timely manner, but this should not be done at the expense of procedural fairness. If advice is required on matters of procedure or law, Independent Legal Counsel (ILC) should be consulted to ensure the fairness and impartiality of a proceeding. Similarly, the Complaints Committee should appoint an investigator if required to ensure the faithful and diligent administration of the complaints process in accordance with the Act and the HRPA By-laws.

### **3.6 Maintenance of Expertise**

Committee members shall maintain a high level of expertise in all relevant HRPA professional guidance documents, as well as in adjudication and procedural issues. Furthermore, committee members shall endeavor to participate in committee training sessions on a frequent basis.

### **3.7 Compliance with Policies, Procedures and Standards**

Committee members will make every effort to comply with the policies, procedures and standards established for the committee. This includes, but is not limited to, rules regarding permissible expenditures, documentation of expenses, travel and accommodation, as well as procedural rules and practice directions governing the conduct of proceedings.

### **3.8 Sharing Concerns Regarding a Policy, Procedure or Standard**

If a committee member questions the appropriateness of a policy, procedure or standard, the committee member will raise that issue with their fellow committee members and the Committee Chair in the appropriate forum.

### **3.9 No Public Criticism**

A committee member will not publicly criticize the policies, procedures, standards, decisions or structures of the committee.

## **4.0 Confidentiality and Handling of Confidential Information**

All committee members shall preserve secrecy respecting information or material that comes to their knowledge or possession in the course of their duties as a committee member and shall not disclose or discuss any such information or material with any person, except:

- a. with Independent Legal Counsel for the committee, if applicable;
- b. with the consent of the person to whom the information or material relates;
- c. to the extent that the information or material is available to the public;
- d. as may be required by the by-laws; or
- e. as may otherwise be required by law.

### **4.1 Security of Confidential Information**

All committee members shall take all necessary precautions to ensure the security of all confidential information in their possession.

#### **4.2 No Public or Private Comment**

A committee member shall not publicly comment, orally or in writing, on any aspect of an application or an adjudicative matter before the committee or take a partisan position with respect to same. Furthermore, no committee member shall discuss in public or in private any aspect of an application or a matter before the committee with non-committee members. This includes communicating with or responding to inquiries from the media regarding a matter or decision. All inquiries from the media shall be referred to the staff support for the committee to determine who, if anyone, should issue a response.

#### **4.3 Destruction of Confidential Information**

All committee members shall retain information pertaining to individual applications or adjudicative matters only as long as it is necessary to do so. For application assessments and adjudicative matters, retention will be required until the appeal period has passed. Once retaining the information is no longer required, all committee members shall destroy any confidential information in their possession pertaining to the application or adjudicative matter.

### **5.0 Conflict of Interest**

A conflict of interest is any interest, relationship association or activity that is incompatible with the committee member's obligations to the committee. A conflict of interest is defined for the purposes of this Code of Conduct to include both financial and non-financial conflicts.

#### **5.1 Financial Conflict of Interest**

A financial conflict of interest will exist where a committee member has a financial interest that may be affected by activities of the committee, including but not limited to the resolution or treatment of an adjudicative matter. The financial interest may be that of the committee member, or of a relative or other person with whom the committee member has a close personal or professional relationship.

#### **5.2 Non-Financial Conflict of Interest**

A non-financial conflict of interest will arise where a committee member has an association, relationship or non-financial interest or activity that is incompatible with their responsibilities as a committee member, including but not limited to as an impartial and fair decision-maker for adjudicative matters. The relationships, interests or activities of a close relative or associate may also raise a potential conflict of interest for the committee member if they will be affected either positively or negatively by the work, recommendations or decisions of the committee.

#### **5.3 Reasonable Apprehension of Bias**

A financial or non-financial conflict of interest, as defined above, is incompatible with the responsibilities of committee members. Where the circumstances raise a possible conflict of

interest on part of a committee member, the test to determine whether the committee member should recuse themselves from participating in all or part of the committee activities, including whether the committee member should be disqualified from adjudicating a matter, is whether the facts could give rise to a reasonable apprehension of bias in the mind of a reasonable and informed person (also known as the reasonable person standard).

#### **5.4 Impact on Adjudicative Matters**

No committee member shall adjudicate in any matter, or participate in adjudicative discussions of any matter, in which the committee member, a relative or close associate has a close financial or non-financial interest or in which the committee member had any prior involvement.

