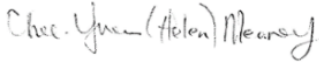




<b>Policy Title:</b> BOARD CODE OF CONDUCT, CONFIDENTIALITY AND CONFLICT OF INTEREST POLICY		<b>Policy Section: IV</b> Governance Process	<b>Policy Number:</b> IV-80
<b>Approved By:</b> Board of Directors	<b>Date Approved:</b> Jan. 23, 1996 May 3, 2013	<b>Date Reviewed/ Revised:</b> Sept. 13, 2007 Sept. 16, 2010 May 2, 2013 Sept. 17, 2013 Sept. 22, 2016 Sept. 17, 2019 May 29, 2023	<b>Board Chair's Signature:</b> 

**BACKGROUND:**

The CMLTO has the statutory mandate to serve and the public interest pursuant to the [Regulated Health Professions Act \(RHPA\), 1991](#) and the [Medical Laboratory Technology Act, 1991](#).

This policy supports the Board of Directors, which determines the strategic direction of the College to fulfil the mandate of regulating the profession in the public interest, by ensuring that Board and Committee Members understand and meet their individual accountabilities and perform their duties in a manner that promotes the highest standard of public trust and integrity.

All CMLTO Board and Committee Members shall demonstrate their commitment to the public interest by complying with the Code of Conduct, Conflict of Interest and Confidentiality provisions of the CMLTO By-Law and act in a manner that is consistent with the statutory mandate of the College to regulate the profession in the public interest.

The Board of Directors adopted the following CMLTO By-Law articles, which apply to all Board and Committee Members:

- **Article 6** – Code of Conduct (Appendix 1)
- **Article 7** – Conflict of Interest (Appendix 2)
- **Article 8** – Confidentiality (Appendix 3)

**THE POLICY:**

The CMLTO Board recognizes that public interest is best served when Board and Committee Members act with fairness, honesty and integrity, and maintain the highest standards of professional and personal conduct.



To that end, the expectations for code of conduct, conflict of interest, and confidentiality, as outlined in the CMLTO By-Law, serve as a public declaration of the principles of prudent conduct and ethics that the CMLTO Board has decided the public can expect from the CMLTO Board and Committee Members.

The Code of Conduct, Confidentiality, and Conflict of Interest Policy (GP IV-80) supplements the CMLTO By-Law Articles pertaining to the Code of Conduct of the College and affirms the importance of abiding by the relevant By-Law provisions.

**PURPOSE:**

The Code of Conduct, Confidentiality, and Conflict of Interest Policy (GP IV-80) sets out the guiding principles, obligations, and expectations of Board Members regarding their conduct to ensure they maintain the highest standards of public trust and integrity in all aspects of carrying out their duties, as outlined in, and in support of, all relevant By-Law articles. This policy applies to all CMLTO Board and Committee Members.

**APPENDICES:**

**Appendix 1** – CMLTO By-Law / Article 6 – Code of Conduct

**Appendix 2** – CMLTO By-Law / Article 7 – Conflict of Interest

**Appendix 3** – CMLTO By-Law / Article 8 – Confidentiality

**Appendix 4** – CMLTO Code of Conduct and Confidentiality Agreement, Conflict of Interest Declaration Form



## APPENDIX 1

### CMLTO BY-LAW ARTICLE 6 – CODE OF CONDUCT

#### 6.1 DEFINITIONS AND INTERPRETATIONS

In this article;

**“Board Member”** includes all Board members, whether elected, appointed by the Board of Directors, or appointed by the Lieutenant Governor in Council, and

**“Committee Member”** includes all statutory and non-statutory committee members, including standing and ad hoc committee members.

#### 6.2 PURPOSE OF CODE OF CONDUCT

The College has the statutory mandate to serve and protect the public interest pursuant to the RHPA and the Act.

The Code of Conduct supports the Board of Directors, which determines the strategic direction of the College to fulfil the mandate of regulating the profession in the public interest, by ensuring that the Board and Committee Members understand and meet their individual accountability, and perform their duties in a manner that promotes the highest standard of public trust and integrity.

#### 6.3 OBLIGATIONS UNDER CODE OF CONDUCT

The Code of Conduct of the College applies to all Board and Committee Members.

All Board and Committee Members shall demonstrate their commitment to the public interest by complying with the Code of Conduct of the College and act in a manner that is consistent with the statutory mandate of the College to regulate the profession in the public interest.

