

<b>POLICY MANUAL: FOUNDATION - GOVERNANCE</b>		<b>POLICY: NEW</b>
<b>Heading:</b>  <b>Niagara Peninsula Conservation Foundation</b>	<b>Subject:</b>  <b>Code of Conduct</b>	<b>Page: 1 of 1</b>
		<b>Date Approved:</b> <b>December 14<sup>th</sup>, 2018</b>
		<b>Replaces: N/A</b>
<b>APPROVAL:</b>  _____		<b>DATE TO BE REVIEWED:</b>  <b>EVERY FOUR YEARS</b>

Board Members need to demonstrate ethical and professional conduct to maintain the confidence of the membership, the staff, the volunteers, the community and the public. This commitment includes proper use of authority and appropriate actions in group and individual behaviour when acting as Board Members.

1. Board members must be loyal to the interest of the membership:
  - 1.1 When presented with conflicting interests, the interests of the Niagara Peninsula Conservation Foundation must take precedence.
  
2. Board members are trustees of public confidence and securities. They must avoid any conflict of interest or appearance of conflict of interest.
  - 2.1 There must be no self-dealing or any conduct of private business or personal services between any Board Member and the Foundation. Exceptions can occur only when there is openness, competitive opportunity, and equal access to information.
  - 2.2 Board Members must not use their positions to obtain employment within the Foundation for themselves or their family members.
  - 2.3 If a Board Member is considered for employment by the Niagara Peninsula Conservation Foundation, he or she must temporarily withdraw from deliberation, voting and access to applicable Foundation information.
  
3. Board Members must not exert any individual authority over the Foundation except as stated in the Foundation's Governance policies.
  - 3.1 Individual Board Members do not have any authority to speak for the Foundation when they interact with staff, the public, the press and other entities unless granted this authority by the whole board.
  - 3.2 Board Members must not make any judgments of staff performance except if the performance is officially assessed against Foundation policies.
  
4. Board Members deal with outside entities or individuals, with clients and staff, and with each other using fair play, ethics and straightforward communication.
  
5. If a Board member is in breach of this code of conduct, the Board Member's continued participation on the Board will be reviewed by the Executive Committee. Upon completion of this review, the Committee, in consultation with the Board Chair, will determine the most appropriate action. An appropriate advice/motion will be presented to the Board for its consideration at the next Board meeting.