

BOARD OF DIRECTORS - CODE OF CONDUCT

Amberwood Village Recreation Association

1. Purpose & Application

This Code of Conduct provides general guidance on Director responsibilities and expectations. It is not exhaustive in nature and does not preclude common sense and good judgment. This Code is intended for Board governance rather than conduct at the operational staff level.

The term “**Directors**” includes all members of the Board of the Amberwood Village Recreation Association, hereinafter referred to as AVRA.

2. Director’s Duties

All Directors have a fiduciary duty to AVRA. Directors must act honestly, in good faith and in the best interests of the AVRA community. Directors should exercise due care, diligence and skill of a reasonably prudent person and all Directors are held to the same duties and standard of care.

Directors shall not put personal interests ahead of the best interests of the AVRA community. Directors must act in the best interests of AVRA even if it conflicts with the interests of another group to which they belong. Directors should strive to provide progressive leadership and collective direction to AVRA in support of its corporate responsibilities.

Board membership does not imply any support from AVRA for any outside activities, organization, or its initiatives. Board members will practice good judgment when it comes to business and hospitality to ensure there is no relationship, implied or otherwise, with AVRA.

3. Confidentiality

Directors shall maintain the confidentiality of information pertaining to AVRA. Directors must not disclose or use any confidential information for their own purposes unless authorized by the Board or it becomes public knowledge through no fault of the Director. Directors must also exercise reasonable diligence in protecting confidential information from unauthorized use or disclosure and ensuring documentation cannot be viewed or accessed by unauthorized persons.

Unless otherwise specified by the Board President, meetings of the Board shall be confidential. Directors shall maintain the confidentiality of discussions and information shared during these meetings.

4. Conflicts of Interest

Directors must avoid situations in which personal interests will conflict with their AVRA responsibilities and adherence to this Code. Directors must also avoid situations where their duties may conflict with duties owed elsewhere.

A conflict of interest occurs when an individual’s personal or business interest may influence their decision-making or performance on behalf of AVRA. This includes any conflict of interest with a Director’s close family member.

While conflicts must be avoided when possible, some conflicts may be appropriately managed through full disclosure and separation of duties. Where an actual, potential, or perceived conflict of interest may exist, Directors must declare their interests to the Board in writing at the earliest opportunity (email is acceptable). The conflicted Director must recuse themselves from any involvement on the conflict-generating subject including any vote in respect thereof.

5. Board Meetings

Directors should attend Board meetings and strive to make positive and constructive contributions. Directors should be prepared in advance for meetings by reading pre-circulated materials, if any.

6. Respectful Conduct

It is recognized that Directors bring to the Board diverse background, skills and experience. Directors must treat other Board members fairly, with courtesy and respect. Directors will not always agree with one another on all issues and all debates shall take place in an atmosphere free of animosity. The authority of the President must be respected by all Directors.

7. Board Spokesperson

The official spokesperson for the Board of Directors of AVRA will be the President or their designate. Only the President or designate may speak on behalf of the Board. The President or their designate may also speak on behalf of the organization.

Directors shall not speak or make representations on behalf of the Board unless authorized by the President.

8. External Communications

AVRA encourages and benefits from the participation of Directors who are leaders in the community. As such, it is acknowledged that communication between Directors and other community leaders and industry stakeholders may be warranted. However, such communications and representations must be respectful and consistent with this Code and the duty of confidentiality.

Directors shall make best efforts to inform the President or their designate of their intention to communicate with external leaders/stakeholders to discuss the content and appropriateness of such communication. The Director will comply with any guidance provided by the President and inform the President of the results of such communication. As the President is the official spokesperson for the Board, every Director shall ensure that no statement not authorized by the Board is made by a Director to the press or public.

10. Board Solidarity

The Board speaks with one voice. Once a board decision or recommendation is made, Directors must adhere to and support the decision of the majority. Directors shall not disclose or discuss differences of opinion with those who are not on the board.

11. Gifts and Entertainment

Directors shall not solicit, accept nor offer any gifts, entertainment or other benefits that grant, secure, or appear to grant or secure preferential treatment to any individual, entity, or constituency in

connection with AVRA. Modest gifts, entertainment or other benefits may be accepted or offered in normal exchanges common to business relationships and industry practices, with the exception of gifts of monetary value, such as cash, gift certificates or discounts.

12. Breaches of this Code of Conduct

Any Director in breach of this Code of Conduct may be liable to forfeiture of their Board membership and/or any other form of censure as determined by the Board pursuant to the AVRA By-laws.

I HAVE READ AND AGREE to abide by the provisions of the Amberwood Village Recreation Association By-Laws.

I ACKNOWLEDGE that I have read and understand this Code of Conduct and I agree to conduct myself in accordance with its provisions. Further, upon the receipt of revisions to this Code of Conduct, if any, to familiarize myself with those changes and abide by same.

Signature of Board Member

Print Name:

(date)