
Upper Thames River Conservation Authority

Board of Directors' Policy Handbook



APPROVED August, 2013

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1.0 Introduction

This handbook has been developed as a guide to assist the Board of Directors and General Manager in effectively and efficiently conducting business relevant to the Upper Thames River Conservation Authority. The policies presented in this Handbook are designed to encourage and support a positive, cooperative culture for the Board of Directors and staff by clarifying roles and ensuring effective communications.

The Handbook is divided into five sections moving from broad, strategic directions to much more specific Board policies and meeting procedures. Fundamentally it is intended to explain to the Board what organizational ends are to be achieved, and by what means.

The Handbook is intended as a reference tool for Directors and it is expected to be evaluated and updated annually.

2.0 Strategic Directions

(From approved UTRCA Strategic Plan, January 2010)

2.1 Vision

Inspiring a healthy environment.

2.2 Mission

Dedicated to achieving a healthy environment on behalf of the watershed municipalities through leadership, expertise, education, and community collaboration.

2.3 Ends

1. To protect life and property from flooding and erosion hazards;
2. To protect and improve water quality; and
3. To manage and expand natural areas.

2.4 Short-term Goals

To be developed. (Targets e.g., % forest cover - "20% in twenty years.")

2.5 Ownership

The UTRCA Board of Directors must be accountable to an ownership. While the private sector is typically represented by shareholders, not-for-profit ownership is less clear. For the purpose of policy development and implementation, the UTRCA has identified a two-part ownership:

1. The residents of the Upper Thames River Watershed; and
2. The natural systems of the Upper Thames River Watershed including specific natural features such as its water and soils, as well as the living flora and fauna, and the natural systems, functions, and connections between them that result in a healthy environment.

3.0 Director Responsibilities and Liability

The Board of Directors manage or supervise the management of the activities and affairs of the Authority.

3.1 Board Responsibilities

Each Board Director is responsible to:

1. Become aware and knowledgeable of the programs, projects, and activities of the Authority;
2. Articulate the Authority's mission and purpose;
3. Direct the development of the Authority's long-term plans;
4. Establish written policies;
5. Select, empower, and evaluate the General Manager;
6. Communicate with each other;
7. Ensure the financial viability of the Authority;
8. Develop annual budget guidelines;
9. Ensure they are adequately equipped to carry out their duties;
10. Ensure the governance system functions effectively and efficiently; and
11. Make decisions in the best interest of the Authority.

3.2 Liability

The law imposes generally two (2) types of responsibility and obligations upon the Directors – Fiduciary Duty and Standard of Care.

Directors, as trustees, are legally obligated to act honestly, in good faith, and in the best interest of the Authority at all times. Such legal expectations are imposed upon Directors because their actions have the power to expose others to financial risk. Directors must avoid conflicts of interest and maintain the confidentiality of the information of the Authority.

With respect to Standard of Care, Directors must exercise their duties with care, diligence, and skill.

Attendance at Board meetings is the responsibility of the Director. Regardless of whether or not a Director is present at a meeting where a decision is made, all Directors are deemed to have consented with the decisions of the Board unless they register their dissent in accordance with the applicable statute.

Directors are also responsible for understanding and operating within the laws affecting the Authority. These include, but are not limited to, environmental laws, safety standards, tax laws, etc. Ignorance is not a valid defence.

Directors are responsible to ensure proper records are kept. These include articles of incorporation, policies, minutes, etc.

Directors may be personally liable for:

1. Illegal actions of the Authority;
2. Unpaid wages owed to employees for work already completed (including vacation pay);
3. Unpaid sales taxes (RST, HST); and
4. Failure of the Authority to comply with the Health and Safety Legislation, and Federal and Provincial Environmental Statutes.

Directors will not be found liable for breach of duty or care or other liabilities when they act in good faith, relying on financial statements of the Authority, which the auditor/accountant represents to accurately reflect the financial status of the Authority. Further, the Directors are entitled to rely upon the report of a lawyer, accountant or other person whose profession offers credibility to their statements.

4.0 Governance Policies

4.1 The Policy Governance Model

This section of the Handbook is based on the Policy Governance model created by John Carver. This governance model is meant to promote strategic leadership by governing Boards. It includes the Board's job description and clarifies the Board's relationship with staff. The model also ensures the Board governs on behalf of an identifiable ownership which is defined in Section 2.5 above.

