

# New Brunswick Medical Society Code of Conduct Policy

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## POLICY PURPOSE

The New Brunswick Medical Society (NBMS) is committed to fulfilling its mission in an honest and ethical manner. This Code of Conduct Policy is an overarching and clear set of rules to guide conduct of all individual members of the Board of Directors (Board) and members of committees established by the NBMS. This framework is intended to maintain and build confidence in the integrity, objectivity, and transparency of the NBMS by setting explicit expectations for members.

For the purposes of this document, the term **member** refers to both members of the Board and members of all Board and operational standing committees, subcommittees or working groups.

## FIDUCIARY RESPONSIBILITY

Fiduciary responsibility or fiduciary duty is the legal and ethical obligation that members have to act in the long-term best interests of the organization. Key elements are outlined below.

### 1. DUTY OF CARE

Members will exercise a high level of care, diligence, and skill when contributing to the Board or committees and are expected to prepare, attend, and fully participate in meetings. This requires reading material in advance and providing due notice if unable to attend a meeting.

Members are expected to engage in constructive discussion, take the time necessary to ensure good decision-making, and ensure information provided is complete and provides necessary context and perspective.

Members bring a specific background, experience, perspective, and judgement to all meetings ensuring decisions are well informed, deliberate, and holistic.

If members feel ill prepared or rushed in deliberations, they should be confident in raising concerns about their duty of care with the chair or staff.

### 2. DUTY OF LOYALTY

Each member owes a fiduciary responsibility to act in the best, long-term interests of the NBMS. This includes a duty of honesty, good faith, and loyalty. The duty of honesty and good faith are enshrined in the NBMS Conflict of Interest Policy. The duty of loyalty requires members to support decisions that have been rendered by the Board or by a committee. This does not preclude open and frank debate in the formation of decisions but once a decision is made that decision belongs to the whole Board or committee. Members are expected to stand behind that decision and to refrain from engaging in acts or discussions that would be considered negative or contrary to the decision of the whole.

While members come from different regions and hold different perspectives, they are expected to make decisions in the best interest of the association. This means respecting the mission, strategic plan, and long-term interests of the NBMS rather than their own interests or in the interests of a particular area of practice, specialty, section, district or other group or organization. The Conflict of Interest Policy provides further guidance.

### 3. CONFIDENTIALTY

It is understood that members will ordinarily communicate the outcome of Board or committee decisions to their respective constituents. However, for members to be able to respectfully debate with candor and in good faith they must be confident their individual views will not be shared beyond the meeting forum.

Therefore, members are expected to respect the confidentiality of the dynamics and details of all discussions. Members must not reveal the nature of discussions, content of documents, or the specifics of information.

The Board or committee chair can provide direction to members regarding what information can and should be shared. If members are unclear, they should ask for guidance.

This duty of confidentiality survives or extends beyond the member's term in office.

### MEDIA RELATIONS

In this context, the term **media relations** refers to traditional news media and social media in all forms.

Members are expected to respect the President as the official spokesperson of the NBMS and all public announcements will be coordinated through that individual or their designate and supported by the senior communications staff and CEO.

The duty of confidentiality applies to media relations. Members are expected to be thoughtful, professional, and respectful in making public comments as they are, by extension, representatives of the NBMS.

Members may comment in support of Board or committee decisions that have been communicated publicly. In line with the duty of loyalty, members are expected to refrain from commenting negatively or in opposition of decisions rendered by the Board or committees.

Members may comment on matters that are not related to a formal decision or position of Board or committee by using the caveat "these views are my own" to ensure the comments are not attributed to the NBMS by virtue of the member's official position.

If members are in doubt of the expected media relations conduct, they should seek guidance from the Board or committee chair.

### BREACHES OF CODE OF CONDUCT

If a member is believed to have breached the Code of Conduct Policy, the matter will be addressed by the Board or committee chair. The matter will first be discussed in private directly with the member involved to seek an appropriate resolution. The chair has the discretion to determine if the alleged breach warrants a discussion by the entire Board or committee. The matter will be considered on its merit and can be disposed of as is deemed appropriate based on impact and repetitive occurrences. As a last resort, a member can be removed based on violation of this Policy.

### REFERENCES

Code of Conduct Policy  
Board Code of Conduct  
Governance Manual  
Conflict of Interest

Doctors Nova Scotia  
Doctors Manitoba  
Saskatchewan Medical Association  
Alberta Medical Association

	<b>BOARD POLICY</b>
Subject:	<b>Code of Conduct</b>
Last Approved by the Board:	January 26, 2024

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Member Signature

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Date