

Board of Directors Standards of Conduct Policy

- Each Board member understands that the Board of Directors seeks to provide a culture of trust amongst our members.
- Board members must regularly attend and participate in Board meetings.
- Board members are responsible for reading; reviewing; and questioning material involving the Centre (especially Board minutes and reports) prior to and during Board meetings.
- Board members should not seek personal benefit from business derived from the Centre.
- Board members have fiduciary responsibility for the Centre's assets and finances.
- Board members must ensure that the Centre complies with all applicable laws and does not engage in any unauthorized activities.
- Board members must avoid Conflict of Interest and declare conflicts when they occur. Board members must refrain from participating in discussion of topics when they have declared a conflict of interest.
- Board members are responsible to act in good faith and in the Centre's best interest, not in the interest of the Board member or any of his/her family members or any organization with whom the Board member is affiliated.
- Board members must report to the Board President, any misconduct or neglect of duty whenever it is discovered. In the case of misconduct or neglect specific to the president; the Secretary will be informed and empowered to act.
- Board members must ensure the integrity of the Board by avoiding granting special favours or unfair privileges to anyone or any entity.
- Board members must be open, fair and honest with no hidden agendas; they must create an environment where all Board members are treated with the utmost respect.
- Board members must understand that they set standards for the Centre through Board policy; Board members do not manage the Centre on a daily basis, as that is the job of the Director and/or the designates.

- Board members must understand that the Board makes decisions as a team and as one voice - individual Board members may not commit the Board to any action and Board members must represent positions of the Board regardless of personal position. The Board's Chair and/or the Board of Directors empower the Executive Committee to act in an extraordinary or emergency situation.
- Board members must respect the right of other Board members to have opinions and ideas that differ from their own.
- Board members will maintain confidentiality of all proprietary, sensitive and valuable information entrusted to them except when disclosure is authorized or legally mandated.
- Board members must respond to each other's messages within a reasonable time period. **Phone calls should be replied to between one to two business days. Emails should be replied to between one to three business days.**
- Board members are individually responsible for conforming to the Standards of Conduct and will be overseen by the Board Chair.
- Board members can be removed from the Board for breach of conduct; including a breach of our standards of conduct, material neglect of duty or incompetence.

April 2014

Board of Directors
Breach of Conduct Procedure

- In the event that a Board member breaches the Standards of Conduct; it is the responsibility of each Board member to report misconduct or neglect of duty, in writing, to the Chair. In the event that the misconduct or neglect involves the Chair; the report must be made in writing to the Vice Chair.
- Reports of misconduct or neglect may also be made by Staff or members of the Corporation to the Chair (or Vice Chair in the case of the Chair) in writing.
- Following the receipt of a written report; the Chair (or Vice chair) will notify the Executive Committee, in writing, within 24 hours, that a report has been received. The Chair (or Vice Chair) will not identify the whistleblower or the Accused when s/he notifies the Executive.
- In addition to notifying the Executive; the Chair (or the Vice Chair) will send a written request, within 24 hours, to the Accused to request written explanation. This request will include specific information about the nature of the complaint but no identification of the complainant. The Accused has 7 days to respond in writing to the Chair (or Vice Chair).
- An Executive Meeting will be called by the Chair (or Vice-Chair) within 7 days of receipt of the Accused Board member's written response. The Executive Committee will determine if further investigation is required or if disciplinary investigation is necessary.
- If the Executive Committee determines that the complaint has no merit, the Accused and the whistleblower will be advised in writing within 48 hours of the Executive Committee's decision.
- Investigation may include interviews with involved parties and appropriate authorities (i.e. Legal Counsel; City of Toronto; Ministry of Education). In the event that a Board member resigns without the completion of the investigation; resignation in writing will be requested and a motion will be made at a Board meeting to acknowledge the resignation. The Board reserves the right to make a motion at the next board meeting that the Board member cannot return to the Board in the future.
- The Board of Directors will protect the identity of the whistleblower. If, through no action or disclosure of the Board, the Accused determines the identity of the whistleblower, no direct contact will be permitted between the two parties; either in person or in writing, regarding the complaint unless the Board Chair (or Vice Chair) is

present. Violation of this expectation will be treated as “Harassment” according to the Anti-Harassment policy of the Centre.

- If the Accused approaches the whistleblower regarding the issue without third party mediation, the Accused will be asked to resign from the Board.
- Disciplinary Action Upon Completion of Investigation
- First Occurrence: A warning letter will be issued to the Board member.
- Second Occurrence: The Board member will be voted off the Board at the next Board meeting and cannot return to the Board.
- If any occurrence involves a breach of criminal law; the Board reserves the right to remove that person from the Board via a motion at the Board meeting immediately - without a warning.
- If the Executive Committee determines that there is validity to the complaint, but no further investigation is required, then the Accused will receive written notification of disciplinary action. The Chair (or Vice Chair) will issue a letter of warning to the Accused Board Member which will become part of the minutes of the Board.
- If the Executive Committee determines that further investigation is merited; the whistleblower and the Accused will be notified in writing that further investigation is merited. The Accused will also receive written notification that they will be suspended from the Board during the investigation period and until it is completed but not longer than 60 days.
- If the Executive Committee determines that there is validity to the complaint and further investigation is required, the Board will be informed, in writing, that investigation is underway and that the Board will receive notification of the findings or the status within 60 days.

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