

Policy: Governance
Code of Conduct
Policy # GOV-001

Approved: Board of Directors
Date: January 22, 2025

Policy: Code of Conduct for Board of Directors

Purpose:

- To provide a set of standards for board member conduct.
- To foster and maintain a high ethical standard of conduct and accountability.
- Promote member confidence in credibility of the board.

Procedure:

- The board members sign the Conflict of Interest questionnaire and Code of Conduct agreement annually following the AGM.
- A copy is to be kept at RCC and a copy returned to the individual.
- Review regularly to ensure awareness, acceptance and compliance with the Code of Conduct.
- Directors of the Regina Community Clinic (RCC) shall agree to be bound by the following Code of Conduct:
 1. The board expects of itself and of each director ethical, respectful, and lawful conduct. It expects directors to treat one another, staff and volunteers with respect, co-operation, and a willingness to deal openly and honestly on all matters.
 2. Directors must represent accountability to the interests of RCC on behalf of the membership. This accountability supersedes any conflicting loyalties such as that to advocacy or interest groups, membership on other boards or involvement with other organizations. It also supersedes the personal interest of any director acting as an individual or consumer of the RCC's services.
 3. Directors are accountable to exercise the powers and discharge the duties of their office honestly and in good faith and in the best interest of RCC.
 4. Directors shall exercise the degree of care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances with respect to their fiduciary duty to the organization.
 5. Directors shall disclose any possible conflict of interest.
 6. Directors also have a fiduciary duty to disclose all significant information within their knowledge that may impact the co-operative.
 7. Directors shall not use their positions to advance "private interests". For the purposes of this policy, "private interest" means any material, financial or other advantage or benefit to a director or an employee, or to a member of their family, or to a close friend or business associate, which might

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reasonably be perceived by a well-informed observer as being capable of compromising the fair and impartial making of a decision or the carrying out of a duty or function on the basis of considerations properly related to that decision, duty or function, and for greater certainty, includes any material, financial or other advantage or benefit actual or promised:

- (a) direct or indirect financial interest;
- (b) appointment, contract or other arrangement for the provision of goods or services of any kind by the director or other persons or by any body corporate or other entity in which they have an interest;
- (c) offer of employment or promotion; and
- (d) other advantage or benefit other than that provided by RCC. Any director who has a private interest in any matter before the board or any of its committees shall declare their private interest and the Board's Conflict of Interest Policy shall apply.

8. As precondition to becoming an employee of RCC, a Director who was not elected to the Board as one of the two permitted employee-directors and who wishes to accept an employment offer from RCC must first resign from their position as a director of RCC. For greater certainty, accepting an employment position by a director who was not elected as an employee-director shall be deemed to constitute the irrevocable resignation by such director from their position as a director of RCC.
9. Directors will respect the confidentiality and privacy of all issues before them, including where applicable in accordance with legislation. Directors may be required, at the board's discretion, to enter into a confidentiality agreement in a form prescribed by the board from time to time.
10. Directors may not attempt to exercise individual authority over the organization except as explicitly set forth in board policies or as may be delegated to any one or more of them by board resolution.
 - (a) Directors' interaction with the Executive Director or with staff must recognize that any individual director or group of directors does not have authority other than that explicitly stated in board policies or delegated by resolution of the board.
 - (b) Directors shall discourage direct communications between themselves and employees that may bypass (or appear to bypass) administration. Directors shall encourage such employees to utilize reporting lines within RCC administration to bring their concerns to the board.
11. Directors' interaction with the public, media or other entities must recognize the Executive Director's role in communicating on behalf of the board. Directors may repeat explicitly stated Board decisions (provided that such repeating does not violate disclosure of any confidential board decisions).
12. Directors will make no judgments of the Executive Director or staff performance except as that performance is assessed against explicit board policies by the official process.
13. The board shall be responsible for making policy decisions and ensuring through the Executive Director that appropriate staff and structures are in place to carry out the policy and day to day tasks of RCC.

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14. Directors shall be familiar with the incorporating documents, bylaws, regulations, policies and organizational structure of RCC, as well as the procedure and proper conduct of a meeting so that any decision of the board may be made in an effective, knowledgeable and expeditious fashion.
15. Directors will regularly take part in educational activities organized by RCC, which will assist them in carrying out their responsibilities.
16. Directors shall attend meetings on a regular and punctual basis. A director who, without good reason, fails to attend three consecutive meetings of the board shall present the reasons to the board chair.
17. A director who is alleged to have violated the Code of Conduct Policy shall be informed in writing and shall be allowed to present their views of such alleged breach at the next board meeting.
18. RCC recognizes that board members have the right to participate in the democratic process, including the right to seek election to public office. Board members seeking public office continue to fulfill their obligations to the board.
19. A director who is running for public office is not permitted to carry-out any campaign-related activities while at work on RCC business or on RCC premises.
20. The use of RCC facilities, equipment, or materials for activities unrelated to the discharge of the director's duties within their role as RCC director is not permitted.

Approval/Implementation/Evaluation Process	
Date Approved:	January 22, 2025
Approved by:	Board of Directors
Who & Date Reviewed:	Board of Directors, September 23, 2020; Governance Committee, November 8, 2021; November 25, 2024; Board of Directors, November 17, 2024
If revised, indicated the policy cancelled or suspended:	Article 1.0; Article IV 8.0
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Director Responsible:	