

## 2.6 Directors' Code of Conduct

### **Applies to**

All board members.

### **Policy**

The Board expects ethical, lawful, and engaged conduct of itself and its members. The Board's Code of Conduct includes Attendance, Board Acts as a Whole, Communications, Confidentiality, Conflict of Interest, Equity, Diversity and Inclusion, Ethical Conduct, Freedom from Discrimination and Harassment, and Loyalty.

### **ATTENDANCE:**

In order to have full contribution from all Board members, regular attendance is expected. A pattern of absences by an individual Board member is detrimental to the overall morale of the Board. It may compromise the ability of the absent Board member to fulfill the fiduciary duties expected of Board members. The absent Board member cannot engage in Board discussions and decisions, may not receive important information and materials provided during Board meetings, and contributes to the risk of missing quorum requirements<sup>1</sup>

### **BOARD ACTS AS A WHOLE:**

Board members may not attempt to exercise individual authority over the organization except as explicitly permitted in these policies.

- Board members' interaction with the Chief Executive Officer or with staff must recognize the lack of authority in any individual Board member or group of Board members except as noted above.
- Board members' interaction with the public, press or other entities must recognize the same limitation and the similar inability of any Board member or Board members to speak for the Board. Only the Chair has the authority to speak for the Board publicly.
- Board members will make no judgments of the Chief Executive Officer or staff performance except as that performance is assessed against explicit Board policies through the official process.
- Board members acknowledge that they are in a position of power over staff and clients when interacting with staff or clients in a community setting.
- Board members will report to the Chair of the Board any external circumstances either personally or professionally, they have participated in that may have or may impact the organization. The Chair will discuss this with the Chief Executive Officer and the full Board to obtain clarity and a response if needed.

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<sup>1</sup> Bylaw section 2c

It shall be a requirement of membership on the Board that Directors may not be absent for more than three (3) regular meetings of the Board in any twelve (12) month period starting from the date of the Annual General Meeting. Without authorization by a two-thirds (2/3) majority of the other Directors at a regular meeting of the Board, the Director will be deemed to have resigned.

## **COMMUNICATIONS:**

In order to ensure that statements made on behalf of the Centre are consistent and of high quality, whether to the media or to a conference or other formal meeting; and to safeguard the Board of directors, Centre staff and the Centre as a whole from potential liability:

- The Chief Executive Officer will hold primary responsibility for interfacing with the public news media and legal officials in all circumstances except where and when otherwise delegated. The Chief Executive Officer may delegate this responsibility on a case by case basis to a member of Centre staff or Board.
- The Chief Executive Officer will notify the Chair of the Board of any/all public announcements or responses to news media, legal officials and external groups requesting an official response that may impact the organization.
- Board members shall be aware at all times of their responsibility to uphold the reputation of SRCHC in what and how they communicate with the public.
- No Board member shall communicate, as representing SRCHC, to the media, at a conference or at a political meeting without authorization from the Board.
- With respect to social media, Board members will adhere to Organizational Policy 7.4 Social Media.

## **CONFIDENTIALITY:**

Board members must at all times preserve confidentiality regarding staff and client matters and other confidential information relating to the business of SRCHC. In this context confidentiality means information which, if disclosed to a third party outside SRCHC, or discussed in a public venue, may cause harm to SRCHC, its clients and/or staff. Confidentiality is further addressed in Organizational Policy 2.5 Confidentiality.

## **CONFLICT OF INTEREST:**

Board members must act in the best interest of SRCHC and perform their official duties and arrange their personal, professional and private affairs in such a manner that the public confidence and trust in the integrity, objectivity and impartiality of SRCHC are upheld and enhanced.

1. A real or potential conflict occurs when a Board member is in a position to effect or has a potential to effect a decision within the scope of their responsibility, and has a personal, professional or financial interest in the outcome of the decision.
2. A perceived conflict of interest exists when a reasonable and objective observer viewing such actions would conclude that the Board member participating in such actions will or may benefit, either directly or indirectly, from these actions.
3. Board members must arrange and conduct their personal, professional and private affairs in such a manner that will prevent real, potential or perceived conflicts of interest from arising. All three are considered conflict of interest for the purposes of this policy.
4. There must be no self-dealing or any conduct of private business or personal services between any Board member and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
5. Board members must not take advantage of, or benefit from, information obtained in the course of their official duties and responsibilities that is not available to the public. Board members must not act, after they leave the position, in such a manner as to take improper advantage of their previous position.
6. Board members must disclose any possible conflict of interest to the Chair of the Board who will discuss the matter with the Chief Executive Officer so that a solution may be worked out. If, after investigation, it is identified that a conflict of interest exists, the Board member with the conflict will remove themselves from the circumstances creating the conflict. At the beginning of each Board meeting the Chair will ask the Board members to identify if they believe they may be in a conflict of interest pertaining to any of the

agenda items. The Chair will notify the Chief Executive Officer and the Vice-Chair of possible conflict of interest pertaining to any part of the Board agenda prior to the start of the Board meeting.

7. Board members will disclose other employment or contracts which may impact upon their duties as a Board member to the Chair of the Board.
8. Board members must not use their positions to obtain for themselves, family members or close associates employment within the organization.
9. Current or previous Board members cannot hold a staff position for a minimum of two years following their Board terms and they must have prior approval of the Chief Executive Officer. Conversely staff members cannot hold a position on the Board for a minimum of two years following their end of employment with SRCHC.
10. Board members undertake to understand and comply with our funders' Conflict of Interest policies. These policies will be brought to the Board's attention as needed.

