



CODE OF CONDUCT FOR CPA VOLUNTEERS

Policy Statements:

The CPA is a member-driven professional association with a mandate to:

- improve the health and welfare of all Canadians,
- promote excellence and innovation in psychological research, education, and practice,
- promote the advancement, development, dissemination, and application of psychological knowledge, and
- provide high-quality services to members.

To fulfill that mandate, the CPA relies upon public trust, and upon the knowledge, experience and goodwill of its Directors, officers, members, and other volunteers. The CPA's reputation, credibility, and success depend on the fairness, due diligence, impartiality, integrity, and good faith of many people. The objective of this Volunteer Code of Conduct ("**Code**") is to set clear expectations for the principles, standards, and behaviours of those who act on behalf of the CPA.

The Code must be signed and the disclosure statement (Appendix A) must be completed and submitted to the CPA.

Application

This Code applies to:

- Directors
- Chairs and members of CPA Committees
- Chairs and Executive members of CPA Sections
- Chairs and members of CPA Working Groups
- Members who write policy or position statements
- Chair and members of the Accreditation Panel
- Any volunteer not otherwise mentioned who has access to CPA confidential information (e.g., CPA Journal Editor).

For purposes of this Code, the foregoing individuals are collectively referred to as "**Persons**" or individually as a "**Person**".

Due to their employment relationships, Persons may also be bound by corporate or academic codes of conduct or related policies. This Code is not intended to supersede or replace those codes or policies, which continue to apply to Persons while they are acting in their capacity as employees of their employer (other than the CPA, if applicable). Instead, this Code applies to Persons when they are acting for or on behalf of the CPA, whether on CPA premises or not, or during regular working hours or not.

The following provisions are intended to guide the behavior of all Persons when conducting business on behalf of the CPA. The expected principles, standards and behaviours as outlined in this Code should be considered as a supplement to good judgment. The fundamental principle of this Code is personal responsibility for professional conduct, consistent with the standards of professionalism and ethics long espoused by the CPA.

The standards below are not intended to be exhaustive but are representative of common circumstances that may arise. Should a Person be confronted with a situation where further guidance is required, the matter should be discussed with the Chief Executive Officer (CEO) and if the matter is not resolved then the issue should be elevated to the Chair of the Board.

FIDUCIARY OBLIGATIONS

General

The CPA is governed by the *Canada Not-for-profit Corporations Act* (the “**Act**”). The Act codifies the fiduciary obligations of Directors and Officers, which were first established by the common law in the 19th century. By virtue of being able to exercise discretion on behalf of the CPA, it is likely that most, if not all, Persons would be deemed to be “**fiduciaries**” of the CPA under the common law – whether or not they are Directors or Officers of CPA.

As a result, all Persons (not just Directors and Officers) should abide by the following standards – regardless if they only refer to Directors and Officers.

Under the Act:

148(1) Every director and officer of a corporation in exercising their powers and discharging their duties shall:

- a. act honestly and in good faith with a view to the best interests of the corporation; and
- b. exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

The first of those duties is commonly referred to as the “**fiduciary duty**” (or the “duty of loyalty”) and the second is commonly referred to as the “**duty of care**” (or the “standard of care”). As stand-alone principles, those duties appear quite simple. However, those duties have been held by courts to contain several requirements that are discussed further below.

Fiduciary Duty

The fiduciary duty requires fiduciaries to place a corporation’s best interests ahead of any personal interests or competing interests. The following is a summary of the four constituent elements of the fiduciary duty: (A) to act honestly and in good faith; (B) to avoid conflicts of interest; (C) to act in the best interests of the corporation; and (D) to maintain the confidentiality of corporate information.

A. Act Honestly and in Good Faith

The requirement under Section 148(1)(a) of the Act to act “honestly and in good faith” derives from the common law requiring fiduciaries to be honest in their dealings with the corporation. According to commentary on the subject, a “director must not actively mislead” the corporation or other Directors and must “disclose all relevant information that they have to the board”. The duty to disclose all

relevant information, however, may be subject to a fiduciary duty that the fiduciary owes to a third party.

