



Memorandum

Date: May 12, 2020
To: Members of the Board
From: William (Bill) Bradica, CAO
Subject: **Revised Board Code of Conduct Policy**

At the January 9, 2020 Board Meeting by Resolution 20/08 a Committee was formed to review and amend the Board Member Code of Conduct, according to the legal opinion obtained from Roberto Aburto, Gowling WLG.

The Committee met on May 4, 2019 and reviewed the proposed amended Code of Conduct which included the recommended changes from legal counsel, as attached

The following Resolution is presented for the Board's consideration:

"THAT with respect to the Memorandum from William Bradica, Chief Administrative Officer dated May 12, 2020, we The District of Thunder Bay Social Services Administration Board approve the amended Code of Conduct as presented;

AND THAT we authorize the Chief Administrative Officer to amend this policy with respect to housekeeping items, as may be required from time to time."

Sincerely,

William (Bill) Bradica
Chief Administrative Officer

WDB/gf

Attachment #1 [Policy #BRD:01-103 TBDSSAB Board Code of Conduct](#)

POLICY	SECTION BOARD - GENERAL
	SUBJECT TBDSSAB BOARD MEMBERS, NON-BOARD MEMBERS OF BOARD COMMITTEES AND ADVISORY TABLES CODE OF CONDUCT

AUTHORITY

TBDSSAB Resolution No. 17/10(A).

INTENT OF POLICY

The organization and its' Board Members are responsible to The District of Thunder Bay Social Services Administration Board's (TBDSSAB) stakeholders to operate in a manner that is fair and open to public scrutiny.

This Code of Conduct applies to each Board Member and to non-board members of Board Committees and Advisory Tables (the Members). It is the responsibility of each Member to act in accordance with this Code.

POLICY

1. Members Duties and Standard of Conduct

The Board works as a team to set the strategic directions for TBDSSAB and expects of itself and its members ethical and business-like conduct.

The Board commits itself and its members to proper use of authority and appropriate decorum in group and individual behaviour when acting as Board Members and shall abide by the Code of Conduct.

Members are expected to act honestly, impartially, independently, with discretion and without regard to self-interest and to avoid any situation liable to give rise to a personal conflict of interest.

Members who are nominees of a particular group must act in the best interests of TBDSSAB.

Members are expected to be reasonable and fair in their expectations of each other and resolve any conflict in a mature and professional manner.

Members are expected to perform their duties in office and arrange their private affairs in a manner that promotes public confidence, protects and maintains the image and brand of TBDSSAB and will tolerate close public scrutiny.

SECTION

BOARD - GENERAL

SUBJECT

TBDSSAB BOARD MEMBERS, NON-BOARD MEMBERS OF BOARD COMMITTEES AND ADVISORY TABLES CODE OF CONDUCT

Members shall not accept gifts that would, to a reasonable member of the public, appear to be in gratitude for influence, to induce influence, or otherwise to go beyond the necessary and appropriate functions involved as a Member for these purposes, a gift, benefit or hospitality provided with the Member's knowledge to a Member's spouse, child, or parent, or to a Member's staff that is connected directly or indirectly to the performance of the Member's duties is deemed to be a gift to that Member.

All Members shall abide by the Conflict of Interest Policy and any other applicable TBDSSAB policies.

All Members' conduct shall be characterized by courtesy to one another and to all persons they are dealing with and all actions taken by any Member shall be taken in good faith with the interest and goals of the Board foremost.

Members shall not attempt to exercise individual authority or give direction to the Chief Administrative Officer or any member of staff.

Members shall respect the confidentiality of information on matters that are discussed in Closed Session. Members shall not use information that is obtained in their capacity as a Member and that is not available to the general public to further or seek to further the Member's private interest or improperly to further or seek to further another person's private interest.

Members shall not disclose or release by any means to any member of the public, any confidential information acquired by virtue of their office, in either oral or written form, except when required by law or authorized by the Board to do so.

No Member shall use, or permit the use of Board facilities, equipment, supplies, services, staff or other resources for activities other than purposes connected with the discharge of Member duties or Board business.

2. Certificate of Awareness and Adherence

At the time of taking office as a Member and annually thereafter, Members will be asked to review this Policy and sign to confirm that they have read it, understand it and sought additional information if required to assist their understanding of it. A Member's signature identifies that the Member agrees to adhere to this Code of Conduct and understands the remedies which may be imposed for failure to adhere to it.

IMPLEMENTATION / BOARD APPROVAL DATE:

June 22, 2017

REVISION DATE(S): 2018Sep18 - [2020May21 \(Legal Opinion\)](#)

PAGE

2 of 3

<p>SECTION</p> <p>BOARD - GENERAL</p>	<p>SUBJECT</p> <p>TBDSSAB BOARD MEMBERS, NON-BOARD MEMBERS OF BOARD COMMITTEES AND ADVISORY TABLES CODE OF CONDUCT</p>
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3. Reporting

A Member who believes they may be in violation of this Code of Conduct, the Governance and Procedural By-law or Policies of the Board, is required to report the action, deed or transaction to the Chair of the Board. Failure to do so could lead to removal of the Member from the Board, Committee or Advisory Table.

Information about known or suspected violations of this Code of Conduct by any Member should be referred to the Chair of the Board by the complainant.

The Chair of the Board, in consultation with the Chief Administrative Officer, is responsible for meeting with Members promptly when their conduct or behaviour appears to be inconsistent with the intent of this Code of Conduct and its' related policies. If the Chair of the Board believes that there has been a violation, the matter will then be referred to the Board for review and a decision. The Member whom is believed to be in violation will be given an opportunity to respond to the complaint in front of the Board.

If it is determined by the Board that a Member has breached this Code of Conduct, and where the Member has been appointed by a Municipal Council (or group of Councils), the Board will direct the Chief Administrative Officer, by Board Resolution, to notify the appointing council(s) by way of a letter from the Chair of the Board. The appointing council shall be asked to make an alternate appointment for the remainder of the term and the said Member shall so be notified in writing.

If it is determined by the Board that a Member of a Board Committee or Advisory Table has breached this Code of Conduct the member shall be removed from that Committee or Table and shall be so advised.

Where the Chair of the Board is the Member perceived to be in violation of the above noted, the process will be handled by the Vice-Chair of the Board.

RELATED POLICIES

BRD-01:61 TBDSSAB Board Member Conflict Of Interest Policy