

## **POLICY # 207**

### **Directors Code of Conduct Policy**

**Purpose:** To provide new and returning Board members a consistent understanding of expectations for YMS Directors

**Scope:** All Board members.

**Procedures:**

Each Director shall read a copy of this policy and agree to abide by it by signing below. This is a requirement to be a Director.

It is the Director's responsibility to review all policies and bylaws pertaining to the Board and to YMS.

#### **General expectations for all Directors**

All directors are expected to uphold the vision, mission and guiding principles of YMS and to promote and support these in their interactions with parents, staff, students, community partners, program participants and the general public.

Directors have important fiduciary responsibilities, meaning that Directors have the obligation to act in the best interests of the society. It is an obligation of:

*Care*-the legal responsibility to participate actively in making decisions on behalf of the organization and to exercise their best judgment while doing so.

*Loyalty*- each board member must put the interests of the organization before their personal and professional interests when acting on behalf of the organization in a decision-making capacity. The organization's needs come first.

*Compliance*- directors bear the legal responsibility of ensuring that YMS complies with the applicable federal, territorial and local laws and adheres to its mission.

Board members are expected to maintain confidentiality of all Board business and discussions and follow the Confidentiality Policy. Board members who violate confidentiality may be subject to disciplinary action, up to and including removal from the Board.

Approved by Board on: December 11, 2024

Date for next review: December 2026

These responsibilities include financial oversight of YMS and supervision, management and support of the senior administrator, when applicable, who, in turn, manages the day-to-day operations of YMS.

**Specific obligations of Directors include:**

- Attending Board meetings. If they cannot attend, notify the President prior to the meeting. More than two unexcused absences per year may result in dismissal from the Board. Excused absences are advance notice of situations such as illness, family situations, travel, etc.
- Coming to meetings prepared, including have read meeting materials in advance
- mandatory attendance at the Annual General Meeting and any Special General Meetings. Absences due to illness or family emergencies may be allowed.
- Being engaged: ask questions, participate in discussions, make informed decisions.
- Following all the bylaws, policies and procedures of YMS.
- 'Speaking with one voice' outside of Board meetings. This means that when the Board has made a decision or reached a position, no Director shall discuss their disagreement with the decision with anyone outside of the Board. Opinions of the Board are expressed as a whole.
- Representing YMS and the interests of YMS in a positive and constructive manner.
- Supporting the vision, mission and guiding principles of YMS.
- Attending events or programs on behalf of YMS from time to time.
- Maintaining Board confidentiality: Board business, including discussions at Board meetings or between Board members is considered confidential. Board members will hold all confidential information in trust and confidence, and will not use, disclose or communicate any such information, except as may be necessary in the performance of their duties as Board members.
- Board members will not allow any unauthorized person or persons access to any Board materials unless this is agreed to in advance by the Board.

Any Director who is unable or unwilling to fulfill these responsibilities may be asked to resign from the Board or may be removed from their Director position.

### **Executive Committees and Officers**

The Board appoints officers, a president or co-presidents, a vice-president, and a secretary/treasurer or a secretary and a treasurer. However, these officers are leads in these various duties only.

The Board operates on a collaborative, shared decision-making model. The officers together form an Executive Committee, who together cooperatively fulfill the various officer functions and undertake the various responsibilities on behalf of the Board between Board meetings.

**Relevant Sections of the Societies Act:** Sections 43-71 (Directors and Officers), Section 66 (1)

**Cross Reference:** YMS Bylaws, Policy 201 Roles and Responsibilities of the Board of Directors, Policy 203 Conflict of Interest, Policy 204 Confidentiality, Policy 2XX Signing Authorities .

Signed,

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Signature

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Printed Name

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Date