

Board of Director's Code Of Conduct

Members of the Board are committed to ethical, cooperative, and lawful conduct, including proper use of authority when acting as Board members.

Accordingly,

1. Members must represent loyalty to the interests of the association beyond any other interests. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards. It also supersedes the personal interest of any board member acting as a consumer of the organization's services. Should a Board Member not be able to do this they should follow the appropriate procedures as outlined in the conflict of interest policy. Should a Board Member permanently be in a conflict of interest they should resign from the Board of Directors.
2. Members will disclose any board membership, role within organization governance, or Employees position(s) (part time, full time or contract) with other organizations, associations, government or companies annually.
3. Members are expected to take reasonable steps to avoid conflict of interest with respect to their fiduciary & statutory (legal) responsibilities.
4. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
5. Members interaction with the Executive Director must recognize the lack of authority vested in an individual except when explicitly Board-authorized.
6. Members' interactions with public, press or other entities must recognize the same limitation and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions.
7. Members, in all their actions, shall demonstrate an openness of mind and a willingness to explore all options before making a decision. Once a decision is made by the Board, members will respect that decision and such decisions will not be revisited unless circumstances have changed or new information is available that will materially affect the performance of the organization. Note: Under general parliamentary procedures any item may be reconsidered if a motion of reconsideration is made, seconded and passes with a simple majority. A motion may be rescinded if such a motion to rescind is made, seconded and passes with a 2/3 majority.

8. Members will treat employees, members, stakeholders, other volunteers and general members of the community with the upmost respect.
9. Board members will respect all matters of the Board in a sensitive manner and the Board may further designate specific issues as confidential.
10. Board members shall be adequately prepared for meetings. Board members will advise the Chairperson or his/her designate in advance of any planned absence from the Board. Three unexcused absences in one year will prompt a review of the member's status on the Board.
11. If absent from a meeting, Board members are expected to stay informed of all events that transpired at the meetings.
12. Board members bringing reports and motions forward to the Board will do so in writing prior to the Board meeting.
13. All Board members will refrain from having Board discussions and deliberations away from the Board table. Any and all deliberations shall occur at a Board meeting. Note: This is not meant to prevent Board members from having discussions about a concept or idea they wish to introduce at a meeting nor prevent them from seeking clarification on and issue or procedure. This should not prevent or hinder the work of a Board Committee in their assigned work.
14. Should a Board member have issue with the actions or statements of another Board member they shall discuss this issue with that Board member in private, where possible and appropriate, before bring the issue before the Board. Note: Where possible, prudent and appropriate any Board member who has observed a questionable action by a fellow Board member should report it in accordance with the whistleblowing policy.
15. Failure of a Board Member to adhere to Board policies and practices can be considered grounds for disciplinary actions, and/or removal from the Board of Directors, and/or revocation of their membership in the association.