

Code of Conduct

Operational Service and Operational Enterprise Agencies

1. PURPOSE AND APPLICATION

This Code of Conduct sets out the standards of conduct governing the professional and ethical responsibilities of Directors of the Board of [name of agency] from the beginning of their term of appointment and ongoing obligations as an appointee. It addresses the principles of good conduct, collegial responsibility and personal conduct. Appointees are responsible for applying an appropriate standard of conduct and acting in an ethical and professional manner.

The principles set out in this code are founded on the professional and ethical values of public service, which are set to uphold the public trust.

This Code of Conduct does not refer to appointees' legislated obligations regarding a conflict of interest or political activity rights and obligations. Please refer to the *Public Service of Ontario Act, 2006* and its regulations. Also, it is not intended to conflict with any legal or professional requirements.

2. PRINCIPLES OF CONDUCT

Compliance with Laws

Directors shall act in accordance with all applicable laws and should comply with the spirit and intent of the law.

Directors shall not commit or condone an unethical or illegal act or invoke another to do so.

Directors should be familiar with legislation, policies and directives that apply to their work and the work of the agency in order to comply with or facilitate others' compliance with applicable laws.

Directors are expected to recognize potential liabilities and to know when to recommend seeking legal or retaining other professional advice such as risk management specialists, insurance specialists, auditors etc., as necessary, to make fully informed decisions.

Fairness / Courtesy

Directors should treat others with dignity and respect and in a manner that builds trust.

Accessibility

Directors should be aware and respectful of social and cultural differences. In the course of their duties they should act in a manner that promotes an appreciation of diversity.

Directors must be sensitive to potential barriers to accessibility.

Agency Logo
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Timeliness

Directors should be aware of the agency's business cycles and act in a timely manner to address matters facing the agency to maximize effect and effort and mitigate risk.

Directors should be aware of and ensure that agency accountability obligations are met within specified timelines.

Quality and Consistency

Directors should fulfill their duties to develop and monitor the direction and performance of the agency by setting the goals, objectives and strategic directions for the agency within its mandate.

Directors should commit the time and effort required for the work of the Board.

Directors should with diligence contribute their unique skills, experience and advice to the Board.

Directors should, in the conduct of their duties, actively engage in discussion and be constructively probative in deliberations of the Board.

Transparency

Directors should ensure that Board duties are executed in a manner that is transparent and seen to be fair, and would bear close public scrutiny.

Directors should act in a transparent and accountable manner regarding their personal and professional actions, in such a fashion that actions would bear close public scrutiny.

Duty of Loyalty

Directors shall uphold their fiduciary duties of loyalty to the agency and to the Board by acting honestly, in good faith and in the best interests of the agency. No other personal or professional interests can take precedence to this obligation.

Directors should uphold their obligation to act in the public interest.

Directors who have been appointed to the Board to be reflective of a stakeholder group / region / special interest have the same duty of care and loyalty to the agency as other directors. Their primary duty is to act in the best interests of the agency.

Expertise / Competence

Directors must exercise a duty of care to the agency by acting with diligence and skill.

Directors should maintain the professional competence and knowledge required to discharge their obligations and duties.

Directors should remain current in the field by participating in ongoing professional development.

Optimum Cost

Directors should respect the public trust by ensuring plans and initiatives of the Board strike the right balance between a prudent use of agency resources and the provision of quality services to the public.

Directors should insist on value for public money and exercise transparent controllership concerning the agency's use and treatment of public funds.

Integrity

Directors should act with honesty, integrity and high ethical standards in personal and professional matters.

Directors should not engage in conduct that exploits their position.

Directors should personally and professionally conduct themselves in a manner consistent with the nature of their responsibilities and the maintenance of public confidence.

Collegiality

Directors should foster a collegial working environment and conduct themselves in a manner that reinforces the integrity and professionalism of the agency.

Directors should conduct themselves in a manner that demonstrates respect for different perspectives, builds on the contribution of others and constructively puts forward alternative considerations.

Directors should act in a manner that builds trust among Board members.

Directors are expected to share their knowledge and expertise with other appointees.

Directors should support final decisions of the Board.

Directors should not comment publicly on Board deliberations.

Objectivity / Impartiality

Directors should approach Board deliberations with respect for debate, an ability to think independently and the desire to reach consensus.

Directors should be independent from management in their decision-making role.

Confidentiality

Directors, in the course of their duties, shall consider the privacy interests of individuals and act in accordance with applicable laws.

Directors must not disclose information that the agency considers to be confidential.

Directors must not take advantage of confidential information obtained through official duties.

Directors should follow agency protocols for communicating in the media and should not do so without the prior approval of the Board.

3. ACKNOWLEDGEMENT

Each Director must adhere to this Code of Conduct and commit to supporting standards set out in applicable legislation, policies or guidelines.

Directors should review and reaffirm their commitment to and compliance with the agency's Code of Conduct upon initial appointment and on a regular basis thereafter.

I ACKNOWLEDGE that I have read and understand the Code of Conduct of [name of agency] and agree to conduct myself in accordance with the Code of Conduct.

Signature of Appointee

Signature of Agency Witness

Date:

Date: