

# IAP2 CANADA BOARD MEMBER CODE OF CONDUCT, PRIVACY & CONFLICT OF INTEREST POLICIES



## **1 CODE OF CONDUCT FOR BOARD MEMBERS**

Members of the Board agree that the following standards shall guide their work:

### **BOARD AUTHORITY**

- 1.1.1 Recognize that individual Board members have no authority to bind the Board and that official IAP2 Canada business may be transacted only in formal session of the Board or by officially designated committees to which the Board has formally delegated such authority.
- 1.1.2 Establish and maintain streamlined procedures for resolving formal complaints of staff and Board members.
- 1.1.3 Recognize that each Board member functions as part of one policymaking body to care for, manage, and control the organization.

### **FUNCTIONS AND RESPONSIBILITIES**

#### **1.2 Stewardship**

- 1.2.1 Create, maintain, and regularly review mission and vision.
- 1.2.2 Ensure that the mission, vision, and programs of the organization meet the diverse and evolving needs of members, as well as reflect IAP2 Core Values and Code of Ethics.
- 1.2.3 Safeguard, manage, and maintain resources, along with the image and good name of the organization.
- 1.2.4 Comply with current bylaws, standards, and practices, and adhere to laws governing the organization.
- 1.2.5. Individually identify and disclose potential conflict of interest situations, and recuse oneself from voting on decisions where conflict of interest occurs.

#### **1.3 Policy Setting and Planning**

- 1.3.1 Set the direction of the organization through policy so that the organization can achieve desired end results; review regularly and revise as necessary.
- 1.3.2 Keep informed on the proper duties and functions of a Board member and comply with all adopted Board policies.
- 1.3.3 Participate actively in evaluation and planning efforts.

#### **1.4 Financial Oversight**

- 1.4.1 Ensure the ongoing financial health of the organization.
- 1.4.2 Carry out fiduciary roles professionally and responsibly.
- 1.4.3 Ensure that all business transactions of the organization are conducted in an ethical and transparent manner.
- 1.4.4 Initiate and implement all reasonable efforts to secure adequate financial support for the organization's mission.

## **1.5 Performance**

- 1.5.1 Regularly attend Board meetings and important related meetings.
- 1.5.2 Participate actively in the Board's work as a member of committees and other groups.
- 1.5.3 Volunteer for and willingly accept assignments and complete them thoroughly and on time.
- 1.5.4 Stay informed about committee and Board matters and be well-prepared for all meetings.

## **RELATIONSHIPS**

### **1.6 Board and Committees**

- 1.6.1 Maintain a mutually respectful, collaborative, and supportive working environment with other members.
- 1.6.2 Respect the rights of others to hold and express differing opinions.
- 1.6.3 Get to know others in the group and build collegial working relationships that contribute to consensus building.
- 1.6.4 Conduct all business openly and transparently.

### **1.7 Members**

- 1.7.1 Provide leadership to the organization while respecting and balancing the need for consultation with the members.
- 1.7.2 Responsibly represent member interests.
- 1.7.3 Maintain regular communication with members to promote understanding and respect between the Board and members around the world.

### **1.8 Community**

- 1.8.1 Define the results and ends the organization is trying to achieve with the public and stakeholders, and ensure communication and marketing are in line with the mission and vision
- 1.8.2 Represent the Board and the organization professionally when dealing with the media, the public, or other organizations.

### **1.9 Staff**

- 1.9.1 Work collaboratively with staff.
- 1.9.2 Recognize that it is the responsibility of the Board to ensure that all programs and initiatives are properly administered but that individual Board members do not act in the role of administrator or staff.
- 1.9.3 Hold staff accountable for the implementation of Board policies and the overall management of the organization.
- 1.9.4 Support the efforts of staff so that they may perform their assigned responsibilities to the highest professional standards.
- 1.9.5 Collaborate with staff to regularly evaluate the Managing Director's performance.

All members of the IAP2 Canada Board shall annually sign a statement acknowledging that they will abide by this Code of Conduct.

## **2 Privacy Policy**

This policy provides direction on collecting, storing, managing, and disseminating personal information collected by IAP2 Canada.

