

KGH MSA WORKING GROUP POLICIES AND CODE OF CONDUCT

Intent

The purpose of this document is to guide the KGH MSA Members of the Working Group committee members about their obligations concerning conflicts of interest and confidentiality. This Code is not exhaustive; it is acknowledged that no articulation of policies, guidelines, and procedures can anticipate all situations.

Background

To ensure the MSA Working Group members understand what is expected of them, both morally and legally, this Code of Conduct and Conflict of Interest Policy outline their responsibilities, expectations, and obligations.

MSA Working Group members are expected to be committed to ethical, businesslike, and lawful conduct; contribute to fair and effective decision making; and speak with one voice. They are expected to “exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.”

This responsibility is significant yet ambiguous; different people have different conceptions of what these things mean in practice. What might be ethical to one member may be considered unethical by another. Similarly, conflicts of interest, both real and perceived, may be unavoidable but need not prevent an individual from serving as an MSA Working Group member.

Policy

1. Scope

This Code applies to all members of the KGH MSA Working Group. The provisions of the Code are in addition to, and not a substitute for, any Doctors of BC FESC obligations to the MSAs. Anyone requiring clarification on any provision of this Code should seek the advice of an MSA Working Group Executive.

This Code:

- a) Reviews MSA Working Group members' duties.

- b) Guides MSA Working Group members on matters of conflict of interest and confidentiality.
- c) Provides a Form of Declaration for MSA Working Group Executives to sign annually to confirm their agreement to comply with the Code.

2. Definitions

- 2.1. “Private interest” means a pecuniary or economic interest or advantage and includes any real or tangible benefit that personally benefits the executive or any of his or her associates.
- 2.2. “Associate” means:
 - i. A member’s close relative, including spouse, son or daughter, or any other relative who shares the same home as the member.
 - ii. A member’s employer.
 - iii. An individual with whom a member is connected by frequent or close association.
 - iv. A corporation of which the member beneficially owns, directly or indirectly, more than 20% of the voting rights attached to all outstanding voting securities of the corporation.
 - v. A trust or estate in which the member has a substantial beneficial interest or for which the member serves as trustee.
 - vi. Other entities where the member serves on the Committee.
 - vii. Other community organizations in which the member participates.

3. Duties

KGH MSA Working Group members’ duties include the following:

3.1 Duty of Loyalty

MSA Working Group members must “act honestly and in good faith with a view to the best interests of the MSA.” In placing the interests of the KGH MSA ahead of their own personal or business interests, members must:

- a) Be honest in their dealings with the KGH MSA Working Group and with others on behalf of the KGH MSA Working Group.
- b) Avoid situations where they could profit at the expense of the KGH MSA Working Group, appropriate a business opportunity of the KGH MSA Working Group, or otherwise put themselves in a position of conflict between their own private interests and the best interests of the KGH MSA Working Group.
- c) Avoid speaking against or undermining any decision of the committee, regardless of whether the Executives agree with or voted for that decision.
- d) Avoid engaging in an activity or speaking publicly on matters where this could be perceived as an official act or representation of the KGH MSA Working Group unless specifically authorized to do so by the KGH MSA Working Group.

3.2 Duty of Care

KGH MSA Working Group Executives owe a duty of care to the KGH MSA Working Group and must exercise the degree of diligence and skill of a reasonably prudent person

3.3 Duty of Confidentiality

KGH MSA Working Group Executives must not divulge confidential information that they receive as a executive to anyone other than persons who are authorized to receive the information. The duty to maintain information in confidence continues after a member ceases to be an Executive.

3.4 Duty to Disclose

Executives have a duty of continuous disclosure. Members who become aware of a matter that has a duty to disclose or report under this Code must advise the Chair of the Committee as soon as is reasonably practicable. Executives have a duty to disclose to the president or other officer any real, potential, or perceived conflict of interest that they are aware of between any other Executive, member, and the KGH MSA Working Group.

