



GOV-01: Board Member Code of Conduct & Ethics Policy

Date Approved: September 17, 2020

Next Review Date: September 17, 2022

Purpose: This policy establishes the expectations and processes governing the business and advocacy activities and ethical conduct of the RMA Board of Directors.

Policy Statement: To establish standards for the ethical conduct of board members relating to their roles and obligations as representatives of the Rural Municipalities of Alberta.

Definitions:

Code - refers to this board member Code of Conduct & Ethics

RMA or Association – means the Rural Municipalities of Alberta.

Employee - refers to an individual employed by the RMA.

President - refers to the President of the RMA.

Vice President – refers to the Vice President of the RMA.

Board - refers to the Board of Directors of the RMA.

Board Member – refers to a member of the Board.

Review Committee – refers to the President, Vice President and another board member.

Social Media- refers to any digital communications website, app, network, or other media that enables users (personal, public, or commercial) to share content (written, visual, or otherwise) publicly. Common examples include blogs, podcasts, Facebook, Twitter, Instagram, YouTube, and LinkedIn.

Guidelines:

PART 1 Behavior Expectation of Board Members

1.0 Representing the RMA

Board members shall:

1.1 Act in a manner that demonstrates fairness, respect for individual differences and opinions, and an intention to work together serving the interest of the association.

1.2 Perform their duties and responsibilities in a conscientious and diligent manner with integrity, accountability and transparency.

1.3 Conduct themselves in a professional manner and make every effort to participate in meetings with the board, committees and other public entities.

1.4 Treat RMA staff and other board members with courtesy, dignity and respect and without abuse, harassment, bullying or intimidation.

1.5 Act respectfully towards other individuals while at work and participating in any work-related activity.

2.0 Communicating on behalf of the association

2.1 Board members must not claim to speak on behalf of the RMA, the board or any board member unless authorized to do so.

2.2 A board member who is authorized to speak on behalf of the RMA or board must ensure that their comments accurately reflect the information or position of the RMA or board, as applicable, even if the board member personally disagrees with the position.

2.3 As stated in the association's Governance Policy: GOV-02 Board Member Responsibilities, "The President is responsible for chairing the RMA Board of Directors' meetings, serving as the official spokesperson, and media representative for the RMA."

2.4 As stated in the association's Governance Policy: GOV-02 Board Member Responsibilities, "The Vice President is responsible for carrying on the duties of the President in his or her absence".

2.5 No board member shall make a statement when they know that statement is false.

2.6 No board member shall make a statement with the intent to mislead the board or members of the public.

3.0 Respectful interactions

3.1 Without limiting the ability of a board member to hold a position on an issue and respectfully express their opinion, board members shall act in a manner that demonstrates fairness, respect for individual differences and opinions, and an intention to work together serving the interest of the association.

3.2 Board members shall remain courteous and professional towards other board members, employees, members at large, senior levels of government and the public.

3.3 Board members shall not use, or attempt to use, their authority or influence to intimidate, threaten, coerce, command or influence any board member or employee of the RMA.

3.4 No board member shall speak or act in a manner that is discriminatory to any individual based on the person's race, religious beliefs, color, gender, gender identity, gender expression, physical disability, mental disability, age, ancestry, place of origin, marital status, source of income, family status or sexual orientation.

3.5 Board members shall treat one another, employees of the association and members of the public without abuse, harassment, bullying or intimidation.

3.6 No board member shall use indecent, abusive, or insulting words or expressions toward another board member, any employee of the association or any member of the public.

4.0 Adherence to Policies, Procedures and Bylaws

4.1 Board members shall respect the association's bylaws, policies and procedures.

4.2 Board members are responsible for complying with the association bylaws, policies and procedures pertaining to their position on the board.

4.3 A board member shall not encourage disobedience of any bylaw, policy or procedure of the RMA.

4.4 Board members shall be aware of and ensure that their conduct does not contravene laws and regulations applicable to their role.

