

Policies and Procedures

<b>Section:</b> Governance	<b>Policy Number:</b> 2011-04
<b>Subject:</b> Code of Conduct	<b>Approved by:</b> Board of Directors
<b>Original Effective Date:</b> June 8, 2011	<b>Revision Dates:</b> April 8, 2019

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Chairperson

Date

## Code of Conduct - Draft

### **Purpose**

The corporation is committed to ensuring that in all aspects of its affairs it maintains the highest standards of public trust and integrity.

### Application

This Code of Conduct applies to all directors, including ex-officio directors and non-board members of board committees.

### Directors' Duties

All directors stand in a fiduciary relationship to the corporation. As fiduciaries, directors must act honestly, in good faith, and in the best interests of the corporation.

Directors will be held to strict standards of honesty, integrity and loyalty. A director shall not put personal interests ahead of the best interests of the corporation.

Directors must avoid situations where their personal interests will conflict with their duties to the corporation. Directors must also avoid situations where their duties to the corporation may conflict with duties owed elsewhere.

In addition, all directors must respect the confidentiality of information about the corporation.

### Bests Interests of the Corporation

***(Omit Directors must act solely in the best interests of the corporation. All directors, including ex-officio directors, are held to the same duties and standard of care.)***

It is recognized that the role of director may include representing the corporation in the community. Such representations must be respectful of and consistent with the director's duty of confidentiality. In addition, the Chair is the only official spokesperson for the board. Every director, officer and employee of the corporation shall respect the confidentiality of

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information about the organization whether that information is received in a meeting of the board or of a committee or is otherwise provided to or obtained by the director.

A director is in breach of his or her duties with respect to confidentiality when information is used or disclosed for purposes other than those of the corporation.

Board Spokesperson

The board has adopted a policy with respect to designating a spokesperson on behalf of the board. Only the Chair or **authorized** designate may speak on behalf of the Board. **The ED-NP Lead or designate** may speak on behalf of the organization. No director shall speak or make representations on behalf of the board unless authorized by the Chair of the board. When so authorized, the board member's representations must be consistent with accepted positions and policies of the board.

Media Contact and Public Discussion

News media contact and responses and public discussion of the organization's affairs will be made through the **ED-NP Lead** after consultation with the Chair. In the case of the Chair's absence, consultation will occur with the Vice Chair or a delegated member of the Executive Committee or Board of Directors. Any director who is questioned by news reporters or other media representatives should refer such individuals to the appropriate representatives of the corporation. To the best of their ability, the **ED-NP Lead (omit team)** will make the board aware of publicly posted information.

Respectful Conduct

It is recognized that directors bring to the board diverse background, skills and experiences. Directors will not always agree with one another on all issues **and are encouraged to understand the perspectives of other members**. All debates shall take place in an atmosphere of mutual respect and courtesy.

Corporate Obedience – Board Solidarity

Directors acknowledge that properly authorized board actions must be supported by all directors. The board speaks with one voice. Those directors who have abstained or voted against a motion must adhere to and support the decision of a majority of the directors.

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Obtaining Advice of Counsel

Requests to obtain outside opinions or advice regarding matters before the board may be made through the Chair.