Written values and perspectives are identified and documented by the Board and exist as policies. These policies are grouped into four categories:

1. **Ends** prescribe desired organizational outcomes.
2. **Board/Staff Relationship policies** describe the relationship between the Board and its sole employee, the General Manager.
3. **Staff Limitations policies** impose legal, moral, and ethical boundaries on staff actions.
4. **Board Operations policies** clarify the Board's job and rules.

In practice, the last three categories remain relatively stable once in place, enabling the Board to focus on issues of long-term Ends and strategic leadership. It is critical the Board be familiar with its policies. The policies are formally reviewed at least annually as part of the Board's regular business.

These policy categories cover virtually all decisions the Board will legitimately make. The General Manager is empowered by the Board towards **Ends** and within **Staff Limitations**. This constraint approach to controlling staff actions makes it possible for the Board to stay out of internal operations, yet control the range of acceptable corporate actions. Fiscal administration, budgeting, personnel, risk, compensation, and all other functions are thus controllable with little Board time. Periodic monitoring of the Authority's performance with respect to these two policy categories constitutes the Board's evaluation of its General Manager.

In Policy Governance, the Board is proactive, explicit about its values, and considers a minimum 20-year vision regarding the majority of its concerns. It avoids both meddling and rubber-stamping. The Board is at all times mindful of keeping Board and General Manager jobs separate. Because these roles are clear, communications and interaction between the Board and staff can be enriching and effective.

4.2 Ends

Within the boundaries of the Upper Thames River Watershed, the UTRCA's goals are:

1. To protect life and property from flooding and erosion hazards;
2. To protect and improve water quality; and
3. To manage and expand natural areas.

Note: Property ownership is one of several tools used by the UTRCA to achieve its goals. As a result of property ownership, **outdoor recreation opportunities** are offered to the public when and where appropriate (e.g., camping, hiking, boating, hunting, etc.). These opportunities create value among users for the watershed's environmental features and therefore function as an important tool to assist in achieving the Authority's goals, or Ends.

4.3 Board/Staff Relationship Policies

The Board's sole official connection to the Authority's operational organization, its achievements, and conduct will be through the General Manager.

1. The Board delegates the complete operation of the Authority to the General Manager.
2. The General Manager is responsible for the operation of the Authority within the guidelines established by the Staff Limitations policies.
3. Decisions of the General Manager, which are consistent with any reasonable interpretation of Board policies related to Ends and Staff Limitations, are acceptable.
4. Only officially passed motions of the Board are binding on the General Manager.
(Individual Directors' decisions or instructions are not binding on the General Manager.)

5. If Board Directors wish to make suggestions or requests to staff, they do so through the General Manager. The General Manager reserves the right to manage those requests at his/her discretion.
6. In the event of the resignation, termination, death, disability or otherwise unavailability of the General Manager to perform the responsibilities of the position, the Board appoints an Acting General Manager to assume the responsibilities within five (5) business days.
7. A positive indicator of General Manager success is the attainment of Board-stated Ends and Staff Limitations. The General Manager reports to the Board annually regarding compliance and accomplishments.

4.4 Staff Limitations Policies

Staff Limitations policies limit the latitude the General Manager may exercise in managing the operations of the Authority. These limiting policies describe the practices, activities, decisions, and circumstances unacceptable to the Board. The Board will never prescribe operational means to the General Manager; only what is unacceptable. Therefore, all means are considered pre-approved by the Board unless explicitly prohibited in the Staff Limitations policies below.

4.4.1 Business Ethics

1. The General Manager will not cause or allow any organizational practice, activity, decision or circumstance that is unlawful, imprudent or in violation of commonly accepted business and professional ethics.

4.4.2 Interaction with Clients

2. The General Manager will not cause or allow conditions, procedures, or decisions which are unsafe, untimely, disrespectful or unnecessarily intrusive.

4.4.3 Treatment of Staff

3. With respect to treatment of paid and volunteer staff, the General Manager will not allow unfair, discriminatory, undignified, disrespectful, unsafe, disorganized or unclear conditions.

