

# EXECUTIVE AND GOVERNANCE POLICY

## 6.0

**Policy Title:** 6.0 Executive Member Code of Conduct

**Last Approved:** September 2021

### BACKGROUND

The purpose of this policy is to outline the role of the Executive member code of conduct.

### APPLICATION

This policy applies to the Executive to guide their conduct as an Executive member.

The Executive expects of itself and individual Executive members ethical, businesslike and lawful conduct. This includes proper use of authority and appropriate decorum when acting as Executive members. It expects Executive members to treat one another and staff members with respect, cooperation and a willingness to deal openly on all matters.

### POLICY STATEMENT

1. Executive members must have loyalty to the ownership, unconflicted by loyalties to staff, other organizations or any personal interest.
2. Executive members are accountable to exercise the powers and discharge the duties of their office honestly and in good faith. Executive members shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
3. Executive members must avoid a conflict of interest. Three kinds of conflict of interest include (1) *Direct*: a narrow legal conflict of interest exists when you or an immediate family member stand to gain or lose money personally because of a decision before the Executive; (2) *Indirect*: when the financial gain is one step removed from you (e.g. you are an officer or executive of a potential supplier to the SSBA; and (3) *Perceived*: when someone looking in from the outside perceives that you used your influence to get the Executive to make a decision that favoured someone or a group you have affinity with or loyalty to (e.g. a contract award to a neighbor, or your local community).
  - 3.1. There must be no self-dealing or any conduct of private business or personal services between any Executive member and the Association, except as procedurally controlled to assure openness, competitive opportunity, and equal access to otherwise “inside” information.
  - 3.2. An Executive member shall disclose the general nature of any pecuniary interest as soon as the member becomes aware that it exists, and have the Executive determine, in view of the disclosure, whether or not the Executive member should abstain from discussing the matter, and abstain from voting on any question relating to the matter.
  - 3.3. Executive members will not use their Executive position to obtain employment in the Association for themselves, family members, or close associates. Should an Executive member apply for employment, the Executive member must take an unpaid leave of absence from the Executive. If hired, they must first resign from the Executive.
  - 3.4. If a member of the Executive submits candidate nomination paperwork with any federal or provincial political party, that member must take an unpaid leave of absence effective immediately. If that member does not receive the party nomination, they may return to their Executive position, provided it has not been filled in a scheduled election. If that

member receives a party nomination, the member must resign, effective immediately.

Notice of leave of absence or resignation must be provided in writing to the Executive.

4. Executive members will respect Executive confidentiality.
5. Executive members will accept that authority rests with the Executive as a whole, that they have no individual authority outside the Executive, and will support majority decisions of the Executive once they are made. This does not prevent an Executive member from indicating that they voted against an issue, provided that the Executive member explains the reasons for which the Executive made the decision, and does not advocate for that contrary view.
  - 5.1. Executive members shall not attempt to exercise individual authority over the organization.
  - 5.2. Executive member interactions with the Executive Director or with staff must recognize the lack of authority of an individual Executive member, except when explicitly authorized by the Executive.
  - 5.3. Executive member interactions with the public, press or other entities must recognize the lack of authority of an individual Executive member to speak for the Executive except to repeat explicitly stated Executive decisions.
  - 5.4. Except for participation in Executive deliberation about whether the Executive Director has met the explicitly stated expectations of the Executive, Executive members will not express individual judgments of performance of employees of the Association.
  - 5.5. When using social media, Executive members will exercise good judgment, respect copyrights, protect confidential information, consider the audience and engage appropriately. While members' views are their own, they are encouraged to align messaging with the strategic goals of the Association and must consider conduct and conflict-of-interest implications in all political, personal or other social media use. See Appendix A for guidelines.
6. Executive members will base personal decisions upon all available facts in each situation; vote with honest conviction in every case, unswayed by partisan bias of any kind and in the best interest of all member boards.
7. Executive members shall ensure that unethical activities not covered or specifically prohibited by this policy or any other Executive policy or by law are neither encouraged nor condoned.
8. An Executive member who is alleged to have violated this policy shall be informed in writing by the President and shall be allowed to present their views of such alleged breach at the next Executive meeting. The complaining party must be identified. If the complaining party is an Executive member, they and the respondent Executive member shall absent themselves from any vote upon resolution of censure or other action as identified in Executive Policy 6.1.

### REFERENCES

Appendix 6.0A –Social Media Guidelines  
Executive Policy 6.1 – Executive Member Code of Conduct Sanctions  
SSBA Governance Handbook Section 1 – Ethical Conduct and Supplemental Information  
Executive Policy 2.0 – Role of the Executive  
Executive Policy 3.0 – Role of the Executive Member