Schedule C: Director's Ethical Conduct Agreement

TO: [Insert name of co-op]

I agree to be a director of the co-op and to do my best to forward the interests of the co-op and the members and the other stakeholders in the co-op.

BOARD PROCEDURES

1. I agree that any director can participate in a board meeting by conference telephone or other communication equipment where all the directors are able to hear each other.

2. CROSS OUT ONE:

   (a) I will accept notices to directors by electronic mail.

   (b) I will **NOT** accept notices to directors by electronic mail.

DUTIES OF A DIRECTOR

3. I will perform my duties as a director honestly, in good faith and in the best interest of the co-op rather than in my personal interest.

4. I will use the care, diligence and skill of a reasonably prudent person in performing my duties as a director.

5. I will sign and comply with the co-op's Confidentiality and Conflict of Interest Agreement and all legal and government requirements about confidentiality, privacy and conflict of interest.

6. I will always give the board any information requested by the board. I will return confidential papers to the co-op when requested. When I am no longer on the board, I will return all co-op papers and property to the co-op.

7. I will attend all board and members' meetings unless excused by the board based on advance notice of absence.

8. I will prepare for board meetings and act constructively at all board meetings.

9. I will participate in all training programs as decided by the board.

ACTING AS A BOARD

10. I understand that the board acts as a whole. If I disagree with something the board is considering, I will say so at a board meeting. Once the board has made a decision, I will support that decision or remain silent.

11. I understand that directors can act only by a decision at a proper board meeting. Between meetings I have no authority unless the board has given me authority to do something, such as to sign a document.

12. I understand that even if the board has given me responsibility for something, the final authority and responsibility stays with the board.

13. I understand that, if I am an officer or a member of a committee, my duties must be performed as directed by the board and within any limits set by the board.

RESPECT FOR OTHERS

14. As a director I will remain open to other points of view and options. I will not act defensively when directors or members question or disagree with my point of view.

15. I will do my best to work together with the other directors for the good of the co-op. I will not let personal dislikes or grudges affect my conduct or decisions.

16. I will never make statements which in any way harm, put down or show a lack of respect for other directors, members or staff.

17. I will never make statements, take actions or harass anyone in any way that is prohibited under the Ontario *Human Rights Code.*

18. I will make any complaints I may have about the co-op or the co-op's staff only to other directors. I will bring any concerns I may have to the attention of the board.

19. I will support the co-op's staff as they carry out their duties and not say or do anything that might cause them to lose respect among the membership or other staff.

DUTIES OF A MEMBER

20. I will perform my duties as a co-op member. I will comply with the by-laws of the co-op.

21. I will not be in arrears while I am a director.

I have read and understood this Agreement and I agree that I will follow it. I understand that, if I break this Agreement, the board of directors can follow the procedure stated in the Organizational By-law to remove me as a director.

Date: _____ Signature: _____

Print name: _____