

## West End Business Improvement Association Directors' Code of Conduct & Conflict of Interest Agreement

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1. Directors shall at all times act honestly, in good faith and endeavor to direct the activities of the association as a whole in the support of the Society's mission, vision and goals.
2. Director's shall be responsible for the development and adherence to the Society's governance policies including but not limited to following the Director's Code of Conduct, Conflict of Interest and Confidentiality policies and ensuring full engagement in, and ownership of, the strategic plan, committee Terms of Reference and annual budgets.
3. Directors are expected to attend all Board meetings; full participation leads to better decision-making. However, there may be times of absence due to work or personal commitments in which case the Director will advise the Chair in writing at least a week in advance of the meeting(s) that he or she will be absent. If unable to attend meetings on a regular basis the Director should consider stepping down.
4. Directors are expected to be prepared for Board meeting having pre-read materials that are circulated up to a week in advance as part of Board meeting packages.
5. Directors are expected to engage in vigorous but respectful, thoughtful and constructive debate and dialogue at Board meetings in pursuit of understanding and developing positions. Roberts Rules of Order will be utilized if necessary and if supported by the majority of Directors at any given meeting. In camera sessions will be provided for Directors to discuss in private matters of Board conduct and Executive Director performance.
6. Directors are expected to be active participants on at least one committee of the Society. While serving on a committee (or working group of a committee) Directors must hold themselves to the same high standards as expected at Board meetings. See 'Committee Code of Conduct' for more details for committee responsibilities.

7. Directors shall participate in an annual review of Board performance. This process will be managed with the assistance of an external, independent consulting agency with the skills, experience and discretion to ensure that Board performance expectations are clarified, that evaluation takes place in an objective manner and that confidentiality is maintained. Ultimately, the Chair of the Board, supported by the Governance Committee, is responsible for the overall performance of the Board and for ensuring Board composition is aligned with the competencies and representation as outlined in the Board's Competency & Representation Matrix and amended from time to time.
8. Directors will recognize and respect that the Executive Director is the sole employee of the Board and is therefore responsible and accountable to the Board as a whole. The Chair of the Board will act as the primary conduit to the Executive Director clarifying the Board's directions and leading the Executive Director's performance evaluation. Organizational staff below the level of the Executive Director are the sole responsibility of the Executive Director to direct, manage and evaluate.
9. The official spokespersons for the Society are the Chair of the Board of Directors, the Executive Director and/or a designate of the Chair on behalf of a Committee of the Board. Public statements will be made on matters that are within the scope of a policy(s) approved by the Board and any reasonable extension of a policy.

#### 10. **Confidentiality**

During the term acting as a Director and at all times thereafter, I shall keep strictly confidential and refrain from dealing with, using, divulging, or otherwise revealing, either directly or indirectly, all information ("Confidential Information") known or used by WEBIA or concerning or relating to the operations, affairs or activities of WEBIA or its area businesses and/or property owners which I may have acquired in the course of or incidental to my acting as a Director of WEBIA, whether for my own benefit or to the detriment, or intended or possible detriment, of WEBIA or for any other reason whatsoever, including but not limited to information declared by the Board of Directors as being confidential, but excluding information publicly known or made known to the businesses and property owners in the WEBIA area with the authority of the Board of Directors. I hereby acknowledge that all such Confidential Information is and will be received by me in trust in a fiduciary capacity for the sole benefit and purposes of WEBIA, its successors and assigns.

#### 11. **Conflict of Interest**

- 11.1 No director shall receive preferential treatment by way of priority access to programs or initiatives being lead or managed by the Society.

- 11.2 For the purposes of this Board Policy, a Director shall be considered to be in a conflict of interest with respect to any matter brought before the Director, where the Director has or appears to have a pecuniary or other interest in a matter which is at variance with the interests of the area businesses and property owners generally.
- 11.3 For the purposes of this Board Policy, "pecuniary interest" shall mean an interest consisting of money, measure in money or related to money (including a financial gain or an avoidance of financial loss) and shall include the following:
- (a) a "direct pecuniary interest", which shall be considered to exist where the pecuniary interest is directly under the control of the Director;
  - (b) an "indirect pecuniary interest", which shall be considered to exist where the Director:
    - i) is a shareholder in, or director or senior officer of, a corporation or agency that has a pecuniary interest in the matter;
    - ii) is a member of a body that has a pecuniary interest in the matter;
    - iii) is a partner or agent of a person who has a pecuniary interest in the matter; or
    - iv) is in the employment of a person or body that has a pecuniary interest in the matter;
  - (c) a "deemed pecuniary interest", which shall be considered to exist where the pecuniary interest of:
    - i) the Director's close relatives;
    - ii) other boards on which the Director serves;
    - iii) community organizations in which the Director participates; or
    - iv) the Director's employer;is known to the Director.
- 11.4 With respect to any motion brought before the Board to recommend or approve the Society's participation in a specific contract, transaction or economic development program, where any Director has a conflict of interest, as declared by such Director or as determined by the majority vote of the other Directors at the meeting, such Director shall:
- (a) Immediately inform the other Board members that the conflict of interest exists and the nature of the conflict of interest;
  - (b) be absent from the room while the motion is under discussion;
  - (c) refrain from voting upon the motion ;
  - (d) be absent from the room during the vote upon the motion; and
  - (e) not attempt in any way, whether before, during or after the meeting, to influence the voting on any question or issue in respect of the motion.

11.5 With respect to any general issue brought before the Board for its consideration, other than a motion to recommend or approve the Society's participation in a specific contract, transaction or economic development program as referred to above (11.4), where any Director has a conflict of interest, as declared by such Director or as determined by the majority vote of the other Directors at the meeting, such Director shall immediately inform the other Board members that the conflict of interest exists and the nature of the conflict of interest. Such Director need not be absent from the room while the issue is under discussion nor refrain from voting on that issue.

11.6 Notwithstanding paragraph 11.2, in the event that a Director has a conflict of interest, as declared by such Director or as determined by the majority vote of the other Directors at the meeting, the other Directors at the meeting may, by majority vote, impose upon the Director with the conflict of interest such additional restrictions within the scope of paragraph 11.4, as they in their discretion see fit, in order to protect the integrity of the decision making process.

12. I hereby acknowledge and confirm that I have read and fully understand the provisions of WEBIA's Director Code of Conduct/Conflict of Interest policy and I hereby undertake and agree that I will comply with such provisions as amended from time to time.

Without limiting my obligations per section 12, I hereby undertake and agree that I will:

- (a) act honestly and in good faith and in the best interests of the West End Business Improvement Association, without regard for any specific business type including the one to which I belong or to which the Voting Member that I represent, as the case may be, belongs; and
- (b) exercise the care, diligence and skill of a reasonably prudent person in exercising the powers and performing the functions as a Director of the West End Business Improvement Association.

DATED the \_\_\_\_\_ day of \_\_\_\_\_, 201\_\_\_\_

\_\_\_\_\_  
*Name:*

\_\_\_\_\_  
*Signature:*