



**OPA BOARD OF DIRECTORS AND COMMITTEE MEMBERS
CODE OF CONDUCT**

ARTICLE I - Interpretation

1.1 Meaning of Words

In this document and all other documents and resolutions of the Ontario Pharmacists' Association (herein referred to as the "OPA" or the "Association") unless the context otherwise requires:

- (a) the singular includes the plural;
- (b) the masculine gender includes the feminine;
- (c) "Board" and the "Board of Directors" means the Board of Directors of the Association;
- (d) "By-Laws" means any By-Law of the Association from time to time in force and effect;
- (e) "Code of Conduct" means the Code of Conduct adopted by the Association approved by the Board from time to time, and which outlines the Association's requirements regarding personal accountability, conflict of interest and confidentiality. The Code of Conduct applies to Directors and Officers of the Association, Committee Members, employees, and such other persons as determined by the Board of Directors;
- (f) "Committee" means a Committee or Sub-Committee, Working Group or Task Force of the Board established pursuant to the By-Laws of the Association.
- (g) "Committee Member" means a member of a Committee.
- (h) "Director" means a person who has been named to the office of Director in accordance with the By-Laws of the Association;
- (i) "documents", includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;
- (j) "meeting" includes any regular, special, committee or other meeting of the Association;
- (k) "Modest Gift" means a gift, present, honorarium or similar asset offered without compensation that has a current market value of one hundred dollars (\$100.00) or less, and "Gift" has a corresponding meaning but without a value attribution;
- (l) "Officers" means the persons who hold the offices enumerated in the By-Laws of the Association or any other person appointed to an office of the Association;
- (m) "Related Person" means a spouse, partner, child, parent or sibling of the Director, Officer or Committee Member or a Association or other business entity in which such person holds a position as a director or officer or has a shareholding or other interest, or any party for which a Board Member acts as an agent.



1.2 Conflict of Interest

A conflict of interest arises when the personal or business interests of a Director, Officer, Committee Member or a Related Person supersede or compete with his or her official duties and responsibilities. Personal and business interests include pecuniary and non-pecuniary interests.

A conflict of interest may be a real conflict of interest, a potential conflict of interest or an apparent conflict of interest:

- (a) A "real conflict of interest" exists when a Director, Officer, or Committee Member has a direct or indirect personal or business interest that is sufficiently connected to his or her duties and responsibilities that it influences the exercise of these duties and responsibilities;
- (b) A "potential conflict of interest" exists when a Director, Officer, or Committee Member has a direct or indirect personal or business interest that could influence the performance of any of his/her duties or responsibilities at a time when he or she has not yet exercised that duty or responsibility;
- (c) An "apparent conflict of interest" exists when reasonably well-informed persons could properly have a reasonable belief that a Director, Officer, or Committee Member has a real conflict of interest, direct or indirect, even where there is no real conflict in fact.

Generally, pecuniary interests lead to conflict of interest when a Director, Officer, or Committee Member or Related Person is in a position to benefit financially or avoid financial loss, either directly or indirectly, as a result of a contract or other matter of a monetary nature in which such person is involved.

Other personal interests lead to a conflict of interest when a Director, Officer, or Committee Member has non-economic interests such as religious, political, corporate and/or institutional interests which supersede or compete with the duties and responsibilities of a Director, Officer, or Committee Member.

1.3 Indirect Interest

For the purposes of this Code of Conduct, a Director, Officer or Committee Member has an indirect pecuniary or non-pecuniary interest in any matter in which the Association is concerned, if,

- (a) the Director, Officer, Committee Member or Related Party or his or her nominee,
 - (i) is a shareholder in, or a director or senior officer of an Association, or
 - (ii) is a member of a body,that has a pecuniary or non-pecuniary interest in the matter; or
- (b) the Director, Officer, Committee Member or Related Party is a partner of a person or is in the employment of a person or body that has a pecuniary or non-pecuniary interest in the matter; or
- (c) the spouse, child, parent or sibling of the Director, Officer, Committee Member or Related Party has a pecuniary or non-pecuniary interest in the matter.

