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| <b>SECTION:</b>     | Board        | <b>POLICY:</b>      | Code of Conduct |
| <b>DATE ISSUED:</b> | May 21, 2021 | <b>NUMBER:</b>      | BD-75           |
| <b>REVISED:</b>     | May/22       |                     |                 |
| <b>REVIEWED:</b>    | March/22     | <b>NEXT REVIEW:</b> | March/25        |

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Community Care Northumberland is committed to conducting business in an ethical and transparent manner. This is accomplished by creating and maintaining a workplace built on the strength of trust, accountability, and integrity in all our business practices. CCN promotes an environment that treats all with respect, maintains people’s dignity, listens to and respects ideas and beliefs, and supports diversity, equity and inclusion.

The Code of Conduct comprises guidelines that prescribe specific behaviours for all active and supporting members in their conduct with our various stakeholders, and in so doing, illustrates the values the organization holds.

Members are defined as those actively involved in the work of CCN, namely, employees, volunteers, students, contractors, Board members, committee members and any individual who represents CCN in a formal or informal capacity.

CCN members are always ambassadors of the organization, whether internally or externally, and will act in a professional and ethical manner.

It is difficult to define all actions and behaviours that would be covered by this policy. Some examples of unacceptable or unethical behaviour include, but are not limited to:

- Causing physical, mental or emotional harm to another person;
- Violence, threats, overbearing, disrespectful, racist, non-inclusive or harassing behaviours including engaging in malicious gossip, damaging rumours and inherent bias;
- Willful damage or destruction to CCN property or image, or employee property, or client/residents property;
- Possession of a weapon while on employer premises, or while conducting business on behalf of the employer;
- Disorderly, immoral or indecent conduct;
- Violation of health and safety practice, policies and procedures;
- Theft, including physical and intellectual properties;
- Dishonest, illegal or improper business activities;
- Resident or client abuse;
- Insubordination;



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- The use, possession, sale, manufacture or dispensation of any illegal drug, or associated paraphernalia, or the use of alcohol or any legal or prescription drug which affects the member's work performance, own safety or the safety of others at work, or the member's reputation in the community;
- Failure to report to management the use of any prescribed drug that the member is aware may alter their ability to safely perform their duties;
- Discriminatory actions; based on the prohibitive grounds as outlined in the Ontario Human Rights Code.
- Failure to meet and/or abide by the terms of employment or appointment;
- Performing unethical or compromising practices in business relationships;
- Improper use of company trademarks and practices;
- Use of Community Care Northumberland assets and/or business relationships for personal use or gain;
- Falsifying, misrepresenting; or illegally reporting financial information;
- Competing with Community Care Northumberland for personal or business gain;
- Accepting or giving gifts, monetary or otherwise, to influence a business decision(s);
- Actions or behaviours which contravene the Canadian *Criminal Code*;

Notice of any possible noncompliance of this policy, should be brought to the attention of the CEO, Board Chair or immediate supervisor, where appropriate actions, based on the noncompliance, will be determined and be dealt with in a fair and objective manner.

All CCN members will sign a Code of Conduct Declaration (examples attached below) indicating that they have read and understood the Code of Conduct policy and agree to abide by the rules outlined in the policy. A signed copy of the agreement will be kept in the member's file.



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**Code of Conduct Declaration**

Name: \_\_\_\_\_

(Please Print)

Affiliation with CCN: \_\_\_\_\_

(e.g. employee, volunteer, student, contractor)

Community Care Northumberland (CCN) members, as defined in the Code of Conduct, are integral to the success of our organization and are an important part of the resident/client care team. I have a responsibility to act in a professional manner, be sincere, empathetic, understanding, and helpful. By signing below, I have read and understand the Code of Conduct policy and agree to assume these responsibilities and be accountable for my actions.