4. The General Manager will operate with written personnel procedures clarifying expectations for staff and protecting against wrongful conditions (e.g. harassment, nepotism and grossly preferential treatment for personal reasons).
5. The General Manager will address employee concerns regarding any contravention of the law of the land or Board policies.

4.4.4 Compensation and Benefits

6. The General Manager will not change the General Manager's own compensation and benefits, except as those benefits are consistent with a package for all other employees.
7. The General Manager will not establish compensation and benefits that deviate materially from the geographic or professional market for the skills employed.

4.4.5 Financial Controls

8. The General Manager will not expend funds beyond the approved budget allocations without informing the Board.
9. The General Manager will not allow receivables and payables to accumulate in an untimely manner.

4.4.6 Asset Protection

10. The General Manager will ensure the Authority, Board Directors, staff, and volunteers are insured against theft, fire, and casualty losses to a prudent replacement value and against liability losses.
11. The General Manager will not unnecessarily expose the Authority, its Board, or staff to claims of liability.
12. The General Manager will not endanger the Authority's public image, credibility, or its ability to accomplish Ends.

4.4.7 Communication and Support to and from the Board

13. The General Manager will inform and support the Board in its work.

14. The General Manager will not present information to the Board in unnecessarily complex or lengthy form.
15. The General Manager will not favour or privilege certain Directors over others, except when (a) fulfilling individual requests for information, or (b) responding to officers or committees duly charged by the Board.

4.4.8 Temporary Absence

16. Where the General Manager is unavailable or out of contact from the workplace for more than five (5) consecutive working days, the General Manager will designate a senior staff member as Acting General Manager and inform the Chair and Vice-Chair of the appointment and the period of absence.

4.4.9 Emergency Executive Succession

17. Where sudden loss of General Manager services occurs, the General Manager will designate at least two (2) Coordinators familiar with the position. The interim successor is subject to Board approval.

4.5 Board Operations Policies

1. The Board governs lawfully, observing the principles of the Policy Governance model, with an emphasis on:
 - a) Outward vision rather than an internal preoccupation;
 - b) Encouragement of diversity in viewpoints;
 - c) Strategic leadership more than administrative detail;
 - d) Clear distinction between the Board's and General Manager's roles;
 - e) Collective rather than individual decisions;
 - f) Future rather than past or present; and
 - g) Proactive rather than reactive.
2. The Board functions with a sense of group responsibility and collective decision making. The Board will not use the expertise or opinion of an individual Director to substitute for the judgment of the Board as a whole.
3. The Board's major policy focus is on the Authority's Ends, not on the administrative or operational means of attaining those Ends.
4. Directors demonstrate a commitment to matters such as attendance, meeting preparation, respect for divergent opinions, and complete support for Board decisions. Although the Board can change its governance policies at any time, it honours and adheres to those currently in force.
5. Continual Board development includes orientation of new Directors in the Board's governance process and annual Board discussion of existing policies and process improvement.
6. The Board reviews the effectiveness of itself and its Directors annually. The objective is to monitor Board performance, encourage constructive feedback, and help the Board attain new levels of excellence in governance and effectiveness. This self-assessment is for the Directors' information only, treated as confidential, and does not form part of any records.

4.5.1 Board Directors' Code of Conduct

7. The Board supports the General Manager in the conduct of his duties.

8. The Board supports continuous professional development of the General Manager.
9. The Board commits itself and its Directors to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board Directors.
 - a) Directors must have loyalty to the ownership, un-conflicted by loyalties to other organizations or any personal interest.
 - b) Directors must avoid conflict of interest with respect to their fiduciary responsibility.
 - i. There must be no self-dealing or business by a Director with another organization. Directors must disclose their involvements with other organizations, vendors, or any associations that might be, or might reasonably be seen as, being a conflict.
 - ii. When the Board is to decide upon an issue about which a Director has an unavoidable conflict of interest, that Director will withdraw without comment not only from the vote, but also from the deliberation.
 - iii. Directors considering application for staff positions will remove themselves from Board functions at the time their interest is declared and then resign from the Board at the time the offer of employment is accepted.
 - c) Directors do not exercise individual authority. Directors' interactions with the General Manager or with staff must recognize the lack of authority vested in individuals except when explicitly Board-authorized. Directors' interactions with public, press, or other entities also must recognize the same limitation and the inability of any Director to speak for the Board except regarding explicitly-stated Board decisions.
 - d) Except for participation in Board deliberation about whether the General Manager has achieved any reasonable interpretation of Board policy, Directors will not express individual judgments of performance of employees or the General Manager.
 - e) Directors respect all matters of confidentiality. Directors will not reveal any confidential information they learn during the performance of their duties to anyone

not present at Board meetings. Breaches of confidentiality will be addressed with appropriate sanctions, including potential dismissal from the Board.