### **2.1 Collecting Personal Information**

- 2.1.1 Information is collected solely to conduct and communicate IAP2 Canada business and information.
- 2.1.2 All information-collection materials will include reference to IAP2 Canada Privacy Policy and include the purpose and use of information collected.
- 2.1.3 Personal information may be collected and stored through paper or appropriately secured electronic means.
- 2.1.4 Financial records will be stored for the appropriate time period in accordance with the applicable governing laws.
- 2.1.5 All other personal information will be retained for the appropriate time period in accordance with the applicable governing laws.

### **2.2 Disseminating Personal Information**

- 2.2.1 Personal information will be disseminated according to the permissions provided by the member/participant.
- 2.2.2 Confidential financial information shall be kept secure.
- 2.2.3 Information sharing between IAP2 Canada and authorized representatives shall be governed by this policy and the agreements between IAP2 Canada and those entities.

### **2.3 Member Responsibility for Personal Information**

- 2.3.1 Members are responsible for providing correct and updated personal information.
- 2.3.2 Members are responsible for being aware of how personal information may be used.

## **3 Board Conflict of Interest Policy**

### **3.1. Purpose**

IAP2 Canada is a nonprofit, tax exempt organization. Regulatory and tax authorities view the operations of IAP2 Canada as a public trust that is subject to scrutiny by, and accountable to, such government authorities, as well as the association's members and members of the public. Consequently, IAP2 Canada and its Board have a fiduciary duty to its members and the public.

### **3.2. Board Responsibility**

The Board is responsible for administering the affairs of IAP2 Canada honestly and prudently, and exercising its best care, skill and judgment for the sole benefit of IAP2 Canada. Board members shall exercise the utmost good faith in all transactions involved in their duties, and shall not use their positions with IAP2, confidential knowledge, or private information gained from IAP2 Canada for their personal benefit. The interests of the organization must be the first priority in all Board decisions and actions.

### **3.3. Areas in Which Conflicts May Arise**

Conflicts of interest may arise in the relationship of directors with individuals and organizations, including but not limited to the following:

- Persons and organizations from whom IAP2 Canada purchases goods and services to or for the benefit of IAP2 Canada.
- Persons and organizations from whom IAP2 Canada leases property and equipment.
- IAP2 Federation, Affiliates, Chapters, and similar related organizational structures.
- Organizations with whom IAP2 Canada partners.
- Donors and other persons and organizations providing tangible support to IAP2.
- Organizations that are similar to, or who are competing with, IAP2 Canada.
- Family members, friends, employees, or contractors.

Paid contractual work that constitutes a potential conflict of interest for directors may include, but are not limited to, the following:

- Income generating opportunities, including training, under circumstances where their travel and lodging expenses may be eligible for reimbursement by IAP2 Canada.
- Tasks that directors have been doing on a volunteer basis that, in the judgment of the Board, are unsustainable as a volunteer activity and that IAP2 Canada can afford to contract.
- Tasks that need to be completed more quickly than can be done following standard bidding or proposal processes.

### **3.4. Nature of Conflicting Interest**

A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms mentioned in section 3.3. that may arise through the following:

- Receiving payment for services from or through IAP2 Canada.
- Using IAP2 Canada's time, personnel, equipment or products for other than IAP2 Canada-approved activities, programs and purposes.
- Receiving personal gifts or loans from individuals or organizations dealing or competing with IAP2 Canada.
- Holding an ownership or investment interest in any entity dealing with IAP2 Canada.

### **3.5. Disclosure**

The lists in sections 3.3 and 3.4 are not exhaustive. It shall be the continuing responsibility of each director to scrutinize their outside interests and relationships for potential conflicts and to immediately disclose any such conflicts.

- Within two months of the start of each new term as a director, Board directors shall complete the Conflict of Interest Disclosure Statement included with the Board Letter of Commitment and return it to IAP2 Canada.
- Board directors who identify conflicts of interest subsequent to completing the Disclosure Statement shall immediately complete and submit a new Disclosure Statement.
- Within a month of receiving any Disclosure Statements, the Board or its designee shall review and determine whether the conflicts of interest could result in unfair, unnecessary or in appropriate personal benefit at the expense of the association or its members.
- For conflicts being reviewed, the Board or designee shall promptly: a) notify the affected director of its decisions; b) report to the Board; s) complete written documentation of its actions.

