

# ico-D governance: executive board code of conduct

## conduct

Members of the Board are committed to ethical, cooperative and lawful conduct, including proper use of authority when acting as Board members.

## conflict of interest

Members of the Board will disclose any Board membership or leadership positions with other organisations and Councils annually.

Members of the Board are expected to take reasonable steps to avoid conflict of interest with respect to their Board responsibility.

If a Member of the Board has an unavoidable conflict of interest with an issue before the Board, that member shall declare the conflict of interest and absent her or himself without comment from the vote and, additionally, from the deliberation of that issue. Members of the Board shall not use their positions to obtain employment within the Council for themselves, family members or close associates.

Should a Member of the Board desire employment within the Council, she or he must first resign.

## authority

Members of the Board may not attempt to exercise individual authority over the Council except when such authority has been clearly delegated by the Board.

Members of the Board are not to represent the organisation to the public, press or other entities unless clearly given such authority by the Board.

## confidentiality

Members of the Board will respect all matters of the Board in a sensitive manner. The Board may further designate specific issues as confidential.

## meetings and attendance

Members of the Board shall be adequately prepared for meetings.

Members of the Board will advise the chairperson or her/his designate in advance of any planned absence from the Board.

If absent from a meeting, Members of the Board are expected to stay informed of all events that transpired at the meetings and provide the Board with detailed reports of required responsibilities three weeks in advance of a scheduled meeting.

Two consecutive absences in one year will be considered automatic resignation from the Board.