

MEDICINE HAT & DISTRICT HEALTH FOUNDATION

Policy and Procedure Manual	Title: Board Code of Conduct	
	Section: Board of Directors	Reference Number: I.2018.012

This Board Code of Conduct provides standards for what is expected of Individual Board Members.

The Board of Directors sets corporate policies and goals and delegates authority to the Executive Director to implement such policies and goals in the day-to-day management of the organization.

Board Members are also Trustees of the organization who approve an annual budget that ensures it can meet its financial needs. Board Members monitor the overall financial health of their organization by reviewing annual reports and audited financial reports. The Executive Director retains responsibility for day-to-day operations.

Individual Members of the Board have no authority to act independently of the full Board on policy issues.

Board Members will:

- Become knowledgeable about the organization and support the organization's Mission, Vision, Purpose and Goals.
- If offered by the current Board, attend an orientation session.
- Attend Board Meetings regularly and/or attend by conference call or other electronic means. Come to Board meetings prepared and informed about agenda issues.
- Any Director absent from three (3) consecutive meetings of the Health Foundation Board will be asked, at the discretion of the majority of the appointed members, to resign his/her position as a Director of the Medicine Hat & District Health Foundation
- Contribute to meetings by expressing a point of view; consider other points of view, make constructive suggestions and help the Board make decisions that benefit the organization's constituencies.

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- Treat each other and staff members with respect at all times.
- Use their expertise, skill and experience to benefit the organization.
- Subject to personal time constraints, Directors are expected to serve on at least one Committee and/or volunteer at Foundation events and activities throughout the year.
- Represent the organization to individuals, the public and other organizations in a positive and professional manner.
- Supports the Foundation by giving generously of individual time and talent, where possible serve on at least one committee and where possible through financial contributions.
- Keep the Executive Director informed of relevant community concerns.
- Maintain confidentiality of Board discussions.
- Hold all information gained in any way as confidential unless specific permission is given to release the information, or unless the information is public knowledge; seek the direction of the Chairperson and/or the Executive Director if uncertain about whether information may be discussed.
- Bring concerns forward directly to the Chairperson and/or Executive Director as soon as an issue arises. At no time will Directors approach staff members, or the public with issues or concerns relating to the Health Foundation without permission of the Chairperson and/or Executive Director
- Direct comments, complaints, concerns coming from staff or clients to the Board Chair and/or Executive Director
- Scrupulously avoid conflicts of interest between the interest of the Medicine Hat & District Health Foundation on one hand, and personal, professional, and business interests on the other. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest and perceived conflict of interest.

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- Disclose all relations, interests or situations involving me or a member of my family which I consider might result in or appear to be an actual, apparent or potential conflict of interest between such family members or myself on one hand and the Foundation on the other including:
 - For profit corporate directorships, positions and employment.
 - Nonprofit trusteeships.
 - Memberships in organizations.
 - Business activities, contact and business investments in organizations.
- Advise the Executive Director of recommendations and suggestions on various issues relating to:
 - Fundraising and marketing will go to the Marketing and Development Committee.
 - Finances, budget, and investments will go to the Finance & Stewardship Committee.
 - Policies, community /client concerns, Board of Directors, Executive Director, will go to the Executive Committee.

Signatures/Approvals:

<u>Brent Fisher</u>	<u>Board Chair</u>	<u>September 2018</u>
Name	Title	Date

<u>Heather Bach</u>	<u>Executive Director</u>	<u>September 2018</u>
Name	Title	Date