B. Conflicts of Interest

The requirement to act honestly and in good faith is closely tied to the duty to avoid conflicts of interest. A conflict arises when the personal or outside professional interests or activities of a fiduciary influence or have the potential to influence the exercise of their judgment in the performance of their duties. A fiduciary must not allow competing interests or duties to conflict with their duties to the corporation, including profiting at the expense of the corporation or appropriating opportunities that belong to the corporation.

This duty remains, even after a fiduciary is no longer involved with the corporation. In *Canadian Aero Service Ltd. v O'Malley*, the Supreme Court of Canada held that two (2) officers breached their fiduciary duty to the corporation after they had left the corporation by pursuing an opportunity that they had worked towards while they were officers of the corporation.

Another example of a potential conflict of interest is where an entity or group who employs a director seeks to control such director following their election. In commenting upon a fact situation in which a parent corporation had significant representation on the board of its less than wholly-owned subsidiary, Lord Denning stated the following in *Scottish Co-operative Wholesale Society Ltd. v Meyer*:

It is plain that, in the circumstances, these three gentlemen could not do their duty by both companies, and they did not do so. They put their duty to the co-operative society [the parent company] above their duty to the textile company [the subsidiary] in this sense, at least, that they did nothing to defend the interests of the textile company against the conduct of the co-operative society. They probably thought that “as nominees” of the co-operative society their first duty was to the co-operative society. In this they were wrong. By subordinating the interests of the textile company to those of the co-operative society, they conducted the affairs of the textile company in a manner oppressive to the other shareholders.

It should be noted that the Act permits Directors and Officers to have limited conflicts of interest, subject to certain exceptions if there has been timely and full disclosure of the conflict and the Director has refrained from voting on the matter.

Procedures governing, and examples of, conflicts of interest are discussed further in this Code.

C. Best Interests

How do fiduciaries of a corporation ensure that they act in a corporation’s “best interests”, as section 148(1)(a) of the Act requires?

Current law is established through a line of cases represented by the decision in *Teck Corporation Ltd. v Millar* (“**Teck**”), which explored the fiduciary duty in the context of a takeover bid. In *Teck*, it was held that where the purpose for which a power was intended to be exercised is not ascertainable from the statute or corporate constitution, its exercise by fiduciaries will be unimpeachable, regardless of the effect on shareholders’ rights (which, for purposes of this Code, might be read as members’ rights) so long as: (1) the fiduciaries, in exercising the power, acted in good faith in what they believed to be

the corporation's best interests, and (2) there are reasonable grounds for this belief.

D. Confidentiality

Fiduciaries must not disclose any confidential or proprietary information that they have learned in their capacities as fiduciary. Persons should presume that all information about the CPA's activities and affairs is confidential. Directors or other Persons must feel free to speak openly and freely at the Board, committee meetings, etc., without fear that these discussions will become public.

Duty of Care

The duty of care, as set out in Section 148(1)(b) of the Act, requires Directors and Officers to act carefully, on an informed basis, exhibiting the diligence and skill that a reasonably prudent person would exercise in comparable circumstances. As discussed above, all Persons should hold themselves to this standard because they are likely fiduciaries. Case law and commentary on the duty divides the duty into two (2) constituent parts: (A) care, diligence, and skill; and (B) the standard of care.

a. Care, Diligence and Skill

In *Peoples Department Store Inc. (Trustee Of) v. Wise*, this element of the duty of care was succinctly summarized by the Supreme Court of Canada as follows:

Directors and officers will not be held to be in breach of the duty of care if they act prudently and on a reasonably informed basis. The decisions they make must be reasonable business decisions in light of all the circumstances about which the Directors or Officers knew or ought to have known. In determining whether Directors have acted in a manner that breached the duty of care, it is worth repeating that perfection is not demanded.

The foregoing paragraph contains an articulation of what is known as the “**business judgment rule**”, which establishes that a court will look to see that the fiduciaries have made a reasonable decision, not necessarily a perfect decision. Provided the decision is taken within a range of reasonableness, the court will not substitute its opinion for that of the Board, committee, or management, even though subsequent events may cast doubt on the decision.

