

# CODE OF CONDUCT

## AMA Board of Directors

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### **1. Preamble**

The AMA Board of Directors' Code of Conduct is meant to provide general guidance on standards of conduct. It addresses many of the main areas of concern but is not designed to be exhaustive in nature.

Throughout this Code of Conduct, the term "directors" includes all members of the board, including officers.

### **2. Member in Good Standing**

Directors will abide with all the rules and regulations of the AMA, including but not limited to those established in the AMA Bylaws, and will ensure that their AMA membership remains in good standing at all times.

### **3. Compliance with the Law**

Directors shall comply with all applicable provisions of laws and regulations. No director shall commit or condone an illegal act or instruct another individual to do so.

### **4. Conflict of Interest**

Directors will comply with the AMA's policy on Conflict of Interest (Board Policy GP-1).

### **5. Confidential Information**

Directors shall at all times maintain the confidentiality of information acquired as a consequence of their service to the AMA and must not make use of or reveal such information or records except in the course of performance of their duties or unless the information becomes public knowledge. This obligation extends beyond the director's direct involvement in the AMA.

### **6. Advocacy**

AMA board members are first and foremost physicians. Any information or decisions related to a patient are only to be used or acted upon in the best interest of that patient and carried out in compliance with the ethics of the profession and any guidelines or directives established by the College of Physicians and Surgeons of Alberta.

## **7. Gifts and Entertainment**

Directors shall not accept entertainment, gifts or benefits that grant or appear to grant preferential treatment to any individual or constituency. Similarly, no director shall offer entertainment, gifts, or benefits in order to secure preferential treatment. Gifts, entertainment and benefits may only be accepted or offered in the normal exchanges common to business relationships.

## **8. Responsibilities and Expectations**

### **8.1 Accountability to the AMA**

Directors shall:

- Act honestly and in good faith and use their best efforts to provide progressive and collective leadership and direction to the AMA in support of its mission
- Exercise the care, diligence and skill of a reasonably prudent person under comparable circumstances
- Adhere to the Code of Conduct
- Endeavor to pursue the best interests of the AMA rather than their own interests or that of a constituency
- Strive to relay to the applicable individual(s) any information obtained which is of interest to the AMA
- Treat individuals fairly and with courtesy and respect

### **8.2 Meetings**

Directors shall:

- Understand their roles and act on them
- Attend and actively participate in meetings, and provide due notice if they are unable to attend
- Prepare for meetings by reading materials pre-circulated in advance
- Strive to make positive and constructive contributions in meetings and to interact with others courteously, respectfully and free of animosity
- Participate in applicable evaluation processes (e.g., Board Self-Evaluation and performance feedback pertaining to the executive director)

### **8.3 Direction to Staff**

- The board will issue direction to the executive director but not to other staff members.
- The executive director is accountable to the board. No individual director shall issue direction to the executive director.

#### **8.4 Board Wholeness**

Board members are encouraged to engage with AMA members and others on many topics including those discussed by the board. That may include discussing the many perspectives and opinions considered by the board. When doing so, board members should abide by the following:

- Directors shall not make commitments on behalf of the board unless they have the authority to do so.
- Directors shall not breach the confidentiality of comments made by individual board members including votes of individual board members.
- Regardless of their personal view, directors shall not speak against or undermine board solidarity once a decision or recommendation has been made.

#### **8.5 President as Spokesperson**

- The official spokesperson of the AMA is the president and, consequently, all public announcements will be made by and through him/her or his/her designate.
- The president may make public statements on policy matters that have been approved by the board.

#### **8.6 Meetings with External Stakeholders**

The AMA encourages and benefits from the participation of directors who are leaders in the community. As such, it is acknowledged that there will be communication (including meetings, discussions and correspondence) between directors and other community leaders. This includes, but is not limited to, Members of the Legislative Assembly, Members of Parliament, civic leaders and Alberta Health Services' board members and senior administrators.

Directors shall, in all situations that are of direct interest to the AMA:

- Inform the AMA, where practical, of their intention to meet or otherwise communicate with other community leaders and seek guidance as to content and appropriateness of that communication. The director will comply with the guidance provided by the board.
- Shall in all such communication fully comply with this Code of Conduct
- Inform the AMA of the results of any such communication

### **9. Breaches of the Code of Conduct**

A director who has breached his or her duty by violating the Code of Conduct will be liable to forfeiture of board membership or other form of censure as established by the board, subject to the terms and conditions of the AMA Bylaws.

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I ACKNOWLEDGE that I have read and understood the Code of Conduct and I agree to conduct myself in accordance with its provisions. Further, I agree to review the Code of Conduct from time to time during my term of appointment and, upon the receipt of revisions, if any, to familiarize myself with those changes.

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(date)

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(signature)

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(print name)

February 2018