



Code of Conduct Policy

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| Policy Type: | Board | Approval Date: | November 2005 |
| Sub-Category: | Governance | Amended: | April 2016 |
| Last Review Date: | April 2016 | Next Review Date: | April 2019 |

Purpose:

This policy recognizes that the Board of Directors has a key leadership role in the ethical, moral and legal conduct of the AOM; and that Board members must always abide by the legal duties of care, loyalty and obedience pertaining to their role as Directors of the AOM; and that each Board member's actions play a critical role in the creation of a constructive, productive and functional organizational culture within the AOM. To this end, this policy articulates the expected conduct and responsibilities of members of the AOM Board with respect to:

- a) Use of Authority
- b) Conduct in Board meetings
- c) Representing the AOM
- d) Treatment of other Board members, committee members, AOM staff and stakeholders

Conflict of interest, harassment, discrimination, decision-making roles/responsibilities and, *governance style* are further aspects of expected Board conduct; these are specifically covered in separate Board policies.

Policy:

1. *Use of Authority*

- 1.1. Adhere to all established Board policies
- 1.2. Will practice ethical behavior and good governance practices.
- 1.3. Will make decisions that are in the best interests of the AOM, and be responsible stewards of AOM resources
- 1.4. Maintain the highest standards of confidentiality regarding information obtained directly or indirectly through their involvement as a Board member. This includes information about Board members, AOM members, staff, stakeholders, contractors, job applicants.



- 1.5. Avoid inadvertent disclosure of confidential information through casual or public discussion.
- 1.6. Keep confidential all comments and deliberations and in-camera discussions of the Board.
- 1.7. Maintain confidentiality of information or documents throughout the Director's term as a Board member, and indefinitely beyond the expiry of their term.
- 1.8. Will not use materials and programs developed for the AOM, which are the property of the organization, in situations external to the AOM without prior approval.

2. *Conduct in Board meetings*

- 2.1. Each member will make every effort to attend all Board meetings and arrive at Board meetings prepared for deliberations and decision-making.
- 2.2. All Board members will participate in an orientation, review Board policies, and understand board roles and responsibilities, including their own Board job description
- 2.3. Board members will strive to balance their assertion of individual opinions with active and respectful listening to others' perspectives. The goal of Board discussion is to reach a common understanding of diverse perspectives, and the President's role is to facilitate consensus building.
- 2.4. A Board member who holds a dissenting opinion is entitled to express it, and should be encouraged to do so, as diverse views are valuable to the process of decision-making by the Board. Any disagreement should be thoroughly expressed and considered within the Board meeting before the final decision is made.
- 2.5. A Board member may not disclose anything about Board actions or deliberations if the Board has determined to defer announcement of that action or to control the dissemination of that information.
- 2.6. Each Board member will make decisions that are in the best interests of the AOM, rather than to any constituency (even if elected by a constituency)

3. *Representing the AOM*

- 3.1 The Board expects ethical and businesslike conduct. This commitment includes proper use of authority and appropriate decorum in group and individual behavior when acting as Board members.
- 3.2 All Board members will refrain from engaging in conduct that would discredit or compromise the integrity of the Board or the organization
- 3.2 The President is expected to be the spokesperson for the AOM. If the President is unavailable, a delegate may speak on behalf of the AOM. Board members may not speak on behalf of the