3.5 Duty of Compliance

Executives shall comply with all applicable laws and regulations and with the KGH MSA Working Group's bylaws and policies adopted by the committee from time to time, including this Code. No executive shall commit or condone an illegal act or instruct another executive to do so. All executives are expected to follow the spirit as well as the letter of the law.

3.6 Duty of Knowledge

Executives must familiarize themselves with the relevant legislation applicable to the KGH MSA Working Group and to Executives and satisfy themselves that appropriate safeguards are in place to ensure compliance with that legislation.

4. Conflict of Interest

4.1 A conflict of interest is a situation in which the private interests of an executive conflict, potentially conflict, or appear to conflict directly or indirectly with his or her duties to the KGH MSA Working Group Executives, including his or her duty to act in the best interests of the KGH MSA Working Group Executives.

4.2 An actual conflict of interest exists where an executive exercises an official power or performs an official duty at the same time knowing that, in so doing, there is the opportunity to further a private interest.

4.3 A potential conflict of interest exists where there is some private interest that could influence the performance of an executive's duty or function or the exercise of power, provided that the executive has not yet exercised that duty or function.

4.4 A perceived conflict of interest exists where an informed individual might reasonably believe that a conflict of interest exists on the part of the executive.

The strongest defence against a conflict of interest is a strategy of avoidance. By creating systems and processes that, as a matter of practice, avoid actual, potential, or perceived conflicts of interest, the KGH MSA Working Group Executives can most effectively reduce the risks associated with conflicts of interest. Each Executive has a responsibility first and foremost for the welfare of the KGH MSA Working Group Executives. Every executive

should avoid any situation in which there is an actual, potential, or perceived conflict of interest that could interfere with the executive's judgment in making decisions in the KGH MSA Working Group's best interests.

4.4 Protocol for Addressing Conflicts of Interest

An executive has an obligation to declare a conflict of interest at the earliest possible time before the issue is discussed or any decision is made. Once a conflict is declared, the person recording the meeting's proceedings notes the declaration, and the executive must:

- a) Abstain from voting or consenting on the matter in question.
- b) Remove him or herself from the proceedings during discussion or voting on that matter, contract, or arrangement.
- c) Refrain from participating further in any activities involved with the matter and from any action intended to influence the discussion or vote.

If an executive is unsure about being in conflict, that executive should raise the potential conflict with the Committee, which then determines whether a conflict of interest exists. The executive may give the Committee a statement on his or her opinion of whether a conflict exists, and the Committee may ask the executive questions that would clarify matters about the potential conflict. An executive who perceives another executive to be in conflict should identify the potential conflict to the Committee at the first opportunity. The Committee determines by majority vote whether a conflict exists, and the person with the potential conflict follows the process outlined above.

Where a conflict of interest is discovered after a matter has been considered, the conflict must be declared to the Committee and appropriately recorded at the first opportunity. If the Committee determines that the executive's involvement has influenced, or could be perceived to have influenced, the decision, the Committee must re-examine the matter and may rescind, vary, or confirm its decision.

5. Confidential Information

Confidential information is information that, if disclosed, might prejudice the interests of the KGH MSA Working Group or the privacy rights of its members or stakeholders. Executives should always maintain the confidentiality of all confidential information and all records of the KGH MSA Working Group and must not make use of or reveal such information or records except while performing their duties or unless the documents or information become a matter of general public knowledge.

All information generated within the KGH MSA Working Group is confidential in the sense that it is for the sole purpose of the business of the KGH MSA Working Group.

Executives may not use confidential information obtained through their association with the KGH MSA Working Group to further their private interests or the private interests of their associates. KGH MSA Working Group Executives are subject to the BC [Personal Information Protection Act](#) with respect to their collection, use, disclosure and retention of personal information.

The KGH Physicians Society collects, uses, and discloses personal information about individuals to:

- provide and administer services to its clients;
- develop, manage, protect, and improve its services;
- conduct customer satisfaction surveys;
- comply with legal requirements; and
- manage its operations.

