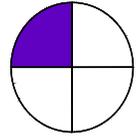


Board of Directors Policy



Policy Type: Governance Process

Policy #: GP7

Policy Name: Directors' Code of Conduct

Page #: 1 of 2

Creation Date: December 3, 1993

Effective Date: September 23, 2019

Monitoring: February, September

The Board expects of itself and its members ethical and businesslike conduct that is respectful of the uniqueness and diversity of all people. This commitment includes proper use of authority and appropriate decorum in group and individual behaviour when acting as Directors.

1. Directors must represent un-conflicted loyalty to the interests of the ownership. This accountability supersedes any conflicting loyalty that includes but is not limited to advocacy, interest groups and membership on other Boards or staffs. This accountability supersedes the personal interest of any Director acting as an individual consumer of the organization's services.
2. Members are accountable to exercise the powers and discharge the duties of their office honestly and in good faith. Members shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Discriminatory or oppressive behaviours will not be tolerated.
3. Directors must avoid any conflict of interest with respect to their financial responsibility.
 - 3.1. Should a Director perceive a conflict of interest, the Director shall immediately declare the perceived conflict to the Board. The Board shall determine how to resolve the conflict.
 - 3.2. There must be no self-dealing or any conduct of private business or personal services between any Director and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
 - 3.3. Directors must not use their positions to obtain for themselves, family members or close associates employment within the organization.
 - 3.4. Should a Board member apply for employment with the organization, the Board member must tender their resignation from the Board.
 - 3.5. When the Board is to decide upon an issue, about which a member has an unavoidable conflict of interest, that member shall absent themselves without comment from not only the vote, but also from the deliberation.
4. Upon election or appointment, Board members must sign a confidentiality agreement respecting the confidentiality of Board deliberation.

5. Board members shall be familiar with the incorporating documents, by-laws, regulations, and policies of the organization as well as the rules of procedure and proper conduct of a meeting so that any decision of the Board may be made in an efficient, knowledgeable fashion.
6. Board members shall be properly prepared for Board deliberation.
7. Board members shall regularly take part in educational activities which will assist them in carrying out their responsibilities.
8. Board members shall attend meetings on a regular and punctual basis. With prior approval from the Chair, a member may be deemed in attendance through audio or video participation. A Board member who fails to attend three consecutive regular meetings shall be deemed to have vacated office. A Board member may request reinstatement within two months. The Board may reinstate an individual, though this provision may not be used for a Board member more than once.
9. Conflict between Board members shall be dealt with by the Board promptly and in a respectful manner.
10. Harassment will not be tolerated.
11. Members shall ensure that unethical activities not covered or specifically prohibited by the foregoing or any other legislation are neither encouraged nor condoned.
12. Directors are expected to take personal responsibility for the accomplishment of Board tasks and duties. This may include but not limited to attendance, declaration of conflict of interest, conflict resolution and participation in Board activities.
13. A Board member who is alleged to have violated the Code of Conduct shall be informed in writing and shall be allowed to present their views of such alleged breach at the next Board meeting. The complaining party must be identified. If the complaining party is a member, that said member and the respondent member shall absent themselves from any vote upon resolution of censure or other action that may be brought by the members. Members who are found to have violated the Code of Conduct may be subject to censure.