

Policy Name:	Director /Committee Member Code of Conduct
Policy Number:	2.2
Date Last Reviewed:	November 17, 2021
Approval/Current Revision:	February 19, 2025
Approved By:	Board of Directors

POLICY

The Family Service Toronto (FST) Board expects of itself, its members and its committee members ethical, businesslike and lawful conduct. This commitment includes behaviour, when acting as directors/officers/committee members, consistent with the values of the organization and its underlying principles of equity and inclusion. To ensure the highest standard of stakeholder trust and integrity in the work of FST, directors, officers and committee members, when acting as directors, officers/committee members, are expected to consider and represent the interests of the organization and its community as a whole in preference to any other interests that they may also have or represent.

DEFINITIONS

Conflict of Interest: To have a conflict of interest is to be in a position to use information, influence and/or resources of FST for personal benefit, for insurance against personal loss, or for the benefit of other persons or organizations and not in the best interests of FST. The personal interest of a director, officer or committee member shall also include the personal interest of the director's, officer's or committee member's parents, spouse/partner, siblings, caregivers and children. This includes actual conflict of interest situations and situations that could reasonably be perceived as a conflict of interest.

This also includes:

1. Directors/officers/committee members shall not accept favours, gifts or gratuities or engage in transactions that affect or influence decision-making regarding the organization.
2. Directors/officers/committee members shall not receive perquisites during their term of service to the organization.
3. Directors/officers/committee members shall not use their position on FST's Board or committees to assist other organizations or individuals where this would result in giving preferential information that would conflict with FST interests. This may arise where the individual serves as a Director or committee member of another organization that is competing or transacting with FST. Directors/officers/committee members should not participate as a volunteer in situations where it will be challenging to maintain separation of FST knowledge, decisions and interest from their duties and interests in another organization.

Confidential Information: Information deemed to be confidential includes but is not limited to information about FST clients and personnel; information about

FST's affairs that might be adverse to the interests of FST if disclosed (e.g., information about FST's internal operations, intellectual property, business dealings and legal matters); information about FST's donors (unless informed consent is obtained); issues discussed during an in-camera session at a Board meeting.

SCOPE

This policy applies to all directors and officers of the Board and all community members on Board committees.

Additional policy reference:

1.10 Code of Conduct and Conflict of Interest

PROCEDURES

1. **Annual Commitment:** Annually directors, officers and committee members shall sign a copy of this code of conduct indicating that they agree to abide by it.
2. **Arm's Length Relationship:** To be a director/officer/committee member in good standing with FST requires that the individual has no immediate family relationship with another director/officer/committee member or employee of the organization.
3. **Conflict of Interest:** Directors, officers and committee members must avoid conflict of interest with respect to their fiduciary responsibility:
 - a) Board meeting agendas shall include "Declarations of Conflict of Interest" as a standing item.
 - b) Directors/officers/committee members must openly disclose a potential, real or perceived conflict of interest as soon as the issue arises and before the Board or its committee deals with the matter at issue. This disclosure should be made to the Board President or committee Chair between meetings or in the meeting where a conflict occurs as soon as the conflict is identified.
 - c) Where a director/officer/committee member has a concern or question about a possible conflict of interest, they may seek guidance from the Board President or the committee Chair.
 - d) If a director/officer/committee member receives information from FST on a matter about which they have a real or potential conflict of interest, the individual shall not read the materials, shall return the materials to FST and shall immediately inform the President or committee Chair.
 - e) Should a director/officer/committee member be considered for employment, they must temporarily withdraw from Board/committee deliberation, voting and access to Board/committee information.

