

**Alberta Museums Association**

Suite 404, 10408.124 Street Edmonton AB T5N 1R5

P: 780.424.2626 F: 780.425.2679 E: board@museums.ab.ca W: www.museums.ab.ca

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<b>Category Name:</b>	<b>Board Governance Process</b>	Adopted: June 1, 2006
<b>Policy Name:</b>	<b>Code of Conduct</b>	Revised:
<b>Number:</b>	<b>BGP-6</b>	

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The Board expects of itself ethical, business-like and lawful conduct, proper use of authority, and decorum in group and individual behaviour. Board Members will deal with outside entities or individuals, with members and staff, and with each other in a manner reflecting respect, integrity, openness, and accountability through straightforward communication.

Further, without limiting, Board Members shall be bound by the following:

1. A Board Member holds a position of trust and must act honestly, in good faith, and in the best interests of the Association. The Member has an obligation of loyalty and a duty to uphold the integrity of the Association. Fiduciary duty is to the Association and not to any group or organization that has appointed or elected the Member.
2. A Board Member must exercise that degree of skill and diligence that can reasonably be expected from someone of his or her knowledge and experience. This is a subjective test. In addition, conduct may be measured by reference to a more objective test of what a reasonable and prudent person would do in managing his / her own affairs.
3. A Board Member has a duty to be informed about the state of the business and affairs of the Association. A Board Member has a responsibility to make sure that the Association is properly managed, and that its property and assets are cared for suitably.
4. Board Members shall be familiar with the incorporating documents, bylaws, regulations, and policies of the organization as well as the rules of procedure and proper conduct of a meeting so that any decision of the Board may be made in an efficient, knowledgeable, and expeditious fashion.
5. Board Members will be properly prepared for Board deliberation.
6. Board Members shall attend meetings on a regular and punctual basis. If a Member is absent from two regular meetings, the Board shall discuss the matter and the President will confer with the individual and expulsion from the Board may result.
7. Board Members shall not encourage direct communication with employees who attempt to bypass administration but shall encourage employees to utilize reporting lines within the administration to bring their concerns to the Board.
8. Board Members are not permitted, either during or after their term of office, to communicate or use for their purpose any confidential information received in their capacity as Board Members.

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9. A Board Member who is in any way, directly or indirectly, interested in a contract or arrangement with the Association, must declare this interest at a meeting of the Board. Board Members must not vote in respect of any contract or arrangement with the Association in which they have an interest.
10. When the Board is in deliberation or deciding upon an issue about which a Board Member has any perceived conflict of interest, that Board Member shall declare and absent themselves without detailed comment from the deliberation. Any declaration must be recorded in the minutes.
11. A Board Member who is alleged to have violated the Code of Conduct shall be informed in writing and shall be allowed to present their views of such alleged breach at the next Board meeting. The complaining party must be identified. If the complaining party is a Board Member, the individual and the respondent Board Member shall absent themselves from any vote upon resolution of censure or other action that may be brought by the Board of Directors. Board Members who are found to have violated the Code of Conduct may be subject to censure.