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| Policy Name:                    | <b>Code of Conduct for Directors</b> |                |
| Applicable Sections of By-Laws: | To Be Identified                     |                |
| Date Approved                   | Date Reviewed                        | Date Revisited |
| 2021/06/06                      |                                      |                |

## Purpose

This policy is designed to establish the principles of conduct directors are required to abide by while serving on the board of directors of the Truro Pride Society (the "Society").

## Definitions

Appropriate processes: Submission of a motion to reconsider at a subsequent board meeting or submission of a resolution for consideration at the annual general meeting in accordance with the by-laws.

## Scope

This policy applies to all directors on the board of the Society, including those appointed or elected, voting or non-voting, and ex-officio.

## Policy

1. The effective governance of the Society is contingent on directors fulfilling their roles and responsibilities with the highest standards of conduct.
2. Directors must always act in compliance with all policies of the Society.
3. Directors must act in a way that is consistent with the key objectives of the Society.
4. Directors must conduct themselves in an ethical and professional manner.
5. Directors work to set the policies and strategic direction for the Society. In fulfilling their duties, directors must exercise the degree of care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.
6. Directors must be loyal to the purpose of the Society and must adhere to the **Conflict Of Interest Policy**.
7. Directors have a duty to maintain the confidentiality of information received in the course



- of their duties, in accordance with the confidentiality policy, and must not use such information for any purpose outside that of understanding the work of the board of directors.
8. Directors must respect the confidentiality that is applicable to the deliberations of the board of directors.
  9. Directors must refrain from critically discussing in a public forum the actions or submissions of other directors.
  10. Directors are expected to act honestly and in good faith, at all times.
  11. The board of directors is committed to effective decision making. Once a decision has been made, it becomes the position of the Society.
  12. Directors have an obligation not to undermine the decisions of board of directors. However, directors may, in good faith, challenge or question a decision of the board of directors by use of appropriate processes designed to have the decision reconsidered or challenged.
  13. Directors have an obligation to ensure that their opinions and views are expressed respectfully and appropriately.
  14. The board of directors encourages and provides an atmosphere conducive to the respectful expression of different viewpoints and perspectives, since a broad range of ideas increases the potential for more informed and effective decisions. Directors must respect each director's contribution to the discussion and encourage each other to present their views.
  15. Directors acknowledge and appreciate that all directors are making a voluntary contribution to governance of the Society. Members strive to manage time effectively and agree to come to meetings prepared and to be familiar with the pre-circulated meeting materials.
  16. A director found to have breached their duty by violating the standards set out in this document may be recommended for dismissal by the Truro Pride Society Board of Directors in accordance with the by-laws, or other sanctions the board of directors determines appropriate.