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**PURPOSE &
GUIDING
PRINCIPLES**

North Peace Housing Foundation is committed to conducting business in an open and ethical manner. This is accomplished by creating and maintaining a workplace built on the strength of trust, accountability, and integrity in all our business practices. As members of the Board of Directors, each board member acts as a representative of North Peace Housing Foundation and is therefore expected to adhere to the Code of Conduct and Ethics and is required to conduct him/herself in an ethical and professional manner.

Standards of conduct are set out herein to ensure all reasonable steps are taken by the Board to provide the independent governance oversight and accountability needed to enable the Foundation to fulfill its mission, vision, and strategy.

All Board members have a fiduciary duty to act only in the best interests of the Foundation, giving due consideration to the Foundation’s stakeholders, and shall neither act in self-interest, nor in the sole interest of any individual municipality with which the Board member’s appointment may be associated. Board Members will exercise their “regional” responsibilities and duties by placing the interests of the Foundation ahead of any personal interests or the interests of the member municipality from which they were appointed.

All Board Members shall work for the common good of the citizens and taxpayers who live within the external boundaries of the region represented by the twelve member municipalities, while promoting the public interest and advancing the mandate and long-term interests of the Foundation.

Board Members will conduct Foundation business in an open and transparent manner that promotes public confidence and trust, recognizing that an individual member cannot exercise their member municipality’s influence over the Board.

Board Members will exercise their duties with care, diligence and skills that a reasonably-prudent person would exercise in comparable circumstances.

Board Members will exercise their duties in an impartial manner, making decisions based on objective criteria rather than on the basis of bias or prejudice.

DEFINITIONS

Discrimination – The unjust or prejudicial treatment of different categories of people, especially on the grounds of race, age, or sex (Oxford Universities Press, 2011).

Ethics – Moral principles that govern a person’s behaviour or the conducting of an activity (Oxford Universities Press, 2011).

Harassment – Aggressive pressure or intimidation (Oxford Universities Press, 2011).

Illegal – Contrary to or forbidden by law, especially criminal law (Oxford Universities Press, 2011).

Legal – Permitted by law (Oxford Universities Press, 2011).

Moral – Concerned with the principles of right and wrong behaviour (Oxford Universities Press, 2011).

Unethical – Not morally correct (Oxford Universities Press, 2011).



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GUIDELINES

Unacceptable/unethical behaviours include, but are not limited to, the following:

- Causing physical harm to another person;
- Violence, threats, harassing, or bullying behaviour;
- Discriminatory actions;
- Dishonest, illegal, or improper business activities;
- Failure to meet and/or abide by the board's terms of reference;
- Performing unethical or compromising practices in business relationships;
- Improper use of company trade secrets;
- Use of North Peace Housing Foundation assets and/or business relationships for personal use or gain;
- Falsifying, misrepresenting; or illegally reporting financial information;
- Competing with North Peace Housing Foundation for personal or business gain;
- Accepting or giving gifts, monetary or otherwise, to influence a business decision(s);
- Willful damage or destruction to property;
- Possession of a weapon while on North Peace Housing Foundation premises or at another location while acting on behalf of North Peace Housing Foundation;
- Disorderly, immoral, or indecent conduct;
- Theft, including physical and intellectual properties; and
- Actions or behaviours which contravene the Canadian *Criminal Code*.

VIOLATIONS

Directors are expected to set and lead by example. In all business dealings, honesty and integrity are not only expected, but required.

Members of the Board of Directors are required to act in an ethical manner at all times. Behaviours board members engage in which may be considered unethical, and/or are in contradiction with North Peace Housing Foundation's mission, vision or values, may result in being asked to step down from the board.

MUTUAL RESPECT

North Peace Housing Foundation recognizes that to achieve its vision, the atmosphere and environment it provides must be such that it demonstrates respect, dignity, equity and safety for all. North Peace Housing Foundation also promotes responsibility, respect, civility, and professional excellence in a safe work-environment.

As such, board members are expected to treat each other as well as the staff and clients of {North Peace Housing Foundation} with respect. Disrespectful behaviour during, or outside of board meetings, towards other members of the board, or North Peace Housing Foundation staff or clients is strictly prohibited.

DISCRIMINATION

Every person with the right to equal treatment with respect to services, goods and facilities, without discrimination based on any protected ground.



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HARASSMENT

Harassment, as with discrimination, is prohibited under the Canadian *Human Rights Act* and may be physical, verbal, written, or visual and includes the use of the Internet. Harassment does not necessarily need to target a specific individual. A single act or expression can constitute harassment.

Examples of harassment include, but are not limited to:

- Jokes or hostile comments relating to physical characteristics, ancestry, or age;
- Physical or verbal teasing;
- Displaying or passing around sexist, racist or derogatory pictures, materials or graffiti;
- Intimidation, offensive remarks, belittling and threatening behaviour;
- Obscene and/or offensive gestures;
- Inquiries or comments about a person's sexual activities or sexual preferences;
- Practical jokes which cause awkwardness, embarrassment, endanger safety, or otherwise affect others negatively;
- Derogatory nicknames; and/or
- Physical or sexual unwelcome contact.

Reporting Discrimination and/or Harassment

Any members of the Board of Directors who feel that they have been victims of, or witness to harassment or discrimination should report the incident to the Chairperson of the Board or the Executive Director immediately.

Board members are also within their rights to make formal reports to the police as they see fit.

CONFIDENTIAL INFORMATION

To ensure the safe-keeping of North Peace Housing Foundation's trade-secrets and confidential information, directors may be required to sign a Confidentiality Agreement prior to their participation on the Board.

