

# Board of Directors Code of Conduct

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The Board of Directors is committed to governing in the interest of the members and the public through teamwork and effective decision-making in a transparent, objective and fair manner with integrity and good judgement, encouraging diversity and inclusivity, and adhering to relevant legislation, the OACETT Act, By-laws and Policies.

## **Responsibilities to Society**

A Board member shares a responsibility for acting in the public interest.

- A Board member will engage in conduct in line with the best interests of the public or OACETT.
- A Board member will ensure that current and future members meet the highest of established standards, while doing so in a fair and compassionate manner.
- A Board member will assist in preventing the unauthorized use of titles granted to OACETT and its Members.

## **Responsibilities to OACETT**

A Board member has a responsibility to member wellbeing and for the effective utilization of the resources entrusted to them. In fulfilling these responsibilities, a Board member will

- a) Strive to maintain the respect and confidence of the community and of members, through the highest possible degree of ethical conduct and integrity.
  - b) Be familiar with the content of the OACETT Act, By-Laws and Policies.
  - c) Strive to contribute to the effective and expeditious conduct of business.
  - d) Conduct all business without malice or ulterior motive and in a manner that the Board member conscientiously believes to be in the best interest of OACETT.
- a) Advocate for the organization and its mission wherever and whenever the opportunity arises in their own personal and professional networks, promote the high standards it sets for its members, and assist in preventing the unauthorized use of the titles granted to OACETT and its members.
  - b) Support Board of Directors decisions even if their own view is a minority one, not disclose or discuss differences of opinion on Board of Directors with those who are not on Board of Directors, and once consensus or decisions are reached,

communicate externally with “one voice”.

- c) Act with integrity and professionalism in both business and social settings in accordance with OACETT harassment, violence and privacy policies, and in all media, especially social media, to preserve both OACETT’s and their own reputations.
- e) Use the resources of OACETT solely for the benefit of the Association, and ensure that any financial and other resources entrusted to them are used in the most appropriate and effective manner.
- f) Upon seeing the possibility of a conflict of interest, declare such interest, at the earliest opportunity to those involved in making decisions related to the issue for which the conflict of interest exists.
- g) Refrain from accepting commissions, lavish gifts or gratuities. Board members may accept items of nominal value, but may not accept anything that might make it appear that their judgement regarding OACETT would be compromised. In rare situations, where it would be impractical or harmful to refuse or return a gift, the situation is to be discussed with the President and CEO.
- h) Ensure that their conduct – both as part of Board of Directors activities and separate from Board of Directors – does not damage the Board member’s own or Board of Directors’ reputation. A Board member’s behaviour should not prevent the Board member from doing their job, or prevent OACETT and/or Board of Directors from operating efficiently. The foregoing also applies to a Board member’s use of social media.
- i) Refrain from the consumption or use of any controlled drug, cannabis, alcohol and/or prescription drug, when the use of which (including in combination) affects their behavior during and/or in the performance of their duties. Board members are prohibited from attending events or performing duties if intoxicated. OACETT also prohibits possessing or bringing any intoxicants (including alcohol, controlled drug or cannabis) to any OACETT premises or event. While OACETT may sponsor or promote events where alcohol is being served, when attending such events, Board members are expected to conduct themselves in a matter that reflects well on the organization.
- j) Keep confidential all matters identified as confidential at a meeting of Board members, by the Chair or by the Chief Executive Officer.
- k) Follow the written policies of OACETT and uphold such policies with other Board members or staff.
- l) Observe this Code of Conduct in the spirit as well as in the letter and assist the Board of Directors in ensuring that this code is followed by fellow Board members.

## **Conduct of Board members during Meetings**

In their conduct during Association Meetings, a Board member will:

- a) Represent the broader interests of members and/or stakeholders.
- b) Balance their contribution as both an advisor and learner.
- c) Be prepared to be a dissenting voice, endeavor to build on other Board members' ideas, offer alternative points of view to be considered, and invite others to do the same in a respectful, collegial manner.
- d) Express only competent opinions, based on sufficient knowledge of the relevant facts and the Board member's experience and expertise, and where appropriate, clearly indicate the facts, circumstances and assumptions upon which the opinion is based.
- e) Be balanced in their efforts to understand other Board members and to make themselves understood.
- f) Demonstrate financial responsibility when making decisions. Follow OACETT expense policies and ensure that financial and other resources are used appropriately and effectively.
- g) Disclose their involvement with other organizations, businesses, or individuals where such a relationship might be viewed as a conflict of interest.
- h) Make every reasonable effort to attend all required meetings and related events.
- i) Refrain from commenting on staff performance, including that of the CEO. Concerns regarding the CEO should be directed to the President who will then take it to the HR Committee.
- j) Refrain from using their personal influence to persuade OACETT to do business with a company in which they or their family members or friends have an undisclosed interest.
- k) Respect the confidentiality of privileged information, especially in personnel matters or concerning members' private information. This confidentiality extends beyond the tenure as a Board member.
- l) Refrain from disclosing any confidential information regarding OACETT Board of Directors matters outside of the Board of Board members, including to family and friends.

