

## Governance and Communications Protocol

### Purpose

HRPA's Act, Regulations, Bylaws and Policies provide a clear framework and definition for its governance and board structure and system. This Governance Protocol goes beyond these, while remaining faithful and consistent with these, to deal with aspects of preferred governance practice: internal Board practices, interfaces between the Board and management and between the Board and stakeholders, members and the public. These are intended to be refreshed and revised on an annual basis based on the board's consensus.

The purpose of this protocol is to facilitate effective board functioning, and open communication among HRPA, its Board, stakeholders, members and the public.

### Principles

HRPA's Board aspires to:

- Be a "governing-type" Board, not a hands-on operating or intervening type Board
- Engage actively at a strategic level rather than an operational, tactical detail level
- Agree on a "no surprises" protocol with management (in both directions)
- Make decisions by consensus wherever possible
- Be transparent in its governance: to the extent practical, feasible and legal, HRPA's stakeholders and members should be able to see how HRPA is governed, to be able to make informed decisions about engaging with the Association.
- HRPA Board meetings are generally confidential meetings. They are not held in public. There is an expectation that the discussions held during the meetings are maintained in confidence.
- Transparency is limited and confidentiality expected, under statute law which prohibits the sharing of private information about staff, clients or others, and also requires board members to act in the best interests of the organization and the public at all times. Protecting the public interest is a central element of being a regulatory body, in the Canadian model, industry or mixed sector regulatory boards govern professional conduct to protect the public and consumers, but are not in the public sector, i.e. not part of government.
- In order to balance these principles, this protocol is intended to provide a clear, consistent protocol for board members to prevent any damage to stakeholders' confidence and uninformed information being released to the public, and to provide the Board with a system to ensure that the Association speaks publicly with one voice.

## Board Meetings, Decision-making and Functioning

1. As much as is practically possible, the Board seeks to make all its decisions by consensus. Consensus means that all board members have agreed to give the course of action an opportunity to proceed. This means that the Chair will encourage all dissenting views to be fully expressed and weighed by the Board. The Chair will seek to build unanimity around a decision before calling for a vote. However, if, in the Chair's view, unanimity or consensus is not reasonably achievable, then the Chair may call for a vote and a majority decision will then stand.
2. While HRPAs meetings are governed by Roberts Rules of Order, it is accepted practice that dialogue and divergent views on agenda items are permitted and encouraged in full before a resolution is actually moved and seconded, in order to promote constructive dialogue, integrate meaningful dissent, and have open deliberations.
3. All Board members, regardless of how long they have served, are strongly encouraged to speak up at the meetings, being direct and open, and not being afraid of being "wrong" or uninformed. Fresh questions often promote innovative thinking and useful challenges or checks. Board members are urged to speak up at meetings if they don't feel that they have the full information, or if they feel that the Board is not spending enough time to discuss options and next steps. Board members should take the time to deal with substantive matters by flagging these with the Chair. Board members with new agenda items or topics should propose these to the Chair at least a week before board meetings to give the Chair and Association staff time to prepare.
4. While the Code of Conduct covers conflicts of interest and/or loyalty, the Board seeks to deal with specific contentious situations proactively, openly and clearly, which is preferable than the Chair having to "make the call" on the spot during a meeting. Legal counsel ought to be obtained early as needed. By being clear and proactive about potential conflict situations, the Board seeks to make sure everybody understands how these will be dealt with and why. The Board also seeks to make sure that there are no aspersions cast or implied on any individual Board members who might happen to be in a conflict situation. Conflict situations are inevitable in a sector such as this – as long as they are disclosed and dealt with fairly and openly, everyone is protected, and no one has done anything wrong nor should they feel—or be made to feel—that they have.

## Strategic Engagement and Interfaces with Management

5. The Board of HRPAs is responsible for both regulatory governance, its responsibility to govern the profession to protect public interest, and corporate governance, its responsibility to direct, monitor and evaluate the Association itself, through strategy, policy and the CEO.
6. In the area of corporate governance, the Board seeks to be actively engaged in strategy, meaning active participation by the Board in assessing and approving strategic direction. The Board governs through the approval and monitoring of strategic direction and board-level policies (these are high level governance policies, not the Association's policies and procedures.) Transparency in corporate governance is balanced by the fiduciary duty to protect the best interests of the organization and the confidentiality of board matters.
7. In the area of regulatory governance, the Board plays a clearly prescribed oversight and compliance role, including in areas of professional conduct, complaints, discipline and appeal. The Board governs through clearly set out regulatory governance processes, and oversees the Association's

regulatory governance. Transparency in regulatory governance is enhanced, and while necessarily limited by privacy protection afforded under law, beyond this the overarching consideration is the protection of the public interest.