1. I will maintain the mission, vision and values of the organization.
2. I will uphold the confidentiality of the organization and clients at all times.
3. I understand that violence, threats, or harassing behaviour including engaging in malicious gossip or damaging rumours is not acceptable.
4. I will provide my services to anyone regardless of race, religion, gender, sexual orientation, socio-economic status, or lifestyle.
5. I will carry out my duties with honesty, integrity, and open-mindedness.
6. I will refrain from addressing problems beyond my employment or volunteer role. I will ask for guidance from my direct supervisor when required.
7. I will ensure I am not exhibiting any willful damage or destruction to CCN property or image.
8. I will not use my employee or volunteer relationship to further my personal, political, religious, business, or financial interests. I will disclose in writing any real, potential, or apparent conflicts as they arise.
9. I will conduct myself in a respectful and appropriate manner at all times, and work within the boundaries of my job description. I understand that inappropriate use of alcohol or other addictive substances will not be tolerated.
10. I will attend specific training sessions as needed to refresh my skills and knowledge.
11. As a volunteer, I agree to work without financial compensation.
12. Upon acceptance as an employee or volunteer, I will work according to the standards established by the organization.

\_\_\_\_\_  
Name (please print)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date



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## **Board of Directors Code of Conduct Declaration**

As members of the Board of Directors, each board member acts as a representative of Community Care Northumberland and is therefore expected to adhere to the Code of Conduct and Ethics and is required to conduct themselves in an ethical and professional manner.

CCN has adopted the following Code of Conduct that all Board members, agree to adhere to by signing below:

### **Conflicts of Interest**

No member of the Board of Directors shall derive any personal profit or gain, directly or indirectly, by reason of his or her service as a Board member with Community Care Northumberland.

Members of the board shall conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as members of the Board. Nevertheless, conflicts may arise from time to time.

Any Board Member having a conflict of interest shall **not** vote or use his or her personal influence to address the matter, and he or she **shall not be counted in determining the quorum for the meeting**.

All conflicts disclosed to the Board will be made a matter of record in the minutes of the meeting in which the disclosure was made, which shall also note that the Board member with a conflict abstained from the vote [and was not present for any discussion, as applicable] and was not included in the count for the quorum for that meeting.

Any new Board member will be advised of this policy during board orientation and all Board members will be reminded of the Board Member Code of Conduct and of the procedures for disclosure of conflicts and for managing conflicts on a regular basis, at least once a year.

This policy shall also apply to any Board member's immediate family or any person acting on their behalf.

**Refer to Policy# - BD-90**

### **Harassment**

Community Care Northumberland strives to maintain a workplace that is free from discrimination, violence, harassment, overbearing behaviour and bias. Any board member who engages in such conduct towards others is subject to removal from the Board.

Complaints alleging misconduct on the part of Board members will be investigated promptly and as confidentially as possible by a task force of the Board appointed by the Executive Committee.

**Refer to Policy# - P-HS-60**



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### Confidentiality

Board members are reminded that confidential financial, personnel and other matters concerning the organization, donors, staff, clients/residents may be included in board materials or discussed from time to time. Board members should not disclose such confidential information to anyone.

**Refer to Policy# BD-80**

### Active Participation

Board members are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, and care. This includes:

- Making attendance at all meetings of the board a high priority.
- Being prepared to discuss the issues and business on the agenda and having read all background material relevant to the topics at hand.
- Cooperating with and respecting the opinions of fellow Board members, and leaving personal prejudices out of all board discussions, as well as supporting actions of the Board even when the Board member personally did not support the action taken.
- Putting the interests of the organization above personal interests.
- Representing the organization in a positive and supportive manner at all times and in all places.
- Showing respect and courteous conduct in all board and committee meetings.
- Refraining from intruding on administrative issues that are the responsibility of management, except to monitor the results and ensure that procedures are consistent with board policy.
- Observing established lines of communication and directing requests for information or assistance to the Executive Director/CEO.