### **Conduct Towards Fellow Board members**

A Board member has a responsibility to their fellow members of the Board of Directors to:

- a) Deal with their fellow Board members in an honest, candid and direct manner and ensure that they strive to sustain a cooperative relationship.
- b) Not conduct OACETT business in an abusive or offensive manner, or any manner inconsistent with professional conduct.
- c) Not speak against their fellow Board members as individuals, but speak for or against the ideas their fellow Board members may express.
- d) Always treat their fellow Board members with respect, courtesy and in good faith and refrain from acting against a proposal or position of a fellow Board member without prior knowledge.

### **Conduct Towards OACETT Staff**

A Board member, as a representative of OACETT, shares the responsibility of an employer/employee relationship to:

- a) Refrain from giving direction, as an individual Board member, to the Chief Executive Officer or any member of staff.
- b) Recognize that every staff member has a right to trust, respect and courtesy.
- c) Strive to ensure the efficient conduct of business, and whenever possible, make only realistic and appropriate demands on staff resources in such a manner and with such advanced notice as to facilitate the smooth operation of the OACETT office.
- d) Be aware of and respect the lines of supervisory and managerial authority established within the staff structure.
- e) Direct any concerns that they may have regarding staff conduct to the Chief Executive Officer or President only, avoid criticisms which are intemperate, unsupported or subjective and never undertake to reprimand a staff member.

### **Complaint Mechanism**

- a) Any complaint made against a member of the Board of Directors must be in writing, specify the conduct in question, and be directed to the President; unless the complaint is against the President, and then it is to be directed to the Past President. A complaint may originate from persons other than Board members.
- b) The President, in consultation with the CEO, will discuss complaints with the affected Board member, complainant, and any other necessary parties, with the

objective of resolving the issue to the satisfaction of all parties.

- c) The President may decide that the issue is resolved and may be satisfied that the probability of recurrence is slight. The complaint, with the consent of the complainant, will be considered closed and resolved.
- d) If the complaint is not resolved, or if the action referenced in the complaint affects the Association as a whole, the President will review the complaint with the Board of Directors. The Board member who is facing the complaint shall not participate in the review and determination of the action to be taken.
- e) If the complaint pertains to a matter within the Code of Ethics, the complaint, or that part of it dealing with the Code of Ethics, will be referred to the Registrar, to be addressed in accordance with established enforcement procedures regarding the Code. A complaint that indicates a potential breach of the Code of Ethics or the Rules of Professional Conduct, shall take precedence over any further consideration.
- f) If the complaint is not referred to the Registrar, the Board member will be informed of the nature of the complaint and given an opportunity to provide information to the President before the President determines the appropriate action to be taken.
- g) If the President finds the complaint to be unfounded, the complainant and the affected Board member will be informed and the matter will be closed. The President will then discuss the findings with the complainant and the affected Board member with the objective of resolving any outstanding issues or misunderstandings to the mutual satisfaction of both parties.
- h) If the President finds the complaint to be substantiated, the findings are to be referred to Board of Directors for action.
- i) The affected Board member will have an opportunity to comment to the Board of Directors on the President's report, prior to Board of Directors review of the findings. The affected board member and the complainant (if present) will absent themselves during the Board of Directors review and debate.
- j) The Board of Directors will decide the action to be taken in respect of the Board member. The Board of Directors will not, however, alter the findings of the President.

All parties involved in the complaint process will act in a positive and professional manner, maintaining the highest level of sensitivity to and respect for others.



### **Complaints Regarding Staff**

Board member complaints regarding staff will be directed to the CEO for review and resolution. The complaint must be made in writing and specify the conduct in question. Complaints made against the CEO will be resolved by the President in consultation with the Human Resources Committee.

### **Consultation**

If a Board member is unsure of what to do in a situation, they are encouraged to consult with the President or CEO for assistance.