6. Privacy Principles

6.1 Accountability for Personal Information

The organization is responsible for personal information under its control and will designate an individual or individuals who are accountable for its compliance with the following principles.

6.2 Identifying Purposes for Personal Information

The organization identifies the purposes for which personal information is collected at or before the time the information is collected.

6.3 Consent for Personal Information

The organization requires the knowledge and consent of the individual for its collection, use, or disclosure of personal information, except where inappropriate or not required by law.

6.4 Limiting Collection of Personal Information

The organization limits its collection of personal information to that which is necessary for the purposes it has identified. It collects information by fair and lawful means.

6.5 Limiting Use, Disclosure and Retention of Personal Information

The organization does not use or disclose personal information for purposes other than those for which it was collected, except with the consent of the individual or as required by law. Personal information is retained only as long as necessary for the fulfillment of those purposes.

6.6 Ensuring Accuracy of Personal Information

The organization ensures that personal information is as accurate, complete, and up to date as is necessary for the purposes for which it is to be used.

6.7 Openness about Personal Information Policies and Practices

The organization makes readily available to individuals' specific information about its policies and practices relating to the management of personal information.

6.8 Safeguards for Personal Information

The organization protects personal information using security safeguards appropriate to the sensitivity of the information.

6.9 Individual Access to Personal Information

Upon request, the organization will inform an individual of the existence, use, and disclosure of his or her personal information and will give access to that information. An individual will be able to challenge the accuracy and completeness of the information and have it amended as appropriate.

6.10 Challenging Compliance with the Privacy Policy

An individual can address a challenge concerning compliance with the above principles to the designated individual or individuals accountable for the organization's compliance and to the Office of the BC Information and Privacy Commissioner.

6.11 Breach Reporting

A privacy breach occurs when there is unauthorized access to or collection, use, disclosure or disposal of personal information. The most common privacy breach happens when personal information of customers, patients, clients or employees is stolen, lost or mistakenly disclosed. Examples include when a computer containing personal information is stolen or when personal information is mistakenly emailed to the wrong person.

Any staff member or contractor who becomes aware of a privacy breach is responsible for notifying the Privacy Officer or their manager immediately.

The Privacy Officer will:

- Identify the information, cause and extent of the breach, and determine the number of individuals affected.
- Contain the breach.
- Evaluate risks and determine whether harm could come to affected parties.
- Collaborate with management on notification to affected parties.
- report to the Office of the Privacy Commissioner for BC on the prescribed form.
- determine if any other parties should be notified; and
- Cooperate with authorities during breach investigations.

This Privacy Policy is to be read in conjunction with the associated Privacy Procedures. Questions about this Privacy Policy can be directed to the Privacy Officer at admin@kghmsa.ca.

This privacy policy is based on Schedule 1 of the federal Personal Information Protection and Electronic Documents Act (PIPEDA), which is, in turn, based on the Canadian Standards Association's Model Code for the Protection of Personal Information. The organization is subject to British Columbia's Personal Information Protection Act (PIPA), which the federal government has deemed to be substantially similar to PIPEDA. It is also subject to independent oversight by the BC Information and Privacy Commissioner www.oipc.bc.ca.

The KGH MSA Working Group is subject to the BC Personal Information Protection Act with respect to their collection, use, disclosure and retention of personal information. The KGH MSA Working Group collects, uses, and discloses personal information about individuals to:

- provide and administer services to its clients.
- develop, manage, protect, and improve its services.
- conduct customer satisfaction surveys.
- comply with legal requirements; and
- manage its operations.

7. Privacy Procedures

These procedures support the ten interrelated principles that form the basis of the organization's Privacy Policy.

7.1 Assign Accountability

The organization is responsible for personal information under its custody and/or control and has designated an individual who is accountable for its compliance.

Accountability for the organization's compliance with the principles rests with the designated Privacy Officer, even though other individuals within the organization may be responsible for the day-to-day collection and processing of personal information. In addition, other individuals within the organization may be delegated to act on behalf of the designated individual.

