

<b>Policy Type:</b>	GOVERNANCE PROCESS POLICY GP 4		
<b>Policy Title:</b>	Board Members' Code of Conduct		
<b>Last Updated:</b>	May 26, 2016	<b>Reviewed:</b>	Annually in May

The Board commits itself and its members to ethical, businesslike and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

1. Members must have loyalty to the ownership, unconflicted by loyalties to staff, other organizations and any personal interest as a client.
2. Members must avoid conflict of interest with respect to their fiduciary responsibility. Members are governed by the *Ontario Municipal Conflict of Interest* legislation.
  - a) There must be no self-dealing or business by a member with the organization. Members will disclose to the Board their involvements with other organizations, with vendors, or any associations that might be or might reasonably be seen as being a conflict.
  - b) When the Board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall withdraw without comment not only from the vote, but also from the deliberation.
  - c) Board members will not use their positions to obtain employment in the organization for themselves, family members or close associates. A Board member who applies for employment must first resign from the Board.
3. Board members may not attempt to exercise individual authority over the organization.
  - a) Members' interaction with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly Board-authorized.
  - b) Members' interaction with public, press or other entities must recognize the same limitation and the inability of any Board member to speak for the Board except for explicitly stated Board decisions.
  - c) Except for participation in Board deliberation about whether the CEO has achieved reasonable interpretation of Board policy, members will not express individual judgments of performance of employees or the CEO.
4. Members will respect the confidentiality appropriate to issues of a sensitive nature.
5. Members will be properly prepared for Board deliberation.
6. Members will support the legitimacy and authority of the final determination of the Board on any matter, irrespective of the members' personal position on the issue.