

## II. GOVERNANCE PROCESS

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### **H. CODE OF CONDUCT**

Board Members shall be bound by the following Code of Conduct:

1. Board Members must demonstrate ethical and loyal behaviour in the best interests of the organization. Further, without limiting the generality of this statement:
  - a. Should any Board member suspect or become aware an unethical behaviour or practice by any other Board member, any staff, or the Board as a whole, s/he shall report it in a timely fashion to the President or one of the Co-Presidents, or raise it as a discussion item at a Board or other appropriate meeting.
  - b. The Board shall investigate all allegations of unethical behaviours or practices, and ensure appropriate actions are taken of corrections effected (see also clause 16 below).
  - c. The Board shall ensure that no Board member reporting such an allegation is subjected to any retaliatory action.
2. Board Members are accountable for exercising the powers and discharging the duties of their office.
3. Board Members shall avoid any conflict of interest with respect to their fiduciary responsibility and declare any actual or potential personal interests they may have of a business nature or as clients of the organization.
4. Board Members shall not seek to obtain preferential treatment in conducting business with the organization or securing employment within the organization for themselves, family members or close associates.
5. Board Members applying for employment within the organization must take a leave of absence from the Board. If hired, the member shall resign from the Board.
6. Board Members shall respect Board confidentiality.
7. Board Members are encouraged to interact with Staff, but may not exercise individual authority except as explicitly determined by the Board.
8. Board Members shall not speak for or on behalf of the Board except as authorized [see II.E.1. Role of President and II F 2 Committee Principles]
9. Board Members will use only official monitoring processes in assessing the performance of the Executive Director or staff.
10. Board Members shall ensure that staff concerns are addressed in accordance with policy only (See IV.D.).
11. Board Members shall be familiar with the organization's incorporating documents, Bylaws, regulations, and policies as well as proper meeting procedures.
12. Board Members will be adequately prepared for Board deliberations.
13. Board Members will avail themselves of board-related educational opportunities.
14. Board Members shall attend meetings on a regular and punctual basis.
15. If a member is absent from three consecutive regular meetings, the Board shall consider the matter and may request withdrawal from the Board.
16. A Board Member who is alleged to have violated the Code of Conduct shall be informed in writing of the allegation and invited to present a response to the allegation at the next Board meeting.