Fiduciaries must be able to demonstrate that they took an active role in the decision-making process and were fully informed. The Board, committee, and other decision-making bodies should document their respective processes and the reasons for their decisions through the minutes of their meetings, as these records will form the evidence that fiduciaries have discharged their duties.

b. Standard of Care

The duty of care contains a standard through which courts will assess a fiduciary's care, diligence, and skill: that of a reasonably prudent person in comparable circumstances. When interpreting the phrase “in comparable circumstances”, courts have also considered the significance of the action to the fiduciary when making the decision, the time available for making the decision, and the alternatives open to the corporation.

STANDARDS OF CONDUCT

General

In their interactions or involvement with the CPA, each Person must, at all times, act honestly, with integrity, and in a manner that will bear the closest public scrutiny. All Persons must conduct themselves in accordance with all applicable laws. In addition, in fulfilling their duties and responsibilities, Persons must abide by the latest edition of the *Canadian Code of Ethics for Psychologists* as well as the CPA's By-laws, Governance Policies, and any other policies, rules, terms of reference, standards, procedures, and guidelines relevant to their role.

Respectful Workplace

Persons have a role to play in helping to ensure the CPA provides a healthy, safe, respectful, and inclusive environment. The workplace (which includes any place where the business of the CPA is conducted or where social functions of the CPA occur) must be free from violence, discrimination, personal and sexual harassment, intimidation, humiliation, and disrespectful or demeaning behaviour. Violence, discrimination and harassment can take many forms including physical actions, spoken or written words or media. Such behavior could also take the form of engaging in a course of vexatious comments or conduct related to one or more of the grounds prohibited by the Ontario *Human Rights Code*, including a person's characteristics such as age, race, colour, religion, sex (gender), conviction, sexual orientation, status, national or ethnic origin, physical or mental disability or any other prohibited grounds recognized by law.

Any threats or acts of violence, discrimination or harassment by or against Persons or others are not tolerated at the CPA. Any Person aware of behavior considered to be either violent, discriminatory or harassing, must immediately notify governance@cpa.ca.

Privacy

Respecting the privacy of members, employees, volunteers, and other Persons is of the utmost importance, and as such, all personal information (which refers to any information, recorded in any form, about an identified individual, such as name, date of birth, residential address and phone number, email address, or an individual whose identity may be inferred or determined from that information) must be handled responsibly and in compliance with all applicable privacy laws and any relevant contractual obligations. In essence, Persons must respect that (1) files containing personal information can only be accessed on a need-to-know basis, (2) personal information can only be disclosed with consent of the individual, and (3) personal information can only be shared as authorized. Refer to the CPA's Privacy Policy for more information.

Confidentiality

During the normal course of business, Persons may have access to, among other things, non-public information regarding the CPA. This information is a key corporate asset, and every Person has an obligation to protect it and keep it in the strictest confidence, except when disclosure is explicitly authorized by the CPA or when disclosure is legally required. The unauthorized use or disclosure of confidential information of the CPA could destroy its value and give an unfair advantage to others. Care should be taken in disposing of documents containing confidential information, such as shredding documents, before discarding. Persons must not use confidential information for their own advantage or profit.

A Person's obligation to protect the confidential information of the CPA exists whether or not the

information is explicitly labelled as being confidential and the obligation continues even after ceasing to be involved with the CPA.

Intellectual Property

In their role with the CPA, Persons' activities may result in the creation or development of Intellectual Property Rights. Such Intellectual Property Rights will be the exclusive property of the CPA, whether created on CPA premises or not, or during regular working hours or not.

All Persons will transfer and assign to the CPA all legal and equitable rights, title, ownership, and interest in any Intellectual Property Rights that they create or develop while engaged by the CPA and agree to execute and deliver any further documents and instruments as may be necessary to fully and effectually give effect to such transfer and assignment.