- f) Directors are properly prepared for Board deliberation.
- g) Directors support approved decisions of the Board on any matter, irrespective of the Directors' personal positions on the issue. All Directors support all Board decisions when outside of the Boardroom. The Board speaks with one voice. Board Directors report only results of Board decisions to the media. Breaches of this policy will be addressed with appropriate sanctions, including potential dismissal from the Board.
- h) Directors make attendance a priority. A Board Director is considered to have resigned if he/she is absent from three (3) consecutive meetings or five (5) meetings in a year. The Board Chair will notify the appointing municipality when this situation arises.
- i) The dress code for all Board meetings is 'business casual.'
- j) All Directors must review, agree to, and sign a 'Code of Conduct Agreement' as part of their Board Orientation. (A copy of the Code of Conduct Agreement is provided in Appendix A.)

5.0 Detailed Meeting Procedures

1. The fiscal year of the Authority shall be the calendar year.
2. At least sixty (60) days prior to the first Authority meeting of each year, the General Manager/Secretary-Treasurer will notify the Clerk of any Municipality for which the term of office of its Director will expire at the time of that meeting. Written notice from the appointing Municipality must be received by the General Manager/Secretary-Treasurer prior to the first Authority meeting of the year to permit voting privileges for any newly appointed Director.
3. The Authority meets at least ten (10) times each year in accordance with a predetermined schedule, with the Annual General Meeting required before March 1.
4. At the first meeting of the Authority in each year, the Agenda includes:
 - a) The introduction of new Directors;
 - b) The election of the Board Chair;
 - c) The election of the Board Vice-Chair; and
 - d) The appointment of Directors to any Standing Committees.
5. The minutes of all meetings of the Authority are recorded by the Executive Assistant under the direction of the General Manager.
6. All matters arising out of Authority meetings and supporting technical reports form part of the public record and are publicly available. Exceptions to the foregoing include the following matters which will be dealt with 'in-camera':
 - a) Personnel records;
 - b) Property matters;
 - c) Legal matters and court cases in which the Authority is involved; and
 - d) Discussions which could adversely affect the interests of a third party.
7. The Executive Assistant provides an electronic copy of the previous meeting minutes and the agenda for the upcoming meeting to each Director ten (10) days prior to the meeting date.

8. At any meeting of the Authority, including all standing and *ad-hoc* committees, a quorum consists of a simple majority of the members of the body concerned. If no quorum is present one-half hour after the time appointed for a meeting of the Authority, the General Manager calls the roll and records the names of the people present and the meeting stands adjourned until the next meeting.
9. At any meeting, each Director is entitled to one vote, including the Chair who, in the event of a tie vote, casts a deciding vote and/or votes at any time with the knowledge that he/she has only one vote.
10. Rules of procedure for Authority meetings adhere to the current edition of Robert's Rules of Order, Bourinot's Rules of Order, or other generally accepted rules of parliamentary procedure.
11. A majority vote of the Directors present at any meeting is required for approval of all matters.
12. In the event of the absence of the Chair and Vice-Chair from any meeting, the Directors present appoint an acting Chair who, for the purposes of that meeting, has all the powers and performs all the duties of the Chair.

5.1 E-mail Voting Procedures

13. On occasion, when a motion requires the Board of Directors' consideration and a meeting is not scheduled, a vote may be conducted through e-mail. E-mail consideration of a motion is only suitable for issues presumed to be straightforward as this process does not provide the opportunity for discussion or amendment.

The procedures are as follows:

- a) The Chair or a designate develops the required motion.
- b) The Chair or a designate secures the approval of a mover and a seconder.
- c) The Executive Assistant calls the Board of Directors to advise them the e-mail is forthcoming.
- d) The Executive Assistant circulates the e-mail motion to the Board of Directors outlining the rationale for the motion, ensuring the subject line of the e-mail includes the word "Motion," and requests their response within a predetermined time frame.

