

## **CODE OF CONDUCT**

### **Code of Conduct - Staff**

1. The staff Code of Conduct reflects the philosophy and mandate of CF Meridian Region. Staff is expected to:
  - 1.1. Follow all CF Meridian Region policies and procedures
  - 1.2. Perform duties in an efficient, thorough and timely manner
  - 1.3. Keep confidential all information acquired as a result of working for CF Meridian Region and observe the confidentiality guidelines established in these policies, including when no longer employed by CF Meridian Region
  - 1.4. Dress in a manner appropriate to their duties and to situations as they may arise; conduct themselves in a professional, courteous and businesslike manner within the organization and when representing CF Meridian Region
  - 1.5. Continue to learn the skills required for the fulfillment of their jobs and see learning and development as a part of their job performance

### **Drug and Alcohol Policy**

1. Staff is not allowed to report to work under the influence of alcohol or illegal drugs or to use alcoholic beverages or illegal drugs while on duty (i.e. during office hours, while traveling to or from clients, while driving a CF MERIDIAN REGION leased vehicle or during working hours of training sessions, workshops, conferences, meetings or any other function where an employee's attendance is required).
2. Contraventions of the Drug and Alcohol Policy are grounds for immediate dismissal.
3. Every CF MERIDIAN REGION employee has an obligation to maintain an awareness of the content of any bylaw regarding the use of intoxicants. Staff is encouraged to let their supervisor know if they are experiencing problems related to alcohol and/or illegal drugs. To the extent resources allow, CF MERIDIAN REGION will assist employees who disclose that they have a problem of this nature.

### **1. Director Code of Conduct**

- 1.1. The Board will establish and approve a Director's Code of Conduct to be signed by each Directors which at a minimum shall include;
  - 1.1.1. The Board expects ethical and businesslike conduct of itself and its members. This commitment includes proper use of authority and appropriate decorum in group and individual behaviour when acting as Directors.
  - 1.1.2. Directors must represent un-conflicted loyalty to the interests of the MCFDC mandate. This accountability supersedes any conflicting loyalties to advocacy, special interest groups, and membership on other Boards or staffs. This accountability also supersedes the personal interest of any Director acting as an individual consumer of the organization's programs and services.
  - 1.1.3. Directors must avoid any conflict of interest with respect to their fiduciary responsibility. There must be no self-dealing or any conduct of private business or personal services

between any Director and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to "inside" information.

1.1.4. Upon becoming a member of the Board of Directors, each Director shall sign the Board of Directors' Code of Conduct and recommit to the Code by re-signing annually. In the event of any conflict between the provisions of the Code of Conduct and the provisions under any other applicable provincial legislation, the provisions under applicable provincial legislation shall govern.

## **2. Code of Conduct Guidelines for Directors**

2.1. Directors are required by law to use the utmost good faith in all their dealings involving the organization. Directors must exercise their powers bona fide in the best interests of the organization and not for any side purpose, special interest or other agenda. This duty to act honestly and in good faith is the Director's fiduciary duty.

2.2. In discharging their fiduciary duties, Directors are expected, when they are at the Boardroom table, to address their minds exclusively to the interests of the organization. Directors must not allow the judgment and advice that they are expected to provide to the organization to be impacted by extraneous factors - whether those be the financial interests of the Director or the interests of others they may be associated with.

2.3. There are three aspects of the fiduciary duties:

2.3.1. Corporate Opportunity - Directors are not to take personal advantage (either directly or indirectly) of opportunities, which would otherwise be available to the organization. There can be no profit to a Director from a commercial opportunity, which a Director has by reason of his or her Directorship, or the knowledge it gives to the Director.

2.3.2. Contracts with the Organization - In order for there to be a valid contract between a Director and the Organization, the Director must make disclosure to the organization to be recorded in the minutes of a Board meeting prior to the contract coming into existence or as soon as the Director is aware of the contract.

2.3.2.1. This rule applies to contracts to which the Director is a party and to situations in which the Director is also a Director of or has a shareholding of significance in, the other contracting party.

2.3.2.2. If the contract is one that would not, in normal practice, come to the Board of the organization for approval, the Director is nonetheless required to make a disclosure to be entered into the minutes of a Board meeting. With limited exceptions, a Director must abstain from any discussion and voting in respect of any contract in which the Director has an interest.

2.3.2.3. Disclosure of a Director's interest in a material contract or transaction or proposed contract or proposed transaction shall be made in writing or shall be made during a properly constituted meeting of the Board:

2.3.2.3.1. If made in writing, the disclosure shall be provided to the Board Chair who shall place such written disclosure in the minute book of the organization and shall provide copies of such disclosure to all Directors;

2.3.2.3.2. If made during a meeting of the Board, the Director involved shall request that such disclosure be entered in the minutes of the meeting. Such disclosure shall contain a description of the interest of the Director in the contract, transaction, proposed contract or proposed transaction. The amount of detail required in the disclosure depends, in each case, on the nature of the contract or proposed contract and the context in which it arises. The general rule, however, is that a Director's colleagues must be fully informed of the "real state of things".

2.3.3. Obligation of Confidentiality - A Director will be legally responsible to the organization. Accordingly, he or she shall not collect, use or disclose any information of the organization including, but not limited to, confidential, personal or third-party information, for his or her private purposes, or for any other purpose without the consent of the organization.

2.3.3.1. The doctrine of confidentiality also means that a Director should carefully avoid discussing the affairs of the organization with third parties.

2.3.3.2. The Chair of MCFDC will be responsible for administering this policy. In any situation where a potential for a conflict arises under the terms of this policy, the chair will discuss the situation with the Director concerned in order to reach a resolution that is consistent with the policy. If a Director senses a problem or has a concern whether his or her actions will be in compliance with these guidelines, the Director should frankly and fully discuss his or her concerns with the chair of the organization and if necessary, obtain legal advice.

2.3.3.3. In the event of potential or actual conflict of interest on behalf of the Chair, the Vice-Chair shall perform the duties of the Chair with respect to handling of the conflict of interest.

2.3.3.4. The fiduciary duties of a Director especially regarding corporate opportunity continue to apply after a Director's term of office expires. Accordingly, Directors should not act after they leave office, in such a manner as to take improper advantage of their previous position.