#### UNCONFLICTED LOYALTY AND ACCOUNTABILITY

The Board and Committee Members shall demonstrate their loyalty and accountability to the public by:

- Recognizing and acknowledging:
  - Their fiduciary duty to act in the best interest of the public and the College consistent with its goals and objectives and its mandate to protect the public,
  - Their accountability to the public for their actions and decisions,



- That their fiduciary duty and accountability to the public supersedes any conflicting loyalty to other advocacy or interest groups, membership on other Boards, the College staff or the personal interest of any Board Member.
- Promoting public interest in their contributions and discussions at the Board and Committee meetings and making all decisions in good faith and in the best interest of the public after considering all the information and evidence,
- Respecting the authority of the Registrar and CEO and holding them accountable for their performance, and
- Adhering to the governance model the College has adopted.

### **BOARD WHOLENESS**

The Board Members shall recognize and acknowledge that the Board of Directors is a collective entity which, as a whole, is accountable for the College's outcomes. To that end, they shall support the wholeness of the Board by:

- Refraining from attempting to exercise individual authority over the College,
- Upholding and abiding by the decisions of the Board, regardless of the level of individual disagreement or personal position on the issue,
- Recognizing that the Board of Directors speaks with one voice,
- Refraining from speaking on behalf of the College, unless explicitly authorized to do so by the Board Chair or the Registrar and CEO,
- Referring all requests for comment by the media, public and others on the College business to its designated official spokespersons pursuant to the [Media and Official Communications Section](#) of this By-Law and the relevant Board Policies,
- Maintaining the expected decorum at the Board and Committee meetings and adhering to the meeting [rules of order](#),
- Discharging all their duties in a way that protects the reputation of the College, and
- Raising concerns if an apparent wrongdoing by other Board or Committee members is observed.



## **TRANSPARENCY AND INTEGRITY**

The Board and Committee Members shall act with fairness, honesty and integrity and maintain the highest standards of professional and personal conduct by:

- Understanding and complying with their duties set out in the RHPA, the Act, their regulations, this By-Law, and the policies of the College,
- Complying with their conflict of interest obligations pursuant to the Conflict of Interest Article of this By-Law,
- Complying with their confidentiality obligations pursuant to the Confidentiality Article of this By-Law,
- Complying with their obligations related to use of social media pursuant to the relevant Board Policy, and
- Refraining from attempting to influence a statutory decision unless one is a member of the Committee or the panel of the Committee assigned to make a decision about the matter.

## **RESPECT AND COLLABORATION**

The Board and Committee Members shall demonstrate collaboration by:

- Fostering respect and trust, and demonstrating confidence in colleagues,
- Respecting the roles and individuality of and maintaining appropriate boundaries between the Board of Directors, the Committees and the College staff,
- Recognizing that they have no authority to instruct staff members whose role is not to report to or work for individual Board or Committee Members, and
- Considering the views of other Board and Committee members expressed during the discussion of a matter and refrain from acting in a manner which demonstrates a closed mind on a matter that is before the Board or the Committee.

## **COMPETENCE AND DILIGENCE**

The Board and Committee Members shall demonstrate competence in their roles by:

- Being familiar and complying with the provisions of the RHPA the Act, and their regulations, this By-Law, the policies of the College and the rules of order so that they can make informed decisions,



- Participating at the required Board and Committee orientation and education sessions which will better equip them in carrying out their duties,
- Being prepared for and diligently attending the Board and/or Committee meetings regularly<sup>1</sup> and being punctual,
- Participating actively and constructively in discussions and decision-making at the Board and/or Committee meetings, and
- Making decisions solely on merit and in the public interest after considering all the information and evidence.

### **DIVERSITY, EQUITY AND INCLUSION**

Board and Committee Members shall support diversity, equity and inclusion by:

- Treating everyone equally and with dignity, and participating in all Board and Committee discussions in a respectful, courteous and constructive manner,
- Supporting and respecting the value of diversity by welcoming and respecting alternative opinions, recognizing the diverse backgrounds, experience and skills of the Board and Committee Members,
- Refraining from engaging in any type of unprofessional behaviour which might reasonably be perceived as discriminatory or as verbal, physical or sexual abuse or harassment and intervening, if appropriate, when such behaviour is being observed, and
- Complying with the College's Diversity Statement/Policy.

