

Code of Conduct

St. Marys Business Improvement Area (BIA)

August 2018

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The reputation of the St. Marys Business Improvement Area is one of its most valued assets. The BIA's reputation has been built over more than x years of business, through valued relationships with customers, employees, suppliers, governments, regulatory bodies, and the community.

Every St. Marys BIA Staff Member and Board Member has a responsibility to ensure that the BIA continues to be held in high regard by the community. Everything that BIA Staff and Board Members do and every action they take determine the way in which others will see the BIA.

This Code of Conduct provides BIA Staff and Board Members with guidelines of behavior for dealing with Members, Employees, Board Members, suppliers, government representatives and members of the public. No set of guidelines can be all-encompassing.

If there is a particular situation or course of action that are not covered by this document, advice should be sought from any St. Marys BIA Board Member.

1.0 PURPOSE

- 1.1 This Code does not purport to explicitly provide for all situations which may arise, but sets out the main elements of the Code of Conduct including the requirement that Members, Staff, and Volunteers should act in accordance with its overall ethical intent.
- 1.2 The Code is additional to and does not in any way restrict the legal obligations of Board Members. The Code is intended to:
 - a) establish an agreed set of ethical principles;
 - b) promote and maintain confidence and trust, and
 - c) prevent the development or acceptance of unethical practices.

2.0 GENERAL PROVISIONS

- 2.1 This Code of Conduct applies to all Members of the St. Marys BIA (this includes Board of Management), BIA Staff, and BIA Volunteers.
- 2.2 The Board of Directors manages the affairs of the St. Marys Business Improvement Area (BIA). As Members of the Board; all Directors act in a position of public trust for the Membership and stakeholders, and are responsible for the effective governance of the organization.
- 2.3 All St. Marys BIA Board Members must read and sign the Code of Conduct: Acknowledgement, included in this document as Appendix A.

- 2.4 Board Members should ensure that this Code of Conduct is regularly reviewed and updated when required.
- 2.5 Ethical and professional conduct is expected of the St. Marys BIA Directors, Members, Staff, and Volunteers. This commitment includes the proper use of authority and appropriate decorum when interacting with groups and individuals.
- 2.6 Board Directors are to work for the advancement of the BIA. They should avoid working only for the advancement of themselves, their businesses or their organizations.
- 2.7 No BIA employee or Board Member is ever, for any reason, expected to commit or condone an illegal act, or to instruct others to do so. Achieving results through illegal practices will not be condoned by the BIA. Illegal conduct leaves BIA employees and Board Members open to prosecution and other disciplinary action.

3.0 INTEGRITY

- 3.1 St. Marys BIA resources, assets or time should only be used for purposes deemed to be appropriate to the St. Marys BIA's business and not for personal gain/benefit, for the benefit of persons/organizations unconnected with the St. Marys BIA or its activities, or for the benefit of competitors.
- 3.2 BIA employees and Board Members will act openly and honestly and avoid the improper use of the influence of their office to obtain personal gain from those doing or seeking to do business with the BIA.
- 3.3 Anyone guided by this Code of Conduct will adhere to the following:
 - a) commitment to not acquire information or business secrets by improper means;
 - b) present an active image to the public as an ambassador in representing all sectors of the St. Marys BIA;
 - c) commitment to full and honest communications with BIA Members about the BIA's products and services; and,
 - d) demonstrate a positive regard for staff relations and best practice governance.
- 3.4 Board Members should ensure that there is:
 - a) support for the provision of access to general information relating to the St. Marys BIA's activities in a way that is open and enhances its accountability to the general BIA Membership;
 - b) respect for the confidentiality of sensitive information held by the St. Marys BIA. This can include material such as:
 - commercially sensitive information (including, but not limited to, future plans or details of major organizational or other changes such as restructuring);
 - personal information; and,
 - information received in confidence by the St. Marys BIA.

4.0 OBLIGATIONS

4.1 Board Members should ensure:

- a) that there is fulfillment of all regulatory and statutory obligations imposed on the St. Marys BIA;
- b) they serve on at least one (1) Committee, showing genuine willingness to contribute and they try to attend all Committee meetings;
- c) they support and attend key public events and announcements as they pertain to the St. Marys BIA and Downtown St. Marys;
- d) they acknowledge the duty of all to conform to highest standards of business ethics.

5.0 LOYALTY

5.1 Board Members acknowledge the responsibilities to:

- a) be loyal to the St. Marys BIA and be fully committed in all its business activities;
- b) carry out their functions as Board Members in the best interests of the St. Marys BIA to the full extent of their skills and knowledge;
- c) ensure that all of their activities are sanctioned BIA initiatives, projects and/or events;
- d) ensure that all of their activities are in accordance with the ethical considerations implicit in these procedures.

6.0 BOARD OF MANAGEMENT UNITY AND TEAMWORK

6.1 Directors use the expertise of the Board of Management, Staff, Members, Volunteers, and Stakeholders to enhance the ability of the Board of Management to make wise decisions and policy.

6.2 Directors recognize that the Board of Management, Members, Volunteers and BIA Staff have a common purpose and will adopt a team approach to ensure the success of the BIA.

7.0 BOARD OF MANAGEMENT OBJECTIVITY

7.1 Directors will view events or persons objectively and disclose all conflicts of interests, not allowing personal gain or advantage to influence their judgment.