- e) The Directors are requested to respond: I (name) vote no, or I (name) vote yes in the first line of their response.
- f) E-mail motions cannot be amended.
- g) The motion requires a simple majority vote of the participating Directors provided a quorum is reached through a minimum of eight (8) responses.
- h) The Executive Assistant tallies the votes and informs the Directors of the outcome.
- i) The Board of Directors review any e-mail motions, approved or unapproved, at the next Board of Directors' meeting. The Executive Assistant includes that review in the minutes of the meeting.

5.2 Election Procedures

14. At the first Authority meeting of the calendar year, following the introduction of new Directors, the Chair requests that an Interim Chair be appointed by motion for the purpose of conducting the elections of officers for the ensuing year in the following order: Chair and Vice-Chair of the Authority, followed by standing and *ad hoc* committees. All elections are held by secret ballot and no Director may vote by proxy.

The election procedure is as follows:

- a) Call for nominations three times.
- b) The Directors nominate nominees verbally.
- c) Request a motion to close nominations.
- d) Inquire whether the nominees are willing to let their names stand, and allow the nominees the opportunity to speak to the nomination, or proxy stating his/her willingness to stand.
- e) In the event more than one Director is nominated for the position, the Chair requests a motion to nominate two scrutineers.
- f) The scrutineers distribute secret ballots to vote for those accepting the nomination.
- g) The scrutineers collect and tally the ballots and announce the successful candidate, or announce a tie and proceed to conduct a second vote.
- h) Once the Chair announces the successful candidate, he/she requests a motion to destroy the ballots.

- i) Following the election of the Chair and Vice-Chair, the Interim Chair will hand over control of the meeting to the newly elected Chair who will continue with any standing and *ad hoc* committee elections.

5.3 Per Diems and Honorariums

- 15.
 - a) Directors shall receive a per diem allowance for attending Authority and Standing Committee meetings.
 - b) If no quorum is present, the per diem rate shall be paid to those in attendance.
 - c) Directors will be paid for expenses incurred on authorized Authority business.
 - d) All per diem expenses, mileage, and allowances are to be in accordance with the Order issued by the Ontario Municipal Board.
 - e) The Chair and Vice-Chair will each receive an annual honorarium.

5.4 Officer's Positions

16. Chair

The Chair of the Board of Directors will:

- a) Prepare the agenda in consultation with the General Manager;
- b) Preside at all Authority meetings;
- c) Be the public spokesperson for the Board unless someone else is appointed by the Board;
- d) Be the regular communication link between the Board and the General Manager;
- e) Communicate Board decisions; and
- f) Be the Authority's representative on Conservation Ontario Council (CO), unless otherwise designated.

17. Chair's Meeting Responsibilities

- a) The Chair reserves the right to decline, admit, or defer to another meeting, issues not contained in the prepared and approved agenda and that Directors have no knowledge of. While 'walk on' approval items are usually discouraged, items for information may be added under the 'Other Business' section of the Board agenda, at the Chair's discretion.

- b) The Chair ensures the total meeting time be equitably shared among Directors and the business of the meeting. This may require the Chair to limit the number of times a Director may speak and their associated time with the floor. This prevents domination of meetings or an undue consumption of time by any one Director or issue.
- c) The Chair may set discussion time limits or defer further discussion of any specific agenda item to ensure the meeting runs in a thorough yet efficient manner.
- d) All questions and comments must be directed to and through the Chair.
- e) The Chair ensures discussion is relevant to the issue at hand. The Chair is entitled to interrupt a Director if deviating from the issue at hand.
- f) The Chair ensures no discussion relating to a motion takes place until the motion has been moved and seconded.
- g) The Chair reserves the right to approve circulation of the draft agenda and to ensure all agenda items and subsequent discussions are relevant to the Authority's Strategic Plan.
- h) The Chair officiates to ensure the efficient conduct of the business before the Board and facilitates the meeting without participating in the debate. The Chair remains objective and impartial. The Chair may exercise a deciding vote or cast a vote if the votes are otherwise equal.

18. Vice-Chair

The Vice-Chair assists the Chair in all ways possible and in particular:

- a) Acts as Chair in the absence of the Chair;
- b) Acts on behalf of the Chair at any function upon the request of the Chair; and
- c) Serves as the Board's representative on the Board of the London Middlesex Heritage Museum (Fanshawe Pioneer Village).