#### **EQUITY, DIVERSITY AND INCLUSION:**

This work of the Board, Nominations Committee and the organization as a whole will be undertaken not as a task with an end goal but as an on-going process through a lens of equity and inclusion. As well, the Board is committed to advancing indigenous health equity and cultural competency within the organization through truth and reconciliation. The goal is for diverse client communities to inform the work of the Centre with a focus on eliminating barriers to enable member participation on the Board, committees and work groups.

The board may use the following tool for assessing diversity on the Board.

#### **TOOL FOR ASSESSING DIVERSITY**

<b>Task</b>	<b>Purpose</b>	<b>Process</b>
Define Diversity	Is the Board currently diverse?	Nominations Committee to receive Equity focus for the current year as determined by the Board
Who do we serve	The Board should establish a way for the input of diverse communities we serve to inform the work of the Centre.	Refer to demographic data provided at Board Retreat – communities and populations served.
Who is currently on the Board	What are the gaps between who we now serve and who is on the Board?	Use the Board Assessment to determine existing diversity and identify gaps.
Determine goals over time	Understand longer term project or imbedding criteria into ongoing process.	Based upon previous learning, develop Outreach Strategies and a focus on inclusion.
Outreach Strategy	Define specific goals within specific timeframe e.g. this year.	Determine focus for each year and develop a plan for outreach and evaluate annually.
Evaluate outcome	Adjust strategy and future goals	Iterative.

#### **FREEDOM FROM DISCRIMINATION AND HARASSMENT:**

SRCHC believes in an environment free from discrimination and harassment where respect and tolerance are promoted, practiced and upheld.

In keeping with the Values of SRCHC, it is important that Board members are able to carry out their work in an environment which is respectful<sup>2</sup>, free from discrimination and harassment due to age, creed, colour, disability, family and marital status, gender identity, gender expression, genetic characteristics, national or ethnic origin, race and related grounds, receipt of public assistance, record of offences, religion, sex, sexual orientation or any other personal characteristics. Accordingly, it is the responsibility of everyone to ensure that they support practices at SRCHC that comply with this commitment.

### **ETHICAL CONDUCT**

Board members are committed to maintaining exemplary ethical practices to reflect SRCHC's vision, mission, and values, and to promote and uphold its social responsibility. The Board guides its work through upholding our organizational Code of Ethics as outlined in Organizational Policy 2.1.1. Code of Ethics.

### **LOYALTY**

Board members must have un-conflicted loyalty to the interests of the Centre. This loyalty supersedes loyalty to any other group, board, or other organization and the personal interest of any Board member acting as an individual consumer or user of the Centre's services.

### **Procedures**

At the outset of each Board meeting the Chair is to remind the Board of its Code of Conduct.

### **Accountability**

Board members are to indicate their understanding of an agreement with their Code of Conduct responsibilities by signing the attached Appendix I ([Code of Conduct Agreement for Board Members](#)) and Appendix II ([Confidentiality Agreement](#)). Signed forms will be kept securely at SRCHC.

Breach of any aspect of this policy may result in dismissal from the Board. A breach of this policy will be considered by the Executive Officers of the Board who will make a recommendation as to sanction(s) to the Board.

Adherence to this policy will be monitored by the Board through a self-assessment of its performance, at least annually.

*Created July 1992*

*Approved by Board of Directors*

*Date of Review or Revision: March 2000, January 2007, November 2013, December 2014, September 2015, January 2016, September 2016, September 2017, May 2018, September 2018, April 2019, March 2020, April 2020*

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<sup>2</sup> Respectful conduct will be defined as: that which would be expected within a professional, ethical and courteous environment where individuals are treated and treat others courteously, in a dignified manner, as they would themselves like to be treated.

## 2.6.1 Appendix I – Code of Conduct Agreement for Board Members

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### Code of Conduct Agreement for Board Members

I, \_\_\_\_\_, as a member of the South Riverdale Community Health Centre's (SRCHC's) Board of Directors, have read, understood, and agree to faithfully abide by the SRCHC's Governance Policy 2.6 – Directors' Code of Conduct.

I have received a copy of Governance Policy 2.6 – Directors' Code of Conduct, to which this agreement is appended.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

*Approved By: Board of Directors*

*Date of Review or Revision: September 2018, April 2019, April 2020*

## 2.6.2 Appendix II – Confidentiality Agreement

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### Statement of Confidentiality

I, \_\_\_\_\_, as a member of the Board of Directors, have read and understand Organizational Policy 2.5 on Confidentiality (attached) of South Riverdale Community Health Centre (SRCHC). I agree that all matters regarding personal health/medical records of SRCHC clients, and/or any other personal or confidential information overheard, observed or read, inside or outside of board meetings, are to be kept strictly confidential and are not to be divulged in any manner whatsoever.

I understand that there is likelihood that I may learn certain facts of a confidential nature about individuals, clients or staff as a result of my association with SRCHC. Examples of this information include medical conditions, client status, family relations, home or work phone numbers and personal information. This information, whether concerning a client or staff member, is confidential. I agree not to disclose or discuss any such information unless specifically authorized to do so while volunteering at SRCHC or in the future.

I understand that all client information is considered privileged, confidential, and, to the extent that it falls within the definition of “personal health information”, must be handled in accordance with the rules set out in the Personal Health Information Protection Act, 2004.

I understand that the SRCHC Privacy Officer is available to me should I have any confidentiality questions or concerns.

I understand that disclosure of confidential information may result in termination of my board directorship at South Riverdale Community Health Centre.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

*Approved By: Board of Directors*

*Date of Review or Revision: September 2018, April 2019, April 2020*