



**Policy Section 2: BOARD STRUCTURE AND RESPONSIBILITIES**

**Policy # 2.2**

**Policy Title: Board Members Code of Conduct**

**Date of Origin: 25 March 2014**

**1. Purpose:**

To articulate a Code of Conduct applicable to the members of The Flower Cart Group Board of Directors.

**2. Definitions:**

**3. Detailed Policy Statement:**

3.1 Members of The Flower Cart Group Board of Directors are committed to the principle of appropriate conduct in their roles as Directors. This policy is intended to provide guidance regarding the balanced and respectful interaction among Board members, with Flower Cart Group employees and with the wider community.

3.2 This policy serves to identify Board member standards of conduct, both individually and as a governing body. Specifically, the policy addresses communicating and interacting with one another, working as a cohesive group and speaking with one voice regarding Board decisions.

3.3 This policy is also intended for use as a risk management tool for The Flower Cart Group and Board of Directors.

3.4 This policy includes the accompanying Board Procedure regarding the application of sanctions. Sanctions may apply when a Director is considered to be in violation of referenced bylaws or policies requiring a standard of personal behaviour.

**4. Implementation:** This policy requires Board members to:

4.1 support and communicate the vision and mission of The Flower Cart Group,

4.2 abide by The Flower Cart Group Society by-laws and Board policies,

4.3 perform the duties of Directors as described in Policy 2.1 General Duties of the Board and its accompanying Procedures – Individual Board Member Duties,

4.4 respect individual Board member interests in The Flower Cart Group,

4.5 constructively contribute to discussions on subjects before the Board,

4.6 represent one's view as one's own and refrain from attempting to speak for others,

4.7 endeavour to build on the ideas of other Directors, offer alternative views and encourage others to do so,

4.8 make a sincere effort to understand opposing points of view,

- 4.9 support Board decisions once made, even if one’s position is in the minority,
- 4.10 not disclose or discuss Board member differences of opinion outside Board meetings,
- 4.11 refrain from speaking on behalf of the Board or The Flower Cart Group Society unless authorized by the Board to do so, especially in a crisis situation,
- 4.12 bring ideas to the Board table for open discussion/consideration,
- 4.13 refrain from lobbying or creating factions within the Board for support on issues, and
- 4.14 refrain from giving direction to Flower Cart Group employees and/or interfering in operational matters which are the purview of the Executive Director.

**5. Applicability:**

The Code of Conduct Policy applies equally to all Directors. As a self-governing body, the Board is responsible to ensure that the provisions of the policy are consistently applied and upheld. In the event a Director intentionally or otherwise, violates the policy, the issue will be addressed as quickly as possible. Sanctions by the Board if any, may range from counselling to a recommendation to The Flower Cart Society to terminate the Director for just cause. Guidance on the implementation of Board member censure/disciplinary procedures is found in the accompanying Board Procedure to this policy.

**6. Policy Authority:** Board of Directors

**7. Associated Policies, Procedures and Documents:**

- Policy 2.1- General Duties of the Board of Directors
- Board Procedure (Policy 2.1) – Individual Member Duties
- Policy 2.3- Conflict of Interest
- Policy 2.5 - Crisis Management and Communication
- Policy 3.1 - Board – ED Relationship
- The Flower Cart Group Risk Management Plan

**8. Record of Amendments:**

<u>Revision #</u>	<u>Summary of Revision</u>	<u>Date Approved</u>
1.	Reformat and Update	28 February 2017