- The identity of the individuals designated by the organization to oversee its compliance with the principles is made known.
- The organization is responsible for personal information in its possession or custody, including information that has been transferred to a third party for processing. The organization uses contractual or other means to provide a comparable level of protection while the third party is performing the processing.
- The organization has implemented policies and procedures to give effect to the principles, including:
 - Protection of personal information.
 - Response to complaints and inquiries.
 - Breach notification and reporting.
 - Staff training; and

- Guidance to comply with its policies and procedures.

7.2 Identify Purposes for Collecting Personal Information

- The organization identifies the purposes for which it collects personal information at or before the time the information is collected.
- The organization documents the purposes for which it collects personal information to comply with Openness (Clause 8) and Individual Access (Clause 9).
- Identifying the purposes for which personal information is collected at or before the time of collection allows the organization to determine the information it needs to collect to fulfill these purposes. Limiting Collection (Clause 4) requires the Organization to collect only that information necessary for the identified purposes.
- The identified purposes are specified at or before the time of collection to the individual from whom the personal information is collected. Depending upon the way in which the information is collected, this can be done orally or in writing. An agreement or a notice, for example, can give notice of the purposes.
- When personal information that has been collected is to be used for a purpose not previously identified, the new purpose shall be identified before use. Unless the new purpose is required by law, the consent of the individual is required before information can be used for that purpose.
- Persons collecting personal information for the organization are able to explain to individuals the purposes for which the information is being collected.

7.3 Obtain Consent to Collect, Use and Disclose Personal Information

- The knowledge and consent of the individual are required for the collection, use, or disclosure of personal information, except where inappropriate.
- In certain circumstances, personal information can be collected, used, or disclosed without the knowledge and consent of the individual. For example, **legal, medical, or security reasons** may make it impossible or impractical to seek consent. When information is being collected as required or authorized by law, seeking the consent of the individual might defeat the purpose of collecting the information.

- Consent is required for the collection of personal information and the subsequent use or disclosure of this information. Typically, the organization seeks consent for the use or disclosure of the information at the time of collection. In certain circumstances, consent with respect to use or disclosure, may be sought after the information has been collected but before use (for example, when the organization wants to use information for a purpose not previously identified).
- The principle requires "knowledge and consent." The organization will make a reasonable effort to ensure the individual is advised of the purposes for which the information will be used. To make the consent meaningful, the purposes will be stated in such a manner that the individual can reasonably understand how the information will be used or disclosed.
- The organization does not, as a condition of the supply of a service, require an individual to consent to the collection, use, or disclosure of information beyond that required to fulfill the explicitly specified and legitimate purposes.
- The form of the consent sought by the organization may vary, depending upon the circumstances and the type of information. In determining the form of consent to use, the organization will consider the sensitivity of the information.
- In obtaining consent, the organization also considers the reasonable expectations of the individual.
- How the organization seeks consent may vary, depending on the circumstances and the type of information collected. It generally seeks express consent when the information is likely to be considered sensitive. Implied consent is generally appropriate when the information is less sensitive.
- Individuals can give consent in many ways. For example:
 - A notice may be used to seek consent, collect information and inform the individual of the uses that will be made of the information. By completing and signing a form, the individual is giving consent to the collection and the specified uses.
 - Individuals may request that their names and addresses not be given to other organizations or used for marketing purposes,
 - Consent may be given orally when information is collected over the telephone, or
 - Consent may be given at the time that individuals use a service.
- An individual may withdraw consent at any time, subject to legal or contractual restrictions and reasonable notice. The organization will inform the individual of the implications of such withdrawal.

7.4 Collect Only Necessary Personal Information

The organization collects only the personal information necessary for the purposes it has identified. It collects information by fair and lawful means.

- The organization does not collect personal information indiscriminately. It limits both the amount and the type of information collected to that which is necessary to fulfill the purposes identified. The organization specifies the type of information collected as part of its information-handling policies and practices, in accordance with Openness (Clause viii).
- The requirement that personal information be collected by fair and lawful means is intended to prevent the organization from collecting information by misleading or deceiving individuals about the purposes for which information is being collected. This requirement implies that consent with respect to collection must not be obtained through deception.

