



## POLICY 06: DIRECTOR CODE OF CONDUCT

Keeping in mind the words of Sofia Cavalletti, "*While a code of conduct can be satisfactorily adhered to, though perhaps only in a formal, superficial manner, a relationship with a Person calls for sincerity of heart beyond the act itself.*" (*The History of the Kingdom of God: Creation to Parousia*), the Directors/Board members shall be committed to governing in a faith-filled, ethical manner, which is consistent with all Board policies.

As members of the Association, the Directors of the Board of CGSAC follow *Policy 03: General Member Code of Conduct* and specifically *Policy 04: Role and Responsibilities of the Board* and *Policy 05: Individual Directors' Roles and Responsibilities*. This Code of Conduct should be read in conjunction with the stated documents.

### A. THE FOLLOWING WILL GUIDE THE DIRECTORS IN THEIR ACTIONS:

1. Directors' primary focus is the proper and effective governance of the Association and advancing the mission and purpose of the Association.
2. Directors will work to listen actively to and communicate with members and other stakeholders to understand their needs, desires, concerns, and perspectives. In addition, Directors can and should help members understand the process to follow to have their concern(s) or questions addressed, and/or direct them to the appropriate Director to address the same.
3. Directors shall endeavor to work with fellow Directors in a spirit of harmony and cooperation in spite of differences of opinion that may arise during debate.
4. Directors shall reflect the Board's policies and resolutions when communicating with the public.
5. Directors can speak with members of the Association about what the Board has decided, and individual Directors may state their personal views on Board decisions. Directors, however, must never act in a manner that undermines the decisions of the Board.
6. Directors shall keep confidential any personal, privileged or private information obtained in their capacity as a Director and not disclose the information except when authorized by law or by the Board to do so.
7. Directors must avoid conflict of interest and the appearance of conflict of interest with respect to fiduciary responsibilities.\* They shall honor their fiduciary responsibility to the Board, which supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs.



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8. Directors shall disclose the nature of any conflict of interest, and abstain and absent themselves from discussion or voting on the matter in question.
9. Directors shall not use their influence to advance personal, family or friends' interests or the interests of any organization with which the Director is associated.

### **B. FAILURE TO COMPLY WITH THE *DIRECTOR CODE OF CONDUCT* MAY REQUIRE APPROPRIATE ACTION:**

1. Any Director who believes a fellow Director is in breach of the *Director Code of Conduct* should bring this to the attention of the fellow Director in private to seek clarification of said action.
2. Depending on the response, the Director may consider the matter ended or inform the alleged offender that the matter will be brought to the attention of the rest of the Board.
3. The Director shall then in writing submit their concern and the alleged offender's response to the Board.
4. The matter will be discussed in a closed meeting of the Board. If the majority of the Board votes that a substantial and willful breach has occurred, some or all of the following procedures shall be invoked adhering to the timelines outlined in *Article 13 of the By-laws Discipline of Members*:
  - 4.1. The Board may issue a letter of concern, reprimand or censure. Such letters shall be retained in the confidential archives of the Association for the length of time required by the privacy policy.
  - 4.2. The Board may appoint, for a more serious or complicated matter, an independent investigator to review, submit a report, and make recommendations to the Board.
  - 4.3. The Board may present a motion to remove the Director in question from one or more Board appointments, committees, or events and, if deemed necessary, from the Board itself.

\*Directors are in a fiduciary relationship because the assets belong to the Association which can only act through its Directors. Fiduciary responsibilities include duty of care which means that all directors must do their due diligence in attending to their legal duties. Duty of loyalty means making decisions in the best interest of the Association to advance its mission and not personal interests.