

Policy: Governance Code of Conduct	
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Guiding Principles:

Directors shall serve and be seen to serve the Association honestly and in good faith with a view to the best interests of both the Corporation and the clients we serve in a conscientious and diligent manner.

Directors shall serve the interests of the Association by upholding the letter and the spirit of all applicable provincial legislation and regulations, the articles and by-laws of the Association and the approved policies of the Board.

Introduction:

The Code of Conduct applies to Directors of Community Living Central York. The Board of Community Living Central York is committed to fostering a positive climate, allowing for effective teamwork and decision making. The Director’s Code of Conduct establishes the expectations of Board Members.

Application of Code of Conduct:

The Board and its members shall conduct themselves in a manner which is respectful, ethical and businesslike, both individually and collectively demonstrating the values of the organization. This includes adherence to Board Governance policies, the proper use of authority and the demonstration of appropriate decorum.

Board Members must first and foremost consider the best interest of the organization and the community it serves. This consideration must supersede any personal affiliation with any particular ideals, person(s) or group(s). The conduct of every Director must be seen to be above reproach.

The Board is committed to effective decision-making and, once a decision has been made, speaking with one voice. Towards that end, the following principles shall be adhered to:

Respect:

- Directors shall treat all people with respect and fairness at all times.
- Represent the organization and its members in a positive manner, both internally and externally in the broader community.
- Directors shall express their opinions, unencumbered, yet always with the goals of flexibility and compromise whenever achievable by remaining open to differing viewpoints.
- Directors shall work with and respect the opinions of their peers and leave personal prejudices out of all Board and Committee discussions.
- Once made, support, indeed defend, board decisions, even if one's own view is a minority one.
- Directors shall observe parliamentary procedures and display courteous conduct in all Board and Committee meetings toward each other and staff.

Participation:

- Directors shall demonstrate their commitment to the Association by demonstrating a high priority of participation in Board and Committee meetings through high levels of attendance, making every effort to attend in person or via conference all scheduled Board Meetings. In accordance with the Association By-law, the Board may consider reviewing a Director's membership on the Board if three consecutive meetings are missed, or if 1/3 of all meetings are missed in a year.
- Directors shall prepare themselves for all Board and Committee meetings by familiarising themselves with the meeting's agenda and background materials to the greatest extent possible, with the goal of discussing the issues and business addressed at the meetings.
- Directors shall focus on the discussions at hand and be prepared to deal with issues that may not be easily solvable.
- Directors shall be members of at least one committee of the Board.
- Directors shall participate in:
 - a. Strategic planning and orientation workshops
 - b. Board development workshops
 - c. Seminars and other educational events that enhance their skills as Board members; and
 - d. Other special events.

Support:

- Directors shall support, in an affirmative manner, all actions taken by the Board, even when they may be in a minority position with respect to any such action.
- Directors shall represent the Association and the Board in a positive and supportive manner at all times and in all places.
- Directors shall advocate for the organization and its mission whenever an opportunity arises.
- Directors shall exercise the duties and responsibilities of their office with integrity, collegiality and care.

Governance:

- Directors shall ensure that the Board performs its duties of governance.
- Directors shall ensure that they understand their legal obligations to the Association and that they ensure those obligations are upheld.
- Directors shall place the Association's and its Board's interests before their own personal interests and will immediately declare any conflicts of interest which arise.
- Directors shall remove themselves from situations where their continued presence on the Board may cause embarrassment to the Association or undermine the confidence of their peers.

Administration:

- Directors shall actively support the Association's Executive by providing overall direction, resources and time frames to achieve the identified vision and ends of the Association.
- Directors shall recognize the difference between the role of the Board to set policy and strategic objectives, and the role of the staff to implement same.
- Refrain from giving direction, as an individual board member, to the executive director or any member of staff.

Confidentiality:

- Directors shall maintain at all times, the confidentiality of all confidential information and records of the Association and must not make use of or reveal such information or records except in the course of performance of their duties or unless the documents or information become a matter of general public knowledge.
- Directors shall not use confidential information obtained through their involvement with the Association to further their private interests or the private interests of their friends or relatives.
- Directors shall comply with any Association policies and procedures that guide the storage, use and transmission of any information of the Association, including the use of computer data bases or email systems.
- Directors shall treat Board discussions as a "safe haven" for the benefit of their peers and the Association's Executive and shall not repeat any discussions concerning the Association's business and practices, or any discussions of a personal nature of their peers, Association clients or the Association's Executive, in a public setting.
- Board members agree that once they are no longer a member of the Board of Directors, they will continue to abide by the Community Living Central York Confidentiality Agreement and will not disclose any confidential or private information, data or materials under any circumstances, except where legally required.

Media:

- Directors shall not, in the context of the Association's business and practices, make comments to the media or make themselves available for interviews by the media on behalf of the Association without prior approval and briefing by the Association's Executive.

Property:

- Directors shall not misappropriate the Association's assets for personal use.
- Directors are entrusted with the care, management and cost effective use of the Association's property and resources, including the use of the Association's name and should not make significant use of these resources for their own personal benefit or purposes.
- Directors shall ensure that Association property assigned to them is maintained in good condition and shall be accountable for such property.

Responsibility:

- Directors must adhere to the standards prescribed by this Code of Conduct, as well as any applicable Conflict of Interest Policy.
- Directors must adhere to all applicable legislation, as well as the by-laws that govern the Association.
- Directors must adhere to all applicable policies of the Association while in the performance of their duties and in situations which may affect their ability to perform their duties.
- Directors shall report any breaches or potential breaches of this Code of Conduct to the Board through the President.

Board members who refuse to abide to the Board of Directors' Code of Conduct, Board policies, or exhibit other unacceptable behaviours, can be asked to leave a meeting immediately by the Chair, or the meeting can be terminated, or other actions taken by the Chair supported by the Board of Directors to include, and not be limited to, dismissal from the Board.

**Community Living Newmarket Aurora District
Policy: Governance – Director’s Code of Conduct**

By submitting that I have read this document, I am acknowledging that I understand and agree to abide by the Board of Directors’ Code of Conduct.