### **6.4 DECLARATION FORM**

All Board and Committee Members shall sign the CMLTO Code of Conduct and Confidentiality Agreement, Conflict of Interest Declaration Form upon election or appointment, prior to commencing service, and annually thereafter, indicating that they have read and will comply with the Code of Conduct of the College.

Failure to do so may cause suspension from all duties of the Board and Committee Members until this requirement is met and may amount to grounds for disqualification from the Board and/or the Committees.

---

<sup>1</sup> [Grounds for Disqualification](#): The Board shall disqualify a Board Member from sitting on the Board if the Board Member, subject to the discretion of the Board of Directors to excuse the absence, fails, without reasonable cause, to attend three (3) consecutive regular meetings of the Board of Directors or two (2) consecutive meetings of a Committee to which the Board Member has been appointed,



Each Board or Committee Member shall immediately notify the Registrar and CEO and complete an amended CMLTO Code of Conduct and Confidentiality Agreement, Conflict of Interest Declaration Form should the information which was previously included in the form change.

## **6.5 CODE OF CONDUCT RESOLUTION PROCESS**

### **6.5.1 INFORMAL PROCESS**

Informal resolution process, including but not limited to providing feedback, guidance, advice, counselling or reminders, may be pursued as the first means of remedying behaviour or activity which allegedly breaches the Code of Conduct of the College.

Any individual who identifies and/or witnesses an activity or behaviour by another Board or Committee Member, which they believe contravenes the Code of Conduct of the College may, if it is possible and appropriate to do so, pursue the informal resolution process and seek to address the behaviour and activity which appears to violate the Code of Conduct with the Board or Committee Member whose behaviour or activity appears to contravene the Code of Conduct.

### **6.5.2 FORMAL COMPLAINT PROCESS**

Any individual who identifies and/or witnesses an activity or behaviour by a Board or Committee Member, which they believe contravenes the Code of Conduct of the College, may file a formal complaint against a Board or Committee Member, where it was not possible to reach an informal resolution or if an informal resolution was deemed not to be suitable.

The informal resolution process is not a precondition or a prerequisite to pursuing the formal complaint process.

#### **6.5.2.1 FILING A COMPLAINT**

Any person may make a complaint against a Board or Committee Member of the College who is believed to have contravened the Code of Conduct of the College or any other duties set out in this By-Law.

The concerns about a Board Member's compliance with the Code of Conduct of the College shall be brought to the attention of the Registrar and CEO and a formal complaint shall be filed.

The concerns about a committee member's compliance with the Code of Conduct of the College shall be brought to the attention of the relevant committee Chair, who shall immediately report the concern to the Registrar and CEO.



The complainant shall file a written complaint with the Registrar and CEO, which includes the name(s) of the individual(s) concerned, and a detailed description of the alleged conduct that forms the basis of the complaint.

The Registrar and CEO shall report the complaint to the Board Chair. If the Board Chair is the subject of the complaint, the Registrar and CEO shall report the complaint to one of the Vice-Chairs.

The Board or Committee Member, whose conduct is the subject of concern, shall be informed about the complaint in writing.

#### **6.5.2.2 PRELIMINARY DETERMINATION OF FACTS**

The Board Chair (or Vice-Chair if the complaint is about the Board Chair), the Registrar and CEO, with the assistance of Legal Counsel where appropriate, shall conduct a preliminary investigation about the alleged violation of the Code of Conduct of the College by a Board or Committee Member.

The Board or Committee Member, whose conduct is the subject of the complaint, shall be given the opportunity to make written submissions.

Where the Board Chair (or Vice-Chair), the Registrar and CEO, the Legal Counsel, upon completion of the investigation, believe that the complaint does not warrant formal resolution by the Executive Committee, they shall provide a report to the Executive Committee about the investigation and conclusion, with reasons for the conclusion.

The Executive Committee may accept the report or conduct an additional investigation or other action.

#### **6.5.2.3 REFERRAL TO THE EXECUTIVE COMMITTEE**

Where the Board Chair (or Vice-Chair) and the Registrar and CEO upon completion of the investigation, believe that the complaint warrants formal resolution by the Executive Committee, they shall refer the complaint to the Executive Committee and provide a report to the Executive Committee about the investigation conducted.

