

# Servus Credit Union Board Policy

Policy type	Governance Process	Policy number	GP 11
Policy title	Board Code of Conduct	Date approved	October 24, 2024
		Date last reviewed	October 24, 2024
		Next Review Date	June 2026

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 in the event the complaint is about the Board Chair then the written complaint will be provided to the Board Vice Chair. A Director who is alleged to have violated the Code of Conduct shall be informed in writing from the Board Chair or designate. The Board Chair will use their discretion to determine if the Director who is the subject of the complaint will be temporarily suspended during the review process until a determination by the Board is made. During an interim suspension, the Director will continue to receive regular remuneration. The complainant shall be allowed to present their view in relation to the alleged breach at the beginning of the next Board meeting which shall be held within 3 weeks of the receipt of the complaint. If the complaining party is a board member, they and the respondent Director shall absent themselves from any vote to resolve the complaint. If the Board upholds the violation, the Board will then also decide on any appropriate recourse that may, but is not limited to, include: immediate resignation, suspension without remuneration, loss of remuneration for missed meetings, additional training, etc. Directors must adhere to the following in order to not be considered in violation of the code of conduct:
  - 3.1. Directors have a primary duty to act impartially and in the best interests of the Credit Union as a whole, while having regard to the interests of its members who have deposits with the Credit Union. Board members shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. This duty also supersedes the personal interest of any Director acting as a member of the Credit Union.
  - 3.2. 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.
    - 3.2.1. 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.

- 3.2.2. When the Board is to decide upon an issue, about which a Director has an unavoidable conflict of interest, that Director shall absent themselves without comment from not only the vote, but also from the deliberation.
- 3.2.3. Directors will not use their Board position to obtain employment at the Credit Union for themselves, family members, or close associates. Should a Director desire to seek employment at the Credit Union, they must first resign from the Board.
- 3.2.4. 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. A conflict will be seen to exist if the Director is an executive or director of another organization that does business with the Credit Union or its subsidiaries and/or if the Director holds 10% or more shares in another organization that does business with the Credit Union or its subsidiaries.
- 3.3. Directors will treat all information associated with Board and Committee meetings as strictly confidential, unless otherwise agreed by resolution to be specifically disclosed in some manner.
- 3.4. Directors shall respect the privacy of members, customers and employees and not disclose private information.
- 3.5. Directors shall not attempt to exercise individual authority over the organization.
  - 3.5.1. 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.
  - 3.5.2. The Board Chair or designate is the only person authorized to represent the Credit Union 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 the Credit Union at all times. As such, Board members agree that all communications, using social media or other methods, by Board members must not cause reputational damage or harm to the Credit Union, the Board of Directors, employees, and members of the organization.
  - 3.5.3. When representing the Credit Union, Directors will only communicate established positions of the Board as a whole.
- 3.6. Directors will be properly prepared for Board deliberation and shall attend meetings on a regular and punctual basis.
- 3.7. Directors will support the legitimacy and authority of Board decisions, regardless of the Director's personal position on the issue.
- 3.8. Directors shall regularly take part in educational and professional development activities that will assist them in carrying out their responsibilities. Each Director will annually prepare a Professional Development Plan and provide same to the Chair for Director Performance Discussions.
- 3.9. Each Director will participate in Board self-evaluation and peer to peer evaluations annually. Each Director will individually meet at least once per year with the Chair to discuss the evaluations, their professional development plan and their performance as a Director.



- 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. Directors shall attend Board Meetings in-person. In exceptional circumstances, a Director for valid health, travel or other reasons may request that the Chair allow them to attend a Board Meeting remotely. This request must be made with as much advance notice as reasonably possible. The Chair has discretion to consider the request and take into consideration the feasibility of having a Director attend remotely. As part of the Chair's consideration, they will consider (but not be limited to): quorum, technology available, Board involvement based on the agenda, speakers, disruption to meeting and other relevant considerations that may impact the efficiency of the meeting.
- 3.12. Generally, Committee meetings will be virtual, however, each Committee Chair has discretion to require any respective Committee meeting to be in-person. Directors are expected to attend all Committee meetings that they are assigned to. Directors will provide as much reasonable notice as possible to a Committee Chair if they are unable to attend a meeting or unable to attend in the manner set out by the Committee Chair (remote or in-person).
- 3.13. A Director will make a reasonable attempt to conduct their financial business with the Credit Union.
- 3.14. 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.
- 3.15. 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.
- 3.16. 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.
- 3.17. 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.
- 3.18. All Directors shall sign an agreement to abide by the Code of Conduct annually.



I \_\_\_\_\_ have read GP 11- Board Code of Conduct and agree that any Board upheld breach, misconduct or violation of the Code of Conduct may result in my immediate resignation from the Board of Directors.

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

Witness Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Board Chair