Likewise, no committee member shall adjudicate in any matter, or participate in adjudicative discussions of any matter, if they believe their impartiality may be affected by a personal interest or by a relationship with one of the parties, including personal and professional relationships, such as employment, solicitor/client or partnership. For the purposes of this provision, parties include legal counsel, witnesses, as well as any other individuals who may participate in the proceeding.

Furthermore, no committee member shall adjudicate in any matter, or participate in adjudicative discussions of any matter, in which the outcome may have an impact on any other legal or adjudicative matter in which the committee member, a relative or close associate has a significant personal interest.

#### **5.5 Accepting Money, Gifts or other Awards**

No committee member shall accept money, gifts or other awards from persons or organizations who may be, or have been, affected by a committee decision, including but not limited to an adjudicative decision. Where money, gifts or awards are, or may be perceived to be, offered because of the committee members participation in a committee, the Committee Chair must be advised of the offer forthwith. Committee members will normally be allowed to accept a small token gift as an honorarium for a speaking engagement. Other gifts should be returned immediately or delivered to the Committee Chair for prompt action.

#### **5.6 Serving as an Expert Witness or Agent**

A member of an adjudicative committee shall not appear before the adjudicative committee on which they serve as an expert witness or as an agent for a party. This includes acting as a professional or legal consultant in the preparation of a case before the adjudicative committee or in any matter relating to the work of the adjudicative committee. Likewise, members of adjudicative committees shall not assist individuals with the preparation of applications to be submitted to the committee for review.

#### **5.7 Use of Information**

A member of a committee must not take improper advantage of information obtained through

official duties and not generally available to the public for their personal benefit. In most cases, this would not include contributions to professional educational activities, such as public conferences.

#### **5.8 Use of HRPA Property**

All committee members shall ensure that HRPA property is used only for officially approved activities. HRPA letterhead shall not be used for personal business.

#### **5.9 Individual Responsibility to Consider Possible Conflict of Interest**

Each committee member has the responsibility to actively consider any circumstance which might suggest a possible conflict of interest or raise a perception of bias regarding any of their committee responsibilities. As soon as a potential conflict or grounds for a perception of bias is identified, the committee member must take the appropriate steps as outlined below.

#### **5.10 Steps to Address Potential Conflict of Interest - Not Assigned to Panel**

Where a committee member has a potential conflict of interest in respect of a matter before the committee, but the committee member is not assigned to the panel considering the matter, the committee member shall nevertheless refrain from participating in any discussion of the matter and must absent themselves from those discussions, including absenting themselves from the relevant portions of a committee business meeting. The absence should be noted in the minutes and the relevant portion of the minutes should be deleted from any copy distributed to the committee member.

#### **5.11 Steps to Address Pecuniary Conflict of Interest - Not Assigned to Panel**

Where a committee member declares a direct pecuniary conflict of interest regarding a matter before the committee, but not before the committee member themselves, the Committee Chair shall record the conflict.

#### **5.12 Steps to Address Potential Conflict of Interest - Assigned to Panel**

If a committee member becomes aware that they are about to or have been appointed to a panel and that circumstances exist that suggest a possible conflict of interest on their part, or that may raise a perception of bias, the committee member shall inform the Panel Chair forthwith. If the Panel Chair determines that the circumstances are insignificant, the committee member may participate in the panel. Before making a determination, the Panel Chair may opt to consult Independent Legal Counsel for the committee for advice, if applicable. Alternatively, the Panel Chair may decide that the issue should be placed before the affected registrant or before the parties to a proceeding, for submissions at the outset of the panel review of the registrant's application or the proceeding.

#### **5.13 Steps to Address Potential Conflict of Interest - During Review or Proceeding**

If a committee member becomes aware of a possible conflict of interest or facts which may give

rise to a perception of bias during a review or a proceeding, the committee member shall confer with the Panel Chair, who should inform the affected registrant or parties of the issue. Once the registrant or parties have been informed, the Panel Chair has the following options to proceed:

- a. Halt the review or proceeding to confer with Independent Legal Counsel for the committee, if applicable.
- b. Request and hear submissions on the issue from the registrant or the parties.
- c. Recess the review or proceeding to consider the seriousness of the possible conflict and to determine the appropriate next steps.