The Executive Committee, after receiving the referral:

- Shall determine whether there are any material facts in dispute, in which case it shall pursue a fair and reasonable process to assess those facts it deems necessary,
- May initiate additional investigation if it deems appropriate,



- May make an interim decision at any time to protect the integrity and reputation of the College, which may include but not limited to directing that the Board or Committee Member, who is the subject of the matter, be suspended from their duties until the matter is resolved, and
- Shall review the relevant facts and reach a decision as to whether they believe there was a breach of the Code of Conduct or not.

Where the Executive Committee determines that the complaint does not warrant formal resolution by the Board, it may take an action it deems appropriate, and shall provide a report to the Board about the investigation and conclusion, with reasons for the conclusion.

#### **6.5.2.4 REFERRAL TO THE BOARD OF DIRECTORS**

Where the Executive Committee determines that there has been a breach of Code of Conduct and that the complaint warrants formal resolution by the Board, it may either call a special Board meeting and schedule the complaint for formal determination before the Board or include the matter on the agenda of the next regular Board meeting for appropriate action by the Board.

The Board shall:

- Review the relevant facts and circumstances,
- Request the Legal Counsel of the College to present relevant evidence, if it deems necessary,
- Consider the implications or anticipated implications of the Board or Committee Member's actions on the College, and
- Determine whether the Board or the Committee Member, who is the subject of the complaint, breached the Code of Conduct of the College.

The Board or the Committee Member, who is the subject of the matter referred to the Board, shall be given the opportunity to make written and, at the Board's sole discretion, may be given the opportunity to make oral submissions explaining their actions to the Board.

The Board or the Committee Member, who is the subject of the matter referred to the Board, and the complainant, if a Board Member, shall excuse themselves from the deliberations pertaining to the complaint and is not entitled to vote on the matter when Council makes a determination on the complaint.

Any deliberation or vote by the Board of Directors shall be with the public excluded, unless the Board Member, who is the subject of the matter under consideration, requests otherwise.

Where the Board determines that there has not been a breach of the Code of Conduct, it shall take no further action regarding the matter.

Where the Board determines that there has been a breach of Code of Conduct, it may take an action it deems appropriate, including but not limited to:

- Demanding an apology from the Board or Committee Member in a form acceptable to the Board, who may be suspended until such apology is received or another resolution acceptable to the Board is reached, or
- Requiring assurances from the Board or Committee Member that similar behaviour will not be repeated in the future, or
- Censuring the Board or Committee Member verbally or in writing, or
- Removing the Board or the Committee Member from the Committees they serve on, or
- Removing the Board or the Committee Member as Chair of any Committees they serve on, or
- Disqualifying the Board or Committee Member if the conduct constitutes grounds for disqualification, or
- Recommending to the Public Appointments Secretariat that the public Board Member be removed from the Board, or
- Any other sanction the Board deems appropriate to the circumstances.

The decision of the Board shall be final and not subject to appeal.

Nothing herein shall prevent the Board, any member thereof, or any other person from referring the matter complained of to any outside authority at any stage of the process.



## APPENDIX 2

### CMLTO BY-LAW ARTICLE 7 – CONFLICT OF INTEREST

The provisions in this Article in no way limit the full extent of the duties set out in the [Code of Conduct](#) Article of this By-Law.

#### 7.1 DEFINITIONS AND INTERPRETATIONS

A conflict of interest exists where a reasonable person, who knows the relevant facts and circumstances, would conclude that a Board or Committee Member's personal, professional or financial interests or their responsibilities and duties to another organization, may compromise their actions, impartiality, exercise of judgment, decision-making with respect to the College matters and/or performing their duties as a Board or Committee Member.

It is not always possible to define the forms of conflicts of interest in advance because the facts and circumstances of each case are unique. Hence, for the purposes of this By-Law and all matters that the Board of Directors and Committees conduct:

- A conflict of interest is defined to include real or perceived, actual or potential, and direct or indirect conflicts, and
- The direct or indirect personal or financial interests of a close friend, business associate, relatives<sup>2</sup>, or any affiliated entity<sup>3</sup> of a Board or Committee Member shall be interpreted to be the interests of the Board or Committee Member.

#### 7.2 SCOPE OF RISKS

The Board and Committee Members must not carry out their duties when they are in a conflict of interest. They shall recognize that a conflict of interest or an appearance of conflict of interest may:

- Impact the image of the Board or Committee Member involved,
- Impact the reputation, public image and integrity of or bring discredit to the College,

---

<sup>2</sup> For the purpose of this provision, the term "family" includes but not limited to parents, spouse, which includes common-law spouse, romantic partner and a same-sex partner of the person, children, siblings, in-laws.

