**Board member code of conduct**

Board members will act honestly, in good faith, with a view to the best interests of the Division as a whole and will exercise the care, diligence and skill of a reasonable prudent person in exercising their powers and performing their functions as directors.

The board is committed to ethical, businesslike, and lawful conduct, including proper use of authority and professional decorum. The board is committed to effective decision-making and, once a decision has been made, speaking with one voice.

Toward these ends board members will:

* Speak from broad member and community interests.
* Be clear when they speak for themselves (‘my own thinking on this is that…’) rather than for a group of members.
* Express additional or alternative points of view and invite others to do so too.
* Refrain from lobbying other board members outside of board meetings that might have the effect of creating factions and limiting free and open discussion.
* On important issues, they will be balanced in their efforts to understand others and to make themselves understood.
* Once a decision is made, they will support and defend board decisions, even if their own view is a minority one.
* Not disclose or discuss differences of opinion on the board outside of board meetings, especially with staff, members, or other stakeholders.
* When handling personal and confidential information, conform to the *Freedom of Information and Protection of Privacy Act,* RSBC 1996, c. 165 and the Division’s *Confidentiality Policy*.
* Refrain from speaking for the Division unless authorized to do so.
* Where a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Division, or a matter for consideration by the Directors, resulting in a conflict of interest:
	+ disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;
	+ absent him or herself from discussions, unless requested by the board to remain to provide relevant information, and votes on the contract, transaction or matter; and
	+ refrain from any action intended to influence the discussion or vote.
* Refrain from giving direction, as an individual board member, to the executive director or any member of staff.
* Be reasonably available to family physicians in the community, to attend events and engage both members and community partners and partners in the health care system.
* Attend regularly scheduled board meetings, general meetings and extraordinary meetings.
* Adhere to all published Divisions policies, practices and procedures.
* Immediately inform the board if he or she enters into bankruptcy process or are convicted of an offence related to financial dishonesty or relevant to the operation of the organization.

As required under the Societies Act, board members ***must not:***

1. Be less than 18 years of age;
2. Have been found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;
3. Be an undischarged bankrupt
4. Have been convicted of a prescribed offence, for which no pardon has been granted, in accordance with the *Societies Act*.

I acknowledge that I have read and understood this *Board* *Code of Conduct* and agree to conduct myself in accordance with it.

Signature \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Date \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_