### Declaration

I, \_\_\_\_\_, recognizing the important responsibility I am undertaking in serving as a member of the Board of Directors of Community Care Northumberland, hereby pledge to carry out in a trustworthy and diligent manner the duties and obligations associated with my role as a Board member and abide by this Code of Conduct. I understand that failure to abide by this Code of Conduct may result in my removal as a Board Member, pursuant to the requirements and processes provided in the organization's governing documents, and in accordance with Agency Bylaws and Policies.

By signing below, I have read and understand the Code of Conduct policy and agree to assume these responsibilities and be accountable for my actions.

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

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



**SECTION:** Board of Directors

**POLICY:** *In-Camera Sessions*

**DATE ISSUED:** April 1/2022

**NUMBER:** BD-170

**REVIEWED:**

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**NEXT REVIEW:** April/2025

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**Definition of *in-camera*:** Private, closed meetings open to Board members and explicitly invited guests. It involves a confidential meeting.

## **POLICY:**

The purpose of this policy is to clarify the appropriate approach for *in camera* sessions of the Board and Committees of Community Care Northumberland.

The Board may move *in-camera* or hold special meetings that are not open where it determines it is in the best interest of the Board to do so. The Chair may order that a meeting move *in-camera*, or any Director may request a matter be dealt with *in-camera*. The Board may conduct an *in-camera* session when one or more of the following matters need to be discussed:

- Human resource issues and employment matters;
- Matters involving property;
- Contract matters including negotiations or disputes;
- Commercially sensitive business matters, including matters subject to confidentiality agreements with third parties.
- Personal health information related to an individual;
- Donor specific issues;
- Matters that are or may be the subject of litigation;
- Matters relating to an individual Board member or a prospective Board member;
- Board and Committee self-evaluation;
- Deliberations that may be necessary to decide whether the matter warrants being dealt with in an *in-camera* session of the Board;

## **PROCEDURE:**

1. *In-camera* meetings are usually held at the beginning or the end of the open segment of a Board meeting. Only those persons authorized by the Board to remain at the *in-camera* meeting will be permitted to remain. Other persons will be excused from the *in-camera* meeting.



2. A motion is required to move into and rise from an *in-camera* session of the Board and to approve any actions of the Board.
3. Any material circulated to Board members for *in-camera* session items must be clearly identified as CONFIDENTIAL and handled and secured in a manner which respects the nature of the material.
4. Minutes during in-camera session will only be taken at the discretion of the board. Formal Board/Committee decisions will not be made during an *in-camera* sessions, but rather once the regular meeting reconvenes immediately following the conclusion of the *in-camera* session. These decisions will be recorded in the minutes of the regular meeting.
5. All persons attending an *in-camera* session will treat matters and discussion with the utmost confidentiality unless they are brought forward by the Board Chair as an agenda item at a future meeting.



**SECTION:** Board

**POLICY:** Board Governance - Community Members

**DATE APPROVED:** April 1, 2022

**NUMBER:** BD-180

**REVISED:**

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### **Policy**

In accordance with individual Committee Terms of Reference, the Board of Directors may appoint up to two (2) additional members who are not Board Members to the Governance, Finance and Fundraising Committees of the Board. Those persons shall be entitled to vote at the Committee meetings.

The Nominating Committee is responsible for recommending to the Board of Directors the appointment of Community members.

### **Responsibilities:**

In fulfilling the role and responsibilities of a community member on Committees, Committee members are required to adhere to the same requirements as a member of the Board of Directors. In addition to the responsibilities outlined in individual Committee Terms of Reference and in the agency Code of Conduct, members shall:

- (a) Adhere to the agency's Mission, Vision and Values;
- (b) Keep informed about:
  - (i) Matters relating to the Corporation.
  - (ii) The communities the agency serves.
- (c) Participate in the initial orientation as a new Committee member, and in any ongoing educational opportunities.
- (d) Community members may be invited to Board meetings for observation at the discretion of the Board.

### **Tenure:**

The tenure for Community member shall be a two-year term, with the potential of a second two-year term.