



Kennisis Lake Cottage Owners' Association (KLCOA) Code of Conduct, Conflict of Interest and Confidentiality Policy

Introduction:

This document sets out the standard of conduct expected of KLCOA directors, officers and other volunteers such as committee chairs and activity leaders (hereafter referred to collectively as KLCOA representatives) in their efforts to advance the interests of the organization and its members according to the purpose stated in the Articles of Incorporation.

Purpose of the KLCOA

- I. Each KLCOA representative will abide in all respects by this Code of Conduct and all other rules and regulations of the association (including but not limited to the association's articles of incorporation, bylaws and privacy policy) and will ensure that their membership in the association remains in good standing at all times. Further, each KLCOA representative will at all times obey all applicable federal, provincial, and local laws and regulations.
- II. KLCOA representatives will conduct the affairs of the association in good faith and with honesty, integrity, due diligence and reasonable competence.

KLCOA representatives will exercise proper authority and good judgment in their dealings with members, suppliers and the general public **KLCOA Purpose:**

To promote a strong sustainable community of property owners on the Kennisis Lakes through leadership, education and communication for the benefit of our Members and to protect the natural environment for future generations by:

- a) promoting, educating and communicating the general interests of our Members both internally and externally;
- b) encouraging the social engagement of our Members by organizing a variety of lake-community-focused events;
- c) fostering, promoting and teaching environmental stewardship among all cottage owners;
- d) promoting physical and recreational activities among our Members;
- e) advancing programs, policies and plans that benefit our Members and community;
- f) monitoring development activities in the area to ensure consistency with the purposes of the Association;
- g) engaging with government and others on issues impacting the community; and
- h) undertaking other complementary activities not inconsistent with the above purposes.

- III. and will respond to the need of the association's members in a responsible, respectful and professional manner.
- IV. No KLCOA representative will use any information provided by the association or acquired as a consequence of their participation in association activities in any manner other than in furtherance of his or her board duties.
- V. No KLCOA representative will misuse association property or resources and will at all times keep the association's property secure and not allow any person not authorized by the executive committee (acting on behalf of the board of directors) to have or use such property.
- VI. No KLCOA representative will engage in or facilitate any discriminatory or harassing behaviour directed toward association members, officers, directors, meeting attendees, advertisers, sponsor, contractors or others in the context of activities relating to the association.
- VII. In order to encourage and foster open and candid discussion at its meetings, confidentiality must be maintained. Each director shall keep confidential any and all information relating to discussions at its meetings, including all materials such as correspondence, reports, etc. unless compelled by legal process to disclose such information, or as otherwise agreed by the board. While board members are free to discuss actions adopted by the board, disclosing or distributing any information concerning the discussion of such items during the board meeting is prohibited.
- VIII. When acting on behalf of the KLCOA, KLCOA representatives will support, and not publicly oppose directly or indirectly or take any other stance against, the policies duly adopted by board. This duty of loyalty is not intended to discourage debate within board or committee meetings. Such debate is encouraged and is part of the individual's responsibility in the deliberation process. Once a policy or resolution has been passed by the board it is the individual's responsibility to support the board decision. Often decisions taken by the board are by consensus or by motions where "All in Favour" is recorded. However, where a recorded vote is taken and the results of that vote are published, those voting for and against the motion will be included.
- IX. Upon termination of service, a retiring board member will promptly return to the association all documents, electronic and hard files, reference materials and other property entrusted to the board member for the purpose of fulfilling his or her job responsibilities. Where copies of electronic materials already exist in the association's files and/or the electronic materials are not material to the good recordkeeping of the organization, the retiring member may delete these files. Such return will not abrogate the retiring board member from his or her continuing obligations of confidentiality with respect to information acquired as a consequence of his or her tenure on the board of directors.
- X. In any transaction involving KLCOA and a KLCOA representative who has, or expects or intends to have, a real or perceived, direct or indirect, financial or other beneficial interest, such individual, prior to any discussion or decision concerning the transaction, shall fully disclose to the Board, or the appropriate committee considering the transaction, the material facts of the transaction and the individual's private interest or relationship (this includes transactions with any corporation or other entity in which a KLCOA representative is an officer, director, staff, or committee member). After receiving such disclosure, prior to approving the transaction, the board or committee must conclude that the transaction is "fair to KLCOA" and must approve the transaction without the participation or the vote of the interested individual. The interested individual's presence at the meeting may be counted in determining if a quorum of the board or committee is present, but that individual shall not vote on the transaction.

- XI.** No KLCOA representative may take advantage of a business opportunity in which the officer or director knows KLCOA has a genuine interest and where such an opportunity would be consistent with KLCOA's purpose as a not-for-profit corporation. Further, if the officer or director becomes aware of such an opportunity, he or she is obliged to inform KLCOA and allow KLCOA to act first.
- XII.** In any case in which there is a question of loyalty, breach of confidentiality, real or perceived conflict of interest, or corporate opportunity raised, the officer or director shall not participate in the meeting for the entire time the matter is discussed and voted upon.
- XIII.** Board members will not be eligible for any draw or prize at any KLCOA event or activity during the time they are serving as Board members.
- XIV.** The board believes that an effectively run board has many benefits to our members and community. The following guidelines are incorporated into this policy statement:
1. Take care to follow established etiquette when communicating with KLCOA members, KLCOA representatives, and with others: for example when using e-mail to communicate with the board, be sure not to include anyone who is not a director or officer without clearly identifying this to all recipients.
 2. Refrain from using the KLCOA name in personal or non-KLCOA corporate representations and always make it clear whether you are communicating as a KLCOA Representative or as a private individual;
 3. Take care to not knowingly seek or accept a Gift for favours when acting as a representative of KLCOA; and
 4. Follow the rules contained in the most current edition of "Procedures for Meetings and Organizations" by Robert's Rules which provide guidance on the rules and procedures that should be used in conducting the meetings and affairs of the KLCOA

DEFINITIONS:

For the purpose of this Code, the following definitions apply:

A "**Conflict of Interest**" is generally defined as a transaction in which an individual is, either directly or indirectly, a party to the transaction or a possible beneficiary of the transaction, there is or may be a real or perceived conflict between the individual's fiduciary obligations and the individual's personal or business interests.

"**Gift**" includes any money or personal benefit exceeding \$30 in value, or anything that may reasonably be seen to compromise the personal judgment or integrity of a director or officer but does not include nominal gifts, gratuities, hospitality or favours that do not create a sense of obligation to the giver;

"**KLCOA Representative**" means a KLCOA director, officer, committee chair, or activity leader.

"**Member**" means a member of the KLCOA

"**Private Interest**" includes the financial or material interests of a KLCOA representative or of their immediate family.