<sup>3</sup> For the purpose of this provision, the term "affiliated entity" means an organization in which a Board or Committee Member has an employment or a contractual role or which they own in whole or in part.



- Cause a breach of the Board or Committee Member's fiduciary obligations to the College,
- Create liability for the Board or Committee Member involved, the College or both, and
- Undermine the confidence of the public in the Board or Committee decisions, Board or Committee Members' ability to make transparent, objective, impartial and fair decisions in the public interest, and hence, the ability of the College to fulfil its mandate to serve and protect the public interest.

### **7.3 DUTY TO AVOID CONFLICT OF INTEREST**

The Board and Committee Members have the duty to act in the best interest of the public at all times. To that end, they shall:

- Refrain from engaging in any activities or decision-making about an issue about which they have or may have a direct or indirect personal, professional or financial interest,
- Refrain from engaging in any advocacy in any public forum against any official position that the Board of Directors adopted,
- Refrain from using the College property or information of any kind for personal gain or for the benefit of somebody else,
- Refrain from including or referencing the titles or positions held at the College to advance their personal, professional or financial interests or to secure special privileges or exemptions for themselves or others,
- Refrain from conducting any self-dealing or private business or personal services with the College except as procedurally controlled to assure openness, competitive opportunity, and equal access to "inside" information,
- Refrain from using their Board or Committee positions to obtain employment in the College for themselves, family members, or close associates, and
- Disclose all affiliations and involvements with other organizations, associations and vendors which might reasonably be seen as a conflict of interest.



#### **7.4 EXAMPLES OF CONFLICT OF INTEREST**

Without limiting the general meaning of conflict of interest or appearance of conflict of interest, the following activities or circumstances would constitute a conflict of interest or an appearance of conflict of interest for a Board or a Committee Member:

- Participating in the decision-making process about a matter where the decision could confer any personal, professional or financial benefit to themselves,
- Giving or receiving, or agreeing to receive, directly or indirectly, any compensation, gifts, reward or gratuity from a source except the College, for a matter connected with or related to the Board or Committee Member's service to the College,
- Accepting, directly or indirectly, any compensation, gratuity, or reward from any other person who is or who becomes beneficially interested in a financial agreement with the College,
- Voting in the authorization, approval, or ratification of a contract in which they are beneficially interested.
- Applying for employment with the College without resigning from their Board or Committee positions pursuant to Cooling Off Period Sections of this By-Law,
- Disclosing confidential information gained through the Board Member's position except in compliance with a lawfully issued subpoena or court order,
- Taking action or counseling another person to take action or initiate, join or materially contribute to a legal proceeding against the College, Board or Committee Members, a representative of the College or its staff,
- Assisting or advising anyone about a College matter which is not within their responsibilities instead of directing them to the appropriate College staff member,
- Holding a responsible position such as an officer, director or employee of a professional association of medical laboratory technologists, a union representing medical laboratory technologists, or an association that represents employers of medical laboratory technologists,



- Holding a responsible position such as officer, director, Board Member, or being an employee of another organization where their duties may be seen as influencing their judgment in the matter to be considered by the Board or a Committee,
- Communicating with the government officials, politicians, the media and the public on any matter related to the College when not being the official spokesperson for the College unless approved by the Board of Directors,
- Delivering a presentation on a matter related to the College's duties and activities without prior College approval,
- Being the subject of an investigation by the College or another authority that, in the opinion of the Executive Committee, impairs the ability of the Board or Committee Member to participate in a decision or to continue to serve in their position,
- Engaging in any business or professional activity or employment which would require the Board or Committee Member to disclose any confidential College information acquired due to their position at the College.

The examples in this section in no way limit the full extent of actions and/or circumstances which may constitute a conflict of interest or an appearance of conflict of interest for a Board or a Committee Member.

## **7.5 PURPOSE OF DECLARATION OF CONFLICT OF INTEREST**

All Board and Committee Members have the duty to carry out their responsibilities in a manner which serves and protects the public interest.

