



Policy Section 2: BOARD STRUCTURE AND RESPONSIBILITIES

Policy #: 2.2.1

Policy: Procedural Guidance for Directors Code of Conduct

Revision: Rev 2

Approval: July 07, 2021

1. Purpose:

- 1.1 To describe a fair and transparent set of procedures for handling allegations of or apparent misconduct by The Flower Cart Board of Directors.

2. Introduction:

- 2.1 The procedures below are intended to enable the Board to effectively address allegations of or apparent misconduct on the part of a Director(s). Misconduct may be manifest in a wide range of behaviours from a single instance of a less serious nature to a much more serious infraction of the Code of Conduct. Consequently, sanctions range from mild censure to possible dismissal from the Board. Because the circumstances around episodes of misconduct can be so varied, the procedures below are intended to be broad in their application. General adherence to these procedures will help to ensure a thorough, fair, and balanced process in dealing with misconduct. These procedures may also be applied to dealing with infractions of Policy 2.3 – Conflict of Interest and Policy 2.4 – Confidentiality of Information.

3. Definitions:

- 3.1 Misconduct – behaviour contrary to the provisions of Board Policy 2.2 – Directors Code of Conduct.
- 3.2 Reprimand – an expression of strong disapproval of a person’s actions.

4. Procedures:

4.1 Inside the Boardroom:

- 4.1.1 Misconduct during a Board meeting may include but is not limited to inappropriate or insulting language, an outburst of temper, haranguing,

bullying, lying, attempting to monopolize debate on an issue, etc. Such behaviour will be stemmed by the Board Chairperson as quickly as possible. The offending Director will be advised that their behaviour is not acceptable and is contrary to the Directors Code of Conduct.

- 4.1.2 The Chairperson will ask the Director concerned to acknowledge their behaviour and offer an apology to the Board and/or to the person(s) offended. If the apology is given and the inappropriate behaviour does not reoccur, the matter should be ended. The Chairperson may direct the Director concerned to review Policy 2.2 – Directors Code of Conduct.
- 4.1.3 Should the Director concerned refuse to acknowledge their misconduct and/or refuse to apologize to the Board and/or the person(s) offended, the Chairperson may instruct the Director to excuse themselves for the remainder of the meeting.
- 4.1.4 Instances of misconduct during a Board meeting and their immediate resolution (or not) will be recorded in the Minutes.
- 4.1.5 When the circumstances in paragraph 3 apply, the Chairperson or designate should counsel the Director concerned as soon as possible after the meeting. They should be advised in writing, that failure to acknowledge their misconduct and/or apologize, will compel the Board to take further action up to and including a recommendation for dismissal.
- 4.1.6 In the event that the Director concerned remains adamant in refusing to acknowledge their misconduct, the Board Chairperson will establish an ad-hoc committee to review the situation and investigate further.
- 4.1.7 The Director concerned will be advised in writing, of the committee's work and be given the opportunity to present their case. The Board may accept the concerned Director's resignation at any stage of the process. The Board may also consider the possibility of reconciliation at the request of the Director concerned.
- 4.1.8 The ad-hoc committee may seek legal counsel if recommending a Director's dismissal from the Board.
- 4.1.9 The ad-hoc committee will report its findings, options available to the Board and its recommendations to the Board for further action.
- 4.1.10 The Director concerned will be apprised in writing, of the Board's findings and decisions regarding further disciplinary measures.
- 4.1.11 A recommendation for dismissal from the Board must be presented to The Flower Cart Society in a special resolution for consideration/further action.

4.1.12 The Director concerned will be advised in writing if they are dismissed by The Flower Cart Society.

4.2 Outside the Boardroom:

- 4.2.1 Allegations of misconduct by a Director outside the confines of the Boardroom will be submitted in writing, to the attention of the Board Chairperson who in turn, will inform the Board. If the Chairperson is immediately able to determine that the allegation is based on conduct that could not have occurred or is trivial or made in bad faith, they will not pursue the matter further.
- 4.2.2 Should allegations of misconduct by a Director require further investigation the Chairperson will advise the Board and provide the Director concerned with written notice of the pending investigation and reasons for suspension from the Board, if warranted.
- 4.2.3 The Chairperson will establish an ad-hoc committee to conduct a detailed investigation of the allegations of misconduct. In so doing, the committee will gather information from all those who may factually inform the investigation including the Director concerned. Signed, written statements will also be accepted.
- 4.2.4 If, at any stage of the process it is determined that the allegations involve or are connected with possible criminal activity, the investigation may be suspended, and legal counsel may be sought by the Board.
- 4.2.5 To the extent possible, the allegations, the investigation and subsequent proceedings will be treated as confidential.
- 4.2.6 The Board may accept the resignation of the Director concerned at any point in the investigation process.
- 4.2.7 When the information gathering process is complete, a preliminary report will be drafted and given to the Director concerned. They will have five working days, or a period otherwise agreed upon, to respond to the report in writing. The Director concerned may choose not to respond to the preliminary report.
- 4.2.8 The committee will subsequently compile a final report ensuring all pertinent details and its findings are provided to the Board and the Director concerned.
- 4.2.9 The Director concerned will be invited to make representation to the Board once the final report has been received by all parties. The Director concerned may decline the invitation.

4.2.10 The Board will then meet to consider all information it has received to arrive at a fair and balanced decision in the matter before it. If disciplinary action is contemplated, the Board will consider the options available up to and including dismissal from the Board.

4.2.11 A recommendation for dismissal will be submitted by special resolution to The Flower Cart Society.

4.2.12 The Director concerned will be advised of the Board's decision within five working days.

4.2.13 The decision of the Board will be final and cannot be appealed.

5. Record of Amendments:

Revision #	Summary of Revision	Date Approved
Rev 0	Original Issue	March 25, 2014
Rev 1	Revised	April 25, 2017
Rev 2	Reviewed and Updated	July 07, 2021