



## Board of Directors Code of Conduct & Conflict of Interest

**Policy Number:** G003  
**Policy Section:** Governance  
**Applies to:** Board of Directors  
**Updated:** February 2019

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### Purpose

To articulate the standard of personal and professional conduct of the Board of Directors.

### Policy

Directors of Community Connections Society of Southeast BC (CCS) are expected to demonstrate high standards of personal and professional conduct. These high standards will maintain client and public confidence in their actions and in the Society.

The fundamental relationship between each director and CCS must be one of trust. Essential to trust is a commitment to honesty and integrity. Ethical conduct within this relationship imposes certain obligations outlined in the following code.

The Board and individual Directors shall operate ethically and in accordance with the Constitution and Bylaws and the current Governance Policies.

### Compliance with the Law

- Directors must always act in full compliance with both the letter and spirit of all applicable laws.
- No director shall commit or condone an unethical or illegal act or instruct another director, employee, or supplier to do so.
- Directors will be familiar with legislation that applies to the work of CCS and recognize potential liabilities.
- Directors will avoid any situation which could be perceived as improper or indicate a casual attitude toward compliance with the law.

### Conflicts of Interest

- A conflict exists for directors who use their positions at CCS to benefit themselves, friends, or family members.
- A director must not use his or her position to pursue or advance the director's personal interests, the interests of a relative, business associate, corporation, union, or partnership.
- A director must not directly or indirectly benefit from a transaction with the Society over which the director can influence decisions made by the Association.
- A director must not take personal advantage of an opportunity available to the Society unless the Society has clearly decided against pursuing the opportunity and such opportunity is available to the public.
- A director must avoid any situation in which there is, or may appear to be, a potential conflict which could interfere with the director's judgment in making decisions in the



best interest of the Society.

- Best interest of the Society must be the paramount concern of each director

### **Disclosure**

- The Society requires full disclosure of all circumstances that could be construed as a conflict of interest.
- A director must, immediately upon becoming aware of a conflict of interest, disclose this conflict to the Chair. This requirement exists even if the director does not become aware of the conflict until after a transaction is complete. Then the director must take immediate steps to resolve the conflict.
- If a director is in doubt whether a situation involves a conflict, the director will seek the advice of the President.
- If a director believes that another director is in a conflict-of-interest situation, the director must immediately bring the conflict to the other director's attention and request that the conflict be declared. If such a declaration is not forthcoming, then the director must bring the issue to the attention of the Chair.
- A director is required to disclose the nature and extent of any conflict and then:
  - Refrain from the discussion and/or vote on the matter
  - May remain in the meeting room if it is a public meeting
  - Withdraw from the meeting room if it is a closed meeting
  - Must not attempt to influence the discussion or voting of the Board on any question relating to the conflict

### **Confidential Information**

- Confidential information includes proprietary technical, business, financial, personnel, or legal information which the Society treats as confidential.
- Directors may not disclose such information to any person outside the Board unless authorized.
- Directors may never disclose or use confidential information gained by virtue of their membership on the Board, for personal gain or to benefit friends, relatives, or associates.

### **Entertainment, Gifts & Favours**

- It is essential to good business practices that all those who do business with the Society have equal access to the Society.
- Directors and their family members should not accept entertainment, gifts, or favours that create or appear to create a favoured position for doing business with the Society.
- Inappropriate gifts received by a director should be returned to the donor with a copy of this Code.
- Full and immediate disclosure to the Board Chair of questionable cases will be taken as good-faith compliance with this code.



### **Use of The Society's Property**

- A director requires the Society's approval to use property owned by the Society for personal purposes.
- A director may not purchase property from the Society unless the purchase is made through the usual channels also available to the public.
- Directors will ensure that Society property assigned to them is maintained in good condition and should be able to account for such property.
- Directors may not dispose of Society property except in accordance with guidelines established by Society policy.

### **Breach of Code**

- A director found to have breached his/her duty by violating the Code of Conduct will be liable to censure and may be asked to resign from the Board.

### **Declaration**

- Directors of the Society will read and consider the Code of Conduct and Conflict of Interest Guidelines and agree to conduct themselves accordingly by signing and dating a copy of the code.
- Signed copies will be retained in the files of the Society as part of the Board records.

