

## Appendix E

### Complaints against Board Directors or Committee Members

**CPATA strives to hold Board directors, committee members, consultants, the CEO and staff to consistent high standards of conduct.**

It is the responsibility of each Board director and committee member to hold themselves accountable for complying with the Code. As well, Board directors and committee members have a responsibility to hold each other accountable for complying with the Code. Board directors or committee members may consult with the Chair of the Board for advice concerning another Board director's or committee member's compliance with the Code of Conduct.

In this policy, "Chair" means either the Chair of the Board or, in the case of a concern relating to the Chair of the Board, then Chair of the Governance Committee.

#### 1. Overview

This policy prohibits any person from taking any action that adversely affects the employment (including working conditions) of an employee because the employee has made a disclosure of alleged wrongdoing. Other individuals, including those involved in an investigation of alleged wrongdoing (i.e., witnesses), are also protected against reprisal.

'Reprisal' includes, but is not limited to, ending or threatening to end employment, discipline, threat of discipline or penalty and coercion or intimidation. However, a complainant who does not act in good faith in reporting a suspected violation may be subject to disciplinary action up to and including termination of employment or their relationship with CPATA.

Any employee found to be in violation of this policy when dealing with a complainant may be subject to disciplinary action up to and including termination of employment. Similarly, any Board Member, contractor or Investigator found to be in violation of this policy when dealing with a complainant may have their relationship with CPATA terminated.

The complainant will be provided the opportunity to remain anonymous, except in those circumstances where the nature of the disclosure and/or the resulting investigation necessitate the disclosure of the identity of the complainant. In such cases, all reasonable steps will be taken to protect the complainant from harm as a result of having made a disclosure.

#### 2. Referral of Issue

- 2.1 A person who has information suggesting that a Board director or committee member may not have complied or is not complying with the Code may refer the information orally or in writing to the Chair of the Board.
- 2.2 In the event the concern relates to the Chair of the Board, then the matter may be referred to the Chair of the Governance Committee.

2.3 The Chair of the Board will notify the director or member who is the subject of the concern (the subject director or member) and provide them with the information, which may or may not include the name of the individual expressing the concern.

2.4 The subject director or member will be given the opportunity to provide an oral or written response, as the case may be, to the Chair of the Board.

### **3. Role of the Chair of the Board**

3.1 At any point in time, the Chair may discuss with the parties whether an informal resolution of the concerns would be possible. If so, the Chair will take such steps as appropriate to achieve an informal resolution and will document the discussions and resolution achieved.

3.2 Should informal resolution not be possible nor appropriate, on receiving the response from the subject member under 2.4, or if no response is provided, the Chair will determine the appropriate action and may:

3.2.1 conclude a review of the issue and:

- a. take no action;
- b. caution the subject member about the issue;
- c. require an undertaking from the subject member with respect to the conduct;
- d. advise the subject member on any other steps that should be taken to remedy or resolve the issue; or
- e. refer the issue to an independent third-party investigator for review and investigation with appropriate terms of engagement for the investigation, where the Chair reasonably believes that it is in the interests of fairness and the integrity of CPATA governance process to do so.

### **4. Chair's Report to the Board**

4.1 Where the Chair concludes their review with any of the steps set out in 3.2(b) to (e), the Chair will report the matter to the Board and CEO. This report may form part of the public record of the Board or may be addressed in-camera where appropriate.

### **5. Investigator's Report**

5.1 Where the Chair refers the issue to an investigator, the investigator will provide a written report to the Chair once the investigation is complete.

Based on the investigator's report, the Chair may:

- 5.1.1 conclude the review of the issue and provide a report to the Board as described above;  
or
- 5.1.2 determine that the issue should be referred to the Board for the purpose of determining compliance with the Code.

## 6. Referral to the Board

- 6.1 When making a referral to the Board under 5.1.2, the Chair will make the referral in writing and the issue will be considered and determined by at least a quorum of the Board in-camera.
- 6.2 After considering the issue, the Board will determine whether or not the Code has been complied with and will prepare written reasons for its decision.
- 6.3 A copy of the Board's decision and reasons will be provided to the subject member.
- 6.4 Where the Board determines that the Code has not been complied with by the subject member, the Board may:
  - 6.4.1 reprimand the subject member;
  - 6.4.2 suspend for a period of time certain rights and privileges of the subject member; or
  - 6.4.3 in the case of a committee member, recommend to the Governance Committee removal of the committee member from their position on a committee.
- 6.5 The Board's decision is final and will be communicated to the complainant in writing.