The purpose of declaration of conflict of interest is to

- Enhance transparency and promote accountability,
- Maintain integrity of the Board and Committees' professional judgment, and
- Promote and sustain the confidence of the public in the professional judgement and decisions of the Board and Committees, which determine the strategic direction of the College to serve the public interest.

## **7.6 DECLARATION OF CONFLICT OF INTEREST**



### **7.6.1 DECLARATION OF CONFLICT OF INTEREST TO BE ELIGIBLE FOR BOARD ELECTIONS**

The candidates for election to the Board of Directors shall complete and sign the CMLTO Code of Conduct and Confidentiality Agreement, Conflict of Interest Declaration Form included the CMLTO Board Election Package, expressing understanding of the public protection mandate of the College and a commitment to comply with the Code of Conduct of the College, to be eligible to stand for [election](#).

### **7.6.2 ANNUAL DECLARATION OF CONFLICT OF INTEREST**

All Board and Committee Members shall sign the CMLTO Code of Conduct and Confidentiality Agreement, Conflict of Interest Declaration Form upon election or appointment, and annually thereafter, indicating that they have read and will comply with the Code of Conduct of the College.

### **7.6.3 AMENDED DECLARATION OF CONFLICT OF INTEREST**

Each Board or Committee Member shall immediately notify the Registrar and CEO and complete an amended CMLTO Code of Conduct, Confidentiality and Conflict of Interest Declaration Form should the information which was previously included in the form change.

### **7.6.4 GENERAL DECLARATION OF CONFLICT OF INTEREST**

#### **7.6.4.1 CONFLICT OF INTEREST RELATED TO OVERALL ROLE**

Where a Board Member believes they may have a conflict of interest, including an appearance of a conflict of interest, which relates to the overall role of the Board Member, they shall consult with the Board Chair or the Registrar and CEO as soon as possible.

Where the Board Chair believes they may have a conflict of interest, including an appearance of a conflict of interest, which relates to the overall role of the Board Chair, they shall consult with the Registrar and CEO, who may consult with Legal Counsel, as soon as possible.

Where a Non-Board Committee Member believes they may have a conflict of interest, including an appearance of a conflict of interest, which relates to the overall role of the Committee Member, they shall consult with the Committee Chair or the Registrar and CEO as soon as possible.

Where a Committee Chair believes they may have a conflict of interest, including an appearance of a conflict of interest, which relates to the overall role of the Committee Chair, they shall consult with the Registrar and CEO as soon as possible.



Where the Board determines that;

- A Professional Board Member (including an Academic Board Member) is in a conflict of interest with respect to their overall role, the Board shall remove the Board Member from the Board and any Committees that they serve on,
- A Public Board Member is in a conflict of interest with respect to their overall role, the Board requests the Public Appointments Secretariat to remove the Board Member from the Board,
- A Non-Board Committee Member is in a conflict of interest with respect to their overall role, the Board shall remove the Member from the Committee they serve on.

#### **7.6.4.2 CONFLICT OF INTEREST RELATED TO A BOARD OR COMMITTEE MATTER**

Where a Board or Committee Member believes they may have a conflict of interest, including an appearance of a conflict of interest, in any matter of a specific item on the Board or Committee agenda that is the subject of deliberation or action by the Board or the Committee, they shall:

- Notify the Board or Committee Chair or the Registrar and CEO at the meeting(s) at which the item which constitutes a conflict of interest will be discussed,
- Declare any appearance of or actual conflict of interest before the Board or the Committee which considers the matter,
- Excuse themselves from the portion of any meeting relating to any issue where there is a conflict of interest, even where the meeting is open to the public in the case of a Board meeting,
- Excuse themselves from discussing or voting on any issue where there is a conflict of interest, and
- Refrain from attempting, in any way, to influence the voting or the decision of the Board or the Committee on the issue where there is a conflict of interest.

Where a Board Member has a doubt about whether they may have or be perceived to have a conflict of interest, they shall:

- Consult with the Board Chair and the Registrar and CEO privately, where time and circumstances permit, and



- Declare a potential conflict of interest to the Board before the Board considers the matter and get the direction of the Board as to whether a conflict of interest exists and any steps the Board requires for the resolution of the conflict.

Where the Board Chair has a conflict of interest in connection with a Board business, one of the Vice-Chairs serves as Chair in the portion of the meeting which is related to the issue where the Board Chair has a conflict of interest and from which they excluded themselves due to a conflict of interest.