1.4 Confidential Information

Confidential information (which may be paper-based, electronic, or in other formats) is information that is not available generally to the public. Such information belongs exclusively to the Association, and includes but is not limited to, data and information produced, prepared and received by the Association in the course of carrying out its mandate, programs and policies of the Association prior to public disclosure and the financial position of the Association.



Confidential information does not include:

- (a) information which has become known to the public without any breach of the restriction on the disclosure of such information by a party who owes a duty of confidentiality to the Association;
- (b) information developed independently by another party as evidenced by written documentation in its possession;
- (c) information received by a party from another party who was not under a duty of confidentiality to the Association; and
- (d) information which is required to be disclosed by applicable law or by an order of a court or regulatory tribunal with jurisdiction over the party disclosing such information.

ARTICLE II - Principles

2.1 Statement of Principles

Each Director, Officer and Committee Member by virtue of his/her position of control over the affairs of the Association, stands in a fiduciary relationship to the Association. The common-law imposes upon a fiduciary the duty to act in good faith towards his/her beneficiaries. A fiduciary must act in a manner consistent with the best interests of the beneficiaries in all matters related to the undertaking of trust and confidence and must avoid placing him/herself in a position of conflict of interest.

The general rule regarding conflict of interest is that no one who has duties of a fiduciary nature to perform is allowed to enter into engagements in which such person has or can have a personal interest conflicting with the interests of those whom such person is bound to protect. Even where the fiduciary acts in good faith, the foregoing restriction applies. A fiduciary cannot benefit, directly or indirectly, from any opportunity which comes to the fiduciary through performing the fiduciary role. A fiduciary must not use any aspect of the beneficiary's property for his/her gain, directly or indirectly.

A fiduciary must not use his/her position to benefit persons closely associated with him/her. Where a benefit is conferred upon a person who is a Related Person, the fiduciary benefits indirectly.

ARTICLE III - Confidentiality

3.1 Not to Use Confidential Information

No Director, Officer or Committee Member shall use for gain, either on his/her own behalf or while acting for, by, with or through another, any of the Association's assets, goods, confidential information or opportunities.

3.2 Not to Disclose Confidential Information

No Director, Officer or Committee Member shall disclose any information that is confidential to the Association during or after his/her tenure as a Director, Officer or Committee Member except as may be authorized by the Association.

3.3 Not to Communicate Association's Business

No Director/Officer/Committee Member shall communicate or purport to communicate to the public on behalf of the Association without the prior approval of the Board or the CEO, and shall direct all inquiries about the business and affairs of the Association to the Office of the Chair or CEO.



3.4 Non-Disclosure Exceptions

Notwithstanding the foregoing, confidential information **may** be disclosed by a Director, Officer or Committee Member to one or more of the stakeholder organizations with the power to appoint Directors, provided that each such stakeholder organization has first agreed in writing with the Association to hold such information in confidence.

In addition, the Board may from time to time, in its discretion, consent to the use or disclosure by Board members or others of information or categories of information in the possession or control of the Association and such information shall thereafter cease to be considered confidential information.

ARTICLE IV - Disclosure of Conflict of Interest

4.1 Conflict Disclosure Obligation

Whenever a person governed by this Code of Conduct has a conflict of interest as described in this Code of Conduct, such person shall disclose such interest at the earliest practical time:

- (a) in the case of Directors or Officers, to the Chair (or designate);
- (b) in the case of a Committee Member, to the Chair of such Committee (or designate);
- (c) in the case of any other persons to whom this Code of Conduct is made applicable, the Chief Executive Officer (or designate);
- (d) in any case when at a meeting, to the chair of the meeting.

4.2 Additional Obligation

In addition to the disclosure obligation set out in section 4.1, where a Director, Officer or Committee Member, either on his or her own behalf or while acting for, by, with or through another, has any pecuniary or non-pecuniary interest, direct or indirect, in any matter and is present at a meeting at which the matter is the subject of consideration, but subject to Section 5.2, the Director, Officer or Committee Member,

- (a) shall, prior to any consideration of the matter at the meeting, disclose the interest and the general nature thereof;
- (b) shall not take part in the discussion of, or vote on any question in respect of the matter; and
- (c) shall not attempt in any way whether before, during or after the meeting to influence the voting on any such question;

and in addition to complying with the above requirements,

- (d) the Director, Officer, Committee Member shall forthwith leave the meeting or the part of the meeting during which the matter is under consideration; and
- (e) every declaration of interest and the general nature thereof made shall be recorded in the minutes of the meeting.

