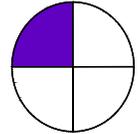


Board of Directors Policy



Policy Type: Governance Process

Policy #: GP3

Policy Name: Directors' Code of Conduct

Page #: 1 of 2

Creation Date: December 3, 1993

Effective Date: April 17, 2023

Monitoring: February, September

The Board expects of itself as a whole and of individual members ethical and lawful conduct that is respectful of the uniqueness and diversity of all people and aligns with the Mission and Values of the organization. This commitment includes proper use of authority and appropriate decorum in group and individual behaviour when acting as Directors. The Board supports and adheres to a non-discrimination code that includes but is not limited to race, gender, sexual orientation, religion and/or age.

1. Directors understand and accept the roles, responsibilities, obligations, and risks of being a Director of the Board.
2. Directors will respect and maintain confidentiality with respect to all information they obtain during their role as a Director. Information shall be treated with respect, sensitivity and shared only as policy directs or the law compels. This includes, but is not limited to client information, human resource, legal, personal, finance, information technology and/or other business information.
3. 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 membership on other boards, employment with other organizations, business affiliations or personal interests. This accountability supersedes the personal interest of any Director who may be a client of the organization.
4. Directors shall not exercise authority over the organization except as explicitly set forth in Board policies and Board resolution.
5. Directors shall work from a perspective which embraces diversity and strives for equity, supports inclusion ensuring that both the Board's work and the organization's operations strive to eliminate racism, oppression, and injustice and will contribute to a respectful and inclusive Board environment that is free from violence, discrimination and harassment, as defined by the [Ontario Human Rights Code](#).
6. Directors shall conduct themselves appropriately when using social media sites or platforms and shall not be involved in activities or behaviours that are harmful to the reputation of the organization, that are racist, oppressive or violate Board policy or organizational values.
7. Directors are expected to take personal responsibility for the accomplishment of Board tasks and duties. This may include but is not limited to attendance, declaration of conflict of interest, conflict resolution and participation in Board activities.
8. Directors shall attend meetings on a regular and punctual basis. A Director who fails to attend three consecutive regular meetings shall be deemed to have vacated office. A Director may request

reinstatement within two months. The Board may reinstate an individual, though this provision may not be used for a Director more than once.

9. Directors must avoid any conflict of interest with respect to their financial and fiduciary responsibility.
 - 9.1. There must be no 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.
 - 9.2. Directors must not use their positions to obtain for themselves, family members or close associates, employment within the organization.
 - 9.3. Should a Director apply for employment with the organization, the Director must tender their resignation from the Board.
 - 9.4. Should a Director perceive a conflict of interest, the Director shall immediately declare the perceived conflict to the Board. When the Board is to decide upon an issue, about which a Director has an unavoidable conflict of interest, that Director shall absent themselves from the meeting where the conflict will be discussed.
 - 9.5. The Board shall determine how to resolve the conflict.
10. Directors are expected to resolve any conflict directly with the person involved. Conflict not resolved and interfering with the work of the Board shall be dealt with by the Board promptly and in a respectful manner.
11. Directors 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 and knowledgeable fashion.
12. Directors shall be prepared for Board discussions and deliberation.
13. Directors shall participate in Board training and education, which will assist them in fulfilling their responsibilities.
14. Directors shall ensure that unethical, illegal or imprudent behaviour not covered or specifically prohibited by this policy shall be brought to the attention of the Board.
15. Directors will annually [declare](#) their agreement and compliance with the *Code of Conduct*.
16. A Director who is alleged to have violated the Code of Conduct will be informed in writing by the Chairperson, unless that person is the Chairperson, in which case another officer will advise. The Director who is alleged to have violated the Code of Conduct shall be allowed to present their views at the next Board meeting. The person alleging violation shall be identified. If the concerned party is a Director, they and the respondent Director shall absent themselves from any vote upon resolution brought by the Board. Directors who are found to have violated the Code of Conduct may be subject to censure.