



## **Policy: Code of Conduct for St Catharines Downtown Association Board of Directors and Staff**

**Prepared by:** Governance Committee

**Approved by:** Board of Directors

**Issue Date:** November 22, 2021

**Review Date:** November 22, 2022 (unless review is needed sooner)

### **Roles and Responsibilities**

The Board of Management of the BIA expects of itself, its Directors, BIA members and BIA staff, ethical and business-like conduct. This commitment includes the proper use of authority and appropriate decorum by Directors when interacting with groups and individuals. Directors are to work for the advancement of the BIA. They should avoid working for the advancement of themselves, their businesses or their organizations when this is to the detriment of the BIA as a whole.

#### **Board of Management Unity and Teamwork**

- Directors use the expertise of the Board of Management, staff and BIA members to enhance the ability of the Board of Management as a body to make wise policy.
- Directors recognize that the Board of Management and staff have a common purpose: adopt a team approach to ensure the success of the BIA.
- The Executive Director and the Board Chair are the spokesperson for the BIA and as such, it is recommended that, City and government correspondence should come from the BIA office. Board Members should refrain from contacting city staff / government officials on matters currently under consideration by the BIA.
- Board Directors shall abstain from any in-depth conversations (electronic or otherwise) that move the business of the board forward with 4 or more other directors at a time.
- While we respect that not all matters will receive unanimous support it is expected that Directors should respect the decision made and as such refrain from speaking publicly and negatively against the decisions or speak in such a manner that they appear to represent the Board of Management.
- Directors should be encouraging all members of the BIA to include the Executive Director in conversations related to the Downtown Area.

### **Board of Management Integrity**

- Directors act openly and honestly and avoid the improper use of influences of their office.

### **Board of Management Objectivity**

- Directors view events or persons objectively and disclose all conflicts of interests, not allowing personal gain or advantage to influence their judgment.

### **Board of Management Professionalism**

- Directors act professionally in performing their duties. Directors should avoid working for the advancement of themselves, their businesses or their organizations when this is to the detriment of the BIA as a whole.

***Discrimination*** means any form of unequal treatment based on a Code ground, whether imposing extra burdens or denying benefits. It may be intentional or unintentional. It may involve direct actions that are discriminatory on their face, or it may involve rules, practices or procedures that appear neutral, but disadvantage certain groups of people. Discrimination may take obvious forms, or it may happen in very subtle ways. Even if there are many factors affecting a decision or action, if discrimination is one factor that is a violation of this policy. (Source: OHRC website)

***Harassment*** means a course of comments or actions that are known, or ought reasonably to be known, to be unwelcome. It can involve words or actions that are known or should be known to be offensive, embarrassing, humiliating, demeaning or unwelcome, based on a ground of discrimination identified by this policy. Harassment can occur based on any of the grounds of discrimination. (Source: OHRC website)

### **Avoidance of Discrimination or Harassment**

- All Directors, BIA members and BIA staff are expected, at all times, to be mindful of conduct which could be deemed or thought to be unfair, discriminatory or construed as harassment.
- All Directors, BIA members and BIA staff are expected to refrain from any form of harassment or discrimination and cooperate fully in any investigation of a harassment or discrimination complaint.
- All Directors and the Executive Director (where applicable) have the additional responsibility to act immediately on observations or allegations of harassment or discrimination. They are responsible for creating and maintaining a harassment- and discrimination-free BIA and should address harassment or discrimination as early as possible.

- All Directors should treat the BIA staff, their fellow Directors and BIA members with respect and in accordance with any and all related policies and laws.
- All Directors should ensure that they do not speak on behalf of the BIA unless given permission to do so by the Chair or Board of Management. If approached by media regarding the BIA, redirect the media to the Executive Director, the Chair or a dedicated spokesperson.

#### **Board of Management Confidentiality Regarding In-Camera Meetings**

- Directors maintain and respect the confidentiality and privacy of any information or reports obtained during Board meetings that include issues of a sensitive nature. External release of said information or reports must be authorized by the Chair or Board of Management.

#### **Board of Management Conflict of Interest**

- Every Director shall act honestly and in good faith with a view to the best interests of the BIA in discharging his/her duties.
- Directors are subject to the Municipal Conflict of Interest Act which requires they declare direct and indirect pecuniary interests, and following the declaration, that they not influence any vote or actually vote on the matter.
- Directors are entitled to participate fully on matters in which they have no greater pecuniary interest (or perceived pecuniary interest) than other members of the BIA.