4.3 Avoidance of Conflict Situations

Directors, Officers and Committee Members are expected to arrange their personal and business affairs and conduct themselves in a manner so to avoid conflict of interest. In cases where conflict cannot be avoided, a Director, Officer or Committee Member must declare the conflict of interest at the earliest opportunity.



4.4 Where Conflict Suspected

Whenever any person is present at a meeting:

- (a) is unsure whether that person has a conflict of interest, such person shall raise with the chair of the meeting the issue of whether, as required in this Code of Conduct, a conflict of interest exists and must be declared; or
- (b) believes that a second person has a conflict of interest that has not been declared as required by this Code of Conduct, such person may raise with the chair of the meeting the issue of whether, as required in this Code of Conduct, a conflict of interest exists and must be declared.

As soon as such question is raised, the chair of the meeting shall invite representations from any person affected, as well as from the members of the meeting entitled to vote, as to their respective views on that question. If present at the meeting Counsel to the Association may, at the request of the chair, give an opinion as to whether a conflict exists, but such opinion is given to the Association and not to the affected person and may not be relied on by the affected person. The affected person is responsible for obtaining legal advice if he/she requires it, from someone independent of the Association. Forthwith thereafter, the meeting shall, by a majority vote (from which the person whose possible conflict of interest is at issue shall be excluded), determine whether the conflict of interest exists, and that determination is final and binding.

4.5 Subsequent Discovery of Conflict

Where a conflict of interest affecting a Director, Officer or Committee Member is discovered after consideration by the Board or a Committee of a matter, it must be disclosed as set out above and if the Board or Committee, as the case may be, determines that involvement of such Director, Officer or Committee Member influenced or may have influenced the decision of the Board or Committee in the matter, the Board or Committee, as the case may be, must re-examine the matter and may rescind, vary or confirm the decision.

4.6 Withholding of Association Information

Whenever and while a Director, Officer or Committee Member has an interest in a matter that, as described in this Code of Conduct, conflicts with his/her fiduciary obligations to the Association, upon the decision of the Board of Directors, the Chief Executive Officer shall cease to provide any minutes, reports and other material related to that matter that might otherwise be distributable to the person.

ARTICLE V - Prohibited and Permitted Transactions

5.1 Association Not to Contract Where Conflict

Except in accordance with this Code of Conduct, the Association shall not enter into transactions with a Director, Officer, Committee Member or a Related Person where the Director, Officer, Committee Member or Related Person may benefit from the transaction.

5.2 Permitted Association Contract Where Conflict

The Association may enter into a transaction with a Director, Officer, Committee Member or Related Person if:

- (a) the affected Director, Officer or Committee Member:
 - (i) declares a conflict of interest in respect of the proposed transaction;
 - (ii) discloses to the Board or Committee, as the case may be, the full nature and extent of his or her interest in the proposed transaction and, to the extent that he or she is able, the interest of any Related Person in the proposed transaction;



(iii) establishes to the satisfaction of the Board or Committee, as the case may be, that:

- (A) the proposed transaction is fair and reasonable to the Association; and
- (B) the proposed transaction would meet or exceed community expectations about the conduct of the Association; and for such purpose only, and, notwithstanding Section 4.2, the affected person shall be permitted to explain any aspect of the contract or matter in response to questions from members of the Board or Committee, as the case may be, and to make a statement as to the potential benefit of such contract or matter to the Board or Committee, as the case may be, but shall not engage in debate or otherwise attempt to persuade the Board or Committee, as the case may be, of the merits of the transaction. The chair of the meeting shall have discretion to determine the extent to which such affected person may participate in this part of the meeting;

(b) and the Board or Committee, as the case may be, approves the proposed transaction.

