LevelUp
Co-op Learning Series

GOVERNANCE WORKSHOP

Ethical Conduct, Confidentiality & Conflict of Interest

Session Summary

1. **Why It Matters**
   As a Board Director, you are trusted to act in the best interest of the co-op and its members. These agreements set the standard for how we work together, make decisions, and protect the co-op.

   In simple terms: "We agree on how to behave, make decisions, and treat each other."

2. **Your Core Responsibility:**
   - Put the co-op first
   - Make informed decisions
   - Act honestly and in good faith
   - Work as part of a team

   From the agreement: You agree to "forward the interests of the co-op and its members."

3. **Your Legal Duties as a Director:**

   a) **Duty of Care** - Act carefully and responsibly
   - Read board materials
   - Get advice when needed
   - Ask questions
   - Understand risks

   b) **Duty of Loyalty** - Act in the co-op's best interest
   - Not for personal benefit
   - Not for friends or family

4. **Acting as a Board (Not as Individuals)**
   - Decisions are made together at board meetings
   - Individual directors have no authority alone
   - Once a decision is made, support it or stay silent

   Key idea: "We speak freely in the meeting, but act as one outside the meeting."

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CHFT CO-OPERATIVE HOUSING FEDERATION OF TORONTO
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5. **Expectations for Board Participation:**
   - Attend meetings
   - Participate respectfully
   - Come prepared
   - Take Board training seriously

   This is part of your commitment as a director.

6. **Respect & Professional Conduct**
   - Be open to different opinions
   - Treat everyone with respect
   - Work collaboratively
   - No gossip
   - No harassment (Human Rights Code applies)
   - No personal attacks

   Key idea: "Culture starts at the board table."

7. **Relationship with Staff**
   - Support staff in their roles
   - Raise concerns at the board (not publicly)
   - Avoid undermining staff
   - Avoid complaining to members instead of the board

8. **Confidentiality (Very Important)**

   You must protect:
   - Member information
   - Co-op business information
   - Staff information

   Do NOT:
   - Share information outside meetings
   - Discuss with members
   - Gossip

   This applies even after you leave the board.

9. **Conflict of Interest**
   A conflict happens when a decision benefits you, your family, or friends.

   What to do:
   - Declare it
   - Leave the discussion
   - Do not vote
   - Must always act in the co-op's best interest

   Key rule: "It's not wrong to have a conflict — it's wrong not to declare it."

10. **Being a Good Member**
    - Follow the by-laws
    - Pay housing charges on time
    - Lead by example
    - Directors must "walk the talk."

11. **If the Agreement is Broken**
    The Board can:
    - Take action
    - Follow removal procedures

    These agreements are binding and enforceable.

12. **Quick Summary**
    - Act in the co-op's best interest
    - Declare conflicts of interest
    - Work as a team
    - Treat people with respect
    - Keep information confidential

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