

[association]

Oath of Office and Code of Conduct

1. ***Board Member's Oath of Office*** – Board members agree to an Oath of Office on joining the Board of Directors. Such agreement will include acceptance of the provisions included in this document, and a verbal declaration of support before the membership of [association] on the installation of the Board at the [association] Annual Meeting.
 - 1.1. I, *insert name*, a director of the [association], declare that, in carrying out my duties as a director I will:
 - 1.1.1. Exercise the powers of my office and fulfill my responsibilities in good faith and in the best interests of the Association.
 - 1.1.2. Exercise these responsibilities, at all times, with due diligence, care and skill in a reasonable and prudent manner.
 - 1.1.3. Respect and support the Association's Bylaws, Policies, Code of Conduct, and decisions of the Board and membership.
 - 1.1.4. Keep confidential all information that I learn about clients, personnel, and any other matters specifically determined by Board motion to be matters of confidence including and especially matters dealt with during executive (closed) meetings of the Board.
 - 1.1.5. Conduct myself in a spirit of collegiality and respect for the collective decisions of the Board and subordinate my personal interests to the best interests of the Association.
 - 1.1.6. Immediately declare any personal conflict of interest that may come to my attention.
 - 1.1.7. Immediately resign my position as director of the Association in the event that I, or my colleagues on the Board, have concluded that I have breached my Oath of Office or Code of Conduct.
2. ***Board Member's Code of Conduct*** – The Board commits itself and its members, as well as all volunteers and staff to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting on behalf of [association].
 - 2.1 Board members, volunteers and staff of the organization will at all times conduct themselves in a manner that:
 - 2.1.1 Supports the mission, vision, values, goals and objectives of the Association.
 - 2.1.2 Serves the overall best interests of the Association rather than any particular constituency.
 - 2.1.3 Brings credibility and good will to the Association, and takes no action nor creates any perception that may bring discredit to the good name and credibility of [association].

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- 2.1.4 Respects principles of fair play and due process.
 - 2.1.5 Demonstrates respect for individuals in all manifestations of their cultural and linguistic diversity and life circumstances.
 - 2.1.6 Respects and gives fair consideration to diverse and opposing viewpoints.
 - 2.1.7 Demonstrates due diligence and dedication in preparation for and attendance at the meetings, special events and in all other activities on behalf of the Association.
 - 2.1.8 Ensures that the financial affairs of the Association are conducted in a responsible and transparent manner with due regard for their fiduciary responsibilities and public trusteeship.
 - 2.1.9 Avoids real or perceived conflicts of interest.
 - 2.1.10 Complies with the Bylaws and policies approved by the Board, in particular this Code of Conduct, the Oath of Office, and Conflict of Interest policies.
 - 2.1.11 Publicly acknowledges and adheres to decisions legitimately taken in the transaction of the Association's business. A member of the Board, other volunteer or staff shall have the right to propose to the Board that a decision previously made be modified, rescinded or reversed.
3. ***Conflicts of Interest*** – Members of the Board of Directors, all volunteers, and staff members shall act at all times in the best interest of the Association rather than particular special interests or constituencies. Board members and Committee chairs shall complete and submit the [association] Conflict of Interest disclosure form according to [association] policy. The following provides guidance regarding real, perceived, and/or potential conflicts of interest.
- 3.1. Definition of Conflict of Interest:
 - 3.1.1 Board members are considered to be in “conflict of interest” whenever they themselves, or member of their family, business partners or close personal associates, may personally benefit either directly or indirectly, financially or otherwise, from their position on the Board.
 - 3.1.2 Whether a conflict of interest may be “real”, “potential”, or “perceived,” the same duty to disclose applies.
 - 3.1.3 Full disclosure in itself does not remove a conflict of interest. On disclosure of a conflict, the presiding officer has the right to ask a member to recuse him/herself from voting, from participating in discussion, or from being present in the meeting. This right extends up to and including asking for the member's resignation from the Board, committee(s) or task force(s).
 - 3.2. Principles for Dealing with Conflict of Interest:
 - 3.2.1 The Board member must openly disclose a potential, real or perceived conflict of interest as soon as the issue arises and before the Board or its committees deal with the matter at issue.

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- 3.2.2 If the Board member is not certain he/she is in a conflict of interest position, the matter may be brought before the Chairperson, Executive Committee or Board for advice and guidance.
- 3.2.3 It is the responsibility of other Board members who are aware of a real, potential or perceived conflict of interest on the part of a fellow Board member to raise the issue for clarification, first with the Board member and, if still unresolved, with the Board presiding officer.
- 3.2.4 The disclosure and decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting. If applicable, the time the member left and returned to the meeting shall also be recorded.

3.3. Examples of Conflict of Interest on the Part of a Board Member:

- 3.3.1 Any circumstance that may result in a personal or financial benefit to a director or his family, business associate or friend. This includes but is not limited to, accepting any payment for services rendered to the corporation, including contracted work or honoraria; accessing financial or other resources for personal use, i.e. transportation, training costs, supplies, equipment, etc.
- 3.3.2 Personal interests which conflict with the interests of clients or are otherwise adverse to the interests of the Association;
- 3.3.3 Seeking, accepting or receiving any personal benefit from a supplier, vendor, or any individual or organization doing or seeking business with the Association;
- 3.3.4 Being a member of the Board or staff of another organization which might have material interests that conflict with the interests of the Association or its clients; and, dealing with matters on one Board which might materially affect the other Board;
- 3.3.5 Any involvement in the hiring, supervision, grievance, evaluation, promotion, remuneration or firing of a family member, business associate or friend of the director;
- 3.3.6 Individuals who serve as directors on the same Board with members of their family or others with whom they have a direct business or personal relationship are subject to an immediate perception of conflict of interest.

4. *Disposition of Complaints and Disputes Involving Directors.*

- 4.1 The Executive Committee, in a meeting duly called for the purpose, shall review any complaints that a director has violated any provision of the Corporation's Bylaws, Policies, Code of Conduct or Oath of Office.
- 4.2 The Executive Committee shall similarly review disputes between members of the Board that interfere with the ability of the Board to carry on its business.
- 4.3 If necessary and/or appropriate, complaints may be referred to an independent arbiter.
- 4.4 Allegations of illegal activity shall be immediately referred to police, child welfare or other appropriate authorities for investigation. Any director against whom such

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allegations are made shall, on request of the Executive Committee, take a leave of absence from the Board pending completion of the investigation.

- 4.5 The review of such complaints or disputes shall include an opportunity for the member(s) concerned to present their positions. This will normally be accomplished in a special executive (closed) meeting of the Executive Committee called for this purpose, with due notice provided to all parties.
- 4.6 Every attempt should be made to resolve such matters expeditiously and fairly.
- 4.7 If applicable, recommendations regarding resolution of such matters shall be brought to the Board for approval.
- 4.8 The ruling of the Board shall be final. Should the member refuse to abide by the ruling, the Board may table the matter pending determination of disciplinary action. Such action may include, but is not limited to, formal or informal censure by the presiding officer or the Board, suspension, or a request for the member's resignation.

Agreed and accepted:

By: _____
(print name)

Signature: _____

Position with [association]: _____

Date: _____