#### **5.14 Allegation of Conflict or Bias by Registrant or Party**

Where an allegation of conflict of interest or bias is raised by a registrant during the review of their application or by a party during a proceeding, the committee member against whom the allegation is raised may:

- a. Resign from the matter forthwith if they consider this to be appropriate given the nature and the circumstances of the alleged conflict or bias; or
- b. Ask the Panel Chair to solicit submissions from the registrant or the parties to the proceeding for the Panel to consider before making a determination about the committee member's continued participation in the panel. If needed, a time to submit those submissions can be scheduled by the Panel Chair.

The Panel Chair should release a written decision on the allegation of bias or conflict of interest for the record.

#### **5.15 Conflict of Interest Affecting Committee Chair**

If the Committee Chair becomes aware of a possible conflict of interest, or of facts which may give rise to a perception of bias on part of the Committee Chair, the procedural protocol established above will be followed. Where necessary, the Committee Vice-Chair will take on any responsibilities usually handled by the Committee Chair with respect to the matter, review or proceeding to which the possible conflict of interest or perception of bias applies. This includes but is not limited to all communications regarding the matter, any committee meeting minutes, the panel selection, the scheduling of a review or hearing where applicable and the release of the decision. All relevant files shall be marked 'No access to Committee Chair'.

### **6.0 Diversity and inclusion**

Members of regulatory committees must understand the diversity of its registrants and all others who interact with the regulator and ensures that its processes do not impose inappropriate barriers or otherwise disadvantage people with protected characteristics.

#### **6.1 Awareness of biases**

In all situations, members of regulatory committees shall endeavor to become aware of where personal biases might influence a decision and take appropriate steps to mitigate these biases.

## **6.2 Recusal**

Each committee member has the responsibility to actively consider any circumstance which might suggest a possible bias or raise a perception of bias regarding any of their committee responsibilities. As soon as a potential bias or grounds for a perception of bias is identified, the committee member must take the appropriate steps as outlined for conflicts of interest.

# **7.0 Conducting a Hearing**

Members of adjudicative committees conducting hearings shall approach each hearing with an open mind regarding every issue and shall avoid doing or saying anything that could cause any person to think otherwise. Furthermore, the committee member shall listen carefully and with respect to the views and submissions of the parties.

## **7.1 Respect for Hearing Participants**

All committee members sitting on a hearing panel shall show respect for all hearing participants, including but not limited to the parties, witnesses, Independent Legal Counsel, and for the hearing process itself, through their demeanour, timeliness, dress, and conduct throughout the proceeding.

## **7.2 High Degree of Sensitivity Required**

During a hearing, all panel members must demonstrate a high degree of sensitivity to issues of gender, ability, race, language, culture and religion which may affect the conduct of a hearing. Such issues may, for example, affect the affirmation/swearing-in of witnesses, the scheduling and time of the hearing, the attire of the participants. In considering the demeanour of a witness in the context of an assessment of credibility, the panel members should recognize that they may not be familiar with cultural norms affecting the manner of the witness.

## **7.3 Accessible Hearing Room and Process**

All committee members participating in hearings shall endeavour, in accordance with the guidelines and procedures established by the adjudicative committee, to ensure that the hearing room and process is accessible and barrier-free for all parties and witnesses.

## **7.4 No Unnecessary Delays**

All committee members participating in hearings shall endeavour to conduct all hearings expeditiously, preventing unnecessary delay while ensuring that all parties have a fair opportunity to present their case.

## **7.5 No Undue Interruption or Interference in Examination of Witnesses**

Committee members sitting on a hearing panel shall avoid undue interruption and interference in

the examination and cross-examination of witnesses. While it is permissible for a panel member to ask a witness questions to clarify the evidence, unnecessary leading questions should be avoided. Panel members should not show undue impatience or a negative attitude towards a witness.

Furthermore, the panel members should avoid unnecessary interruptions in the submissions of a party. Interruptions may be necessary to clarify a submission or to ensure the relevance of a particular argument.

#### **7.6 No Undue Disadvantage for Unrepresented Parties**

Committee members sitting on a hearing panel shall attempt to ensure that parties who are unrepresented are not unduly disadvantaged at the hearing. While committee members cannot act as counsel to the unrepresented party, committee members can clearly explain the procedure to be followed in the hearing and outline, in clear and simple language, relevant evidentiary and procedural rules which have a bearing on the conduct of the proceeding.

