

Board of Directors Code of Conduct

The purpose of this policy to ensure that the affairs of the CMTCA Board of Directors are conducted in a manner consistent with the highest standards of integrity, ethics, and honesty.

Each Board member owes a duty to act with honesty, integrity, and loyalty in the best interests of the CMTCA. Members are committed to effective decision-making and once a decision has been made, will speak with one voice.

Each CMTCA Board member will:

- Represent the best interests of the CMTCA over and above personal and professional interests and/or conflicting interests of other bodies or organizations with which the Board member is affiliated or may have been nominated.
- And/or Board members must represent un-conflicted loyalty to the interests of the CMTCA and its mandate. This accountability supersedes any conflicting loyalty to any specific interest group and membership on any other governing board. It also supersedes the personal interests of any Board member.
- Board members must avoid conflict of interest with respect to their fiduciary responsibilities:
 - a. There must be no self-dealing or any conduct of private business or personal services between any Board member and the CMTCA except as procedurally controlled to assure openness, competitive opportunity and equal access to information.
 - b. When the Board is to decide upon an issue about which a Board member has an unavoidable conflict of interest, that Board member will absent him or herself without comment not only from the vote but also from the deliberation and shall not otherwise try to influence the result.
 - c. Board members may not use their positions to obtain employment, with the CMTCA or its agents, for themselves, family members or close associates.
 - d. Board members will annually disclose their involvement with other organizations that might product a conflict or perceived conflict.
 - e. Should a Board member wish to be considered for employment with the CMTCA he/she must resign from the Board.
 - f. Board members' interactions with the Executive Director or with staff must recognize the lack of authority vested in individuals except when explicitly Board-authorized.



g. Similarly, Board members' interactions with the public, press or other entities must recognize the same limitations.

- Demonstrate integrity by being honest and candid and will conduct discussion and debates in an atmosphere of mutual respect and courtesy.
- Respect confidentiality of information, in accordance with the confidentiality policy, received in the course of Board and Committee meetings and activities.
- Declare real, potential, and perceived conflicts of interest, in accordance with the conflict of interest policy and refrain from discussion and voting when applicable.
- Support properly authorized Board actions including where they may have abstained or voted against a motion.
- Give recognition to others who contribute to the success of the organization and its activities.
- Not speak on behalf of the organization or engage on behalf of CMTCA with stakeholders or other external parties unless designated by the Chair or the Board as a whole.
- Not use their individual authority when dealing on an individual basis with staff or volunteers.
- Ensure there are competitive opportunities when services of contractors or employment opportunities arise.
- Participate in Board meetings and keep informed about developments and issues relevant to Board and CMTCA operations.

Failure to abide by the Code of Conduct may result in removal from the Board.



I have read and understand the above expectations for the position of Board Member for the CMTCA and agree to abide by this Board of Directors' Code of Conduct.

Signature _____

Name _____

Date _____