- 7.2 Directors will use the St. Marys BIA Strategic Plan as the foundation for decision-making and setting budgets.
 - 7.3 No exchange of gifts or entertainment of nominal value between employees and Board Members should be made. The giving and receiving gifts in the conduct of business can create a sense of obligation to reciprocate in some way.
 - 7.4 Suppliers and Contractors should be dealt with fairly and at arm's length. Business should be conducted on the basis of merit and competitiveness without favouritism. The integrity of each transaction must be unquestionable.
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8.0 AVOIDANCE OF DISCRIMINATION AND HARASSMENT

- 8.1 All Directors, BIA Members, BIA Staff, BIA Volunteers, and BIA Stakeholders are expected, at all times, to be mindful of conduct which could be deemed or thought to be unfair, discriminatory or construed as harassment.
 - 8.2 All Directors, BIA Members, BIA Volunteers, and BIA Staff are expected to refrain from any form of harassment or discrimination, and cooperate fully in any investigation of a harassment or discrimination complaint.
 - 8.3 All Directors have the additional responsibility to act immediately on observations or allegations of harassment or discrimination. They are responsible for creating and maintaining a harassment- and discrimination-free BIA, and should address harassment or discrimination as early as possible.
 - 8.4 All Directors should treat the BIA Staff, their fellow Directors, BIA Members, BIA Volunteers, and BIA Stakeholders with respect and in accordance with any and all related policies and laws.
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9.0 BOARD OF MANAGEMENT CONFIDENTIALITY

- 9.1 Board Members and BIA employees are expected to ensure the privacy of confidential information. This applies to information about other employees, Board Members, Members and the BIA's affairs.
- 9.2 The confidentiality and privacy of any information or reports obtained during Board meetings that include issues of a sensitive nature will be maintained. Release of this information or reports must be authorized by the Chair or Board of Management.

- 9.3 The BIA's records, reports, programs, software, processes, and plans are confidential and proprietary and should not be revealed to anyone or used for any purpose other than the BIA's business without proper authorization. While respecting the need for open and honest communication with Members, employees, Board Members, regulatory authorities and the public, the BIA will not, unless required by law, disclose information which might impair its effectiveness or violate the private rights of the individuals.

10.0 CONFLICT OF INTEREST

- 10.1 There is to be no conflict between the personal interest of BIA employees and Board Members, and the interests of the BIA.
- 10.2 Every Director shall act honestly and in good faith with a view to the best interests of the BIA in discharging his/her duties. BIA employees and Board Members must avoid any activity which compromises their judgment, causes them to show undue favouritism to any party, or causes them to receive a benefit of some kind arising from business conducted on behalf of the ST. Marys BIA.
- 10.3 Not only actual conflicts of interest, but the appearance/perception of conflicts of interests should be avoided.
- 10.4 Directors are subject to the *Municipal Conflict of Interest Act* which requires they recognize and declare direct and indirect pecuniary interests, and following the declaration, that they not influence any vote or actually vote on the matter.
- 10.5 Directors are entitled to participate fully on matters in which they have no greater pecuniary interest than other members of the BIA.
- 10.6 Every employee and Board Member of the St. Marys BIA is required to see that actions taken and decisions made within their jurisdiction are free from the influence of any interests that might reasonably be regarded as conflicting with those of the BIA. This would include the dealings with a company, business, person or partnership which is owned, operated, directed or controlled directly or indirectly either in whole or in part, by a relative or personal business associate of the employee or Board Member.

11.0 BOARD MEETINGS

- 11.1 Effective board meetings focus on decision making, stimulate participation, and support an appropriate balance of responsibility between Board Members, BIA Staff, and Delegations.
- 11.2 Expectations for all Board Members:
- a) Attend Board meetings. This means arriving on time and staying until the end of the meeting.
 - b) Be prepared to participate in the meeting. Specifically:
 - i. read all material before the Board Meeting and if required, seek clarification on items prior to the meeting;
 - ii. contribute to meeting discussions but do not monopolize the conversation;
 - iii. be aware of all applicable discussions and decisions relating to the meeting/item that have happened at prior meetings; and,
 - iv. be familiar with applicable Bylaws and Policies.
 - c) Respect fellow members, treating them with courtesy at all times. This means:
 - i. allow the Chair to facilitate the meeting;
 - ii. do not interrupt someone who is speaking;
 - iii. do not engage in side conversations while someone is speaking;
 - iv. do not criticize or ridicule an idea; and,
 - v. speak up if a fellow Board Member, BIA Staff, Delegation, Member, or other person at the meeting is not behaving in accordance with this Code of Conduct.
- 11.3 Respect all decisions made at Board Meetings. Once a decision is made at a Board Meeting, all Board Members will support it to all external stakeholders, customers, and visitors to St. Marys. Board Members will not communicate their disagreement once a decision has been made and will not use Board Meetings to restate their disagreement. It is important for the Board to present a united front.
- 11.4 Ask questions when required but do not ask for a repeat of information that was previously provided - either verbally or written - and discussed.
- 11.5 Understand the St. Marys BIA Strategic Plan and be familiar with BIA Members and their needs, and take this into account when making decisions.
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Appendix A

ST. MARYS DOWNTOWN BUSINESS IMPROVEMENT AREA (BIA)

CODE OF CONDUCT: ACKNOWLEDGEMENT

I acknowledge that I have received and read a copy of the St. Marys Business Improvement Area Code of Conduct, and understand the contents.

I fully acknowledge that in my employment/volunteering with the St. Marys BIA, I have complied with the Code of Conduct and I will continue to comply with the Code of Conduct in the future.

I understand that the terms and conditions of the Code of Conduct are an integral part of the terms and conditions of my employment/volunteering and that any breach of the Code may result in termination from the St. Marys BIA.

Signature of Employee/ Board Director

Print Name in block letters

Title

Date