4.5 If a board member runs for a provincial or federal party, that board member must adhere to the association's Governance Policy: GOV- 02 Board Member Responsibilities.

5.0 Acceptance of Gifts or Prizes

5.1 Board members must adhere to the administration policy: ADM-07 Acceptance of Gifts, Prizes & Event Participation on occasions where gifts and prizes are offered.

6.0 Use of RMA Equipment

6.1 Board members must adhere to the administrative policy: ADM-08 Computer and Mobile Device in regard to the use of RMA technology and equipment.

7.0 Confidential Information

7.1 Board members shall keep in confidence matters discussed at private board meetings.

7.2 Board members also have a duty to maintain confidential information gained through the performance of their duties, except in circumstances where disclosure is authorized or legally mandated. This includes information pertaining to the RMA's business, operations and any other organizational matters which are intended to remain confidential.

7.3 Board members shall not disclose or release any confidential information to the public or media, unless disclosure is authorized by the board or required by law. It is the

responsibility of each board member to uphold confidential information when representing the RMA.

7.4 Board members shall not access or attempt to gain access to confidential information in the custody or control of the association unless it is necessary for the performance of the board member's duties and is not otherwise prohibited by the board, and only then if the information is acquired through appropriate channels in accordance with applicable board policies.

7.5 Board members shall not use confidential information for personal benefit or for the benefit of any other individual or organization.

7.6 All board members must sign the Acknowledgment of Reviewing RMA's Policy Form and agree to oblige by RMA's Policy Guidelines.

8.0 Conflict of Interest

8.1 Board members shall disclose all personal and business interests on their Statement of Disclosure. Board members should refer to policy GOV-02: Board Member Responsibilities for details regarding conflict of interest and obligations of a board member.

8.2 Board members are to be free from undue influence and not act or appear to act in order to gain financial or other benefits for themselves, family, friends or associates, business or otherwise.

8.3 Board members shall approach decision-making with an open mind that is capable of persuasion.

8.4 It is the individual responsibility of each board member to seek independent legal advice, at the board member's sole expense, with respect to any situation that may result in a conflict of interest.

9.0 Social Media

9.1 When using social media for RMA business purposes, whether on a personal social media account or on behalf of the RMA, board members shall follow the guidelines outlined in policy ADM-10: Social Media.

9.2 Board members shall not contact or otherwise attempt to influence other board members, RMA employees or the public on social media regarding matters relating to the association.

PART 2 Complaint Process

10.0 Complainant (RMA Board Member) Steps:

10.1 Any board member who has identified or witnessed conduct of another board member, which that board member believes, in good faith, is not in compliance with this Code may address the issue through an informal complaint process by:

- a) Advising the board member that the conduct is in violation of this Code and encouraging the board member to stop.
- b) Informing the President and Vice President, or one of the President or Vice President in the event of a complaint respecting the President or Vice President, of the alleged complaint and to discuss and attempt to resolve the matter with all parties involved.

10.2 Board members are encouraged to pursue this informal complaint course of action as the first means of remedying conduct that they believe violates this Code. However, an individual is not required to complete this informal complaint procedure prior to pursuing the formal complaint procedure outlined below.

10.3 A board member who reasonably believes, in good faith, that another board member is not in compliance with this Code may address the issue through a formal complaint process by:

- a) Making a formal complaint to the President and Vice President.
- b) All formal complaints shall be made in writing, dated and signed by an identifiable individual.
- c) The written formal complaint must include:
 - Description of events or situation
 - Date and time of the event or incident that has occurred within the last two years.
 - Location of incident
 - Names of any witnesses, if any

10.4 All complaints will be addressed by a three person committee, including the President, Vice President and another board member. If the complaint involves the President or Vice President, the matter must be brought to the attention of the non-respondent individual. The non-respondent individual, being either the President or the Vice President, will then appoint two other board members to assist in review of the formal complaint.