CONFLICTS OF INTEREST

No Board Member shall engage in any activity which is incompatible or inconsistent with the ethical conduct of official duties in the public interest. These activities include, but are not limited to:

- (1) use any influence of the office for any purpose other than official duties;
- (2) use any information gained in the execution of the office that is not available to the general public for any purpose other than for official duties;
- (3) place themselves in a position of obligation to any person or organization who might reasonably benefit from special consideration or may seek preferential treatment; or
- (4) influence any Board decision or the decision-making process involving or affecting any person or organization in which the Member has a vested interest.

Board members are prohibited from continuing their participation on the board if, in doing so, their actions could constitute a conflict of interest. In the event that a change in circumstance could create a conflict of interest, the board member is required to report it immediately. Failure to report a conflict of interest of any kind may result in expulsion from the board.



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OPENNESS

Board members will disclose their involvement with other organizations, businesses and activities which may reasonably be seen to call into question their impartiality in discussions or decisions of the board, even when such involvements do not rise to the level of legal conflict of interest.

COMMITMENT

Board members will refrain from discussing individually identifiable views of board members and their differences of opinion on the board outside of the board meetings.

Once passed, Board members will support and defend Board decisions, even if one’s own view is a minority one. If ethically unable to support or defend a decision of the Board, the Board member will, at a minimum, respectfully support the right of the Board to make majority supported decisions.

GIFTS

A Board member, or family member or affiliate of the Board member, shall not receive or offer a gift, gratuity, or advantage of any nature, from any person or entity outside of the Foundation that may be, or may appear to be, connected with the Board member’s responsibilities to the Foundation unless:

- (1) The gift has no more than a token value;
- (2) It is the normal exchange of hospitality or customary gesture of courtesy between persons doing business together;
- (3) The exchange is lawful and in accordance with the local ethical practices and standards, and
- (4) It could not be construed as creating a sense of obligation on the part of the Board member.

FINANCIAL BENEFIT

Except for payments made to a Board Member pursuant to the Foundation remuneration policy, no Board Member or immediate family of the Board Member shall derive any pecuniary gain or avoid any pecuniary loss, directly or indirectly, by reason of that Member’s role on the Board.

When a Member or an immediate family member of the Member has, directly or indirectly, a pecuniary interest in a matter in which the Foundation is or may become interested, that Member must disclose the interest to the Chair immediately upon becoming aware of the same.

Subject to any direction from the Chair (or the Vice-Chair as the case may be) to the contrary, that Member must refrain from discussing the matter with the Board or with any employee of the Foundation

SEPARATION OF ROLES

Board Members shall, at all times, conduct themselves in a manner that reflects the separation of roles and responsibilities between those of the Board and those of Administration, and shall refrain from giving direction to any Foundation employee or contracted resource, except through the CAO;

Board Members shall convey all concerns or requests for action or information directly to the CAO, or where appropriate and as agreed by the CAO, refrain from committing the Foundation to any specific course of action, expenditure or use of resources outside of the Foundation’s established policies or procedures;

PERSONAL BENEFIT

Board Members shall: not solicit, demand or accept the services of any Foundation employee or contracted resource; and will avoid any situation in which a friendship, social relationship or social interaction with a member of staff may be seen to create undue influence, access to information, conflict of interest, or to undermine the authority of the CAO;



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**KEY STATEMENTS
OF PRINCIPLE**

Board Members shall adhere to the following key statements of principle:

- (1) Recognize that a Board member is one member of a united team and that the strength and effectiveness of the Board is as a group – not as individuals, and therefore the Board speaks with one voice and the authority of the Board and Board decisions must be respected;
- (2) Protect the interests of the Foundation in every decision, and to assure the opportunity for high quality accommodation access and affordability for qualified clients;
- (3) Maintain a positive public image of the Foundation;
- (4) Recognize the difference between the role of the Board to set policies and strategic objectives, and the role of the CAO to implement these policies and strategic objectives;
- (5) Actively support the CAO by providing overall direction, resources, and time frames to achieve the identified goals and confine Board action to governance and finance policy setting, fiscal oversight, and strategic planning and direction;
- (6) Maintain the confidentiality of privileged and in-camera discussions both during and after their tenure on the Board or its committees;
- (7) Maintain an atmosphere of respect and decorum between Board members during deliberations and discussions by fostering and embracing diverse participation and communication styles. Board Members will communicate and work with fellow members in an open and honest manner, promoting a spirit of cooperation by listening to and respecting those opinions that may differ;
- (8) Demonstrate an interest in the Foundation by preparing for, attending, and participating in meetings of the Board and committees and attending Foundation functions as appropriate;
- (9) Act honestly and openly at all times and carry out their functions with integrity, honesty, respect, and loyalty;
- (10) Ensure to be aware, understand and uphold their legal obligations to the Foundation;
- (11) Act responsibly with the prudence of a reasonable individual;
- (12) Serve the interests of the Foundation by upholding both the letter and the spirit of all applicable provincial legislation and regulations, the Board of Directors By-laws, and policies of the Board.
- (13) Board members will communicate and work with fellow members in an open and honest manner, promoting a spirit of cooperation by listening to and respecting those opinions that may differ.



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RATIFICATION

Upon adoption and signing of the NPHF Member Code of Conduct & Ethics, and thereafter at future annual organizational meetings, each member will sign the Member’s Statement as outlined in this policy

Upon appointment to the NPHF Board of Directors from their participating municipality and at the annual organizational meeting of the Board, the first order of business for every member shall be the acceptance of the NPHF Member Code of Conduct & Ethics as outlined in this policy section.

Should a member choose not to sign the Member’s Statement as set out in the policy, the Chief Administrative Officer will contact the member’s participating municipality requesting that a replacement be appointed to the Board.

Adopted _____
Hazel Reintjes (Board Chair)

Date: _____