#### **7.7 Communication with Parties, Witnesses or Members of the Public**

Committee members sitting on a hearing panel shall not communicate directly or indirectly with any party, witness or members of the public with respect to a proceeding, except in the presence of all parties. Should a panel member be contacted, they should not respond but advise the staff support for the committee immediately. All correspondence to or from a party or representative shall be handled by HRPA or HRPA's legal counsel and shall be forwarded to all parties.

#### **7.8 Social Interaction**

A member of a panel shall not, in the course of a hearing, have meals or other significant social interaction with a party, witness or member of the public attending the hearing, except if all parties are present and there is no discussion with respect to the subject matter of the hearing.

### **8.0 Decision Making Responsibilities**

Each committee member shall make all decisions, whether related to the business of the committee, committee processes, application assessments or adjudicative matters, in good faith and based on their best judgment. In the case of adjudicative matters, all decisions should also be based on the true merits and justice of the case as well as on the law and the evidence.

#### **8.1 No Deterrence due to Potential Disapproval**

No committee member shall let the prospect of disapproval from any person, institution or community deter them from making the decision they believe to be correct, or where the evidence and law fairly takes them.

#### **8.2 Prompt Rendering of Decisions**

All committee members share responsibility for ensuring that all committee decisions are

rendered promptly. Where required, written reasons should be prepared without undue delay. If a delay does occur, committee members are responsible for advising the staff support for the committee of the delay, as well as the reasons and the expected date of completion.

### **8.3 Meeting Quality Standards**

All committee members are responsible for ensuring that decisions are prepared in accordance with any established guidelines regarding form, language and length, and meet committee standards with respect to the quality of written decisions.

### **8.4 Accessibility of Decisions**

All committee members shall endeavor to use clear and accessible language in decision writing and shall endeavor to ensure that decisions are available in a format which meets any special needs of one or more of the parties.

### **8.5 Precedents**

Committee members shall not ignore relevant precedents on a question at issue before them. Where precedents are relevant and are not followed, the decision must explain the reasons for the departure clearly and respectfully. Due weight must be given to precedents and the need for a degree of consistency in the interpretation of statutes, by-laws, policies, processes and requirements.

## **9.0 Collegial Responsibilities**

All committee members shall through their conduct endeavor to promote collegiality among committee members and with staff.

### **9.1 Availability for Consultation**

Committee members shall make themselves available on a timely basis for consultation or committee discussions initiated by a fellow committee member on any policy, legal or procedural issue.

### **9.2 Availability to Meet with Committee Chair**

All committee members will make themselves available to meet with the Committee Chair on a timely basis when requested to do so.

### **9.3 Availability to Discuss Substance of the Decision to be Made**

All committee members participating on a panel must make themselves available on a timely basis for discussions with their fellow panel members on the substance of the decision to be made.

When a draft decision is provided to a panel member for comments, the panel member should respond at the earliest opportunity.

### **9.4 Availability for Other Committee Functions and Activities**

All committee members will make themselves available to participate, as assigned, in any other committee functions and activities, such as training new members, participating in committee working groups and developing committee procedures and policies.

#### **9.5 Respect for Fellow Committee Members Views and Opinions**

During any interaction with fellow committee members, all committee members will conduct themselves in a manner which demonstrates respect for the views and opinions of colleagues. This also includes not publicly commenting on a decision of a fellow committee member or on the manner in which another committee member conducted themselves during the decision-making process.

#### **9.6 Careful Consideration of Differing Reasons**

All committee members will consider carefully the reasons of fellow committee members where there is a difference in their proposed determination on an interim or final decision. However, no committee member should abandon strongly held views on an issue of substance for the sake of unanimity or in exchange for agreement on any other point.

#### **9.7 Dissent**

If a member of a panel is unable, after discussion and careful consideration, to agree with the proposed majority decision of a panel, the panel member shall prepare, in a timely fashion, a reasoned dissent.

#### **9.8 Conduct While on a Hearing Panel**

When sitting on a hearing panel, committee members will comply with the committee's statutory or policy guidelines governing the respective roles of the panel members in the conduct of hearing and in making interim decision on procedural and substantive questions. If the committee has no set policy for the conduct of a hearing panel, the panel should discuss in advance their mutual expectations with respect to such matters as dealing with objections, questions to witnesses, and panel discussions.