11.0 Complainant (Committees, Memberships or Stakeholders) Steps:

11.1 A person, other than a board member, who reasonably believes, in good faith, that a board member is not in compliance with this Code may address the issue through a formal complaint process by:

- a) Making a formal complaint to the President and Vice President.
- b) All formal complaints shall be made in writing, dated and signed by an identifiable individual.
- c) The written formal complaint must include:
 - Description of events or situation
 - Date and time of the event or incident that has occurred within the last two years.
 - Location of incident
 - Names of any witnesses, if any

11.2 All complaints will be addressed by a three person committee, including the President, Vice President and another board member. If the complaint involves the President or Vice President, the matter must be brought to the attention of the non-respondent individual. The non-respondent individual, being either the President or the Vice President, will then appoint two other board members to assist in review of the formal complaint.

12.0 Steps to be Taken Upon Receipt of a Formal Complaint

12.1 If the facts, as reported in a formal complaint, include the name of one or more board members who are alleged to be responsible for the contravention of this Code, the board member or board members concerned shall receive a copy of the formal complaint submitted.

12.2 Upon receipt of the formal complaint, the Review Committee, as applicable, will review the complaint and decide whether to proceed to investigate the formal complaint or not. If the Review Committee, as applicable, are of the opinion that a formal complaint is frivolous or vexatious or is not made in good faith, or that there are no grounds or insufficient grounds for conducting an investigation, the Review Committee, as applicable, may choose not to investigate or, if already commenced, may terminate any investigation or may dispose of the complaint in a summary manner. In that event, the complainant shall be notified of the decision.

12.3 The Review Committee, as applicable, may choose to consult with legal counsel, an independent investigator or the Executive Director (administrative purposes only) during the investigation process.

12.4 If the Review Committee, as applicable, chooses to investigate a complaint, they may request any information required for the investigation, including from the respondent board member.

12.5 If an independent investigator is consulted to investigate the complaint, the independent investigator will provide a written report on findings, within 30 days of being contracted to perform the investigation, or on a later date determined by the Review Committee, as applicable.

12.6 The Review Committee, as applicable, will determine the appropriate course of action for recommendation to the board, upon reviewing any information received pursuant to the investigation of the complaint, including but not limited to an investigation report.

12.7 A board member who is the subject of an investigation shall be afforded procedural fairness, including an opportunity to respond to the allegations before any decision is made or any sanction is imposed with respect to a formal complaint. The board member is entitled to be represented by independent legal counsel, at the board member's sole expense, if they deem necessary.

PART 3 Disciplinary Process

13.0 Corrective Action and Discipline

13.1 The Review Committee, as applicable, shall present the findings of their investigation respecting a formal complaint to the board at a private meeting.

13.2 The following is a non-exhaustive list of what may be considered by the board in determining the appropriate sanctions to be imposed on a board member based upon the findings of an investigation into a formal complaint:

- a) The impact of the incident on the complainant
- b) The nature of the incident
- c) The degree of aggressiveness and physical contact, if applicable
- d) The period of time and frequency of the incidents
- e) The vulnerability of the complainant

13.3 Sanctions that may be imposed on a board member, by the board, upon a finding that the board member has breached this Code may include:

- a) requesting the board member issue, a letter of apology
- b) requiring the board member to attend a training course on ethics and respectful conduct in the workplace.
- c) prohibiting the board member from speaking on behalf of the RMA in a political setting, as representation or on a committee.
- d) censuring the board member and limiting their role and responsibilities.
- e) removing the board member from RMA committees.
- f) requesting the board member take a leave of absence or resign

13.4 All complaints will be addressed in a timely manner. Any corrective action or discipline will be determined within 60 days of the formal complaint. This timeframe can be extended upon agreement of all parties.

14.0 Non-Retaliation

14.1 Board members shall not act or threaten reprisal against a complainant or any other person for reporting misconduct.

14.2 A board member may report suspected or potential violations of this Code without fear of retaliation.

14.3 Disciplinary action will be taken against any person acting or threatening reprisal against a complainant.