

10.0	CODE OF CONDUCT
10.4	Code of Conduct – Board of Directors
	Policy Adoption Date: October 16, 2018
	<p data-bbox="297 674 435 705"><u>Objectives</u></p> <ul data-bbox="345 709 1409 877" style="list-style-type: none"> • To provide board members with rules to guide conduct at meetings, interaction with staff and with BIA members; • To provide standard guidelines when representing the board on outside committees, speaking with the media, speaking on behalf of the board and to outside organization and members of the public. <p data-bbox="297 915 521 947"><u>Rules/Guidelines</u></p> <p data-bbox="297 978 477 1010">Participation</p> <ul data-bbox="345 1041 1414 1833" style="list-style-type: none"> • Directors shall demonstrate their commitment to Downtown Orillia Management Board by demonstrating a high priority of participation in Board and Committee meetings through high levels of attendance. • As stated in the DOBIA Policy and Procedures Manual, any board member missing 50% or three (3) meetings in a row without acceptable reason or prior notice will be removed from the board • Directors shall prepare themselves for all Board and Committee meetings by familiarizing themselves with the meeting's agenda and background materials to the greatest extent possible, with the goal of discussing the issues and business addressed at the meetings. • Provide brief point-form written reports a week prior to monthly board meeting on any outside committees attended on behalf of the board • Be accountable to the membership of the BIA • Understand the ODBIA mandate and be familiar with members and their needs and take this in account when making decisions • Directors shall focus on the discussions at hand and be prepared to deal with issues that may not be easily solvable. • Directors shall be members of at least one Committee of the Board.

- Directors shall participate in:
 1. strategic planning and orientation workshops;
 2. Board and BIA development workshops;
 3. Seminars and other educational events that enhance their skills as Board members; and
 4. The Annual General meeting, BIA membership meetings, BIA socials, and all applicable special events and marketing initiatives

Respect

- Directors shall express their opinions, unencumbered, yet always with the goals of flexibility and compromise whenever achievable by remaining open to differing viewpoints.
- Directors shall work with and respect the opinions of their peers and staff members and leave personal prejudices out of all Board and Committee discussions.
- Directors shall observe parliamentary procedures and display courteous conduct in all Board and Committee meetings toward each other and toward staff.
- Reference – directors to follow

Support

- Directors shall support, in an affirmative manner, all actions taken by the Board, even when they may be in a minority position with respect to any such action.
- Directors shall represent Downtown Orillia Management Board and the BIA in a positive and supportive manner at all times and in all places.
- Directors shall exercise the duties and responsibilities with integrity, collegiality and care.

Governance

- Adhere to the Code of Conduct - BIA Members
- Directors shall ensure that the Board performs its duties of governance.
- Directors shall ensure that they understand their legal obligations to Downtown Orillia Management Board and that they ensure those obligations are upheld.
- Directors shall place Downtown Orillia Management Board's and the BIA membership interests before their own personal interests and will immediately declare any conflicts of interest which arise.

- Directors shall remove themselves from situations where their continued presence on the Board may cause embarrassment to Downtown Orillia Management Board or undermine the confidence of their peers.

Policy

- Directors shall use their best judgement to balance the relative importance of issues to be determined by the Board in setting policies and avoiding operational matters.
- Directors shall educate other Board members on those matters within their own area of expertise with a goal of having the Board make decisions collectively.
- Directors shall uphold the vision statement as approved by the Board, as may be amended from time to time.

Administration

- Directors shall actively support Downtown Orillia Management Board's staff by providing overall direction, resources and time frames to achieve the identified vision and mandate of the Downtown Orillia BIA.
- Directors shall publicly support actions taken by Downtown Orillia Management Board's staff to implement programs and achieve the objectives contained in Downtown Orillia Management Board's plans and budgets as approved by the membership.
- Directors shall recognize the difference between the role of the Board to set policies and strategic objectives, and the role of the staff to implement same.
- Directors shall not create any additional work for staff without the approval of Downtown Orillia Management Board or Executive Committee.

Confidentiality

- Directors shall maintain, at all times, the confidentiality of all confidential information and records of Downtown Orillia Management Board and must not make use of or reveal such information or records except in the course of performance of their duties or unless the documents or information become a matter of general public knowledge.
- Directors shall not use confidential information obtained through their association with Downtown Orillia Management Board to further their private interests or the private interests of their friends or relatives.
- Directors shall comply with any BIA and City of Orillia policies and procedures that guide the storage, use and transmission of any information of Downtown Orillia Management Board, including the use of computer data bases or email systems.
- Directors shall treat Board discussions as a "safe haven" for the benefit of their peers and Downtown Orillia Management Board's Executive, and shall not repeat any discussions concerning Downtown Orillia Management Board's

business and practices, or any discussions of a personal nature of their peers and Downtown Orillia Management Board's Executive, in a public setting.

Media

- Directors shall not, in the context of Downtown Orillia Management Board's business and practices, make comments to the media or make themselves available for interviews by the media on behalf of Downtown Orillia Management Board without prior approval and briefing by Downtown Orillia Management Board's Executive.
- Directors shall ensure that any comments made by them to the media outside of the context of Downtown Orillia Management Board's business and practices is attributed to them in their personal capacity and not in their capacity as Directors.

Property

- Directors shall not misappropriate Downtown Orillia Management Board's assets for personal use.
- Directors are entrusted with the care, management and cost-effective use of Downtown Orillia Management Board's property and resources, including the use of Downtown Orillia Management Board's name, and should not make significant use of these resources for their own personal benefit or purposes.
- Directors shall ensure that all Corporation property assigned to them is maintained in good condition, and shall be accountable for such property.

Political Participation

- Directors are encouraged to participate fully as private citizens in the democratic process at any level, including campaigning in elections and running for or holding public office, however, Directors engaging in such political activity shall take care to separate their personal activities from their association with Downtown Orillia Management Board.
- Directors shall ensure that any views they express in the context of their political participation is clearly and unequivocally stated to be that Director's personal views and not the views of Downtown Orillia Management Board.

Responsibility

- Directors must adhere to the standards prescribed by this Code of Conduct, as well as any applicable Conflict of Interest Policy, and shall execute declarations in favour of Downtown Orillia Management Board and the BIA to that effect.
- Directors must adhere to all applicable legislation, as well as the by-laws and shareholder direction that govern Downtown Orillia Management Board and BIA.

- Directors must adhere to all applicable policies of Downtown Orillia Management Board while performing their duties, or while in situations which may affect their ability to perform their duties.
- Directors shall report any breaches or potential breaches of this Code of Conduct to the Board through the Chair.
- Directors must sign and adhere to the Board Member Code of Conduct

Directors who have breached or who are in a potential breach of this Code of Conduct may be requested to resign, removed from the board (request of Council) or may request an exemption from any such breach or potential breach, by a determination of the board.