



Policy Section 2: BOARD STRUCTURE AND RESPONSIBILITIES

Policy #: 2.2

Policy: Directors Code of Conduct

Revision: Rev 3

Approval: August 10, 2022

1. Purpose:

- 1.1 To articulate a Code of Conduct applicable to The Flower Cart Board of Directors.

2. Definitions:

3. Detailed Policy Statement:

- 3.1 The Flower Cart 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 Directors, with Flower Cart employees and with the wider community.
- 3.2 This policy serves to identify Director 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 and the Board of Directors.
- 3.4 See Policy 2.2.1 Procedural Guidance for Directors Code of Conduct regarding the application of sanctions. Sanctions may apply when a Director is considered to be in violation of referenced By-Laws or policies requiring a standard of personal behaviour.

4. Implementation:

- 4.1 This policy requires Directors to:
 - 4.1.1 support and communicate the vision and mission of The Flower Cart,
 - 4.1.2 abide by The Flower Cart By-Laws and Board policies,

- 4.1.3 perform the duties of Directors as described in Policy 2.1 General Duties of the Board and in Policy 2.1.1 General Duties of Individual Directors,
- 4.1.4 respect individual Director interests in The Flower Cart,
- 4.1.5 constructively contribute to discussions on subjects before the Board,
- 4.1.6 represent one's view as one's own and refrain from attempting to speak for others,
- 4.1.7 endeavour to build on the ideas of other Directors, offer alternative views and encourage others to do so,
- 4.1.8 make a sincere effort to understand opposing points of view,
- 4.1.9 support Board decisions once made, even if one's position is in the minority,
- 4.1.10 not disclose or discuss Directors differences of opinion outside Board meetings,
- 4.1.11 refrain from speaking on behalf of the Board or The Flower Cart unless authorized by the Board to do so, especially in a crisis situation,
- 4.1.12 bring ideas to the Board table for open discussion/consideration,
- 4.1.13 refrain from lobbying or creating factions within the Board for support on issues, and
- 4.1.14 refrain from giving direction to Flower Cart employees and/or interfering in operational matters which are the purview of the Chief Executive Officer.

5. Applicability:

- 5.1 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 Director censure/disciplinary procedures is found in Policy 2.2.1 Procedural Guidance for Directors.

6. Policy Authority:

- 6.1 Board of Directors

7. Related Policies, Procedures and Documents:

- 7.1 Policy 1.6 – Risk Management Policy
- 7.2 Policy 2.1 – General Duties of the Board of Directors
- 7.3 Policy 2.1.1 – General Duties of Individual Directors
- 7.4 Policy 2.2.1 – Procedural Guidance for Directors Code of Conduct
- 7.5 Policy 2.4 – Confidentiality of Information
- 7.6 Policy 2.4.1 – Director’s Agreement for Confidentiality of Information
- 7.7 Policy 2.5 – Social Media
- 7.8 Policy 3.1 – Board – Chief Executive Officer Relationship
- 7.9 The Flower Cart Risk Management Plan

8. Record of Amendments:

| Revision # | Summary of Revision | Date Approved |
|-------------------|---|----------------------|
| Rev 0 | Original Issue | March 25, 2014 |
| Rev 1 | Reformatted and Updated | February 28, 2017 |
| Rev 2 | Reviewed and Updated | July 07, 2021 |
| Rev 3 | Changed Executive Director to Chief Executive Officer | August 10, 2022 |
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