

G.200 Board Code of Conduct

G.201 Statement of Commitment

The Board of Directors of Wabano is committed to creating an open and supportive board environment that will facilitate open and respectful discussions. As such, the Wabano Code of Conduct establishes a common foundation for all board members to be able to fully participate in Board discussions and responsibilities.

As a Board member of Wabano, I am a custodian in trust of the assets of Wabano. The members of Wabano recognize the need for competent and committed elected Board members to serve their organization and have put their trust in my sincerity and abilities. In return, the members deserve my utmost effort, dedication, and support.

As a Board member/director of Wabano, I acknowledge and commit that I will observe a high standard of ethics and conduct as I devote my best efforts, skills and resources to the interest of WABANO and its members.

G.202 Code of Conduct

The Board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.

- Board members shall agree to abide by the following code of conduct:
- Attend all meetings required to fulfill her/his responsibilities as a board member.
- Avoid all conflicts of interest and abide by the Conflict of Interest policy and guidelines.
- Be on time for meetings.
- Maintain confidentiality on internal board matters and organizational concerns.
- Show commitment and dedication to Wabano by being an active participant at all meetings and at special functions.
- Act in the best interest of the beneficiaries and the organization.
- Reflect a positive public image of the board in the community. As such, board members will not act in a way that reflects poorly on Wabano.
- Show a willingness to be open and objective in board discussions and to respect the opinions of others even when disagreements occur.
- Be a positive role model.
- Stay focused on agenda items and address these items in a clear and concise way.
- Prepare in advance for all board and committee meetings.
- Respect the lines of authority and communications established by Wabano.
- Participate in Board Orientation sessions.

G.203 Guidelines

Every Director shall conform to the following guidelines:

General

1. I will perform the official duties and arrange my private affairs in such a manner that public confidence and trust in the integrity, objectivity and impartiality of the Association are conserved and enhanced.
2. I will act in a manner that will bear the closest public scrutiny, an obligation that is not fully discharged by simply acting within the law.

Building Strong and Respectful Relationships

3. I will engage in Board discussions with respect for each Board member's opinions and will abide by the final decisions made by the Board.
4. I will conduct myself with the highest standard of professional and personal conduct.
5. It is my responsibility to contribute to the Board of Directors any suggestions of ways to improve the organization's policies, standards, practices or code of conducts.
6. I will communicate directly, honestly and constructively with others at all times, and attempt to resolve any concerns with people directly.
7. I will consult with the Wabano President when concerned about the quality of programs, services, or operations related to Wabano.
8. I will act in accordance with the goals of reconciliation and refrain from responding with anger, hostility, or with behaviour not representative of a member of Wabano.
9. I will not abuse my position as a Board member by suggesting to any organization employee that I am entitled to or expect any special treatment beyond regular members of the organization.
10. In my interactions with the Executive Director or with staff I will recognize the lack of individual authority I have and will only represent the Board when the Board has explicitly authorized.
11. I will not make individual judgment of the Executive Director or staff performance.

Conflict of Interest and Conflict

12. I will declare any conflict of interest, be it real, potential, or apparent, which is not immediately obvious with regard to any matter being discussed in my presence during a meeting. If the Board decides at any time during a meeting that I have a conflict, I will accept their request that I refrain from participating in the discussion and I will leave the meeting at the Board's request. I understand that the Board's decision will be recorded in the minutes, either with or without the reasons for the decision being also recorded.
13. I will not use my position to obtain employment within Wabano for myself, family members, or close associates. Should a member desire employment with Wabano, he must first resign.
14. I will not solicit or accept transfers of economic benefit, other than spiritual items, incidental gifts, customary hospitality, or other benefits of nominal value, unless the transfer is pursuant to an enforceable contract or property rights of the Association.
15. Notwithstanding, acceptance of offers of incidental gifts, hospitality or other benefits arising out of activities associated with the performance of any official duties and responsibilities relating to Wabano is not prohibited if such gifts, hospitality or other benefits are:
 - a. A normal expression of courtesy or custom or within the normal standards of courtesy or custom;
 - b. Are not such as to bring suspicion to the Board member's objectivity; and
 - c. Does not compromise the integrity of Wabano.
16. I will not conduct any political, business or interest outside of Wabano that creates a conflict of interest and would interfere with my ability as a Director to exercise independent judgment when making decisions.
17. I will be alert to information that the organization can use to develop improved policies and strategies and communicate it to the Board or the Executive Director.
18. I will protect the organization's information closely and will not release or share confidential information without the permission, preferably in writing, of the person who provided it.
19. I will maintain confidentiality of all information, which the Board deems ought to be kept confidential.

Resources

20. I will be mindful of resources, which are in my trust on behalf of the organization, and will help establish policies, which ensure the maximization of secure and protected resources.
21. If I have been given prior approval to incur costs for Wabano business, I expect to be reimbursed for legitimate expenses. I will keep all such expenses reasonable and justifiable and will discuss expenses that may be in question with the organization's president.
22. I will not, directly or indirectly use, or allow the use of Wabano's property of any kind for anything other than officially approved activities.

Representing the Organization

23. As part of my duties as a Board member, I represent the organization informally and formally to other organizations, communities, government officials, and business representatives. In my duties I will preserve and enhance the good reputation of the organization and will avoid behavior that might damage its image.
24. I will not step out of my Board role to assist entities or persons in their dealings with Wabano where this would result in preferential treatment to any person.
25. Preferential treatment in relation to any matter of Wabano must not be accorded to family members or friends, or to organizations in which the Director, family members or friends have an interest. Care must be taken by Directors to avoid actual or apparent special consideration being given to any individual or organization.
26. I will not knowingly take advantage of, or benefit from, information that is obtained in the course of my duties and responsibilities and that is not generally available to the public.
27. I will not offer assistance in dealing with Wabano to any individual or entity where such assistance is outside the official role of the directors and where this would result in preferential treatment to any person.

Interpretation

28. The Executive Committee shall ensure that the practice of this policy will be fair, just, and equitable in all situations of interpretation and application.

Enforcement

29. The Executive Committee is ultimately responsible for immediate interpretation, application and enforcement of the Board members' code of conduct. All complaints concerning a possible violation of the code of conduct will be made in writing to an
30. Executive Committee member with a copy provided to the person against whom the complaint is made.
31. The Executive will make an initial determination of the issue and shall attempt initial resolution of the problem.
32. If this initial attempt at resolution is not successful, the Executive will identify an ad hoc Complaints Committee composed of three Board members to investigate the complaint. The ad hoc committee is required to investigate as required and submit a written report to the Executive within 30 days. The Executive will render their decision within ten days of receiving the committee's report.
33. Upon a finding that a Director has failed to comply with the provisions of the Code of Conduct, the committee may impose appropriate disciplinary action up to and including discharge.

34. The Executive's decision may be appealed in writing to the Board of Directors for consideration at the Board's next regular meeting. The final decision shall be delivered in writing to the concerned parties.
35. Any Director who fails to disclose a conflict of interest or otherwise breaches the Code of Conduct, shall not be entitled to any indemnification or compensation from Wabano in the event of any action of any kind being successfully brought against such Director and Wabano by a third party.

Delegation and Penalties

36. Penalties imposed for breach of the code of conduct may include, but are not limited to, the following:
 - Excluding the director from portions of all future meetings and discussions which relate to the stated conflict of interest, and/or
 - Censure of the director, in private, at a Board meeting, or both, and/or
 - Removal of the director from office by a resolution passed by a vote of two-thirds of the members voting at an annual or special general meeting of Wabano's members, provided that notice of such a proposed resolution is given with the notice calling the meeting.