5.3 Affected Person Not to Vote

For the purpose of section 5.2, an affected Director or Committee Member shall not vote with respect to the proposed transaction and shall not be counted for the purpose of determining whether a quorum of Directors or Committee Members is present in relation to the vote on the proposed transaction.

ARTICLE VI - Gifts

6.1 Modest Gifts Acceptable

Directors, Officers, Committee Members and Related Parties are not precluded from accepting Modest Gifts that are appropriate for official events and ceremonial occasions sanctioned by the Association.

6.2 Where Greater Than Modest Gift Received

If a gift valued at more than a Modest Gift is received by a Director, Officer, Committee Member or a Related Person, the Chair of the Board (in the case of a Director or Officer) and the Chair of the Committee (in the case of a Committee Member) will determine whether it should be retained, returned or donated to charity, having regard to the principles set out in this Code of Conduct.

If a gift valued at more than a Modest Gift is received by a Committee Chair, the Chair of the Board will determine whether it should be retained, returned or donated to charity, having regard to the principles set out in this Code of Conduct.

If a gift valued at more than a Modest Gift is received by the Chair of the Board, the Vice Chair or the Past Chair of the Board will determine whether it should be retained, returned or donated to charity, having regard to the principles set out in this Code of Conduct.

6.3 Gift Considerations

Directors, Officers and Committee Members should consider not only the extent and frequency of the receiving or giving of gifts, but also the need and ability to reciprocate to avoid the possibility of being or appearing to be influenced by such gifts.

6.4 External Fees to be Remitted

When Directors, Officers and Committee Members are invited to address or otherwise contribute to an external organization in a seminar, symposium or lecture forum, solely as a result of their position with the



Association, fees or honoraria (if in excess of an amount equal to the value of a Modest Gift or such higher amount as the Board may stipulate) shall be turned over to the Association.

6.5 Exceptions Respecting Entertainment

The value limit for Modest Gifts does not apply to the giving or receiving of entertainment. **In general, one should follow their own profession's Code of Conduct, however,** the following examples may give assistance in deciding the appropriateness of entertaining:

- (a) invitations to receptions, dinners, parties, plant openings and expansions, etc., that are widely distributed are acceptable;
- (b) tickets to occasional sports events, theatres, concerts or similar functions are acceptable, provided representatives of the suppliers are present and the tickets are unsolicited and reasonable and serve a valid business purpose;
- (c) tickets to occasional sports events, theatres, concerts or similar functions where representatives of the supplier are not in attendance are gifts and must be dealt with under the guidelines for gifts;
and
- (d) the need to reciprocate to avoid the possibility of being or appearing to be influenced by entertainment should be considered.

ARTICLE VII – Anti-Harassment and Violence Policy

7.1 The Association's Anti-Harassment and Violence Policy, Schedule "A", which applies to acts of harassment and/ or violence against or by any OPA personnel i.e., Directors and Officers of the Association, Committee Members, employees, and such other persons as determined by the Board of Directors.

ARTICLE VIII - Breach

8.1 Sanctions On Breach

Where, in the reasonable opinion of the Board, a person has breached any provision of this Code of Conduct, the Board may, at a regular or special meeting called for the purpose, impose one or more of the following sanctions:

- (a) formal written reprimand;
- (b) withdrawal of access (other than access afforded to the general public) of any minutes, reports and other material otherwise distributable to the person;
- (c) prohibition from attendance at one or more meetings;
- (d) removal from the Board or from a Committee;
- (e) removal as an Officer;
- (f) recommend to the Governance and Nominating Committee that the person not be allowed to stand for nomination or appointment to the Board of OPA.



8.2 Pre-conditions to Sanctions

Before imposing any sanction under the authority of section 8.1 the Board shall:

- (g) give to the person not less than ten (10) days prior written notice of the meeting of the Board, setting out in reasonable detail the nature of the breach alleged; and
- (h) extend to the person a reasonable opportunity to explain and/or oppose the imposition of a sanction.

