

## **BOARD OF DIRECTORS CODE OF CONDUCT**

The Nova Scotia Federation of Municipalities (NSFM) is committed to providing a safe and welcoming experience for all. NSFM values the participation of all Board members and expects them to encourage participation by maintaining a safe and positive environment.

The Code of Conduct shapes the actions, behaviours, and decision-making of the organization. The Code clearly defines NSFM's cultural values and practices both for its membership and staff, as well as external stakeholders.

As a non-profit organization at the forefront of municipal advocacy, program development, and representation in Nova Scotia, NSFM strives to uphold the highest ethical, legal, and moral standards. Our membership expects us to be good stewards of their resources and to uphold rigorous standards of conduct and observe all applicable laws and regulations. The reputation of NSFM relies on scrupulous regard for the highest standards of conduct and personal integrity.

NSFM provides a means for any individual to report an alleged violation of the **Board of Directors Code of Conduct**.

### **What is ethical conduct?**

NSFM will comply with all applicable laws and regulations and expects its directors, officers, and employees to:

- act in a professional, businesslike manner;
- conduct business in accordance with the letter and spirit of all relevant laws;
- conduct business while acting honestly and in good faith in the best interests of the organization;
- refrain from any illegal, dishonest, or unethical conduct;
- treat others with respect.

Directors and officers should not use their position to obtain expertise from NSFM staff for personal benefit or for the benefit of their municipality.

Directors and officers will use their good judgment to conduct themselves, using high ethical principles. If a situation arises where it is difficult to determine the proper course of conduct, or where questions arise concerning the propriety of certain conduct by an individual or others, the matter should be brought to the attention of the President or Chief Executive Officer (CEO).

In all questions involving ethics and conduct, the Board will make relevant decisions through an investigative process. Individuals whose conduct is at issue or who have initiated a complaint will not participate in such decisions.

## **Commitment:**

We dedicate ourselves to carrying out the mission of NSFM. We commit to:

- avoid any interest or activity that is in conflict with the conduct of official duties;
- carry out the mission of NSFM using whatever discretionary authority is available in law;
- demonstrate leadership in conducting organizational and operational duties through open communication, compassion, creativity, and dedication;
- demonstrate the highest standards of personal fortitude, integrity, honesty, and truthfulness, in all activities, in order to inspire confidence and trust in our activities;
- fulfil a duty of care towards the organization;
- keep the membership informed about issues affecting municipalities and be informed on issues of concern to the membership;
- keep up to date on emerging issues and to conduct ourselves with professional competence, effectiveness, efficiency, fairness, and impartiality;
- recognize and respect matters of a conflict of interest and recuse from discussion of the issue;
- recognize that NSFM serves the best interests of the membership as a whole;
- remember that as a representative of NSFM at all times, actions, including those related to social media activity, should occur in a manner not to discredit, or embarrass the organization and/or its members;
- respect and protect privileged information to which we have access in the course of official duties;
- respect confidentiality including discussions held In Camera and maintain the confidentiality of NSFM's organizational information and not use this information for self-purpose, including increasing personal standing. This duty of confidentiality continues past the time that the Board Member is an active part of the Board;
- respect the structure and responsibilities of the Board, provide them with advice and facts as a basis for making policy decisions, and uphold and implement policies adopted by the Board;
- review agendas and supporting materials prior to Board meetings, constructively contribute to the decision-making process, and be punctual when attending meetings;
- serve on committees and be willing to accept other related assignments;
- serve with concern, courtesy, respect, and responsiveness in carrying out the organization's mission;
- strive for personal and professional excellence and encourage the professional development of others;
- understand that NSFM is a non-partisan organization that works with all governments irrespective of the government's political affiliation, and act accordingly.

## **Unacceptable Behaviour**

NSFM strives for the highest ethical conduct from all Board members and staff who advise the Board, and particularly to individuals who hold management and governance positions of trust and confidence in fulfilling the mission and goals of the organization. These sensitive positions include officers, key senior staff members designated by the CEO, and members of the Board. In an effort to achieve the highest standards of conduct, each officer, key staff member, and

Board member is requested to acknowledge (by signing) the Code no later than the first meeting of the Board following the annual election of Board members.

All officers, key staff members, and members of the Board of NSFAM are required to exercise the highest ethical standards of conduct. In support of NSFAM's standards of high ethical conduct, each officer, key staff member, and Board member will not:

- accept individual gifts of any kind in excess of \$50, in connection with the individual's relationship with the organization. All such gifts are to be reported to the CEO who shall divulge gifts received during the calendar year to the appropriate committee;
- deceive, defraud, or mislead the Board, officers, staff members, managers, supervisors, or other associates, or those with whom the organization has business or other relationships;
- divulge or release any information of a proprietary nature relating to the organization's plans, mission, or operational databases without appropriate approval;
- engage in unethical business practices of any type;
- harassment, which includes offensive verbal comments (e.g. related to gender, sexual orientation, disability, physical appearance, body size, race, or religion), display of sexual images in public spaces, bullying, deliberate intimidation, stalking, sharing photographic, audio, or video content where the subject would reasonably have an expectation of privacy, sustained disruption of talks or other events, inappropriate physical contact, and unwelcome sexual attention;<sup>1</sup>
- inappropriately disrupt meetings or events, including social activities;
- misrepresent the organization in any agreements, contracts, dealings, or negotiations;
- obtain a personal advantage or benefit due to relationships that have been established by use of the organization's name;
- undermine decisions of the Board, once a decision had been discussed, deliberated, determined, and/or approved;
- use organizational property, financial resources, or services for personal benefit;
- violate any applicable laws or ordinances;
- withhold best efforts to perform duties to acceptable standards;
- misuse this Code, including making a report in bad faith, maliciously or without a reasonable and probable basis, engaging in a reprisal against any individual for filing a report pursuant to this Code, or interfering with an investigation pursuant to this Code.