5.5 Hearings Committee

19. The Hearings Committee may also serve the function of an Executive Committee as per the requirement of *The Conservation Authorities Act*; however, the practice of the Board is to deal with all matters before the whole Board rather than an Executive Committee.

The Hearings Committee responsibilities include:

- a) Conduct Hearings in accordance with Section 28(3) for regulations passed pursuant to Section 28(1) of *The Conservation Authorities Act*;
- b) Conduct an annual performance review for the General Manager; and
- c) Conduct the hiring, evaluation and, if necessary, discipline of the General Manager. If, after following due process including Progressive Discipline, the termination of the General Manager is warranted, the Hearings Committee must first seek approval of the full Board.

5.6 Confidential Matters

20. The Board, for purposes of dealing with legal, property or personnel and/or confidential matters, by resolution meet in 'Closed Session.' Minutes of 'Closed Session' meetings will be certified by the Executive Assistant and Chair and kept in the appropriate personnel and/or confidential file and not form part of the minutes of the regular Authority or Committee meeting.

No person other than UTRCA Members, the General Manager, and his/her delegate(s), and persons authorized by the Board of Directors shall attend 'Closed Session' meetings of the UTRCA.

5.7 Delegations

21. Delegations must request, in writing, their wish to appear before the Board prior to distribution of the meeting agenda which is typically mailed to Directors two weeks in advance of any scheduled meeting. The Chair's approval is required for all delegations.

6.0 Conclusion

This handbook is a tool to guide and assist the Board of Directors and General Manager in effectively and efficiently conducting business relevant to the Upper Thames River Conservation Authority. By clarifying the roles of the General Manager and Board of Directors, the policies presented encourage and support a positive, cooperative culture while ensuring effective communications.

Appendix A

Upper Thames River Conservation Authority Director’s Code of Conduct Agreement

I, _____, a Director of **the Upper Thames River Conservation Authority (UTRCA)**
Board of Directors declare that, in carrying out my duties as a Director, I will:

1. Exercise the powers of my office and fulfil my responsibilities in good faith and in the best interests of the Upper Thames River Conservation Authority.
2. Exercise these responsibilities, at all times, with due diligence, care and skill in a reasonable and prudent manner.
3. Respect and support the UTRCA’s policies, Code of Conduct, and decisions of the Board and membership.
4. Review all related meeting information prepared in advance, attend and fully participate in discussions of the Board, at all times keeping in mind the best interests of the organization as a whole.
5. Keep confidential all information I learn about clients, personnel, and any other matters specifically determined by Board motion to be matters of confidence including matters dealt with during in-camera meetings of the Board, both during my tenure on the Board and after leaving the Board.
6. Conduct myself in a spirit of collegiality and respect for the collective decisions of the Board and subordinate my personal interests to the best interests of the UTRCA.
7. Immediately declare any personal conflict of interest that may come to my attention.
8. Immediately resign my position as Director in the event either I or my colleagues on the Board conclude I breached my ‘Code of Conduct.’

Further, I hereby agree while carrying out my duties as a Director with the UTRCA, I will conduct myself in a manner that:

- Supports the Ends of the UTRCA;
- Serves the overall best interests of the UTRCA and its ownership rather than any particular constituency;
- Brings credibility and good will to the UTRCA;
- Respects principles of fair play and due process;
- Demonstrates respect for individuals in all manifestations of their cultural and linguistic diversity and life circumstances;
- Respects and gives fair consideration to diverse and opposing viewpoints;
- Demonstrates due diligence and dedication in preparation for and attendance at meetings, special events, and in all other activities on behalf of the UTRCA;
- Demonstrates good faith, prudent judgment, honesty, transparency, and openness in my activities on behalf of the UTRCA;
- Ensures the financial affairs of the UTRCA are conducted in a responsible and transparent manner with due regard for their fiduciary responsibilities and public trusteeship;
- Avoids real or perceived conflicts of interest;
- Conforms with the policies approved by the Board, in particular this Code of Conduct; and
- Publicly demonstrates acceptance, respect, and support for decisions made by the Board of the UTRCA.

Signature: _____

Date: _____



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