#### **9.9 Difference of Opinion Among Panel Members During Hearing**

If during a hearing the Panel Chair becomes aware of a difference of opinion among the members of the panel on a procedural or substantive issue affecting the conduct of the hearing, the Panel Chair shall call a recess to allow the panel to discuss the issue and reach a decision on how to proceed.

### **10.0 Completion of Term**

Upon completion of their term, committee members shall destroy all confidential information in their possession pertaining to their tenure on the committee.

#### **10.1 Prohibition to Appear Before Committee as an Expert Witness or Consultant for at least**

### **Six Months**

A committee member is prohibited from appearing before a committee as an expert witness or consultant until six months after ceasing to be a committee member or after the release of any outstanding decisions, whichever is later.

### **10.2 Prohibition of Taking of Improper Advantage**

A committee member shall not take improper advantage of past participation in a committee after ceasing to be a member of that committee.

## **HRPA Code of conduct for volunteers**

### **Preamble**

This Code of conduct applies to all individuals who act in a volunteer capacity including Chapter volunteers. Although Board Directors and Committee Members are volunteers, because they are fiduciaries of HRPA they are, in addition, subject to the Code of Conduct for Board Directors, Committee Members, and Officers.

Association volunteers are expected to conduct themselves and the work they perform on behalf of the Association in a manner that honours HRPA's reputation and does not detract from the public's trust and confidence in HRPA. Accordingly, all volunteers must comply with the Code of Conduct described below.

### **1.0 Respect for role**

Volunteers must understand the nature of their role and responsibilities within the Association. Volunteers must keep their activities within the scope and boundaries of their roles and remain accountable to responsible authorities within the Association (the Board, Committee Chairs, and Officers of the Association).

### **2.0 Expenditures**

HRPA volunteers shall abide by HRPA's travel and expense policy and shall only incur expenses as authorized by HRPA staff or other responsible individual.

### **3.0 Personal gains**

Volunteers must not use their status as an Association volunteer to obtain personal gain from those doing or seeking to do business with the Association. Additionally, volunteers should neither seek nor accept gifts, payments, services, fees, special valuable privileges, pleasure or vacation trips, accommodations or loans from any person (except in the case of loans, from persons in the business of lending and then only on conventional terms) or from any organization or group that does, or is seeking to do business with the Association.

### **4.0 Conflict of interest**

Volunteers must avoid all situations in which their personal interests conflict or might conflict with duties to the Association (for example, if you or your spouse provides a service and you are involved in the selection of suppliers of that same service for the Association). Volunteers shall, at

the first opportunity, disclose any conflict of interest. The nature of this reported conflict must be noted in appropriate official records of the Association, such as meeting minutes.

## **5.0 Confidentiality**

At all times, the privacy and dignity of members, other volunteers and HRPA staff must be respected. Volunteers may have access to information and documents relating to members, other volunteers, or Association business that are private and confidential in nature; reasonable care and caution will be exercised to protect and maintain total confidentiality. Volunteers will not read records or discuss such information unless there is a legitimate purpose. All member records are the property of the Association and are kept in a secure location at the HRPA office.

## **6.0 Privileged information**

Volunteers must not use for their own purposes, including financial gain, or disclose for the use of others, information obtained as a result of their role with the Association (for example, lists of sponsors or suppliers). This applies both during and after the period in which the individual is an Association volunteer.

## **7.0 Intellectual property**

Any intellectual property developed by a volunteer in the course of his or her role with the Association (for example, guidebooks, training resources, promotional materials) is the property of the Association.

## **8.0 Respectful conduct**

Volunteers must treat with respect all fellow volunteers, HRPA staff, and all others with whom they interact while conducting Association business with respect. Harassment, discrimination or other behaviours that compromise the dignity and self-worth of others cannot be tolerated, and will be addressed promptly, in confidence, and in accordance with standards of due process developed by the Association. The Association expects all staff and volunteers to abide by the Ontario Human Rights Code. These are minimum standards and by no means cover every contingency. However, any material failure to comply with these standards will be sufficient grounds for disciplinary action up to and including termination of the individual from their volunteer position.

Any volunteer who is uncertain of the application of this Code of Conduct should contact the employee staff liaison for their assignment.

