

# **RIVER VALLEY ALLIANCE CODE OF CONDUCT**

## **I. Preamble**

The Code of Conduct (Code) for the River Valley Alliance (RVA) applies to all Directors. The term Directors is used to define all members of any committee of the RVA. The Code reflects a commitment to the RVA's values and provides a framework to guide ethical conduct in a way that upholds the integrity and reputation of the RVA. Directors are expected to behave in a way that aligns with this Code. It is understood that this Code does not cover every specific scenario. Therefore, they use the spirit and intent behind this Code to guide their conduct, and exercise care and diligence in the course of their work with the RVA. The term Code Administrator refers to the Executive Director.

To demonstrate commitment to transparency and accountability, this Code is available to the public on the RVA's website.

## **II. Core Values**

- a. Directors act with impartiality and integrity.
- b. Directors demonstrate respect and accountability.

## **III. Guiding Principles**

These principles guide the behaviour and decisions of Directors:

- a. The actions and decisions of Directors are made to promote the public interest and to advance the mandate and long-term interests of the RVA.
- b. Directors are responsible stewards of public resources.
- c. To serve the public interest, Directors have a responsibility to uphold the RVA's mandate.
- d. Directors have a responsibility to act in good faith and to place the interests of the RVA above their own private interests.
- e. When a Director, as an individual, is subject to more than one Code of Conduct, the Director must consider the expectations in all. Directors understand that this

Code is not intended to conflict with other Codes of Conduct and will discuss any potential conflicts with the Code Administrator.

- f. Directors behave in a way that demonstrates that their behaviour and actions are fair and reasonable in the circumstances.
- g. The Code applies to all Directors and members of Committees unless a specific exemption is granted by the Code Administrator
- h. Directors know that when they become aware of a real or apparent conflict of interest, they must at the first opportunity, disclose this conflict to the Code Administrator.
- i. Directors understand that disclosure itself does not remove a conflict of interest.
- j. Directors encourage their colleagues to act fairly and ethically and know that they are able to raise concerns about a suspected breach by another to the Code Administrator without fear of reprisal.
- k. Directors know that breaches of this Code may result in disciplinary action, up to and including removal of the Director.
- l. Directors know that if they have any questions about the Code, or are not sure how to apply these principles, they should consult with their Code Administrator.
- m. Each Director confirms their understanding of, and commitment to, the Code's expectations by signing this document.

#### **IV. Behavioural Standards**

Behavioural standards help Directors make appropriate decisions when the issues they face involve ethical considerations. Behavioural standards cannot cover all scenarios but provide guidance in support of day-to-day decisions. All Directors must adhere to the following standards:

- a. Directors must not engage in any criminal activity and comply with all relevant laws, regulations, policies and procedures.
- b. Director conduct contributes to a safe and healthy workplace that is free from discrimination, harassment or violence.

- c. Directors must act in a way that is consistent with the RVA's policies on public comment.
- d. Directors must not use their status or position with the RVA to influence or gain a benefit or advantage for themselves, their families, their business associates or others with whom they have a significant personal or business relationship.
- e. Directors must take reasonable steps to avoid situations where they may be placed in a real or apparent conflict between their private interests and the interests of the RVA. In other words, actions or decisions that Directors take on behalf of the RVA must not provide them with an opportunity to further the private interests of themselves, their families, their business associates or others with whom they have a significant personal or business relationship.
  1. Confidential Information

Directors must respect and protect confidential information, use it only for the work of the RVA and do not use it for personal gain. Directors must comply with protocols that guide the collection, storage, use, transmission and disclosure of information.
  2. Gifts and Gratuities

Directors must not accept or receive gifts and gratuities other than the normal exchange of gifts between friends or business colleagues, tokens exchanged as part of protocol or the normal presentation of gifts to people participating in public functions.
  3. Outside Activities

Examples of outside activities that could lead to conflicts of interest include:

    - Business Interests: Directors holding interests in a business directly or indirectly through a relative or friend that could benefit from, or influence, the decisions of the RVA.
    - Employment: Directors taking employment that affects their performance or impartiality with the RVA.
    - Volunteer Activity: Directors involved in volunteer work that could influence or conflict with decisions relating to the RVA.
  4. Related Persons or Parties

Directors must avoid dealing with those in which the relationship between them might bring into question their impartiality.

## V. Administrative Processes

Administrative processes help Directors manage ethical dilemmas, including any real or apparent conflict of interest concerns.

### a. Administration

The Code Administrator for Directors and the Executive Director is the Chair.

The Code Administrator for the Chair is the Governance Committee which receives disclosures from the Chair and responds to any allegation that the Chair has breached this Code.

The Code Administrator receives and ensures the confidentiality of all disclosures and ensures that any real or apparent conflict of interest is avoided or effectively managed. As well, the Code Administrator is responsible for providing advice and managing concerns and complaints about potential breaches of the Code, including conflicts of interest within the RVA.

### b. Disclosure

It is the responsibility of each Director to declare in writing to the Code Administrator those private interests and relationships that they think could be seen to impact the decisions or actions they take on behalf of the RVA. When there is a change in their responsibilities within the RVA or in their personal circumstances, Directors shall disclose in writing any relevant new or additional information about those interests as soon as possible. Where a real or apparent conflict of interest cannot be avoided, Directors must take the appropriate steps to manage the conflict.

Directors disclose these real or apparent conflicts of interest so that the Code Administrator is aware of situations that could be seen as influencing the decisions or actions they are making on behalf of the RVA. This provides Directors, following a review by the Code Administrator, an opportunity to take action to minimize or remove the conflict. To actively manage a conflict of interest, options include:

- removing themselves from matters in which the conflict exists or is perceived to exist;
- giving up the particular private interest causing the conflict; and,
- in rare circumstances, resigning their position with the RVA.

### c. Reporting a Potential Breach by Another

Directors are encouraged to report in writing a potential breach of this Code by another to the Code Administrator for Directors. When reporting a potential

breach in good faith and with reasonable grounds, Directors are protected from retaliation for such reporting and reporting shall be kept in confidence.

d. Responding to a Potential Breach

Once a potential has been reported, the RVA's procedures for responding to and managing a potential breach will be promptly initiated. The Code Administrator will review the circumstances and details of the potential breach and will notify the alleged Director. The alleged Director has the right to complete information and the right to respond fully to the potential breach. The identity of the reporter will not be disclosed unless required by law or in a legal proceeding. The Code Administrator makes a decision and completes a report in a timely manner. The decision may range from finding no potential breach to one that reveals suspected criminal conduct.

e. Consequences of a Breach

Directors who do not comply with the standards of behaviour identified in this Code, including taking part in a decision or action that furthers their private interests, may be subject to disciplinary action up to and including removal of the member or termination of the employee.

f. Review of a Decision

A Director can request that the Board review a decision made by the Code Administrator.

**VI. Affirmation**

The Code of Conduct for the River Valley Alliance was introduced on July 14, 2011 and is reviewed as part of the Policies and Procedures Manual as well as the Board Information Kit.

**VII. Individual Director Affirmation**

I have read, understand and agree to abide by the River Valley Alliance Code of Conduct.

\_\_\_\_\_  
Director Signature

\_\_\_\_\_  
Date