

Chapter:	Board of Directors	Policy Number	B0901
Policy title:	Board Code of Conduct		
Developed:	February 2009		
Revised:	November 2014, May 2021		
Approved:	November 2014, May 2021		
References:	Canadian Human Rights Act <a href="http://laws-lois.justice.gc.ca/eng/acts/h-6/">laws-lois.justice.gc.ca/eng/acts/h-6/</a> Ontario Human Rights Code <a href="http://www.ontario.ca/laws/statute/90h19">www.ontario.ca/laws/statute/90h19</a>		
Policy references:	Conflict of Interest Policy B0404 In Camera Proceedings Policy B2001 Board Confidentiality Agreement Policy B0903 Reporting of Inappropriate Activity Policy B0101 Workplace Harassment Policy S1001 Kitchener Downtown Community Health Centre By-laws 2021		
Approved by:	Board of Directors		

## Board Code of Conduct

### Policy

This Code of Conduct is designed to ensure that the board of directors and its members share a common basis for acceptable conduct, and act in a manner that is sensitive to diversity and inclusion.

The Kitchener Downtown Community Health Centre (the Health Centre) Board of Directors expects of itself and its members ethical, responsible, respectful and lawful conduct. This commitment includes the conscientious use of authority, and appropriate individual and group behavior throughout one’s term as board member. The Board Code of Conduct applies to members in meetings and in public, when acting as a representative of the Health Centre.

All board members are expected to conduct business in an environment free from discrimination and harassment, and the board of directors will conform to the legislation set forth in the *Canadian Human Rights Act* (federal) and the *Ontario Human Rights Code* (provincial).

### Procedures

At the first board meeting following the Annual General Meeting, the board chair will review this policy with the board. Every board member is required to sign the Code of Conduct Agreement on an annual basis.

Any misconduct, discrimination, or harassment on the part of the board of directors or its members will be dealt with firmly and swiftly. A concern of non-compliance with this policy may be brought in writing to the attention of the board chair, or, in the case where the chairperson is implicated in the complaint, to the vice-chair of the board. The chair or vice-chair will determine and lead the appropriate course of action, ensuring that timely steps are taken to address the alleged violation and that confidentiality is maintained throughout.

Both the complainant and the person(s) alleged to be in violation of this policy will be notified of the investigation and assessment of the complaint, and the proposed follow-up plan within 15 (fifteen) working days.

Any member of the board of directors, board committee member, employee, volunteer or client who is uncertain regarding the interpretation of any of these guidelines shall seek clarification from the board chairperson.

Kitchener Downtown Community Health Centre

**CODE OF CONDUCT AGREEMENT (Board)**

Name: \_\_\_\_\_

Position/Role at the Health Centre: \_\_\_\_\_

**Definitions**

Harassment is defined as behavior, conduct, or gesture directed toward an individual or group of individuals which is known, or ought reasonably to be known to be unwelcome. Examples of harassment include bullying, leering, offensive gestures, spreading rumors, unwelcoming attention, and sexual harassment.

Harassment does not include differences of opinion, minor disagreements between colleagues, organizational changes, or disciplinary action, for example.

Discrimination, as defined by the Supreme Court of Canada, is intentional or unintentional differential treatment of specific individuals or groups, for which there is no *bona fide* or reasonable justification. Harassment and/or discrimination in relation to any of the prohibited grounds outlined in the *Ontario Human Rights Code* will not be tolerated. Prohibited grounds include race, ancestry, place of origin, color, ethnic origin, citizenship, creed, sex, sexual orientation, gender identity and expression, age, record of offences, receipt of public assistance, marital status, family status, or disability.

**Agreement**

As a Health Centre board member:

1. I will act in the best interest of, and work to support the Health Centre's objectives, vision, mission and principles in board meetings and in public, when acting as a representative of the Health Centre.
2. I shall comply with the governing policies and by-laws, including the Conflict of Interest Policy (B0404) and the Board Confidentiality Policy (B0903).
3. I will respect the distinction between the board's role as a governing body, and the Health Centre staff's responsibility for daily operations.
4. I will support all final board decisions and actions, irrespective of my personal vote.
5. I commit to working collectively, with an emphasis on consensus building.
6. I will bring forth any disagreements or differing opinions I may have in a considerate, constructive manner.

7. I will conduct myself in accordance with the legislation set forth in the *Canadian Human Rights Act*, and the *Ontario Human Rights Act* and will at all time work to cultivate an environment of mutual respect, free of harassment and discrimination, for board members, staff, volunteers and clients.
8. I will support a selection process for members of the board of directors that is sensitive to the diversity of the community in which it serves.
9. I shall act with honesty, integrity and fairness in all board of directors proceedings.

I have read and understood the Board Code of Conduct Policy (B0901). I acknowledge that this Code of Conduct Agreement forms part of my terms of board membership with the Health Centre, and that any violation of this policy may result in me being asked to resign my position as board member.

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Name

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Signature

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Date