

## DIRECTOR'S CODE OF CONDUCT

I have consented to act as a director and I agree to comply with the following Director's Code of Conduct throughout my term as a director [specify term dates].

1. **Neutrality, Honesty and Good Faith** – I will act honestly and in good faith. I will do nothing to violate the trust I represent. I will not promote my own interests or the interests of any other to the detriment of the Institute. I will not seek any special benefits or privileges as a director or officer and will act only in the best interests of the Institute as a whole.
2. **Care, Diligence and Skill** – I will exercise the degree of care, diligence and skill of a reasonably prudent person in comparable circumstances. I will make a concerted effort to attend all board meetings and, if I miss three meetings in a row, without prior board approval, I can be asked, by the Chair, to leave the board. I will act responsibly and with due diligence to become familiar with the affairs of the Institute and to uphold its by-laws, resolutions, policies and other legislation.
3. **Conflict of Interest** – I am not currently aware of any actual or potential conflict of interest with respect to any contract, transaction, legal action, proceedings or any matter detrimental to the Institute. If I become aware of any conflict, I will immediately disclose the nature and extent of the conflict to the board in writing. I will remove myself from any meeting where the conflict of interest relates to a matter under discussion and will not vote on any matter that I may have interest in either directly or indirectly.
4. **Confidentiality** – I will not disclose to any person (including spouse and/or family member) information decided by the board to be confidential or privileged or which reasonably ought to be deemed confidential. This includes un-redacted minutes and reports or any issues involving staff members.
5. **Good Conduct** – At all times I will conduct myself in a professional and businesslike manner at meetings of the board. I will approach all board issues responsibly, preparing to make the best decisions on behalf of the Institute. I will act ethically, with integrity and in accordance with legal criteria. I will comply with rules of good and courteous conduct and will deal with others in a respectful manner. I will comply with principles of good governance and procedural rules of order.
6. **Support** – I will abide by board decisions even though I may disagree. Any views contrary to a decision of the majority of board members will be kept to me but I reserve the right to express my own views to other board members during the course of a board meeting. Once a board decision is reached, I will not openly challenge and/or criticize that decision in the community. I acknowledge that decisions are to be made democratically and I will provide ongoing support for the partnership between board and management.
7. **Defamation** – I will not make erroneous or defamatory statements about the board, director, officer, or staff.
8. **Performance of Duties** – I will commit the necessary efforts, will exercise the appropriate leadership and will assume such duties as may reasonably be required to fulfill my role as director or officer. I will participate in conducting the board business in the form of resolutions, policies, rules or by-laws as the circumstances require. I will come to each meeting prepared to discuss and decide on all issues that may come before the meeting. I will provide advance notice of any issue, which I may wish to have included on the agenda for discussion. I will make every effort to be well informed on issues and agenda items in advance of meetings.
9. **Monitor Financial Health** – I will pay particular attention to monitor the financial health of the Institute. I will assist in preparing or reviewing the annual budget in a manner that appropriately reflects the actual financial needs of the Institute.
10. **Management** - I understand and agree that decisions of the board are to be carried out by management. I will not interfere with management's performance of its duties and obligations. I will not communicate instructions or give directions to staff without the manager's or board's knowledge and consent. I will

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follow the principle that directors direct and managers manage. I will allow management to conduct their business without undue interference or involvement from me.

11. Minimize Conflict – I will attempt to prevent or minimize conflict within the community.
12. Discrimination and Harassment Free Environment – I commit to supporting a harassment and discrimination free environment in all aspects of the business of the Institute. I will conduct business of the Institute in accordance with the Ontario Human Rights Code.
13. Healthy and Safe Workplace – I will exercise the appropriate leadership and work with the Institute's management to ensure that the workplace is compliant with the Occupational Health and Safety Act. I commit to supporting a positive workplace environment that utilizes the best management principles in order to retain the best staff.

Agreement – I hereby agree to comply with the provisions set out in this director's code of conduct.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Print Name