7.5 Limit Use, Disclosure, and Retention of Personal Information

The organization does not use or disclose personal information for purposes other than those for which it was collected, except with the consent of the individual or as required by law. The organization retains personal information only as long as necessary for the fulfillment of those purposes.

- If considering using personal information for a new purpose, the organization will obtain consent (see Clause iii) and document this purpose (see Clause ii).
- The organization has developed guidelines and implemented procedures with respect to the retention of personal information. These guidelines include minimum and maximum retention periods. Personal information that has been used to decide on an individual will be retained long enough to allow the individual access to the information after the decision has been made. The organization is subject to legislative and regulatory requirements with respect to retention periods.
- Personal information that is no longer required to fulfill the identified purposes is destroyed, erased, or made anonymous. The organization has developed guidelines and implemented procedures to govern the destruction of personal information.

7.6 Ensure Accuracy of Personal Information

Personal information is as accurate, complete, and up to date as is necessary for the purposes for which it is to be used.

- The extent to which personal information is accurate, complete, and up to date depends upon the use of the information, considering the interests of the individual. Information will be sufficiently accurate, complete, and up to date to minimize the possibility that inappropriate information may be used to decide on the individual.
- The organization does not routinely update personal information, unless such a process is necessary to fulfill the purposes for which the information was collected.
- Personal information that is used on an ongoing basis, including information that is disclosed to third parties, will generally be accurate and up to date, unless limits to the requirement for accuracy are clearly set out.

7.7 Implement Safeguards for Personal Information

The organization protects personal information with security safeguards appropriate to the sensitivity of the information.

- The security safeguards protect personal information against loss or theft, as well as unauthorized access, disclosure, copying, use, or modification. The organization protects personal information regardless of the format in which it is held.
- The nature of the safeguards varies depending on the sensitivity of information that the organization has collected, the volume, distribution, and format of the information and the method of storage. More sensitive information will be safeguarded by a higher level of protection.
- The methods of protection include:
 - Physical measures (e.g., locked filing cabinets and restricted access to offices);
 - Organizational measures (e.g., limiting access on a "need-to-know" basis); and
 - Technological measures (e.g., the use of robust passwords and encryption).
- The organization makes its representatives, employees, and contract staff aware of the importance of maintaining the confidentiality of personal information.
- Care is used in the disposal or destruction of personal information to prevent unauthorized parties from gaining access to the information (see Clause v).

7.8 Publish Personal Information Policies and Practices

The organization makes readily available to individuals' specific information about its policies and practices relating to the management of personal information, most notably on its website.

- The organization is open about its policies and practices with respect to the management of personal information. Individuals can acquire such information without unreasonable effort. This information is made available in a form that is generally understandable.
- The information made available includes the:
 - Name or title, and the address, of the persons who are accountable for the organization's policies and practices and to whom complaints or inquiries can be forwarded.
 - Means of gaining access to personal information held by the organization.
 - Type of personal information held by the organization, including a general account of its use.
 - Reference to a website that explains the organization's policies, standards, and procedures; and
 - Personal information that is made available to related organizations (e.g., business partners and service providers).
- The organization makes information on its policies and practices available in a variety of ways. For example, it may choose to make brochures available in its places of business, mail information to its clients, and provide online access.

7.9 Provide an Individual Access to Their Personal Information

Upon request, an individual will be informed of the existence, use, and disclosure of his or her personal information and will be given access to that information. An individual will be able to challenge the accuracy and completeness of the information and have it amended as appropriate.

In certain situations, the organization may not be able to provide access to all the personal information it holds about an individual. Exceptions to the access requirement are limited and specific. The reasons for denying access will be provided to the individual upon request. Exceptions may include information that contains references to other individuals, information that cannot be disclosed for legal, security, or commercial proprietary reasons, and information that is subject to solicitor-client or litigation privilege.