8. While the Board will inevitably and necessarily seek and need information from management from time to time at an operational level, the Board endeavours to use this information in its governance roles – that is, to set the strategic direction and gain reasonable assurance that the organization is indeed moving substantially in that direction.

### In Camera / Executive Sessions

9. The HSPA board and its committees carry out their functions primarily through meetings. Meetings are most effective when, in addition to directors, those people whose input is required attend and participate in the meeting. Most HSPA Board meetings include Directors and members of Senior Management as determined by the Board Chair and the CEO. There are times when limitations are required on attendance by Senior Management and other advisors who customarily attend meetings. Such meetings are *executive sessions*.
10. Typically, the CEO will be present for all Board Meetings throughout and would only be excused for in camera / executive proceedings when the Directors are dealing with CEO performance or compensation. Other typical examples of in camera / executive sessions include when the Audit Committee or Board meets with the auditor without management being present.
11. The Chair should determine and announce who will remain in the meeting and the rationale if requested for excluding any individuals being asked to leave the Meeting. The Chair must ensure that Directors discuss only those items on the agenda that have been identified as being required to be held in camera, and do not hold discussions on new issues that are not properly in camera items.
12. In most cases, formal Board decisions will not be made during in camera sessions, but rather, once the regular Board meeting reconvenes immediately following the conclusion of the in camera session. There may be situations when those who regularly attend board or committee meetings should not have access to the pre-meeting materials or post-meeting minutes of an executive session. This is most likely to happen with members of management. Therefore, the minutes of the executive portion of the meeting, if any, will be recorded separately and forwarded to legal counsel to retain. These minutes are approved at an executive session at the next regularly scheduled board or committee meeting.

### Maintaining Board Confidences

13. The aspect of confidentiality permeates any interaction a Board member may have with others, exclusive of fellow Board members. This includes other individuals, colleagues, governments and organizations. All information about the Board of Directors and its activities should be presumed to be confidential. The business of the Board should not be discussed outside the boardroom. Should an instance arise which prompts a Board member to have concern, it should be discussed with the Chair, at the earliest opportunity.

### Formal Communications

14. In terms of formal communications, the following principles apply:

- The CEO is the primary spokesperson for, communicates on behalf of, and represents, the association;
- The Chair communicates on behalf of, and represents the Board of Directors of HRPAs; and
- Individual Board members refer all enquiries to the designated HRPAs spokesperson, typically the CEO; when in doubt, enquiries are referred to the Chair for Board matters, and to the CEO for all others. This applies to event invitations, stakeholder, media, public, management, staff and other stakeholder requests and communications.

### Informal Communications

15. As regards informal communications, individual Board members will inevitably and legitimately have informal communications with stakeholders and members of HRPAs. In all these instances, it is incumbent upon Board members to be explicitly clear that they are communicating in a personal capacity, not on behalf of the Association or the Board.

### Attendance at Events

16. HRPAs may host events including those of a social, representational and commercial nature which Board members are invited to attend. As with all communications with stakeholders, Board members are expected to exercise vigilance and tact, referring any sensitive matters to the designated HRPAs spokesperson(s).
17. There may be instances when board members are requested to participate in various other events by virtue of their association with HRPAs, for example a speaking engagement to a professional organization. In these instances:
  - The Board member should advise the Corporate Secretary and/or CEO of the request;
  - The request will be considered and vetted by the Chair of the Board and/or CEO;
  - The Board member may be provided with generic speaking notes for the occasion;
  - The Board member will make it clear that he/she is not speaking on behalf of HRPAs, rather in a personal capacity; and,
  - The Board member will provide the Corporate Secretary and/or CEO with a verbal debrief of the event.

### Media Relations

18. Board members will refer any requests for media interviews to the CEO or designated media spokesperson. In referring a media enquiry, Board members should be mindful that:
  - Media requests for information usually require a speedy response and should be handled on a priority basis;

- By referring the call to the CEO or designated spokesperson, Board members provide a signal as to the limit of their authority; and,
- Be careful not to talk “off the record”.

### Requests from the Public

19. Occasions may arise from time to time whereby a Board member is approached, either in writing or otherwise, by an individual or organization requesting the assistance of a Board member in resolving an issue with HRP. Under these circumstances the request should be directed to the Corporate Secretary who will route the enquiry or request for appropriate action within HRP.

### Review

Annually by the Board; generally at the annual organizing meeting of the Board, following the Annual Meeting where new officer and committee assignments are made.