ARTICLE IX - Acknowledgement

9.1 Acknowledgement/Compliance Statement

Those governed by this Code of Conduct are required to formally acknowledge their agreement to comply with this Code of Conduct by completing and delivering to the Chief Executive Officer the Association's "Anti-Harassment and Violence Policy" in the form attached hereto as Schedule "A" and the "Code of Conduct Acknowledgment/Compliance Statement", in the form attached hereto as Schedule "B", at the time of becoming a Director, Officer or Committee Member (or commencing to serve the Association in any other capacity if the Board has determined that this Code of Conduct should apply to such person) and annually thereafter.

ARTICLE VIII ARTICLE X - Effective Date

10.1 Effective Date

This document shall come into force when approved by the Board.

Approved by the Board of Directors: April 7, 2010

Updated by Governance and Nominating Committee: Jan 11, 2012

Updated by Governance and Nominating Committee: February 24, 2015

Updated by Governance and Nominating Committee: February 3, 2016

Updated by the Governance and Nominating Committee: April 20, 2021

Approved by the Board of Directors: May 12, 2021



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SCHEDULE "A"

Anti-Harassment and Violence Policy

Approved by the Board of Directors on January 15, 2020
Updated by the Governance and Nominating Committee on May 3, 2021
Approved by the Board of Directors on May 12, 2021



A. Purpose

The Ontario Pharmacists Association (the “OPA”) is committed to building and preserving a safe working environment for its directors, officers, *committee members and employees (collectively the “OPA Personnel”) and does not condone or tolerate acts of harassment and/or violence against or by any OPA personnel. As such, this policy prohibits physical or verbal threats, intimidation, or violence in the workplace and at OPA events such as conferences, meetings, social events sanctioned or organized by the OPA (collectively “OPA Premises & Events”) to minimize risk of injury or harm resulting from violence to OPA Personnel, volunteers, students, contractors, members, subscribers, external stakeholders, or any other member of the public.

**"Committee" means a Committee or Sub-Committee, Working Group or Task Force of the Board established pursuant to the By-Laws of the Association.*

It is also a violation of the OPA Anti-Harassment and Violence Policy for anyone to knowingly make a false complaint of harassment or violence, or to provide false information about a complaint.

Individuals who violate this Policy are subject to disciplinary and/or corrective action, up to and including termination of employment or in the case of directors and committee members, to a motion of censure by the Board of Directors of the OPA.

B. Definitions

Harassment — Harassment is defined as engaging in a course of vexatious comment or conduct against OPA Personnel at OPA Premises & Events that is known or ought reasonably to be known to be unwelcome, or workplace sexual harassment, defined as:

engaging in a course of vexatious comment or conduct against OPA personnel in a workplace because of sex, sexual orientation, gender identity or gender expression, where the course of comment or conduct is known or ought reasonable to be known to be unwelcome;

making a sexual solicitation or advance where the person making the solicitation or advance is in a position to confer, grant or deny a benefit or advancement to the worker and the person knows or ought reasonably to know that the solicitation or advance is unwelcome.

Examples of harassment include, but are not limited to, the following:

offensive, humiliating, intimidating or degrading verbal comments or behaviour related to race, ancestry, place of origin, colour, ethnic origin, citizenship, creed, sex, sexual orientation, gender identity, gender expression, age, marital status, family status or disability. Please bear in mind that comments may be offensive to someone, even if that



person does not have that characteristic, and that comments may be offensive, even if this was not the intended purpose;

sexual or offensive images in public spaces;

bullying or attempted bullying;

covert stalking, following, filming, photographing or recording a person, sustained disruption of talks or other events;

filming, photographing or recording an individual, after it has been made clear that such activities are unwelcome;

offensive, humiliating or degrading verbal comments or behaviour of a sexual nature, including in relation to an individual's dress or appearance;

inappropriate and unwanted physical contact, and unwelcome sexual attention or advances which could include touching, pinching, pushing, grabbing or leering;

continued suggestion of social activity or continued contact after it has been made clear that such suggestions are unwelcome;

sexist, racist, homophobic and other exclusionary or offensive jokes and expletives, or mocking or belittling someone, for example, due to a disability; and

stereotypical remarks due to someone's race, gender, sexual orientation or religion.

Reasonable action taken by the employer or supervisor relating to the management and direction of workers or the workplace is not workplace harassment, for example performance reviews and scheduling.