Infractions of this Code are to be reported directly to the President or the CEO who shall, in their determination, bring the infraction to the Executive Committee for investigation and action.

### **Conflict of Interest**

It is the intent of NSFAM to avoid matters of real or perceived conflict of interest. Therefore, Board members are expected to disclose any matter where real or perceived conflict of interest may exist, as soon as the conflict presents itself, and refrain from being present or discussing or voting

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<sup>1</sup> See: NSFAM Workplace Harassment Policy

on any matter before the Board, as specified in Section 5.8 of the By-laws.

"Conflict of Interest" generally means a situation in which private interests or personal considerations may affect the judgement of an individual to whom this Code applies in the exercise of their duties to NSFAM. It includes using the individual's position, confidential information or corporate time, material or facilities for private gain or advancement on the expectation of private gain or advancement for the individual or their family, friends or business associates. A conflict of interest may be actual, potential or apparent. The same duty to disclose applies to each.

Directors should refer to the *Municipal Conflict of Interest Act*, RSNS 1989, c 299.

Specifically, expectations include the following:

- abstain from decisions where a Board member has a pecuniary interest in the matter being considered, whether direct or indirect, as outlined in the *Municipal Conflict of Interest Act*.
- abstain from participating in decisions that would affect organizations for which the Board member works, or from decisions that would uniquely benefit their own municipality;
- be familiar with the conflict-of-interest requirements outlined in the *Municipal Conflict of Interest Act*, as well as the requirements of this Code;
- demonstrate prudent judgement, honesty, transparency, and openness, particularly concerning any fiduciary matters;
- make decisions in the best overall interest of municipalities across Nova Scotia, as opposed to personal interests or the interest of their own municipality; this expectation extends to all NSFAM committee members, appointees to any agency, board, committee, task force, or other group;
- promptly bring to the attention of the President or CEO any conflict or perception of conflict of interest in accordance with the guidelines outlined in the *Municipal Conflict of Interest Act*, and in accordance with the direction set out in this Code; if circumstances are such that members might reasonably question the Board member's ability to act solely in the best interests of NSFAM and its members, the Board member shall abstain from participation on the matter in question.

### **Reporting Violations**

A violation of this Code adversely affects the organization. Any individual who has a reasonable belief that this Code has been breached in any way are encouraged to report the alleged violation to the President or the CEO. No adverse action shall be taken against any individual who, acting in good faith, brings forward such an allegation. NSFAM strictly prohibits reprisal or retaliation against anyone who takes any action, decision, or communication that disadvantages any individual for reporting violations under this Code, participating in any investigation pursuant to this Code, or who is associated with a person who has reported a violation or participated in an investigation pursuant to this Code.

Any reported violation of the Code will be subject to examination by the Executive Committee,

with a recommendation on disciplinary action being made to the Board. All complaints shall be submitted in writing, or by using the prescribed Complaint Form, which can be obtained from NSFM upon request, and within six months of the alleged conduct breach having occurred. The complaint should include the date, time, location, circumstance, nature of the alleged conduct breach, witnesses, and any other supporting evidence.

If the behaviour identified is serious in nature, and/or poses a threat to safety, NSFM will take necessary action to ensure safety, including contacting local law enforcement or engaging an independent third party to administer the complaint process.

If the Board determines that the complaint is justified, it may sanction the respondent by one or more of the following or other appropriate sanctions, as determined by the Board:

- report details of the complaint and decision in writing to the respondent's local government;
- request the respondent issue a written apology to the complainant and/or others involved in the matter;
- require that the respondent undertake training relevant to the incident;
- bar the respondent from participating in future NSFM events;
- suspend the respondent from NSFM committees and/or external appointments.

### **Appeals**

Each party to a complaint has the option of appeal to the Executive Committee for a review of the procedural steps taken in the complaint review. A request for appeal must be provided to the President or the CEO, in writing, within 14 days of a determination by the Board, and must also set out the reasons why the appellant believes they received improper treatment. The Executive Committee will hear an appeal and render a recommendation to the Board within 30 days of receiving a request for appeal. The Board will make the final determination.

### **Criminal Matters**

If a Board member is charged with a criminal offence while a member of the Board, they will be requested to take a leave of absence from the Board until the matter is concluded. If convicted of an offence while a member of the Board, the Board shall ask for the member's resignation.

The Board may elect to remove a member of the Board, in accordance with Section 5.7 of the By-laws.

I, \_\_\_\_\_(please print), have read, understand, and agree to abide by the **Board of Directors Code of Conduct**. I understand that adherence to this Code is a condition of my role on the Board and a violation of this Code may be grounds for censure, discipline, or removal from the Board.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_