- f) It is the responsibility of other Board/committee members who are aware of a real, potential or perceived conflict of interest on the part of a fellow director, officer or committee member to raise the issue for clarification, first with the director or committee member and, if still unresolved, with the President or committee Chair.
 - g) The Board or committee shall consider the conflict and determine whether the member may participate in discussion and voting on the issue. Where the majority of the Board or committee agrees, the director/officer/committee member may participate in the discussion and voting on the issue. Otherwise, the Board or committee member must absent themselves from the meeting for the discussion and the vote on the issue.
 - h) Where a real or potential conflict of interest is identified between Board or committee meetings, the Board President or committee Chair, in consultation with the Executive Director, shall be empowered to make a decision on behalf of the Board or committee.
 - i) Board/committee minutes shall record any declared conflicts of interest, potential conflicts of interest and the Board/committee's decisions on these matters.
4. **Authority:** Directors/officers/committee members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
- a) Directors'/officers'/committee members' interactions with the Executive Director or with personnel must recognize the lack of authority of any individual director or group of directors except as noted above (i.e., only the Board as a whole has authority).
 - b) Directors/officers/committee members shall recognize that the Executive Director is delegated the authority to direct the operations of the organization, including directing and managing FST's employees. Directors/officers/committee members will respect the lines of authority detailed in the organizational chart and established procedures including procedures for addressing concerns of personnel, service users and community members.
 - c) Directors/officers/committee members shall make no judgements of the Executive Director or personnel performance except as that performance is assessed against explicit Board policies and operational plans.
5. **Ways of working:**
- a) Board and committee members shall accept their shared responsibility and liability for the performance of the Board and Board committees.

- b) By being a member of the Board or a Board committee, members shall declare their belief that the Board or the committee and its members are acting in the best interests of Family Service Toronto.
- c) Members respect Board and committee processes and shall operate within those processes.
- d) Members shall treat each other with respect and dignity. Members express their views respectfully and listen respectfully to the views of others.
- e) Members raise concerns and discuss differences inside the Board or committee room and shall respect the confidential nature of discussions at the Board or committee.
- f) In keeping with point (e) noted above, members shall abide by and support Board and committee decisions.
- g) Members who cannot stand by a collective decision of the Board or a committee should recognize they cannot fulfill their duties and shall resign.
- h) Members attend Board and committee meetings and meaningfully participate in discussions.
- i) Members shall respect their obligation to the Board and committee and their fellow Board and committee members by preparing for meetings, giving matters due consideration and raising concerns as they arise.
- j) Directors share in the work of the Board through committees and other Board related work.
- k) Members shall assist each other in fulfilling their joint obligations to Family Service Toronto.

6. Communication on Behalf of the Organization

The President and the Executive Director shall be the official spokespersons for the organization. Authority to communicate on behalf of the organization with external stakeholders or the media, may be delegated by the Executive Director to members of the Senior Leadership Team in their area of responsibility/expertise or to the Director, Communications.

Directors/officers/committee members shall not communicate on behalf of the organization on any media platform unless specifically requested to do so by the President or the Board. When requested to speak on behalf of the Board or the organization, directors'/officers'/committee members' interaction with the public, press or other media entities must support decisions taken by the Board as a whole.

7. Guidelines for Personal Use of Social Media

FST recognizes that director/officer/committee members may engage in social media (such as Facebook, YouTube, LinkedIn, X, WhatsApp, Instagram, Snapchat or blogging platforms). Directors and committee members should recognize they are responsible for the content they publish and the potential for damage to be caused (either directly or indirectly) to the organization. In addition, Board and committee members must abide by the following FST policies:

- 1.5 Equity and Inclusion
- 1.10 Code of Conduct and Conflict of Interest
- 1.11 Privacy and Confidentiality
- 3.-10 Harassment and Discrimination
- 12.2 Social Media Acceptable Use

8. Confidentiality

Directors, officers and committee members shall maintain the confidentiality of information about FST:

- a) Directors/officers/committee members must not disclose confidential information (acquired through their position) about FST.
- b) Directors/officers/committee members must not disclose or use information relating to FST for their personal profit or advantage.
- c) Directors/officers/committee members who are current or former service users can only access their confidential record by using FST privacy procedures. Directors/officers/committee members should contact FST's Chief Privacy Officer for further information.

9. Breach of the Code of Conduct

When a director/officer/committee member has breached this code of conduct, including an incidence of a known violation of the conflict of interest requirements, the President or delegate shall discuss the breach with the director/officer/committee member. If the breach is deemed serious enough, the director/officer/committee member may be asked to resign. The Board may elect to ask the membership to remove a director or committee member for a serious breach of this policy.