

Municipal Retirees Organization Ontario (MROO)

Policy Name: Board Code of Conduct

Approval Date: March 2021

Amendment Date: March 2021

Review Date: 2025

Purpose

MROO is committed to ensuring that it maintains the highest standards of integrity and the trust of its members and the public in all aspects of its affairs.

Policy Application

This Code of Conduct applies to all directors, including *ex officio* and alternate directors, and non-board members of board committees. Directors are also required to comply with MROO's policy *Code of Conduct for MROO Representatives*.

Authority for Policy

Article 2, *MROO Constitution*

Directors' Duties

All directors stand in a fiduciary relationship to MROO. As fiduciaries, directors must act honestly, in good faith and in the best interests of the corporation and its members.

Directors will be held to strict standards of honesty, integrity and loyalty. A director shall not put personal interests ahead of the best interests of the corporation.

Directors must avoid situations where their personal interests will conflict with their duties to the corporation. Directors must also avoid situations where their duties to the corporation may conflict with duties owed elsewhere. Where conflicts of interest arise, directors will comply with the requirements of applicable legislation, bylaws and policies.

In addition, all directors must respect the confidentiality of information about the corporation.

Best Interests of the Corporation

Directors must act solely in the best interests of the corporation. All directors, including *ex officio* and alternate directors, are held to the same duties and standard of care.

Confidentiality

Directors and committee members owe a duty to the corporation to respect the confidentiality of information about the corporation whether that information is received in a meeting of the board or committee or otherwise provided to or obtained by the director or committee member. Directors and committee members shall not disclose or use for their own purpose any confidential information concerning the business and affairs of the corporation unless otherwise authorized by the board.

It is recognized that the role of director may include representing the corporation to third parties. However, such representations must be respectful of and consistent with the director's duty of confidentiality. In addition, the president is the official spokesperson for the board. Unless authorized by the board, every director and committee member should ensure that they make no statement to the media or the public.

A director is in breach of his or her duties concerning confidentiality when information is used or disclosed for other than the corporation's purposes.

Spokespersons

The president or their designate will normally speak on behalf of the board. The executive director or their designate will normally speak on behalf of the organization.

Media Contact and Public Discussion

Media contact and responses and public discussion of the corporation's affairs should only be made through the board's authorized spokespersons. Any director who is questioned by media representatives should refer such individuals to the appropriate representatives of the corporation.

Respectful Conduct and Respectful Work Environment

It is recognized that directors bring to the board diverse backgrounds, skills and experience. Directors will not always agree with one another on all issues. All discussions and debates will take place in an atmosphere of mutual respect and courtesy. All directors and committee members must respect the authority of the presiding chair.

Directors will conduct their dealings with each other in ways that maintain the board's and MROO members' confidence in the position to which they have been elected or appointed. Directors will be open and honest, focus on issues rather than personalities, and avoid aggressive, offensive or abusive conduct.

Directors must recognize that staff serve the board and the corporation engages their services under the direction of the executive director. The board directs staff through the executive director in the directions and decisions approved at board meetings and recorded in the minutes of the board.

The role of staff is to provide advice and services based on objectivity, professional judgment and political neutrality which may not necessarily reflect any individual director's opinion or position. Directors have no individual capacity to direct staff to perform specific functions. However, nothing in this section is intended to inhibit good internal communication. Directors may communicate directly with staff to obtain or provide information and for usual program activities in the zones.

Directors have a duty to ensure that the board's and the organization's work environments are safe and free from discrimination and harassment. Directors have a duty to treat members, the public, staff and each other with respect and dignity and without abuse, bullying or intimidation.

Board Solidarity

Directors acknowledge that properly authorized board actions must be supported by all directors. The board speaks with one voice. Those directors who have voted against a motion or abstained must adhere to and support the decision of the majority of the directors.

Obtaining Advice of Counsel

Requests by directors to obtain outside opinions or advice regarding any matter pending or before the board may be made through the president.

Complaints

A MROO member, staff person or director, including *ex officio* and alternate directors, may request a review as to whether a director has contravened a code of conduct applicable to the director by completing the *Board Code of Conduct Complaint Form* (see Appendix B) and submitting it to the executive director. The procedure and conditions applicable to filing a complaint are as set out in the form, as amended.

Reprisals

No director will seek any reprisal or threaten any reprisal against a complainant or any other person for providing relevant information to the board in the course of inquiry pursuant to a complaint.

Consequences of Non-Compliance

Where the board decides that a director has contravened this Code of Conduct, the board may:

1. determine an equitable remedy such as requiring a director to issue an apology;
2. reprimand the director;
3. suspend the director for a period of up to 90 days; or

4. apply such other discipline, up to and including dismissal, as may be provided in applicable legislation.

Declaration

Not later than thirty (30) days following the date of a notice from the MROO Office, directors, including *ex officio* and alternate directors, must sign a *Code of Conduct Declaration* (see Appendix A) that they have read and understood the Board Code of Conduct and agree to abide by it.

The MROO Office will normally provide notice of this requirement not later than seven (7) days following:

1. the initial adoption of the Board Code of Conduct;
2. the approval of an amendment of the Board Code of Conduct;
3. the Annual General Meeting (AGM) of MROO members; or
4. the election of a director, including *ex officio* and alternate directors, to the Board of Directors, in which case the notice and declaration form may be included in any welcome package that may be in use at the time.

Amendment

The board may amend this policy.

Appendix A

Municipal Retirees Organization Ontario (MROO) Code of Conduct Declaration

I declare that I have read and understood the Board Code of Conduct and agree to abide by it.

Signed: _____

Name: _____

Position: _____

Date: _____

Appendix B

Municipal Retirees Organization Ontario (MROO) Board Code of Conduct Complaint Form and Procedure

A MROO member, staff person or director, including *ex officio* and alternate directors, may request the executive director to conduct a review as to whether a board member has contravened a code of conduct applicable to the member. The executive director will provide the member an opportunity to respond to the complaint, which will be included in the report to the board. The board is not a court and will consider each complaint as a matter of policy. The board has a duty to consider each matter of policy on its own merits without regard to precedent.

Complainant Contact Information

Complainant Full Legal Name: _____

Full Address: _____

Phone Number (day time): _____ Other Number: _____

Email address: _____

Filing a Code of Conduct Complaint:

1. A complaint that a member has contravened a Code of Conduct may be filed by any person or entity.
2. A complaint that a member has contravened a Code of Conduct must be submitted within six (6) weeks of the complainant becoming aware of the alleged contravention and no more than six (6) months after the alleged violation.
3. During the election period in any zone no complaint that a member has contravened the Code of Conduct may be submitted by any person.
4. A complainant is required to provide the following information:
 - a. the name of the member alleged to have contravened a Code;
 - b. the section(s) of a Code allegedly contravened by the member;
 - c. the date, time and location of the alleged contravention(s);
 - d. an explanation as to why the complainant believes that the issue raised may be a contravention of a Code;
 - e. any other evidence in support of the allegation must be included and be dated and signed by the complainant; and
 - f. the full contact information for the complainant, including mailing address, telephone number, and email address.

Appendix B

Municipal Retirees Organization Ontario (MROO) Board Code of Conduct Complaint Form (Continued)

Details of Alleged Code of Conduct Contravention: