



Nova Scotia College of Counselling Therapists Board of Directors

Code of Conduct

PREAMBLE

All directors of not-for-profit or publicly accountable boards are required to meet a set of standards based on well-established principles of nonprofit corporation law. A board member must meet standards of conduct and attention in carrying out their fiduciary responsibilities usually described as: the duty of care, the duty of loyalty, and the duty of obedience.

DUTY OF CARE

The duty of care describes the level of competence that is expected of a board member and is commonly expressed as the duty of “care that an ordinarily prudent person would exercise in a like position and under similar circumstances.” This means that a board member owes the duty to exercise reasonable care when making decisions as a steward of the organization.

DUTY OF LOYALTY

The duty of loyalty is a standard of faithfulness; a board member must give undivided allegiance when making decisions affecting the organization. This means that a board member can never use information obtained as a member for personal gain, and must act in the best interests of the organization, and not a perceived “constituency”.

DUTY OF OBEDIENCE

The duty of obedience requires board members to be dedicated to the organization's mission or mandate. They are not permitted to act in a way that is inconsistent with the central goals of the organization. A basis for this rule lies in the public's trust that the organization will manage business only to advance the mandate of the organization. This duty also requires board members to obey the law and the organization's internal rules and regulations.

BOARD CULTURE

Board members endeavour to create a culture characterized by the following principles:

- **Patterns of Behaviour:** Engagement, candour, and respect for differing opinions.
- **Norms:** Engagement, punctuality, respectful listening, and questioning.
- **Values:** Trust of the Registrar and other College staff and other Directors, and an openness to innovation and change.
- **Basic Assumptions:** People are trustworthy, and we live in a world of generative abundance, rather than scarcity and fear.

THEREFORE:

Directors of the Nova Scotia College of Counselling Therapists are together and severally committed to teamwork, effective decision-making and stewardship in fulfilling their mandate (*Act 4; 5; 7(1)(2)*). Toward this end Board members shall:

- Faithfully abide by the letter and spirit of any and all *Acts, Regulations, By-laws, Policies and Procedures* governing the College.
- Be informed about the College's legal mandate, policies, and related activities.
- Recognize, understand, and respect the *governance oversight* role of the Board, and not attempt to direct or control the *operational functioning* of the College, which is a staff role.
- Remain up-to-date on developments in regulatory best practices.
- Serve with respect, concern, courtesy, and responsiveness in carrying out the mandate of the College.
- Attend all Board and committee meetings, and as many related functions as possible.

- Serve on committees or working groups and take on special assignments when your capacity allows.
- Prepare for Board or committee meetings by reviewing the meeting agenda and supporting materials.
- Endeavour to respond in a timely fashion to all correspondence concerning College business, with priority given to fellow Board members and the Registrar.
- At the earliest opportunity, fully disclose matters of fact that are likely to be significant in Board decision-making.
- Communicate openly, frankly and honestly with all Board members and registrants, and refrain from covert conduct targeting specific groups.
- Respect and foster a diversity of opinions among Board members and make their dissent on an issue clearly known to other Directors prior to the call for a vote and formally registering them where appropriate.
- Endeavour to build on the ideas of other Directors, offer alternative points of view as options to be considered and invite others to do so.
- In addressing issues before the Board strive always to be balanced in efforts to understand other Board members and to make oneself understood.
- Seek to balance their contribution as both an advisor and learner.
- Accept and support decisions of the Board even if they hold a minority position.
- Not disclose or discuss differences of opinion on the Board with persons not on the Board.
- Discuss decisions of the Board publicly only after recorded minutes have been approved and posted on the website.
- Support the Board to communicate externally with “one voice.” It is not acceptable to openly espouse opinions that run contrary to those of the Board.
- Exercise reasonable care, good faith and due diligence in Board affairs.
- Not deceive, defraud, or mislead the Board or employees of the College.

- Not misrepresent the College in any negotiations, dealings, contracts, agreements or communication.
- Present only truthful and factual information when communicating to all internal or external audiences.
- Maintain a collegial level of courtesy, respect, and objectivity in all College activities.
- Respect and protect privileged information to which they have access in the course of their official duties; and maintain the confidentiality of information on sensitive issues, particularly those dealt with *in camera* or pertaining to personnel matters.
- Demonstrate the highest standards of personal integrity, truthfulness, honesty, and fortitude in all activities in order to inspire confidence and trust in the Board's ability to self-govern.
- Support the College by informing others (including registrants) of the activities and regulatory role of the College.
- Promote collaboration, cooperation, and trust within the Board and the College.
- Refrain from attempting to direct the activities, as an individual Board member, of College employees.
- Refrain from interference in the day-to-day operation of the College.
- Refrain from investigating or discussing staff job performance with other staff members or stakeholders without explicit Board authorization.
- Assist the Board in carrying out its fiduciary responsibilities, such as reviewing the organization's financial statements.
- Act prudently and with care in respect to all decisions that may have fiscal implications for the College.
- Avoid any interest or activity that is in conflict with the conduct of official duties. At the earliest opportunity, fully disclose information that may reasonably be perceived as a conflict of interest.
- Not seek personal gain, benefits or advantage from relationships with any Director or member of staff; or by use of the College's name.

- Suggest possible merit-based nominees to the Board who can make significant contributions to the work of the Board and further the mandate of the College.

For registrants of the College serving on the Board, all relevant sections of the CCPA *Code of Ethics* (2020) apply to behaviour while serving on the Board or one of its committees, subcommittees or working groups, and at all times while representing the College or Board.

Any breach of the responsibilities outlined in this *Code* are sufficient grounds for a College complaint, or for expulsion from the Board (By-laws 5(16)(17)).

Our reputation for integrity and excellence requires the careful observance of all applicable laws, regulations and policies, as well as a scrupulous regard for the highest ethical standards of conduct and personal integrity.

In general, the use of good judgment based on high ethical principles will guide Directors with respect to lines of acceptable conduct.

I, _____, acknowledge that I have read and understood this Code of Conduct and agree to abide by its provisions.

Signature

Date