



# Board Code of Conduct Policy Sample

**Prepared by: Dionne A. Falconer, Consultant**

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# Board Code of Conduct Sample

## 1.0 Purpose

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

## 2.0 Application

This Code of Conduct applies to all Directors, including ex-officio Directors, and non-Board members of Board committees. Directors are also required to comply with the organization's policy on [insert name of applicable policy], which applies to employees.

## 3.0 Director's Duties

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

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 organization.

Directors must avoid situations where their personal interests will conflict with their duties to the organization. Directors must also avoid situations where their duties to the organization may conflict with duties owed elsewhere. Where conflicts of interest arise, Directors will comply with the requirements of the bylaws and applicable legislation.

In addition, all Directors must respect the confidentiality of information about the organization.

## 4.0 Best Interests of the Organization

Directors must act solely in the best interests of the organization. All directors, including ex-officio Directors, are held to the same duties and standard of care. Directors who are nominees of a particular group must act in the best interests of the organization, even if this conflicts with the interests of the nominating party.

## 5.0 Confidentiality

Directors and committee members owe a duty to the organization to respect the confidentiality of 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 or committee member. Directors and committee members shall not disclose or use for their own purpose

confidential information concerning the business and affairs of the organization unless otherwise authorized by the Board.

It is recognized that the role of Director may include representing the organization to third parties. However, 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 and committee member shall ensure that no statement not authorized by the Board is made by that Director or member to the press or public.

A Director is in breach of the Director's duties with respect to confidentiality when information is used or disclosed for other than the purposes of the organization.

## **6.0 Board Spokesperson**

The Board has adopted a policy with respect to designating a spokesperson on behalf of the Board. Only the Chair or designate may speak on behalf of the Board. The Executive Director 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 or the Board. When so authorized, the Board member's representations must be consistent with accepted positions and policies of the Board.

## **7.0 Media Contact and Public Discussion**

News media contact and responses and public discussion of the organization's affairs should only be made through the Board's authorized spokespersons. Any Director who is questioned by news reporters or other media representatives should refer such individuals to the appropriate representatives of the organization.

## **8.0 Respectful Conduct**

It is recognized that Directors bring to the Board diverse background, skills and experience. Directors will not always agree with one another on all issues. All debates shall take place in an atmosphere of mutual respect and courtesy.

The authority of the Chair must be respected by all Directors.

## **9.0 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.

## **10.0 Obtaining Advice of Counsel**

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

## **11.0 Amendment**

This policy may be amended by the Board.

Approved by Board of Directors: [insert date]

Reviewed by Board of Directors: [insert date]

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