**EMMANUEL SENIORS LIVING SOCIETY**

**Board of Directors’ Code of Conduct**

Ethical conduct by Board Directors is critical to competent, conscientious and effective governance. The effectiveness of the Board depends upon the commitment of each Board Director to a high standard of personal conduct. A decision to serve on the Board represents a commitment to govern with excellence in promoting the vision and policies of the Society. Each Board Director shall sign the Code of Conduct Agreement (see below).

Fulfillment of Duties

* All Board Directors have equal governance responsibilities to fulfill their shared commitment to the bylaws and policies of the Society.
* Board Directors shall be conscientious in attending meetings regularly, participating on committees as required, and ensuring that they are well prepared to address issues and questions that come before the Board for consideration and decision.
* Board Directors shall notify the Board President in advance of the reason for any non-attendance for scheduled Board meetings or work.

Respect for Authority of Board

* The individual Board Director is authorized to exercise the duties and responsibilities of his or her office on behalf of the Society only when acting in concert with the rest of Board.
* The individual Board Director has no authority to instruct or evaluate the Society's Chief Executive Officer, staff or contractors without specific delegated authority.
* Individual Board Directors shall read and abide by all governance policies of the Society.

Conscientious Commitment to the Governance Process

* Board Directors shall be loyal to the Society and the Board and shall be accountable to exercise the powers and discharge the duties of their office honestly and in the best interest of members of the public. This accountability supersedes the personal interest of any Board Director acting as an individual member of the Society or the public, or of a particular stakeholder group or other organization.
* If a Board Director has a personal issue as a recipient of the Society's services, he or she shall have the same rights as any other member, but no special privilege as a member of the Board.
* Board Directors shall observe Board procedures and display courteous conduct in all Board and committee meetings.
* Board Directors shall never use Board procedures to obstruct or subvert the work of the Board.
* Board Directors shall discuss Board performance in a constructive and respectful manner.
* Board Directors shall support, in a positive manner, all actions taken by the Board even if the member is in a minority position on such actions.

Conflict of Interest

* Board Directors shall declare any real, potential or perceived conflict of interest and shall at all times comply with the Board Conflict of Interest Policy (GOV 6).

Confidentiality

* Board Directors will not communicate, either directly or indirectly, information designated confidential to anyone not entitled to receive the same. This shall apply in perpetuity.
* The Board President shall make clear what is deemed confidential.
* As external technology users, the Society Board should be aware that the technology they use through Society electronic tools, Internet communications and email usage is bound by confidentiality and is not to be discussed or divulged to any unauthorized persons. This applies to all information that is personal information as defined by the Personal Information Protection Act (PIPA) and the Society's Conflict of Interest Policy (GOV 6), as well as operational or business information that is part of the day-to-day activity of the Society. It is the technology user’s responsibility to ensure that the information they access is secure and no printouts, copies, emails or files are left open or exposed.

Freedom of Information

* Board Directors should be aware that any time they communicate with public bodies for or on behalf of the Society, such communications may be subject to disclosure to a member of the public who makes a Freedom of Information request to the public body under relevant Acts. Public bodies would include but not be limited to any government agency or office.

Director Relationships (Dealing with Disagreements)

* If there is a disagreement, Board Directors will speak with one another rather than about one another as this is divisive and destructive behaviour.
* Board Directors agree that the biblical principles of Matthew 18 will be used to resolve disagreements.
* Board Directors agree and understand that non-compliance or lack of cooperation can be deemed as a breach of the Code of Conduct.

Code of Conduct Implementation

The Board will:

* Distribute this Code to potential Directors
* Incorporate this Code into its Board Orientation Manual
* Review the Code with new Directors and in the regular Board orientation
* If a Board Director is deemed to be negligent in carrying out his/her duties, the Board has the right to make and enforce its own laws and discipline; the following guidelines will be followed:
  + - Offending Directors may be questioned by the Board President to ascertain the breach to the Code of Conduct.
    - Offending Directors may be censured by the Board President in a letter sent to the Director outlining the circumstances, the breach and the corrective actions.
    - If the offending Director is the Board President, the Board Vice President initiates and carries through this same process above.
    - Continued offence will result in a motion of censure being brought to the Board. This motion may result in a voluntary withdrawal or upon a vote of the majority of the Board; the Director shall be removed from all committee leadership and from Directorship.
    - In circumstances of an extreme nature, the Director will be removed from office immediately in accordance with the Bylaws.

See *Code of Conduct Agreement* below

**EMMANUEL SENIORS LIVING SOCIETY**

Code of Conduct Agreement

I, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (print name), as a Board Director of Emmanuel Seniors Living Society (Society) hereby agree to:

* Act honestly and in good faith, with the best interests of the Society foremost in mind;
* Use the degree of skill and diligence that is expected of my knowledge and experience;
* Be loyal to the Society and to endorse and support the Ends policies of the Society;
* Comply with all applicable Bylaws and the Governance policies and principles;
* Treat other Board Directors, members and the Chief Executive Officer fairly and with respect;
* Disclose promptly and fully every personal conflict of interest with the Society to the Board;
* Maintain confidentiality of confidential information learned while performing Board Director duties;
* Participate in the Society as authorized in the Bylaws and/or by the full Board of Directors.

I declare that:

* I have read and understand the Board Code of Conduct Policy (GOV6) and agree to abide by the code and its procedures.
* At present, I do not have, nor do I anticipate having in the future, a conflict of interest.
* I agree to disclose any conflict of interest that arises to the Board President.

Board Director Signature \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Date Signed \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_