Workplace Violence — Workplace Violence is defined as:

the exercise of physical force by a person against OPA Personnel at OPA Premises & Events that causes or could cause physical injury to OPA Personnel;

an attempt to exercise physical force against OPA Personnel at OPA Premises & Events that could cause physical injury to OPA Personnel; or

a statement or behaviour that is reasonable for OPA Personnel to interpret as a threat to exercise physical force against OPA Personnel at OPA Premises & Events, that could cause physical injury to OPA Personnel.



C. Policy and Procedures

OPA Personnel are prohibited from engaging in any act that will violate this policy. All incidents or threats of harassment and violence at OPA Premises & Events are to be immediately reported to the Human Resources (HR) Department.

If there is an incident that requires immediate assistance, call building security at 416-867-1512 or 416-896-6459 (cell), or 911.

1. Managers, supervisors, business unit leaders, or the HR Department will take immediate action when workplace harassment or violence occurs or is likely to occur or when a threat of workplace harassment or violence is made on or at OPA Premises & Events. Where a director or committee member is the subject of an allegation of Harassment, then such allegation shall be considered by the Board of Directors of the OPA in camera.

OPA Personnel are encouraged to file a complaint with the HR Department immediately after an alleged incident of harassment or violence to allow the incident to be investigated in a timely manner. Such complaints shall include the following information:

name(s) of OPA Personnel who has allegedly experienced harassment or violence on or at OPA Premises & Events and contact information;

name(s) of the alleged harasser(s) and position;

names of the witness(es) (if any) or other person(s) with relevant information to provide about the incident (if any);

details of what happened including date(s), frequency and location(s) of the alleged incident(s); and

Any supporting documents the worker who complains of harassment or violence or a witness may have in his/her possession that are relevant to the complaint.

If the person engaging in the workplace harassment or violence is employed by the HR Department or is the CEO, then the OPA Personnel alleging harassment should contact the Chair of OPA's Board of Directors. In this case, an external person qualified to conduct a workplace harassment or violence investigation who has knowledge of the relevant workplace harassment laws may be retained by the Board of Directors to conduct the investigation.

(a) Subject to the last sentence of Section B (3) above, the HR Department will investigate and deal with all complaints or incidents of harassment and violence on or at OPA Premises & Events in a fair, respectful and timely manner, generally within 90 days or less unless there are extenuating circumstances (i.e. illness, complex investigation) warranting a longer investigation.

(b) Within 10 business days of the investigation being completed, the OPA Personnel who allegedly experienced the harassment or violence on or at the OPA Premises & Events and the alleged harasser, if he or she is a worker of the OPA, will be informed in writing



of the results of the investigation and any corrective action taken or that will be taken by the employer to address workplace harassment or violence.

(c) Information provided about an incident or about a complaint will not be disclosed except as necessary to protect the OPA Personnel, to investigate the complaint or incident, to take corrective action or as otherwise required by law. While the investigation is on-going, and following the completion of the investigation, the OPA Personnel who has allegedly experienced harassment or violence, the alleged harasser(s) and any witness should not discuss the incident or complaint or the investigation with each other or other workers or witnesses unless necessary to obtain professional advice about their rights.

OPA Personnel are expected to adhere to this policy and will be held responsible for not following it. OPA Personnel are not to be penalized or disciplined for reporting an incident or for participating in an investigation involving workplace harassment or violence.

The HR Department will be responsible for development, application and interpretation of this policy, subject to the directions of the Board of Directors. The HR Department shall provide necessary in-house education to all employees with regard to this policy. The HR Department shall be responsible for dissemination of this policy and accompanying documents.

Annually, the HR Department will review this policy and submit for Board approval if there is any update. At least annually, the HR Department shall conduct or arrange to have conducted an assessment of the risk of workplace violence to report the results of such assessment to the Health, Safety and Wellness Committee with a copy to the Senior Management.

The HR Department will conduct any investigation into allegations, incidents or reports of workplace violence or harassment except in the case of an employee of the HR Department, the Chief Executive Officer, a director and a committee member, in which case the Board shall investigate in camera.