Further, each Person irrevocably waives all moral rights arising under the *Copyright Act* (Canada) or similar legislation in any applicable jurisdiction, or at common law, that they have or may have with respect to the Intellectual Property Rights that they created or developed, including any rights that they may possess to have their name associated with, or dissociated from, the Intellectual Property Rights, any rights that they may have to prevent the alteration, translation or destruction of the Intellectual Property Rights, and any rights that the undersigned may have to control the use of the Intellectual Property Rights in association with any product, service, cause or institution.

For the purposes of this Code, "**Intellectual Property Right**" refers to any right that is or may be granted or recognized under any Canadian or foreign law regarding patents, inventions, copyrights, neighbouring rights, moral rights, trade secrets, trade-marks, trade names, service marks, industrial designs, mask works, privacy, publicity, celebrity and personality rights and any other statutory provision or legal principle regarding intellectual and industrial property, whether registered or unregistered, and including rights in any application, registration, renewal or extension for any of the foregoing.

Protection and Proper Use of Corporate Assets

All Persons are expected to protect the assets of the CPA and ensure they are used for legitimate business purposes only. Theft, carelessness, and waste have a direct impact on the business of the CPA. Any suspected incidents of fraud or theft should be immediately reported for investigation.

The assets of the CPA include information, equipment, office supplies, hardware, software, intellectual property, and time. Such assets may not be used for personal benefit, nor may they be sold, borrowed, or given away without proper authorization. Occasional personal use of certain corporate resources (e.g., computer, fax, or e-mail) is acceptable where the interests of CPA are not adversely affected. However, Persons are expected to consult a member of management for approval if in doubt.

Conflicts of Interest

A conflict of interest arises when the personal or outside professional interests or activities of a Person influence, or have the potential to influence, the exercise of their judgment in the performance of their duties. Conflicts of interest can also arise where a Person's private interests interfere with the interests of the CPA. Conflicts of interest and even the appearance of a conflict of interest may compromise the reputation of the CPA and must be avoided. If a Person, during their term of office or

engagement with the CPA, has a private or personal competing interest which could potentially interfere with the proper exercise of their judgment, then such Person is in a conflict-of-interest situation. It is important to note that a conflict-of-interest situation does not necessarily imply any wrong-doing on the part of a Person; however, such situations must be disclosed to the CPA as described herein. As a general principle, Persons must avoid any actions that might give the appearance that a conflict of interest could reasonably be viewed as affecting their objectivity.

The following list of non-exhaustive examples illustrates situations that may lead to an indirect or direct conflict of interest.

- **Position of Influence or Financial Interest:** Holding a Position of Influence (as defined below) within, or having a Financial Interest (as defined below) in, an organization that has, or is likely to have, dealings with the CPA.
- **Accreditation Conflicts:** Participation in the discussion or voting on accreditation for a program with which the individual is affiliated.
- **Professional Consultations:** A site visitor from the Accreditation Panel delivering a workshop or other professional consultation for program staff during a site visit.
- **Ethics Committee Conflicts:** Reviewing a complaint against a member who is a research collaborator, colleague, or partner of the individual on the Committee on Ethics.
- **Contract Awards:** Discussing or voting on the award of a contract for services where the individual or their spouse is an applicant.
- **Officer Appointments:** Voting on the appointment of an officer who is related to, or a close colleague of, the individual.
- **Research Funding Conflicts:** Voting on a research matter involving an organization from which the individual has received grant/research/clinical trial funding.
- **Investment or Relationship Conflicts:** Any investments or relationships (including undeclared relationships between Board members) that could be perceived by a reasonable, well-informed participant as having the potential to influence the individual's fiduciary responsibility.
- **Consulting Engagements:** Involvement in consulting work for an organization seeking or having received funding from the CPA.
- **Employment Conflicts:** Employment of the individual or their immediate family member by an organization that competes with or significantly interacts with the CPA.
- **Grant Applications:** Participation in a review panel for a grant application where there is a personal or professional relationship with the applicant.
- **Public Endorsements:** Publicly endorsing a product or service that competes with a product or service endorsed or offered by the CPA.
- **Confidential Information:** Using confidential information gained through their position for personal benefit or to benefit another organization.
- **Regulatory Conflicts:** Holding a position on the regulatory body of another profession whose interests may overlap or conflict with the CPA; being registered or licensed as a mental health professional whose interests may overlap or conflict with the CPA.
- **External Leadership Roles:** Holding a leadership role in external organizations whose interests may overlap or conflict with the CPA.
- **Advisory Roles:** Holding an advisory role in a company or organization that directly competes with

the CPA's initiatives and/or interests.

