



## **CORK OATH OF OFFICE AND CODE OF CONDUCT FOR DIRECTORS AND STAFF**

**PURPOSE:** The purpose of this policy outlines what is expected of individuals when conducting activities that further CORK programs and services. The policy sets forth guidelines for dealing with conflicts of interest and confidentiality related matters. It is intended to protect CORK's reputation for integrity and increase its capacity for effective governance.

**APPLICATION:** This policy applies to the expected conduct of Board of Directors (directors) and staff members of CORK when representing the organization and carrying out its programs and activities. It enables directors and staff to recognize and declare potential conflicts of interest.

### **OATH OF OFFICE AND CONFIDENTIALITY:**

CORK directors and staff shall agree to an Oath of Office and Confidentiality upon joining the Board of Directors and the organization.

Respect for confidentiality is the cornerstone of trust and confidence as well as a legislated obligation. CORK directors and staff must at all times respect the confidentiality of Members. Similarly, all matters dealt with by the Board during in-camera meetings and all matters related to personnel must be held in strictest confidence. Confidentiality means directors and staff may not disclose such matters to anyone including immediate family members. The duty of confidentiality continues indefinitely after an individual has left the Board or employ of CORK.

### **CODE OF CONDUCT:**

The Code of Conduct is a succinct statement of essential principles intended to govern the conduct of the directors and staff of CORK. Directors and staff are expected to comply with the prescribed Code of Conduct that encourages the development of a spirit of collective decision-making, shared objectives, and shared ownership of and respect for Board decisions.

*Please see Annex A attached for a proposed Code of Conduct, Oath of Office and Confidentiality Agreement.*

### **CONFLICT OF INTEREST:**

#### **A. POLICY**

CORK directors and staff shall act at all times in the best interests of the organization rather than particular interests of constituencies. This means setting aside personal self-interest and performing their duties in the transaction of the affairs of the organization in such a manner that promotes public confidence and trust in the integrity, objectivity, and impartiality of CORK.

In accordance with Bylaw 3.14, the Board of Directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from their position as such, provided that a director may, be paid reasonable preapproved expenses incurred in the performance of their duties. The pecuniary interests of immediate family members or close personal or business associates of a director are also considered to be the pecuniary interests of the director.

## **B. DEFINITION OF CONFLICT OF INTERESTS**

Directors and staff are considered to be in a “conflict of interest” whenever they themselves, or members of their family, business partners or close personal associates, may personally benefit either directly or indirectly, financially or otherwise, from their position on the Board or with CORK.

Non-pecuniary interests may also present a moral, if not a legal, conflict of interest. This pertains, for example, to a board member of one organization who holds a board or staff position in another organization that may have competing interests of that may place that person in a position of influence or decision-making that might conflict with or be adverse to the interests of the first organization.

A conflict of interest may be “real”, “potential” or “apparent”; the same duty to disclose applies to each. Full disclosure in itself, does not remove a conflict of interest. A decision and/or action are also needed as described in section C below.

## **C. PROCESS FOR DEALING WITH CONFLICT OF INTEREST**

Our practice will be that once a person has declared a potential conflict of interest they normally will be asked to state their position on the matter under discussion so that a decision on how to proceed can be made.

Recognize & Declare: Directors and staff must openly disclose a potential, real or apparent conflict of interest as soon as the matter relating to the conflict arises and before the Board deals with the matter. It is expected that a verbal declaration of conflict of interest at the appropriate time will usually be quite sufficient, but for potentially more complex situations or where the director or staff ever might wish the declaration to be a matter of record, a disclosure form is attached at Annex B.

For example, a director or staff member might raise an issue to a Committee or to the Board to suggest that we should invest more money in training race managers. In doing so, the individual could declare that, “I am a race manager, and know that the decision

might affect me and I think I should declare a potential conflict of interest. I recognize that I could be removed from the decision-making on this topic. However, I would like to inform you that ----- has been expressed by numerous race managers and here are some comments that could inform the decision.” See part D for other examples.

If the director or staff member is not certain they are in conflict of interest, the matter shall be brought before the Board Chair, Committee Chair, Executive Director or Board at the first available opportunity of advice and guidance.

- a) Role of Chair: When reviewing and approving the agenda at the beginning of each meeting the Chair should ask if anyone has a Conflict of Interest to declare.

In the above example (a), the Chair could allow the topic to be raised knowing there is a potential conflict of interest while thanking the individual for the declaration. The Chair might then say, “This is an appropriate topic for this meeting, was placed on the agenda and we have time to discuss it. Would anyone else like to add to this conversation or question (the individual) while they are in the room...” At an appropriate time the Chair might ask the individual to leave the room, or abstain from the vote, or declare that the Chair does not perceive there is a conflict of interest and ask the individual to participate in the discussion and the vote.

- b) If there is any question or doubt about the existence of a real or apparent conflict, the Board will decide by vote if a conflict is determined to exist. The person potentially in conflict shall be absent from the discussion and vote.
- c) If the responsibility of other directors or staff members who are aware of a real, potential or apparent conflict of interest on the part of a fellow director or staff member to raise the issue for clarification, first with the individual and, if still unresolved, with the Board Chair.
- d) The disclosure and decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting. The minutes should record that the individual was not present during the discussion or the vote.