### **3.6. Transactions**

Transactions where a potential conflicting interest exists may be undertaken only if **ALL** of the following are observed, as applicable:

- The conflicting interest is fully disclosed
- The person with the Conflict of Interest may participate in the discussion, but must recuse themselves from voting on such transaction.
- The Board or designee has determined that the transaction is in the best interest of the association.

## **4 Board Director Expectations**

**Title:** Member, IAP2 Canada Board of Directors

**Reports to:** Board

**Term:** Two years for elected Board members; appointed Board members serve defined terms

The following applies to IAP2 Canada Board members with regard to their term of service on the Board.

### **4.1 Time Commitment**

- 4.1.1 Participate in at least 75% of the scheduled Board meetings each year. Give sufficient notice to Board president or designee when conflicts result in necessary absence.
- 4.1.2 Actively participate in scheduled Board retreats, planning meetings, committees, workshops, special events, or other agreed-upon Board activities.

### **4.2 Responsibilities**

- 4.2.1 Fully understand, support, and contribute to IAP2 Canada's mission, IAP2 Core Values and IAP2 Code of Ethics.
- 4.2.2 Contribute personal and professional knowledge and expertise to support IAP2 Canada's mission.
- 4.2.3 Establish and monitor policies, goals, and strategies.
- 4.2.4 Hire, oversee, and evaluate staff and contractors.
- 4.2.5 Abide by the bylaws and policies.
- 4.2.6 Establish fiscal controls and ensure accountability.
- 4.2.7 Ensure IAP2 CANADA meets all legal and corporate requirements.
- 4.2.8 Represent and serve as an advocate for IAP2 Canada, and for IAP2 Core Values and Code of Ethics.
- 4.2.9 Keep the organization's interests as the first priority in all decisions and actions.
- 4.2.10 Conduct all business openly and transparently.
- 4.2.11 Identify and disclose potential conflict of interest situations, and recuse oneself from voting on decisions where conflict of interest occurs, either real or perceived.

Board members will complete and sign the attached Letter of Commitment and Conflict of Interest Disclosure Statement acknowledging their acceptance of these expectations and responsibilities at the start of each new Board term.

# Board Director Letter of Commitment & Conflict of Interest Disclosure

I, \_\_\_\_\_, agree to serve as a member of the IAP2 Canada Board of Directors for my designated term beginning \_\_\_\_\_ and ending \_\_\_\_\_.

As a member of the Board of Directors, I agree to:

- Participate in at least 75% of the scheduled Board meetings each year, and give sufficient notice to Board president or designee when conflicts result in necessary absence.
- Actively participate in scheduled Board retreats, planning meetings, committees, workshops, special events, or other agreed-upon Board activities.
- Fully understand, support, and contribute to IAP2 Canada’s mission and IAP2 Core Values and Code of Ethics.
- Contribute my personal and professional knowledge and expertise, and that of others, to support IAP2 Canada’s mission.
- Establish and monitor policies, goals, and strategies.
- Hire, oversee, and evaluate staff and contractors.
- Abide by the bylaws and policies.
- Establish fiscal controls and ensure accountability.
- Ensure IAP2 Canada meets all legal and corporate requirements.
- Represent and serve as an advocate for IAP2 Canada, and IAP2 Core Values and Code of Ethics.
- Keep the organization’s interests as the first priority in all decisions and actions.
- Identify and disclose potential conflict of interest situations, and recuse myself from voting on decisions where conflict of interest occurs, either real or perceived.

**I agree that if at any time I am unable to fulfill these obligations as a Board director, I will give written notice of my resignation to the Board president.**

**I further confirm that I have read and understand IAP2 Canada’s Conflict of Interest Policy and that my responses below are complete and correct to the best of my information and belief. I agree that if this information changes substantively, I will immediately complete and submit a new Disclosure Statement.**

**Conflict of Interest Disclosure Statement for Name (print):** \_\_\_\_\_

Based on Conflict of Interest Policy Sections 3.3 & 3.4, describe any conflict of interest	Conflict of Interest Organization Name/ Location

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date