- Upon request, the organization will inform an individual whether it holds personal information about the individual and the sources of this information. It will allow the individual access to this information. In addition, the organization will provide an account of the use that has been made, or is being made, of this information and an account of the third parties to which it has been disclosed.

- An individual may be required to provide sufficient information to permit the organization to provide an account of the existence, use, and disclosure of personal information. The information provided will only be used for this purpose.
- In providing an account of third parties to which it has disclosed personal information about an individual, the organization will be as specific as possible.
- The organization will respond to an individual's request within a reasonable time and at minimal or no cost to the individual. The requested information will be provided or made available in a generally understandable form. For example, if the organization uses abbreviations or codes to record information, an explanation will be provided.
- When an individual successfully demonstrates the inaccuracy or incompleteness of personal information, the organization will amend the information as required. Depending upon the nature of the information challenged, an amendment may involve the correction, deletion, or addition of information. With consent, the amended information will be transmitted to third parties having access to the information in question.
- When a challenge is not resolved to the satisfaction of the individual, the organization will record the substance of the unresolved challenge. When appropriate, the existence of the unresolved challenge will be transmitted to third parties having access to the information in question.

7.10 Implement Procedures to Challenge Compliance

An individual can address a challenge concerning compliance with the organization's Privacy Policies and Procedures to the Privacy Officer and to the BC Information and Privacy Commissioner.

- The individual accountable for the organization's compliance may be contacted by sending an email to the Privacy Officer at Admin@KelownaPhysiciansSociety.ca.
- The organization has procedures in place to receive and respond to complaints or inquiries about its policies and practices relating to the handling of personal information. The complaint procedures are easily accessible and simple to use.
- The organization informs individuals who make inquiries or lodge complaints of the existence of relevant complaint procedures.
- The organization investigates all complaints. If a complaint is found to be justified, it will take appropriate measures, including, if necessary, amending its policies and practices.

These privacy procedures are based on Schedule 1 of the federal Personal Information Protection and Electronic Documents Act (PIPEDA), which is, in turn, based on the Canadian Standards Association's Model Code for the Protection of Personal Information. The organization is subject to British Columbia's Personal Information Protection Act (PIPA), which the federal government has deemed to be substantially similar to PIPEDA. The organization is also subject to independent oversight by the BC Information and Privacy Commissioner www.oipc.bc.ca.

These Privacy Procedures are to be read in conjunction with the associated Privacy Policy. Questions about these Privacy Procedures can be directed to the Privacy Officer at admin@kghmsa.ca.

8. Workplace Bullying and Harassment Policy Statement

8.1 Workplace and Meeting Conduct

Bullying and harassment are not acceptable or tolerated in meetings and the workplace. All Working Group members, Committee of Executives, physicians in general and contracted staff will be treated fairly and respectfully.

8.2 Bullying and Harassment

a) includes any inappropriate conduct or comment by a person towards a Working Group member, Executives, medical staff in general or contract staff that the person knew or reasonably ought to have known would cause that worker to be humiliated or intimidated, but

b) excludes any reasonable action taken by a Working Group member, Executives, medical staff in general or contract staff relating to the management and direction of workers or the place of employment and meetings.

c) examples of conduct or comments that might constitute bullying and harassment include verbal aggression or insults, calling someone derogatory names, harmful hazing or initiation practices, vandalizing personal belongings, and spreading malicious rumours.

8.3 Working Group members, Executives, contract staff, and medical staff in general must:

- not engage in the bullying and harassment of other workers.
- report if bullying and harassment are observed or experienced; and
- apply and comply with the Health Authority's policies and procedures on bullying and harassment.

8.4 Application

This policy statement applies to all Working Group members, Executives, contract staff and medical staff in general, including permanent, temporary, casual, contract, and student workers. It applies to interpersonal and electronic communications, such as email.

9. Annual review

This policy statement will be reviewed every year. All Working Group members, Executives, and contract staff will be provided with a copy.

Approved: *KGH MSA Working Group Executives*

Date: *January 2, 2026*

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