



Directors' Code of Conduct Policy

1. A "conflict of interest" is any situation where your personal interests (or those of a close friend, family member, business associate, corporation or partnership in which you hold a significant interest or a person to whom you owe an obligation) could influence your decisions and impair your ability to act in the BIA's best interests or represent the BIA fairly, impartially and without bias.

It is important to note that a "conflict of interest" exists if the decision could be, or could appear to be influenced; it is not necessary that influence takes place.

2. General Duties - Unless authorized by the Board, you may not act on behalf of the BIA, or deal with the BIA, in any matter where you are in a conflict of interest or appear to be in a conflict of interest, nor use your position, office, or affiliation with the BIA to pursue or advance your personal interests or those of a person/entity described above.

The "appearance of a conflict of interest" occurs when a reasonably well informed person properly could have a reasonable perception that you are making decisions on behalf of the BIA that promote your personal interests or those of a person described above.

Unless otherwise directed, you must immediately take steps to resolve the conflict or remove the suspicion that it exists, by:

1. Immediately disclosing a conflict of interest to the Board either in writing, email, or as minuted at a Board meeting. Disclosure must be made when the conflict of interest first becomes known, even if you do not become aware of the conflict until after the matter is concluded.
 - Staff disclosures should be reported to the Executive Director and/or BIA Administrator (or if he or she is the one with the conflict, then the Chair, Vice Chair or Treasurer). Disclosure involving Board members should be made to the Chair, Vice Chair or Treasurer (or another member of the Board if the conflict involves one of these individuals), who will then bring the matter to the attention of the Board. The Board shall determine whether a conflict exists (and is material) and in the presence of an existing material interest, whether the contemplated transaction is in the best interests of the organization.
 - If you are in doubt about whether you are or may be in a conflict of interest, you must request the advice of the Board of Directors.
2. Excusing yourself from the portion of the meeting where the matter giving rise to the conflict of interest is being discussed.
3. Refraining from all discussion of the matter giving rise to the conflict of interest, at any meeting of the Board of Directors, or elsewhere
4. Refraining from voting on the matter giving rise to the conflict of interest, at any meeting of the Board of Directors.
4. Whistleblowing - It is the responsibility of all Board Members and staff to report any conflict or perceived conflict of interest to the Chair, Vice Chair, or Treasurer without fear of retribution and with the understanding that a frank and open Board discussion will take place if the Board officers deem the matter a material conflict.



5. More about Avoiding a Conflict of Interest - You must not use your relationship with the BIA to confer a benefit on a person/entity described above (this duty does not prevent you or anyone else from conducting business with other people connected with the BIA); personally benefit from any business activity involving the BIA; or indirectly benefit from any business activity involving the BIA. An "indirect benefit" is a benefit derived by a person/entity described above or a benefit which advances or protects your interests although it may not be measurable in money.

6. Using BIA Property and BIA Information - You must have authorization from the Board to use, for personal purposes, property owned by the BIA, or to purchase BIA property unless it is through channels of disposition equally available to the public. Even then you may not purchase the property without authorization if you are involved in some aspect of the sale.

You may not take personal advantage of an opportunity available to the BIA unless it is clear that the BIA has irrevocably decided against pursuing the opportunity and the opportunity is equally available to members of the public.

7. "BIA information" is information acquired solely by reason of involvement with the BIA and which the BIA is under obligation to keep confidential. It is to be used for BIA purposes only and not for personal benefit. To protect BIA information from improper disclosure, it should only be disclosed with Board approval to a person who has a lawful right to the information. You must report any abuse of information.

8. Rules about Gifts - You may accept a gift made to you because of your involvement in the BIA only if the gift has no more than token value, is the normal exchanges of hospitality between persons doing business together, is lawful and in accordance with ethical practices and standards and could not be construed by an impartial observer as a bribe, payoff or improper/ illegal payment.

You may not use BIA property to make a gift, charitable donation or political contribution to anyone on behalf of the BIA. Any gift must have the authorization of the Board.

9. Board members and employees owe a fiduciary duty to the membership of the BIA that carries with it a broad and unbending duty of loyalty and fidelity. Board members and employees have the responsibility of administering the affairs of the BIA honestly and prudently and exercising their best care, skill and judgment for the sole benefit of the BIA. Board members and employees shall not use their positions or their knowledge for personal benefit. The interests of the BIA must have the first priority in all decisions and actions.

10. Responsibility - It shall be the continuing responsibility of Board members, officers and employees to scrutinize their transactions, outside interests and relationships for potential conflicts and to report potential/conflicts of interest'.



Directors' Code of Conduct Acceptance (Required)

*I, the undersigned, have read this **Section 21 Appendix C – Directors' Code of Conduct** carefully before signing, and that I understand and accept all of its contents. I execute it voluntarily and with full knowledge of its significance. I understand that it will be binding, not only by me, but also by my heirs, next of kin, personal representatives and assigns.*

DATED at the city of Calgary in the province of Alberta this _____ day of _____, 20__.

Print Name/Signature/Date

Witness

CONFIRMED by the Members this _____ day of _____, 20__.

SECRETARY