- **Political Activities:** Involvement in political activities or advocacy that conflicts with the CPA's policies or positions.
- **Honoraria and Gifts:** Accepting honoraria, gifts, or other benefits from organizations or individuals seeking to influence the CPA's decisions.

Definitions:

- **Position of Influence:** A role within an organization that allows for decision-making or significant influence over the organization's activities.
- **Financial Interest:** Any financial relationship, such as ownership, employment, or contractual agreement, that could result in financial gain or loss based on decisions made by the CPA.

Initial Disclosure

Every Person is obliged to disclose in writing to CPA any Financial Interests (e.g., ownership or part ownership of a business) and Positions of Influence (e.g., being a director, officer, or senior employee in another organization) that could lead to a potential, apparent or actual conflict of interest using the Disclosure Statement attached at Appendix "A".

In addition, if a real or apparent conflict of interest is determined to be present, Persons then have a responsibility to declare the conflict and to recuse themselves from discussions and decisions that could be influenced by the conflict. The determination should be sought from the entire body to which the Person belongs (e.g., Board, committee, or other decision-making body) and/or the senior officers of that body, and/or an Executive Officer of the CPA.

On-Going Disclosure

In addition, the Disclosure Statement must be updated whenever the Person's circumstances change in a way that would necessitate further disclosure. The Person also has the obligation to disclose any potential, apparent or actual conflict of interest when it arises during any Board, committee, section, Accreditation Panel meetings that they may attend so that the Board, committee, section, Accreditation Panel, as applicable, is aware of the situation and can take appropriate action.

Management of Conflicts

Among other courses of action that may be determined by the Board, a Person who is involved with, or has an interest in, or deals in any manner with a third party which might cause a conflict of interest, should not be present and participate in any Board, committee, section, or Accreditation Panel decisions if the declared potential conflict of interest could influence the decision or actions of the CPA. It is the obligation of the Person to declare such potential, apparent or actual conflict of interest before discussions take place so that the Board, committee, Section, or Accreditation Panel is aware of the situation to ensure that the Person is not present when the discussion and decision process on the item in question are taking place. This course of action should be recorded in the minutes of the meeting. In addition to declaring one's conflict and/or recusing themselves from a discussion, in some cases, it may be prudent for the individual to resign from their leadership position within the CPA (or alternatively, if applicable, resign from the other external position).

COMPLIANCE

Duty to Report

Persons who know of, or suspect, a violation of the Code or of any applicable law, rule or regulation have an obligation to immediately report this information to a member of management or, in the case of a Director, the Chief Executive Officer or the Chair of the Board. No one will be subject to retaliation because of a good faith report of suspected misconduct. All reported violations will be promptly investigated and treated confidentially to the extent possible. Persons are expected to cooperate fully in internal investigations of misconduct.

Non-Compliance

In the event of an allegation of non-compliance with this Code, the Board may investigate into and determine the validity of such allegation and may take such steps or measures as the Board may, in its sole discretion, determine appropriate, including declaring that a Person is in breach of this Code. Without limiting any remedies under this Code or under applicable law, the Board may require the Person to:

- account to the CPA for any gain or benefit made directly or indirectly, arising from an involvement with, or an interest in, or from dealing in any manner with a third party that gives rise to a conflict of interest; or
- take appropriate action as determined by the Board.

Decision Review Process

A Person may request in writing, within 30 days, a review of a Board's decision relating to non-compliance with this Code. In certain circumstances, the Board may arrange for an independent third party to assess the decision of the Board. The third party would provide an opinion on the overall merit of the decision. The ultimate decision on the merits of a Board decision rests with the Board.

Administration

The Board is responsible for monitoring compliance with the Code, for regularly assessing its adequacy, for interpreting the Code in any situation and for approving any changes to the Code from time to time.