This policy encourages prompt reporting of any incidents or complaints of workplace harassment and any incidents or threats of violence on or at OPA Premises & Events. OPA Personnel who report such incidents, complaints or threats are free from any retaliation.

Should OPA become aware that OPA Personnel has been subject to harassment, threat or intimidation from a provider of services to OPA, the matter shall be referred to the HR Department for investigation and recommendation. Any investigation shall be conducted in a fashion to ensure the confidentiality of individuals and reputation of OPA.

Should OPA become aware that a domestic violence situation would likely expose OPA Personnel to physical injury or at OPA Premises & Events, OPA will take all reasonable circumstances for the protection of the OPA Personnel.

All records of harassment and violence reports, and subsequent investigations, are considered confidential and will not be disclosed to anyone except to the extent required by law.

Should OPA become aware of a person with a history of violent behaviour, whether a client or OPA Personnel, OPA will provide information to OPA Personnel if:

the OPA Personnel can be expected to encounter that person in the course of his or her work or attendance on or at OPA Premises & Events; and

The risk of workplace violence is likely to expose the OPA Personnel to physical injury.



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All OPA Personnel have the right to refuse work or do particular work where he or she has reason to believe that violence on or at OPA Premises & Events is likely to endanger himself or herself.

OPA will report, through the HR Department and CEO, a report to the Health, Safety and Wellness Committee within four days of a violence incident on or at OPA Premises & Events. OPA shall periodically assess the risk of violence on or at OPA Premises & Events and report the results of the assessment to the Health, Safety and Wellness Committee.

Disciplinary or corrective action may be taken, up to and including suspension of duties or termination of employment, for any violations of this policy. In the case of a director, or a committee member, the director or committee member may be subject to sanction by the Board of Directors.

All investigations, once completed, will be reported to the Chair of the Board. The names of the parties involved will be omitted to maintain confidentiality.

Any questions about this policy can be directed to the HR Department or the Health, Safety, and Wellness Committee.

D. Acknowledgement & Agreement for OPA Personnel

I, _____, acknowledge that I have read and understand the Anti-Harassment and Violence Policy of OPA. I agree to adhere to this policy. I understand that if I violate the rules of this policy, I may face corrective action, up to and including termination of employment or appointment.

DATE: _____

Name _____



CODE OF CONDUCT

Schedule "B" — ACKNOWLEDGEMENT/COMPLIANCE STATEMENT

I have read the Code of Conduct approved by the Board of Directors of (the "Association").

I have read, understand and agree to abide by, the Code of Conduct.

- ☐ To the best of my knowledge, information and belief, neither I nor any person related to me (within the meaning of the Code of Conduct) has a direct or indirect interest in a contract or transaction with, or decision to be made by, the Association at the date set out below.

OR

- ☐ I have, or a person related to me (within the meaning of the Code of Conduct) has, a direct or indirect interest (excluding any interest which is a Sectoral Interest) in a contract or transaction with, or decision to be made by, the Association as described below:

I am a Director or Officer of the following stakeholder of the Association:

Name of organization: _____

Title: _____

Other relationships, interests or associations that may give rise to a conflict of interest:

I understand that I have to sign this Acknowledgment/Compliance Statement every board year and it will remain in effect for as long as I remain a Director or Officer of the Association, a member of a Committee of the Board of Directors of the Association or serve the Association in any other capacity. Furthermore, I understand that I must maintain the confidentiality of information acquired as a result of my association with the Association, even after such association terminates, except as disclosure may be permitted pursuant to the terms of the Code of Conduct.

I also understand that I am prohibited and that any person related to me (as defined in the Code of Conduct) is prohibited from benefiting personally from any contract or transaction with or decision of the Association unless I have declared my interest in such contract or transaction and have refrained from voting on the matter in accordance with the provisions of the Code of Conduct of the Association.

If, subsequent to the signing of this statement, a conflict of interest arises, I must disclose the conflict to the appropriate representative of the Association as required by Section 4 of the Code of Conduct. Failure to disclose a conflict of interest or to comply with this Code of Conduct will be subject to such measures, as the Association may deem appropriate.

Name: _____

Date: _____

Signed: _____