Where a Committee Member has a doubt about whether they may or be perceived to have a conflict of interest, they shall:

- Consult with the Committee Chair and the Committee liaison as soon as possible, and
- Declare a potential conflict of interest to the Committee before the Committee considers the matter and get the direction of the Chair as to whether a conflict of interest exists and any steps the Committee requires for the resolution of the conflict.

If the Committee Chair has a conflict of interest in connection with a Committee business, the members of the Committee shall elect one of the members present to be acting Chair for the portion of the meeting which is related to the issue where the Committee Chair has a conflict of interest and from which they exclude themselves due to conflict of interest.

Appearance of a conflict of interest shall be addressed in the same manner as an actual conflict of interest.

### **7.7 RECORD OF DECLARATION OF CONFLICT OF INTEREST AT MEETINGS**

Declarations of conflicts of interest at a Board or Committee meeting shall be recorded in the minutes of the meeting at which the conflict was declared.

### **7.8 UNDECLARED CONFLICT OF INTEREST**

Where a Board or Committee Member believes that another Board or Committee Member has a conflict of interest which they have not declared, they shall, if possible and appropriate, discuss the matter with the Board or Committee Member in question.

If the conflict of interest has not been declared despite any informal communications, they shall notify the Registrar and CEO, the Board or Committee Chair or the Committee liaison about the conflict of interest as soon as possible.



The Board Chair or the Registrar and CEO shall take such action as they deem appropriate, including but not limited to bringing the matter before the full Board or Committee.

Where a Board or Committee Member knows that another Board or Committee Member has acted in a conflict of interest or is in an ongoing conflict of interest, they should notify, in writing, the appropriate person such as the Board Chair, Registrar and CEO, the Chair of the Committee that the Board or Committee Member serves on, or independent legal counsel in the case of hearing matters.

The Board or the Committee Member in question is entitled to make submissions before any decision is made regarding the issue.

Where the Board or the Committee decides that one of its members has an undeclared conflict of interest, it can, after considering the Board or Committee Member's submissions regarding the matter, direct that the Board or the Committee Member excuse themselves from the portion of the meeting where the matter will be discussed and not participate at any deliberations or voting on the matter.

### **7.9 COOLING-OFF PERIOD**

A Board or Committee Member may not hold another position<sup>4</sup>, contract or appointment with the College while serving as a Board and Committee Member.

They may apply for a position with the College after a twelve (12) month period has passed since they last served on the Board or Committee.

---

<sup>4</sup> This includes, but is not limited to, positions as a staff or consultant, peer assessor, investigator, inspector or examiner etc.



## APPENDIX 3

### CMLTO BY-LAW ARTICLE 8 – CONFIDENTIALITY

The provisions in this Article in no way limit the full extent of the duties set out in [Code of Conduct](#) Article of this By-Law.

#### 8.1 CONFIDENTIALITY UNDER THE RHPA

The Board and Committee Members, College staff and persons retained or appointed by the College are required to preserve confidentiality of all information<sup>5</sup> that comes to their knowledge in the course of their duties pursuant to [S. 36 \(1\) of the RHPA](#), unless disclosure has been authorized by the Board or otherwise exempted under [S. 36 \(1\) of the RHPA](#).

#### 8.2 EXCEPTIONS TO CONFIDENTIALITY UNDER THE RHPA

The confidential information, disclosure of which is permitted in specific circumstances under [S. 36 \(1\) of the RHPA](#), can only be made by the Board of Directors, a Committee which is authorized to disclose that information in the Code, or the Registrar and CEO.

#### 8.3 DUTY OF CONFIDENTIALITY

The Board and Committee Members shall:

- Regularly review the relevant provisions of the RHPA ([especially S. 36](#)) and the Code ([especially S. 83](#)) and maintain their familiarity with their legislative obligations related to confidentiality,
- Be aware of and understand the exceptions to the confidentiality obligations in [S. 36 \(1\) of the RHPA](#) and seek advice from the Registrar and CEO if they are in doubt whether an exception applies,
- Treat all internal communications within the College as confidential,

---

<sup>5</sup> Information in this article includes but is not limited to; materials and information pertaining to appointment and employment relationships, performance assessment of the Registrar and CEO and the College staff, and relevant records; organizational and performance related outcomes; quality and risk management; strategic plans which have not yet been finalized and made public; any financial information which has not been publicly shared in the Annual Report; and information pertaining to adverse incident reports, threatened and pending litigation, legal advice, litigation strategies, and defenses, and settlement plans.



