

***Procedural Conduct:***

The Board expects of itself and its members ethical and businesslike conduct. The Board has a responsibility for the compliance with the Boards of Trade Act under which it was created. This accountability supplants any responsibility to staff and to conflicting loyalties such as that to advocacy or interest groups and membership on other Boards.

Board members must avoid any conflict of interest with respect to their legal and fiduciary responsibilities.

There must be no self-dealing or any conduct of private business or personal services between any Board member and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.

Board members must not use their positions to obtain for themselves, family members or close associates employment within the organization.

Should a Board member be considered for employment, s/he must temporarily withdraw from Board deliberation, voting and access to applicable Board information. If the applicant is successful, s/he must immediately resign from the Board as a condition of employment.

Board members are prohibited from attempting to exercise individual authority over the organization except as explicitly set forth in Board policies.

Any individual Board members' interaction with the EXECUTIVE DIRECTOR or with staff carries no authority or formal influence. Individual Board members are not to attempt to impact the work of the staff.

Board members' interaction with the public, press or other entities must recognize the same limitation and the similar inability of any individual Board member or Board members to speak for the Board.

The President of the Board or his/her designate shall be the only spokesperson for the organization.

Board members who are lobbied by a person, group or organization shall direct the lobbyists to put their questions or concerns in writing and direct them to the President for referral to the Board or appropriate committee for review.

Judgments of the EXECUTIVE DIRECTOR's performance can only be made within the context of explicit Board policies and by the officially established performance review process.

## **Behavioural Conduct:**

### **Understand the mission of the WestShore Chamber of Commerce**

- *Attend board meetings (miss no more than 3 meetings per year).*
- *Come to board meetings prepared, having read the appropriate documentation and ready to fully participate in discussions and decisions.*
- *Know your duties and responsibilities as a board member.*
- *Understand the organizational structure of the Chamber.*

### **Serve on at least one committee**

- *Bring issues to the board table for discussion*
- *Work cooperatively to resolve issues; don't panic when there are differences of opinion*
- *Be loyal to the organization. When a decision is made, you have an obligation to defend and explain it publicly, even if you disagree with the decision of the majority. If you are unable to do this, you must decide to lobby from within the board to reverse the decision, or to resign.*

### **Support the professional staff**

- *Give praise when you see work done well.*
- *Respect the lines of authority and accountability. Direct concerns about performance should be directed to the Executive Director.*

### **Demonstrate professionalism**

- *Be positive, productive and respectful at meetings.*
- *Have a working knowledge of parliamentary procedure.*
- *Participate, listen, ask questions, discuss and look for answers.*
- *Promote and be an advocate for the WestShore Chamber in the community.*
- *Refrain from saying anything publicly that would reflect badly on the Chamber.*

### **Demonstrate leadership**

- *Take personal responsibility for decision-making and problem-solving*
- *Clarify the issues under discussion.*
- *Review the Chamber's objectives regarding issues being discussed.*
- *Evaluate options and identify possible courses of action.*
- *Review any decision in the light of strategic policy and mission.*
- *Be professional at all times, especially when disagreements arise at the board table.*
- *Be willing to engage proactively and productively when you disagree or have conflict with other board members. Seek to resolve the disagreement directly with the other Directors involved. Refrain from "parking lot" conversations or gossip with board members not directly involved.*