#### **D. EXAMPLES OF CONFLICT OF INTEREST**

- a) Any circumstances that may result in a personal or financial benefit to a director or staff (excluding staff remuneration) or their family, business associate or friend. This includes, but is not limited to, accepting any payment for services rendered to CORK including contracted work or honoraria; accessing financial or other resources for personal use, i.e. transportation, training costs, supplies, equipment, etc. As already stated, this would not include compensation for expenses such as for travel or accommodation on behalf of CORK.

- b) Personal interests which conflict with the interests of members or are otherwise adverse to the interests of CORK;
- c) Seeking, accepting or receiving any personal benefit from a supplier, vendor, or any individual or organization doing or seeking business with CORK;
- d) Being a director of another organization which might have material interests that conflict with the interests of CORK or its members or clients; and, dealing with matters on one Board which might materially affect the other organization;
- e) Any involvement in the hiring, supervision, grievance, evaluation, promotion, remuneration or firing of a family member, business associate or friend of the director, or
- f) Public statements made by individuals that could be apparent as an impairment to their ability to consider issues, in the execution of their functions with CORK in an impartial and objective matter.

**POLICY REVIEW:**

This policy will be reviewed every three years or as required by the CORK Executive to ensure that it meets the needs of the organization.

**Approved 2021-02-08**

## **CODE OF CONDUCT, OATH OF OFFICE AND CONFIDENTIALITY AGREEMENT FOR STAFF AND DIRECTORS**

### **CODE OF CONDUCT STATEMENT**

Staff and directors of CORK will at all times conduct themselves in a manner that:

- Supports the objectives of CORK
- Serves the overall best interests of CORK rather than an individual member
- Brings credibility and good will to CORK
- Respects principles of fair play and due process
- Demonstrates respect for individuals in all manifestations of their cultural and linguistic diversity and life circumstances
- Respects and gives fair consideration to diverse and opposing viewpoints
- Demonstrates due diligence and dedication in preparation for and attendance at meetings, special events and in all other activities on behalf of CORK
- Demonstrates good faith, prudent judgement, honesty, transparency and openness in their activities on behalf of CORK
- Ensures that the financial affairs of CORK are conducted in a responsible and transparent manner with due regard for their fiduciary responsibilities and public trusteeship
- Avoids real or apparent conflicts of interest
- Conforms with the By-laws and policies approved by the Board
- Publicly demonstrates acceptance, respect and support for decisions legitimately taken in transaction of CORK's business
- Respects each other's opinions and gives each other the time to make their point (normally once) in both Board and Committee meetings. After the vote is taken, however, it is respected as a vote of the whole Board and Directors (or committee) and Officials are expected to leave a meeting united.
- Speaks well of the organization at all times. Concerns should be voiced internally at the first opportunity where they can be resolved.

## OATH OF OFFICE/CONFIDENTIALITY STATEMENT

I, \_\_\_\_\_, a staff or director of CORK, declare that, in carrying out my duties, I will:

1. Exercise the powers of my office and fulfill my responsibilities in good faith and in the best interests of CORK.
2. Exercise these responsibilities, at all times, with due diligence, care and skill in a reasonable and prudent manner.
3. Respect and abide by CORK's by-laws, policies, Code of Conduct, and decisions of the Board and membership.
4. Keep confidential all information that I learn about members, personnel, collective bargaining and any other matters specifically determined by board motion to be matters of confidence, particularly those matters dealt with during in-camera meetings of the Board.
5. Conduct myself in a spirit of collegiality and respect for the collective decisions of the Board and subordinate my personal interests to the best interests of CORK.
6. Immediately declare any real or apparent personal conflict of interest that may come to my attention, if in doubt I will immediately bring it to the attention of the Board, the Board Chair, the Committee Chair or the Executive Director.

*Signature:* \_\_\_\_\_

*Date:*

## Annex B

### CONFLICT OF INTEREST DISCLOSURE FORM

Staff and directors should declare any conflicts annually at appropriate times such as Board Orientation or the First meeting of the Board, normally following the AGM.

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| <p>Name: _____</p> <p>I have reviewed my current activities and those of recent years as they may relate to the business of CORK. I have also considered the activities of my spouse and immediate family members, employer, employees and any related business in which I have an interest, in so far as they could be viewed to affect my objectivity and impartiality with respect to my duties as a director of this corporation.</p> <p>I have brought the following to the attention of the Board of Directors as personal interests that could be apparent or real conflicts of interest: (use a signed attachment for details if preferred)</p> <p><u>Submission Date:</u> _____</p> <p>I hereby certify that, to the best of my knowledge and judgment, I am not in a position of real, potential or apparent conflict of interest except as disclosed above.</p> <p>I undertake to inform the Board of Directors of any change in circumstances or any unforeseen issues that arise in the course of the transaction of CORK's business that may give rise to unforeseen real, potential or apparent conflict of interest.</p> <p>I undertake not to disclose or otherwise misuse confidential or privileged information, for purposes of personal gain within the spirit of this commitment, to which I may be privy as a result of my position as a director of CORK.</p> <p>Signature: _____ Date: _____</p> |
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**Annex B**  
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**Response and Closure**

- The Board of Directors
- The Executive Committee
- The Board Chair
- The Executive Director
- The Chair of the \_\_\_\_\_ Committee

Dealt with this matter on (Date) \_\_\_\_\_ and resolved that \_\_\_\_\_

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Minutes attached (if dealt with by the Board or a Committee).

Responses submitted (Date) \_\_\_\_\_

Signature of authority: \_\_\_\_\_