## **2.2.1 Code of Ethics**

### **Purpose**

The Board and individual Directors shall operate ethically and in accordance with the Constitution and Bylaws and the Governance Polices.

### **Directors shall not:**

- Behave in an illegal, unethical, or imprudent manner, or breach confidentiality.
- Put the interest of individuals, groups, organizations, or themselves before the interest of CCS.
- Exercise authority over CCS or its operations unless approved by the Board.
- Present personal positions as those of the Board or CCS.
- Take any actions that compromises the Board and its decisions or CCS's operations.
- Act in an inhumane, unfair, or disrespectful manner towards each other, clients, staff, contractors and other stakeholders.
- Neglect their duties through irregular attendance at meetings or less than full participation at CCS functions and activities.
- Fail to inform the Board of any actual or potential conflict of interest, excuse themselves from deliberations on these matters and refrain from influencing the Board's decision.
- Request information or assistance from the Executive Director or staff that requires a material amount of time or funds or that disrupts the day-to-day operations without Board approval.



## 2.1 Role of the Chair

### Purpose

The Chair shall protect the integrity of the Board's process and shall represent and speak on behalf of the Board on governance issues.

### The Chair of the Board, or in the Chair's absence, the Vice Chair/Co-Chair, shall not:

- Permit the Board to contravene the Constitution and Bylaws, the Governance Policies and any other governance requirements legitimately imposed upon the Board.
- Fail to use Robert's Rules of Order as required or when requested by members of the Board.
- Allow meeting agenda items and/or discussions of issues that are clearly not within CCS's mandate or consistent with the Board's role.
- Neglect to ensure that deliberations are timely, fair, orderly, thorough, efficient, and relevant.
- Make decisions on behalf of the Board that are unreasonable interpretations of its Governance and Management Policies.
- Represent the Board by stating positions that are inconsistent with the Constitution and By-Laws, the Governance Policies, and resolutions of the Board.

## 2.2 Role of Committees and Representatives

### Purpose

The Board shall operate as a corporate body and shall appoint committees and representatives only to help carry out its governance responsibilities.

### Committees and representatives shall not:

- Interfere with the wholeness of the Board's job or its governance responsibilities.
- Impair the delegation of responsibilities to the Executive Director or his/her direct accountability to the Board.
- Exercise authority over staff, contractors, clients, or volunteers unless specifically authorized to do so by the Board.
- Fail to report their findings, actions and decisions as required in the Bylaws and in a manner determined by the Board.
- Speak or act on behalf of the Board unless specifically authorized to do so by the Board.
- Expend funds or utilize human and physical resources unless approved by the Board or the Executive Director.



## 2.3 Meetings

### Purpose

The Board shall Conduct its affairs in a businesslike manner.

### The Board shall:

- Meet quarterly or more frequently at the discretion of the Directors.
- Employ the procedures outlines in Robert’s Rules of Order when necessary or requested by its members.
- Use the following agenda for its regular meetings:
  - Call to Order
  - Approval of the Agenda
  - Approval of Minutes
  - Delegations / Presentations /Communications
  - Strategic Direction Review
  - Committee Reports
  - Executive Director Report
  - New Business
  - Future Meeting Dates
  - Adjournment
  - In-camera Session
- Assess the effectiveness of each regular meeting.
- Restrict attendance at in-camera meetings to Directors and the Executive Director unless otherwise decided by the Board.
- Permit Directors unable to attend regular board or committee meetings in person to participate in a manner acceptable to the Board or the Committee.

## 2.4 Delegation of Authority and Responsibility

### Purpose

The Board shall appoint and support the Executive Director as the Chief Executive Officer of CCS.

### The Board shall:

- Delegate to the Executive Director the authority and responsibility to manage the operations of CCS.
- Authorize the Executive Director to act as spokesperson and representative on operational matters.
- Hold the Executive Director accountable for the day-to-day operations of CCS.
- Allow the Executive Director to delegate authority and responsibility to staff or contractors, to assign resources to them, and to hold them accountable for



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performance.