- Refrain from engaging in any conversation or discussion about the Board and/or Committee matters outside the formal Board or Committee decision-making process or meeting setting,
- Treat all communications within a Board or Committee meeting or panel of a Committee as confidential and not share with Board or Committee Members who are not participants of that meeting or panel, which could be perceived as an attempt to influence a statutory decision or breach of confidentiality,
- Treat all College business as confidential:
  - If discussed in-camera until disclosed in the public section of the Board meeting,
  - Unless it is discussed at the public portion of a meeting or it becomes publicly available,
  - Unless determined not to be confidential by the Board Chair or the Committee Chair upon consultation with the Board Chair and the Registrar and CEO.
- Take all measures to safeguard the College information, including:
  - Ensuring safe management of paper documents,
  - Ensuring safe management of electronic documents by:
    - Ensuring that all electronic devices, such as computers and mobile phones, used to access College information are password protected,
    - Avoiding the use of unsecure public networks, electronic forms of communication or the use of social media for such communication.
  - Avoiding discussing or displaying any confidential College information in a public setting where it can easily be heard and/or seen by others,
  - Ensuring confidentiality of meetings by safeguarding the access details to virtual meetings and refraining from using speakerphone in a public setting.
- Refrain from disclosing any confidential information on their own social media accounts pursuant to the relevant Board Policy,
- Refrain from sharing or posting any information on any social media account which compromises the College and its public image, and
- Inform the Registrar and CEO immediately, in writing, if they believe that there has been a breach of confidentiality by a Board or Committee Member, whether intentionally or unintentionally. The Registrar and CEO shall notify



the Board Chair immediately of any breach of confidentiality by a Board or Committee Member.

Audio visual recording or electronic transmission of an in-camera section of any meeting is prohibited unless approved in advance by the Board Chair.



## APPENDIX 4

<b>COLLEGE OF MEDICAL LABORATORY TECHNOLOGISTS OF ONTARIO (CMLTO) CODE OF CONDUCT AND CONFIDENTIALITY AGREEMENT, CONFLICT OF INTEREST DECLARATION FORM</b>	
<b>CMLTO CODE OF CONDUCT</b>	
The College has the statutory mandate to serve and the public interest pursuant to the <a href="#">Regulated Health Professions Act (RHPA), 1991</a> and the <a href="#">Medical Laboratory Technology Act, 1991</a> .	
All CMLTO Board and Committee Members shall demonstrate their commitment to the public interest by complying with the Code of Conduct of the College and act in a manner that is consistent with the statutory mandate of the College to regulate the profession in the public interest.	
<b>CERTIFICATION</b>	
<b>By signing this form, I hereby certify that:</b>	
	I understand and uphold the statutory mandate of the College and agree to serve the public interest.
	I understand and agree to comply with my obligations, duties and responsibilities set out in the <i>Regulated Health Professions Act, 1991</i> and the <i>Medical Laboratory Technology Act, 1991</i> , their regulations, the <a href="#">CMLTO By-Law</a> and the policies of the College.
	I understand and agree to comply with my obligations, duties and responsibilities outlined in following articles of the CMLTO By-law: Article 6 – Code of Conduct Article 7 – Conflict of Interest Article 8 – Confidentiality
	I have no conflicts of interest to disclose at this time.
	I wish to disclose the following potential or real conflict(s) of interest:
	I understand that I have an ongoing obligation to declare any potential or real conflict(s) of interest should one arise in the future.
	I understand and acknowledge that my failure to comply with the provisions of the By-law of the College will be considered a breach of my obligations to the College, and may result in disqualification from the Board of Directors and/or Committees of the College.
	I understand that the provisions of Article 8 – Confidentiality of the CMLTO By-law survive the expiry of my term of office as a Board and/or Committee Member at the College.
	I understand the penalties outlined in <a href="#">S. 40 (2) and (3) of the RHPA</a> for contravening <a href="#">S. 36 (1) of the RHPA</a> .
	The information set forth above is true and accurate to the best of my knowledge and fully discloses information to my obligations as a CMLTO Board or Committee member under the CMLTO Code of Conduct as at the date of this declaration.
<b>Name of the Declarant</b>	<b>Declarant's Signature</b>
<b>Declarant's Position</b>	<b>Date</b>