LevelUp
Co-op Learning Series

# Ethical Conduct Agreement

## (and the Confidentiality & Conflict-of-interest Agreement)

# About LEVEL UP

- The LEVEL UP Learning Series is a partnership between the **Co-operative Housing Federation of Toronto** (CHFT) and the **City of Toronto**.

- CHFT would like to thank the City of Toronto for providing financial support in bringing this series to the co-op housing sector.

# Land Acknowledgment

Where we are has been the site of human activity for 15,000 years.

This land is the territory of the Huron-Wendat and Petun First Nations, the Seneca and most recently, the Mississaugas of Credit River. The territory was the subject of the Dish with One Spoon Wampum Belt Covenant, an agreement between the Iroquois Confederacy and Confederacy of the Ojibwe and allied nations to peaceably share and care for the resources around the Great Lakes.

Today, the meeting place of Toronto is still home to many Indigenous people from across Turtle Island. We are grateful to have the opportunity to work in the community, on this territory. We are also mindful of broken covenants and the need to strive to make right with all our relations.

# Outline

- Ethical Conduct Agreement
  - Putting it in our own words
- Confidentiality and Conflict of interest Agreement
  - Putting it in our own words
- Why is it important for the co-op to have these two agreements?

# Major Sections of the Ethical Conduct Agreement

1. Director's legal duties
2. Acting as a board
3. Treating others with respect
4. Being a good member

# Ethical Conduct

- Behavior that aligns with moral principles and professional standards.
- Actions and decisions are rooted in a strong moral compass.
- Discerning right from wrong and then acting accordingly.

# Ethical Conduct Agreement

## Intro

ECA

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

# Ethical Conduct Agreement

# Board procedures

ECA

1. I am at least 18 years old, am not bankrupt or incapable of managing property under the Substitute Decisions Act.

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.

# Ethical Conduct Agreement

## Director duties

ECA

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.

# Ethical Conduct Agreement

## Director duties

ECA

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

# Ethical Conduct Agreement

## Director duties

ECA

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

# Ethical Conduct Agreement

## Director duties

ECA

7. I will attend all board meetings 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.

# Ethical Conduct Agreement

## Acting as a board

ECA

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 sign a document.

# Ethical Conduct Agreement

## Acting as a board

ECA

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.

# Ethical Conduct Agreement

## Respect for others

ECA

14. As a director I will remain open to other points of view and opinions. 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.

## Ethical Conduct Agreement

# Respect for others

ECA

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 by the Ontario Human Rights Code.

# Ethical Conduct Agreement

## Respect for others

ECA

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.

## Ethical Conduct Agreement

# Duties of a member

ECA

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.

# Ethical Conduct Agreement

*What happens if a director does not follow the agreement?*

ECA

- 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.

# Major Sections of the Confidentiality & Conflict of Interest Agreement

1. Confidentiality

2. Conflict-of-interest

# Confidentiality & Conflict of Interest Agreement

## Confidentiality

- Safeguard any information that is personal or confidential.
- Keep confidentiality even after leaving the board.
- Do not talk about board business outside of a board meeting.
- Do not gossip about other members, directors, or staff.

# Confidentiality & Conflict of Interest Agreement

10. Whenever I am involved in a decision or action of the co-op, I will put the best interests of the co-op ahead of my personal interests and the interests of my relatives and friends.

# Confidentiality & Conflict of Interest Agreement

13. I promise that I will declare any conflict of interest or situation that could become a conflict of interest as stated in the Organizational By-law. If there is any doubt, I will report the situation to the board, or any committee that I am on, and they will decide if it is a conflict of interest.

# Confidentiality & Conflict of Interest Agreement

16. I understand that this Agreement is a binding legal document and I have had the opportunity to obtain legal or other advice before signing it.

# Why is it important for the co-op to have these two agreements?

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