

OUTreach Southern Alberta Society

CODE OF CONDUCT POLICY FOR DIRECTORS

OUTreach Southern Alberta Society is a not-for profit organization that responds to the needs of the local and the broader lesbian, gay, bisexual, trans, two-spirit, and queer (LGBTQT) community of Lethbridge and the surrounding area by supplying resources, education and opportunities to foster self-determination, civic engagement and community participation. OUTreach believes that strong policies create good governance and leadership in service to Southern Alberta.

POLICY STATEMENT: This Code of Conduct represents OUTreach’s commitment to high organizational and operational standards. Directors should regard the Code as *minimum* expectations for performance. Any Director who fails to comply with this Policy shall be considered in violation of the Policy and will be subject to appropriate disciplinary action.

1. DEFINITIONS

1.1 “Director” means an individual member elected to the Board of Directors, as stated in Sec 7.1(a) of the Bylaws.

1.2 “Employee” means a person who receives all or part of their income from the payroll of OUTreach.

1.3 “Executive” means the Officers of the Board of Directors, as stated in Sec 11 of the Bylaws.

1.4 “Member” means an individual or group in Good Standing, as stated in Sec 5.2 of the Bylaws.

1.5 “Officer” means an Executive Director of the Board of Directors, as stated in Sec 11.1(a) of the Bylaws.

1.6 “Volunteer” means any individual, other than a director, officer or employee, who does not receive compensation for services and / or expertise provided to OUTreach.

2. COMPLIANCE WITH LAWS

2.1 Directors will conduct OUTreach’s business in accordance with applicable legislation, including: *Alberta Societies Act, Employment Standards Code of Alberta, Freedom of Information and Protection of Privacy Act, Alberta Human Rights, Criminal Code of Canada* and all other applicable legislation.

3. COMPLIANCE WITH OUTREACH POLICIES

3.1 Directors serve OUTreach in support of all communities the Organization represents.

3.2 Directors will comply with the policies and by-laws of OUTreach.

3.3 Regardless of how Directors vote on any given issue, all decisions of the OUTreach Board or Executive become decisions of the Board and/or Executive as a whole.

4. CONFLICT OF INTEREST

4.1 Directors must act in the best interests of the organization and avoid situations where their personal interests or relationships interfere with acting in good faith on behalf of OUTreach.

4.2 Directors 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.

5. GIFTS OR HONORARIA

5.1 It is not permissible to offer or accept gifts, gratuities, excessive favours or personal rewards intended to influence the organization's decisions or activities.

5.2 It is permissible to accept gifts of a nominal value (e.g.. pens, calendars, advertising items) in recognition of work well done. Directors are not permitted to accept cash under any circumstances. Directors, if representing the Board, must turn over to OUTreach any honoraria they receive.

6. CONFIDENTIALITY

6.1 Directors must maintain the highest standards of confidentiality regarding information obtained directly or indirectly through their involvement with the organization. This includes information about volunteers, Directors, funders, donors, member organizations, partners, employees, contractors, and job applicants.

6.2 Directors must avoid inadvertent disclosure of confidential information through casual or public discussion, which may be overheard or misinterpreted.

7. USE OF MATERIALS AND PROPERTY

7.1 Materials and programs developed for or by OUTreach are the property of OUTreach and are not to be used in situations external to the organization without prior approval from the Executive.

7.2 Internet and email are to be used in a responsible and professional manner. Directors are prohibited from sending material that is threatening, obscene, hateful, racist, or otherwise inappropriate.

8. DRUG AND ALCOHOL ABUSE

8.1 Directors who attend meetings or represent the organization while under the influence of drugs or alcohol will be disciplined and may be removed.

9. DISCRIMINATION

9.1 Directors are expected to comply with the *Alberta Human Rights, Citizenship and Multiculturalism Act* and not to discriminate by reason of race, religious belief, colour, gender, sex, mental or physical disability, marital status, ancestry, age, place of origin, family status, source of income or sexual orientation.

10. HARASSMENT

10.1 Harassment, interpreted as unwelcome conduct, comment, gesture, contact, or intimidating and offensive behaviour likely to cause offence or humiliation, will not be tolerated and may result in disciplinary measures up to and including removal from the Board and a revocation of OUTreach membership. (See *Harassment Policy and Procedure* for definitions and processes)

11. INTERPERSONAL CONFLICT

11.1 No Director of OUTreach may publicly criticize any other Director.

11.2 OUTreach Directors must attempt to resolve interpersonal conflict between them before the Executive can take action.

11.3 Any Director unable to resolve interpersonal conflict through 11.2 may report the conflict to an Officer. If a Director chooses to notify the Executive of the conflict, they must do so, in writing, to at least two (2) Officers of the Executive Committee.

11.4 Once two (2) Officers have received a report of interpersonal conflict, the two Officers shall:

a) Advise the entire Executive that a report has been filed;

b) Advise all Director(s) involved in the conflict that the Executive has received a report and that the Executive will address the issue.

11.5 Once all Officers have been notified, the Executive must hold a meeting within fifteen (15) days to review and respond to the report.

11.6 The Executive may resolve the conflict through any process it deems appropriate, ensuring equity, sensitivity, confidentiality, and transparency in its process. The President (or designate) shall advise, in writing, the decision of the Executive to all Directors named in the conflict.

11.7 If an Officer identifies an interpersonal conflict among Board or Executive Directors and:

a) the conflict is disrupting the functionality of the Board and / or Executive, and

b) the conflicting participants have failed to enact or meet the conditions of Section 11.2, the Officer may convene a meeting of the Executive and initiate a resolution to the conflict, as per Section 11.6.

12. CODE OF CONDUCT AGREEMENT

12.1 All Directors of OUTreach are to annually read and sign the Code of Conduct Agreement (Appendix A).

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

13. VIOLATION OF THE CODE OF CONDUCT POLICY OR AGREEMENT

13.1 Any observed violation of the Code of Conduct must be reported, in writing, to at least two Officers.

13.2 Once two Officers have received notice, they shall:

a) Advise the entire Executive that a report has been filed;

b) Advise the Director(s) involved in the violation that a report has been filed.

13.3 Once all Officers have been notified, the Executive must hold a meeting within fifteen (15) days to review and respond the report.

13.4 The Executive may respond to a violation of the Code of Conduct in any manner it deems appropriate. The President (or designate) shall advise, in writing, the decision of the Executive to the Directors named in the report.

14. BOARD AND EXECUTIVE RESPONSIBILITY

14.1 The Board of Directors and the Executive Committee are responsible for this policy and must ensure that Directors hold themselves, their actions and their performance in a professional manner, committed to high organizational and operational standards.

ATTACHMENT: Appendix A (Code of Conduct Agreement for Directors)

APPENDIX A
CODE OF CONDUCT AGREEMENT
FOR DIRECTORS

Directors will:

- Abide by the terms and conditions outlined in the Code of Conduct Policy
- Represent the best interests of the membership and the organization over and above personal and professional interests
- Respect confidentiality of information received in the course of Board meetings and activities
- Declare potential conflict of interest and refrain from discussion and voting when applicable
- Give recognition to others who contribute to the success of the organization and its activities
- Not speak on behalf of OUTreach unless designated by the Executive
- Adopt clear, documented processes and equal access to information
- Not use their individual authority when dealing on an individual basis with volunteers
- Ensure there are competitive opportunities when services of contractors or employment opportunities arise
- Treat fellow Directors with respect and listen to their points of view
- Participate in Board meetings and keep informed about developments and issues relevant to Board operations.

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

I _____ have read, and agree to abide by, this *Code of Conduct*.

Signature

Date