

Servus Credit Union Board Policy

Policy type	Governance Process	Policy number	GP 11
Policy title	Board Code of Conduct	Date approved	January 16, 2020
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		Next Review Date	

The Board expects of its Directors ethical, business-like and lawful conduct. This includes proper use of authority and appropriate decorum when acting as Directors. It expects its Directors to treat one another and staff members with respect, co-operation and a willingness to deal openly on all matters.

1. Convictions of a criminal nature will force the immediate resignation of a Director.
2. Criminal charges may result in disciplinary measures which may include suspension or resignation from the Board.
3. In the event of a violation of the code of conduct, the complaining party shall provide, in writing, the complaint in full details to the Board Chair or designate. A Director who is alleged to have violated the Code of Conduct shall be informed in writing from the Board Chair or designate and shall be considered suspended from the Board until the issue is brought forward for consideration at the next Board meeting. The complainant shall be allowed to present his or her views of such alleged breach at the beginning of the next Board meeting. If the complaining party is a board member, he or she and the respondent Director shall absent themselves from any vote to resolve the complaint. If the Board upholds the violation this will force the resignation of the Director. Directors must adhere to the following in order to not be considered in violation of the code of conduct:
 - 3.1. Directors must have loyalty to the interests of the membership that supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staff. It also supersedes the personal interest of any Director acting as a member of Servus.
 - 3.2. Directors are accountable to exercise the powers and discharge the duties of their office honestly and in good faith. Board members shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
 - 3.3. Directors must avoid a conflict of interest with respect to their fiduciary responsibility and will be expected to declare any conflicts or perceived conflicts of interest immediately upon becoming aware of them.
 - 3.3.1. There must be no self-dealing or any conduct of private business or personal services between any board member and the credit union, except as procedurally controlled to assure openness, competitive opportunity, and equal access to otherwise “inside” information.
 - 3.3.2. When the board is to decide upon an issue, about which a Director has an unavoidable conflict of interest, that Director shall absent herself or himself without comment from not only the vote, but also from the deliberation.

- 3.3.3. Directors will not use their board position to obtain employment at Servus for themselves, family members, or close associates. Should a Director desire to seek employment, he or she must first resign from the board.
- 3.3.4. Directors will annually disclose their involvements with other organizations, with vendors, or any associations that might be or might reasonably be seen as being a conflict.
- 3.4. Directors will respect the confidentiality appropriate to issues of a sensitive nature.
- 3.5. Directors shall respect the privacy of members, customers and employees and not disclose private information outside legitimate purposes as defined in privacy legislation.
- 3.6. Directors shall not attempt to exercise individual authority over the organization.
 - 3.6.1. Individual board members have no authority to instruct or evaluate employees and no authority to insert themselves into employee operations unless otherwise directed by Board policy.
 - 3.6.2. The Board Chair or designate is the only person authorized to represent Servus to all forms of media or public on behalf of the Board. Board members recognize that once elected to the Board they are representatives of Servus Credit Union at all times. As such, Board members agree that all communications, using social media or other methods, by Board members will not cause reputational damage or harm to Servus Credit Union, the Board of Directors, employees, and members of the organization.
 - 3.6.3. When representing Servus Credit Union, Directors will only communicate established positions of the Board as a whole.
 - 3.6.4. Directors shall be familiar with the incorporating documents, relevant legislation and regulations, by-laws, and governing policies of the organization as well as the rules of procedure and proper conduct of a meeting so that any decision of the Board may be made in an efficient, knowledgeable and expeditious fashion.
- 3.7. Directors will be properly prepared for board deliberation and shall attend meetings on a regular and punctual basis.
- 3.8. Directors will support the legitimacy and authority of board decisions, regardless of the Director's personal position on the issue.
- 3.9. Directors shall regularly take part in educational activities that will assist them in carrying out their responsibilities.
- 3.10. Directors shall not fail to attend 2 meetings, in an electoral year, without the due consideration and approval of the Chair of the Board of Directors.
- 3.11. A Servus Director will make a reasonable attempt to conduct their financial business with Servus Credit Union.
- 3.12. Directors shall be compliant with Credit Union Act, section 65 – Qualifications of Directors.
- 3.13. Directors must conduct themselves in a manner that is conducive to providing a safe and secure technology environment where information, systems and technology are properly used to deliver services to members and staff. Reports of weaknesses in Servus information security, any incidents of possible misuse of information or technology resources will be responded to immediately.



- 3.14. Directors must conduct themselves in a manner that is conducive to a board work environment that is safe, secure, and free from harassment, threats, intimidation, and violence. Threats or acts of physical violence, including intimidation, harassment (including bullying), and/or coercion will not be tolerated, and every reported case will be responded to immediately.
- 3.15. Directors must conduct themselves in a manner that is conducive to a respectful board work environment by creating a climate of diversity, inclusion, and mutual respect for the basic human rights of individuals. Discrimination of any kind will not be tolerated, and every case reported will be responded to immediately.
- 3.16. Directors must conduct themselves in a manner that is conducive to a productive board work environment by recognizing that inappropriate use of alcohol and/or drugs can have numerous adverse effects on performance, behaviours, health and the safety of employees and members. Reports of inappropriate use of alcohol and/or drugs will be responded to immediately.
- 3.17. All Directors shall sign an agreement to abide by the Code of Conduct annually.

I _____ have read GP Board Code of Conduct and agree that any Board upheld breach, misconduct or violation of the code of conduct constitutes my immediate resignation from the Board of Directors.

Signed: _____

Date: _____

Witness Signature: _____

Date: _____

Board Chair

