

**Policy Type:** Governance Process (GP)

**Policy No.:** GP 04

**Policy Title:** Board Members' Code of Conduct

**Date Originated:**

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## POLICY STATEMENT

The Board commits itself and its members to ethical, professional, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

## POLICY ELEMENTS

1. Members must have loyalty to the interests of the ownership, not influenced by loyalties to staff, other organizations, and any personal interest as a client.
2. Members must avoid conflict of interest with respect to their fiduciary responsibility. Members are governed by the [Ontario Municipal Conflict of Interest Act](#).
3. There must be no personal business conducted by a member with the organization. Members will disclose to the Board their involvements with other organizations, with vendors, or any associations that might be or might reasonably be seen as being a conflict of interest.
4. When the Board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall withdraw without comment not only from the vote, but also from the deliberation/discussion.
5. Board members will not use their position to obtain employment in the organization for themselves, family members or close associates.
6. Board members may not attempt to exercise individual authority over the organization.
7. Board members, other than the Chair, may not speak for the Board unless authorized to do so by either the Board or the Chair. This includes, but is not limited

to public presentations (including delegations to City Council), speaking to residents, presentations to private groups, making statements to the media, and making statements on social media platforms. Board members are limited to expressing Board decisions made during public meetings.

8. In settings and contexts such as public presentations (including delegations to City Council), speaking to residents, presentations to private groups, making statements to the media, and making statements on social media platforms, Board members expressing personal opinions must identify such remarks as personal and not those of the Board as a whole. Board members should take additional care to ensure that their position on the Board is not conflated with the personal opinion being expressed.
9. Members' interaction with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly Board-authorized.
10. Except for participation in Board deliberation about whether the CEO has achieved reasonable interpretation of Board policy, members will not express individual judgments of performance of employees or the CEO.
11. Members will respect the confidentiality appropriate to issues of a discrete nature.
12. Members will be properly prepared for Board deliberation.
13. Members will support the legitimacy and authority of the final determination of the Board on any matter, irrespective of the members' personal position on the issue.
14. Violation of Board Members Code of Conduct:
  - The Board and its members are committed to compliance with the provisions of the Board's policies. In the event of a complaint that a member has violated any provision of the Library's By-laws, Governance Policies, or Code of Conduct, as well as in the event of disputes between members that interfere with the ability of the Board to carry out its business, the Board will promptly seek remedy by the process outlined below.
  - Complaints are to be made in writing to the Board Chair or a Vice-Chair. In the event that the conduct of these members is the subject of the complaint, another Board member will be designated to facilitate the process, or an independent mediator shall be appointed by the Clerk of the City of Pickering.
  - Any notes or written documentation will be handled, filed, and managed in the same manner as the minutes of in-camera Board meetings.
15. Recognizing that the nature of alleged violations of policy may vary from minor violations to major violations, the Board member appointed to facilitate the process (Chair, Vice Chair or other member) shall select an appropriate approach from the following options. If the initial approach isn't successful or additional information

about the nature of the alleged violation becomes available, an alternate approach shall be followed:

- Conversational - For minor violations, a private conversation between the parties involved and the Board member facilitating the process, may be held to reach an understanding of the situation/issue and decide on a solution/resolution.
- Ad Hoc Committee - For non-minor violations, an ad hoc committee shall be formed to manage the complaint process. The committee shall be comprised of one Councillor/Board member, the Board Chair (or a Vice-Chair), and one citizen Board member. Support for the committee will be provided by the Library's Chief Executive Officer.

16. The steps the ad hoc committee will take to facilitate a solution/resolution will include, but are not limited to:

- Complainant(s) Explanation of Situation/Issue: The complainant(s) shall first be provided the opportunity to explain their view of the situation/issue to the ad hoc committee in an appropriate format;
- Responding Party(ies) View of Situation/Issue: The respondent(s) shall then be given the opportunity to explain their view of the situation/issue to the ad hoc committee in a similar format;
- Explore Possible Solutions/Resolutions; and,
- Agree on a Solution/Resolution: The solution/resolution should be specific about what is to be done by whom, where and when. Timeline expectations should be included in the stated solution.
- The agreement reached by the ad hoc committee shall be brought to the Board for approval.
- The ruling of the Board shall be final.

17. Referral to an Independent Mediator:

- Complaints of a serious nature may be referred to an independent mediator that who shall be appointed by the Clerk of the City of Pickering, or, if applicable and where required by law, complaints shall follow existing Pickering Public Library processes (e.g. Workplace Harassment and Discrimination, Human Rights violations, etc.).

18. Referral to Investigative Authority:

- Allegations of illegal activity shall be immediately referred to the appropriate authorities for investigation. The Board may rule that any member against whom such allegations are made be requested to take a leave of absence from the Board pending completion of the investigation.

19. All discussions and facilitated meetings will be conducted without prejudice, be confidential, neutral, and impartial.