



Board Operations Policies

Policy Type:	Board Operations	2.8
Policy Title:	Board Members' Code of Conduct – Procedures for dealing with violations.	
Adopted:	October 22, 2016	
Reviewed and/or amended:	June 15, 2021	

The Board commits itself to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members. Board members are expected to comply with the prescribed Code of Conduct that encourages the development of a spirit of collective decision making, shared objectives and shared ownership of and respect for board decisions.

Accordingly, board members will at all times conduct themselves in a manner that:

- Supports the objectives of the OAAS.
- Serves the overall best interests of the OAAS rather than any particular constituency.
- Brings credibility and good will to the OAAS.
- Respects the principles of fair play and due process.
- Demonstrates respect for individuals in all manifestations of their cultural and linguistic diversity and life circumstances.
- Respects and gives fair consideration to diverse and opposing viewpoints.
- Demonstrates due diligence and dedication in preparation for and attendance at meetings, special events and in all other activities on behalf of the OAAS.
- Demonstrates good faith, prudent judgment, honesty, transparency and openness in their activities on behalf of the OAAS.
- Ensures that the financial affairs of the OAAS are conducted in a responsible and transparent manner with due regard for their fiduciary responsibilities and public board membership.
- Avoids real or perceived conflicts of interest.
- Conforms with the bylaws and policies approved by the board, in particular this Code of Conduct, and Confidentiality and Conflict of Interest policies.
- Avoids subjecting the organization and/ or board to charges of libel and/ or slander.
- Publicly demonstrates acceptance, respect and support for decisions legitimately taken in transaction of the OAAS's business.

Board members shall agree to and sign a Code of Conduct and Confidentiality Agreement upon joining the board of Directors.

Furthermore:

1. Board members will not attempt to exercise individual authority over the board except as explicitly set forth in Board policies including:
 - (a) Not providing direction to staff when explicitly board authorized.
 - (b) Not interacting with the public and the media except to support board decisions.
 - (c) Not providing individual judgments of staff performance.

Please see Forms for Code of Conduct F14.1

Procedures for dealing with Code of Conduct Violations

1. Breach Identification

- Anyone believing there are reasonable grounds to report a breach of the Board's Code of Conduct is requested to bring the alleged breach to the attention of the OAAS Past President, within four (4) weeks.
- Complaint information to include in writing:
 - The name of the person who is alleged to have breached the Code of Conduct.
 - The nature of the alleged breach or breaches of the Code of Conduct.
 - The date of occurrence and/or when the alleged breach became known.
 - The grounds for the belief that a breach of the Code of Conduct has occurred.
 - The names and contact information of witnesses to the breach or other persons with relevant information regarding the breach.
- The severity and the type of breach of the Code of Conduct will determine whether an Informal or Formal Complaint Procedure is warranted. Whenever possible, breaches of the Code of Conduct will initially be investigated following the informal process. The breach of the Code of Conduct may be trivial or through an error of judgment made in good faith. Only serious and/or recurring breaches of the Code of Conduct will be investigated following the Formal Complaint Procedure.
- The President, Past President or Chair of the meeting may expel or exclude any person who has been deemed of improper conduct at a meeting. Anyone who does not abide by a reasonable expulsion or exclusion from a meeting is deemed to have breached the Code of Conduct.

2. Informal Complaint Procedure

- After reviewing the complaint with the Manager and the OAAS Past President meets informally with the person who is alleged to have breached the Code of Conduct to discuss the breach. The purpose of the private meeting is to bring the allegation of the breach to their attention, to discuss remedial measures to correct the offending behaviour and to assist them in understanding their obligations under the Code of Conduct.
- The remedial measures may include a warning, an apology, and/or the successful completion of a professional development training program. If the OAAS Past President and the offender cannot agree on a remedy, then a formal complaint may be brought and dealt with according to the Formal Complaint Procedure.

3. Formal Complaint Procedure

- The OAAS Past President will provide to the Manager and Board Executive a confidential copy of the complaint within seven (7) days of receiving it. The executive may choose to form a Code of Conduct Inquiry Committee of 2-3 people comprised of executive and/or board members. In rare circumstances the executive may engage an independent party to perform the inquiry.

- If the alleged person is a member of the executive, they may not participate in the inquiry, the decision process or sanction decision.
- The complaint, any response to the complaint and the investigation materials are confidential.
- If the Code of Conduct Committee determines a Formal Inquiry is not merited, but still believes the Code of Conduct has been breached, the Informal Inquiry procedure will be utilized.
- The Formal Inquiry will be conducted in private. It may involve both written and oral statements by any witnesses, the person bringing the complaint and the person who is alleged to have breached the Code of Conduct.
- The person who is alleged to have breached the Code of Conduct will have an opportunity to respond to the allegations in a private meeting with the inquiry committee and/or in writing. If the accused person refuses to participate in the formal inquiry, the formal inquiry will continue in their absence.
- The committee's inquiry report outlines the finding of facts.
- If the alleged breach of the Code of Conduct becomes a police inquiry, the OAAS inquiry will be suspended until the police investigation has been completed. While under police investigation the person is suspended from their position and a substitute may be named to perform the role.

4. Decision

- The committee's inquiry report is delivered to the executive, who will make a timely decision on whether the Code of Conduct has been breached and any resulting sanctions for the breach.
- The executive considers only the findings in the Inquiry Report when voting on the decision and sanction. No person undertakes their own investigation of the matter.
- If the executive determines breach of the Board's Code of Conduct has occurred the executive provides to the offender a written notice of the determination, the reasons for the decision and any sanction imposed.

5. Sanctions

- If the executive determines a breach of the Board's Code of Conduct has occurred, the executive may impose one or more of the following sanctions:
 - May include, a warning, an apology, and/or the successful completion of a professional development training program.
 - Issue a warning in writing and placed on file.
 - Suspension from committee work.
 - Dismissal from the board.

6. Sanction Appeal

- After the receipt of the executive's decision the offender may make written submissions to the executive regarding the inquiry decision or sanction by the date specified in the notice.
- Within seven (7) days after the submissions are received, the executive considers any submissions made and will either maintain the earlier decision and sanction or revoke the decision and sanction.
- If the executive revokes a decision, any sanction imposed is revoked.