

Appendix E – The Three C's: Policy Templates

Code of Conduct Policy

Policy Type: Governance Process

Policy Title: Board Member's Code of Conduct⁹

All board members should read and sign this document at the first meeting of the newly constituted board after the AGM.

The Board is committed to effective decision-making and, once a decision has been made, speaking with one voice. Towards this end board members will:

- Reflect their understanding of member and stakeholder interests
- Represent one's own view as an individual view ("my own thinking on this is that...")
- Endeavour to build on others' ideas or offer alternative points of views as options to be considered and invite others to do so too
- Refrain from trying to influence other board members outside of board meetings that might have the effect of creating factions and limiting free and open discussion
- On important issues, be balanced in one's effort to understand other board members and to make oneself understood
- Once board decisions are made, support and defend such decisions, even if one's own view is a minority one
- Not to disclose or discuss differences of opinion of the board outside of board meetings, especially with staff or members (For this information on who votes for and against any particular motion will not be recorded in meeting minutes unless a director requests it)
- Respect the confidentiality of information on sensitive issues, especially in personal matters
- Refrain from speaking for the organization unless authorized to do so by the board
- Disclose one's involvement with other organizations, businesses or individuals where such a relationship might be viewed as a conflict of interest (see conflict of interest policy)
- Refrain from giving direction, as an individual board member, to the executive director or any member of staff

Date

Signature

⁹ Adapted from College of Continuing Education (2012), Dalhousie University

Conflict of Interest Policy

Policy Type: Governance Process

Policy Title: Conflict of Interest¹⁰

All board members should read and sign this document at the first meeting of the newly constituted board after the AGM.

Members of the board of directors and staff are expected to reveal any personal, family, or business interests that they have, that by creating a divided loyalty, could influence their judgement in decision-making. A conflict of interest exists whenever an individual could benefit, disproportionately from others, directly or indirectly, from access to information or a decision over which they might have influence or where someone might reasonably perceive there to be such a benefit and/or influence.

Examples of possible conflict of interest situations with respect to Business Improvement Area (BIA) include but are not limited to:

- A board member had a personal or business relationship with the BIA as a supplier of goods or services or as a landlord or tenant
- A staff member had a personal or financial relationship outside of the workplace with a client or supplier who he/she/they deal with directly as a representative of the BIA
- The BIA is employing someone who is directly related to a board member or other staff member

Conflicts of interest (real or perceived) are unavoidable and should not prevent an individual from serving as a director or staff member unless the extent of conflict of interest is so significant that the potential for divided loyalty is present in a larger number of situations.

Procedures for handling a conflict of interest

1. Members of the board and staff have a duty to disclose any personal, family or business interests that may, in the eyes of another person, influence their judgement. Directors shall disclose conflicts of interests to the board and staff members shall disclose to the executive director.
2. The board as a whole has a duty to disclose specific director conflict of interests to BIA members, staff and external stakeholders where that interest may, in their judgement, affect operating in the presence of such conflicts. The presence of this policy may not be sufficient disclosure.
3. Board members and staff have a duty to exempt themselves from participating in any discussions and voting on matters where they have, or may be perceived as having, a conflict of interest. Such exemptions should be recorded in minutes of meetings if normally kept.
4. Any business relationship between an individual (or a company where the individual is an owner or in a position of authority) and the BIA, outside of their relationship as a board or staff member must be formalized in writing and approved by the board.

Date

Signature

¹⁰ Adapted from College of Continuing Education (2012), Dalhousie University

Confidentiality Policy

Policy Type: Governance Process

Policy Title: Confidentiality Policy

I, _____, agree with the following statements:

I understand that:

1. Any information provided by _____ BIA board member, staff, member or volunteer that I may come in contact with must be kept confidential regardless of how it was received (face to face, by phone, or via e-mail).
2. I shall limit the disclosure of confidential or personal information within the _____ BIA to its directors, officers, partners, members, staff members and/or independent contractors having a need to know.
3. I will not disclose confidential or personal information obtained from a director, officer, partner, member, staff member, and/or independent contractor unless required to do so by law and written permission from the individual director, officer, partner, member, staff member, and/or independent contractor has been received.
4. All board members, executive director, staff members, and volunteers will sign the Confidentiality Agreement, one copy of which will remain on file with _____ BIA.
5. A breach in confidentiality shall result in disciplinary action, up to and including dismissal.
6. I agree to never remove any confidential material of any kind from the premises of _____ BIA unless authorized to as part of my duties, or with the express permission or direction to do so from _____ BIA board of directors.

Date

Signature