- AOM unless asked and authorized to do so by the Board or by the President.
- 3.4 Board members serve as representatives for the AOM and the AOM Board in all member and public events (“cannot take your board hat off”); Board members will positively represent the AOM’s strategic direction, mission, vision and values in all public interactions
 - 3.5 While having the right and responsibility to exercise independent judgment and to express dissenting opinions during Board deliberations, once a decision is made by the Board, Board members have the obligation to support the Board’s decision when in discussion with others outside the Board, even if the decision is different from the member’s own opinion, or the Board member was absent from the Board meeting where the decision was made.
 - 3.6 A Board member who intends to publicly oppose a Board action should resign their position on the Board before doing so.
 - 3.7 A Board member may not, in disclosing anything about the Board’s deliberations, discuss or disclose the votes of the Board or of individual Board members (including their own) unless the Board has made these votes public; or negatively characterize the positions of the Board or the points of view taken by any members of the Board
 - 3.8 A Board member must not take actions publicly or with respect to the AOM membership that have the purpose of undermining the decisions or actions of the Board.
- 4. *Treatment of other Board Members, Committee members, AOM Staff and Stakeholders***
- 4.1 Board members are expected to treat members, committee members, AOM staff, stakeholders, sponsors and suppliers with respect and professionalism in all of their interactions; and they are expected to participate in the creation of an environment of mutual respect.
 - 4.2 Board members are expected to respectfully and constructively ask challenging, probing and difficult questions of the Executive Director, as part of their due diligence and exercise of their fiduciary responsibility to the AOM.
 - 4.3 With the exception of the President, Board members will refrain from giving direction or assigning work, as an individual board member, to the Executive Director or any member of staff.
 - 4.4 The President will refrain from giving direction or assigning work to any member of staff, with the exception of the Executive Director.
 - 4.5 Board members who serve on AOM Committees will provide direction, input and guidance to these committees that is in line with the AOM Strategic Plan.
 - 4.6 Board members who serve on AOM Work Groups or Task Forces will provide direction, input and guidance to these groups that is in line with the Strategic Plan and is supportive of the operational plan set out by the Executive Director.



- 4.7 Board members will publicly support the staff of the AOM, and will provide any constructive feedback regarding staff performance issues in a respectful and private means to the Executive Director.
- 4.8 Board members will seek information about the Executive Director's performance through an annual process that is transparent to the ED.
- 4.9 If a Board member should receive a complaint from a Board member about another Board member, the Board member receiving the complaint will encourage the complainant to address the concern directly with their colleague. Concerns may be brought to the President if direct communication is ineffective, or if there are reasons direct communication is not possible or appropriate. Please refer to the anti-harassment and anti-discrimination policies as required.
- 4.10 If a Board member should receive a complaint from a Board member about the President, the Board member receiving the complaint will encourage the complainant to address the concern directly with the President. Concerns may be brought to the Vice-President if direct communication is ineffective, or if there are reasons direct communication is not possible or appropriate. Please refer to the anti-harassment and anti-discrimination policies as required.
- 4.11 If a Board member receives a complaint from a staff member about the Executive Director, the Board member will refer the staff member to resolve the issue directly with the Executive Director and will refrain from becoming involved in the situation. The anti-harassment and anti-discrimination policies must be followed if applicable. Board members will inform the President of the complaint in cases of workplace violence or harassment involving the Executive Director or any situation which poses risk for the organization. The President may call upon the executive committee as needed to manage such complaints.
- 4.12 If a Board member receives a complaint from a staff member about another staff member, the Board member will refer the complainant to the staff member's manager or the Executive Director and will refrain from becoming involved in the situation. The anti-harassment and anti-discrimination policies must be followed if applicable. Board members will inform the ED of the complaint in cases of workplace violence or harassment or any situation which poses risk for the organization

Breach of this Policy

- Board members, staff, or members who identify a potential breach of this policy are encouraged to report in writing to the AOM President.
- Board members, staff or members who report a potential breach in good faith and with reasonable grounds will be protected by the Board from retaliation in any form for such reporting.
- Once a report is received, the President will review the circumstances and will notify the

- reported Board member.
- The reported Board members has the right to complete information, with the exception of the identity of the complainant, and the right to fully respond.
 - The identity of the complainant will not be revealed unless agreed to by the complainant, or unless required by law.
 - The President will make a decision about whether or not a breach has occurred and will make a recommendation to the Board about possible remedies that are commensurate with the breach.
 - Any Board member that faces a recommendation that involves board disciplinary action will be given the opportunity to address the board prior to the Board's decision on this recommendation.
 - Any complaint made under this Policy, any and all proceedings involved in investigating and resolving it, and any outcome of such proceedings – other than a public reprimand, suspension, expulsion or other outcome that necessarily involves disclosure – shall be considered confidential.
 - If the President is in breach of this policy, the matter will be reviewed by the Vice-President with the support of the executive committee.

Monitoring:

- Annual Board evaluation
- Annual Executive Director evaluation

Also see: *Conflict of Interest Policy*

Anti-Harassment and Anti-Discrimination Policy

Governance Style Policy

Decision Making - Roles and Responsibilities Policy