

## **Board of Director's Code of Conduct**

The board commits itself and its members to ethical and businesslike conduct. To achieve the highest standard of conduct board members shall:

- Provide a clear criminal record check and vulnerable sector check.
- Regularly attend board meetings.
- Use proper authority and appropriate decorum when acting as board members.
- Sign a statement as to being aware and agreement to follow in all areas below.

### **Elements of the SAM code of conduct**

- Confidentiality
- Conflict of Interest
- Use of Authority
- Representing the Organization
- Treatment of fellow Board Members, Staff and Volunteers

### **CONFIDENTIALITY**

- Board members must maintain the highest standards of confidentiality regarding information obtained directly or indirectly through their involvement with the organization.
- This includes information about volunteers, board members, funders, donors, member organizations, partners, employees, contractors and job applicants.
- Board members must avoid inadvertent disclosure of confidential information through casual or public discussion, which may be overheard or misinterpreted.

### **CONFLICT OF INTEREST**

- Adhering to the conflict-of-interest by-law, will help ensure board members act in the best interest of the organization and avoid situations where their personal interests or relationships interfere with acting in good faith on behalf of the organization.
- Board members may not engage in activities that are in conflict with the interests of the organization, that may negatively impact the reputation of the organization, or that interfere with employees' performance of the job

### **USE OF AUTHORITY**

- This ensures the board members conduct the organization's business in accordance with applicable legislation, and comply with the policies and by-laws of the organization, as they relate to their position.
- Board members should recognize the authority they have and not overstep into the authority the Executive Director has with staff, volunteers or with external partnerships.
- Board participation is equal to same rights as a museum patron.

#### **REPRESENTING THE ORGANIZATION**

- Outside of the boardroom, the board of directors should always be speaking with one voice.
- It is considered misconduct to speak out against the organization, fellow board members or staff to those outside the organization. Any differences of opinion should be settled through discussion and voting by the entire board – majority rules.

#### **TREATMENT OF FELLOW BOARD MEMBERS, STAFF AND VOLUNTEERS**

- Treat all individuals with dignity and respect and is governed by compliance to the Anti-Harassment policy.

Reviewed by:           Mark Lich  
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