

THE BRITISH COLUMBIA LIBRARY ASSOCIATION

Director Code of Conduct

This Code of Conduct sets out the standard of conduct required of all Directors of The British Columbia Library Association (“BCLA”) and is based on the duties and obligations imposed by the *Societies Act* and the Bylaws.

1 Objectives

1.1 The objectives of the code of conduct are:

- (a) to enhance public confidence in the integrity and governance of BCLA and its Board;
- (b) to ensure that Directors understand their duties and responsibilities to BCLA;
- (c) to clarify the standards of conduct to which Directors are individually held; and
- (d) to provide a basis for accountability, including the potential for discipline or removal of a Director for conduct that violates these duties, standards and expectations.

2 Interpretation

2.1 In the case of any ambiguity in the interpretation of this code or a matter arising out of it, the Board will determine the matter and the Board’s determination is final.

2.2 In this code, capitalized terms reflect the definitions set out in the Bylaws.

3 Fiduciary Duties

3.1 At common law and under the *Societies Act*, Directors are in a fiduciary relationship with BCLA and consequently owe a duty of loyalty and a duty of care to BCLA. The duty of loyalty requires each Director to act honestly and in good faith and in the best interests of BCLA at all times. The duty of care requires Directors to carry out their duties and responsibilities in a professional manner, exercising all reasonable care, diligence and skill.

4 Duty of Loyalty and Good Faith

4.1 Every Director shall support the purposes and objectives of BCLA and shall refrain from any action that may hinder or undermine the work of BCLA in pursuit of those purposes and objective.

4.2 Every Director shall consider and seek the best interests of BCLA as a whole rather than their own personal interests or the specific interests of any particular interest group.

4.3 Every Director shall act with integrity and honesty and shall serve in good faith, without ulterior motive or personal agenda.

4.4 Every Director shall fully comply with BCLA’s conflict of interest policy. Each Director is responsible to read and understand that policy and to ensure compliance by monitoring their own affairs on an ongoing basis. Further to the policy, every Director is expected to avoid, where possible, interests and duties which conflict, or may reasonably be perceived as conflicting, with their duties to BCLA. A Director shall disclose to the board, in a timely manner, any actual or potential conflicts of interest.

- 4.5 Every Director shall fully comply with BCLA's confidentiality policy. Each Director is responsible to read and understand that policy and to ensure compliance by maintaining confidentiality over board business and other information received in one's capacity as a Director, except where disclosure or discussion has been duly authorized.
- 4.6 At all times and places where acting in the capacity of a Director (or where one may be reasonably perceived as acting on behalf of BCLA), each Director shall ensure that their actions reflect well on BCLA and that their communications are courteous and professional.

5 Duty of Care and Diligence

- 5.1 Every Director shall carry out their duties with reasonable care, skill and diligence.
- 5.2 Every Director shall:
- (a) ensure they are familiar with and comply with:
 - (i) the Constitution and Bylaws; and
 - (ii) BCLA's policies, including the Conflict of Interest Policy and Confidentiality Policy; and
 - (b) become familiar with current issues being discussed by the Board;
 - (c) participate on committees when requested and become knowledgeable about the purpose and goals of the committees.

6 Board Meetings and Decisions

- 6.1 Directors are responsible to attend all Board Meetings, including regularly scheduled meetings and ad hoc meetings. Where extraordinary or unforeseen circumstances prevent a Director from attending a Board meeting, that Director shall inform the President or Executive Director as far in advance as possible. Frequent or recurring absences without reasonable explanation are unacceptable.
- 6.2 Directors are responsible to prepare for all Board Meetings and to read in advance all meeting materials circulated prior to a meeting.
- 6.3 Directors are responsible to actively, courteously and constructively participate in, and contribute to, Board Meetings and the discussions and decision-making process at such meetings.
- 6.4 Every Director shall ensure that following a decision on any matter, the Board speaks with one voice. Regardless of their personal viewpoint, after a decision has been duly made by consensus or by Board Resolution, a Director shall not criticize, oppose, speak against or otherwise undermine a decision, position, policy or statement of the Board.

7 Relationship with Executive Director and Staff

- 7.1 The Board is a collective decision-making body, and a Director shall not attempt to exercise individual authority, supervision or direction over the Executive Director or other staff, unless such authority has been expressly delegated by the Board.
- 7.2 Every Director shall treat the Executive Director and all BCLA staff with courtesy and respect and assist in the creation of a safe, respectful and positive working environment for all staff.

7.3 Every Director is responsible to:

- (a) understand the difference between governing and managing, and not encroach on the Executive Director's areas of delegated responsibility for management and operations of BCLA;
- (b) maintain a positive and constructive working relationship with the Executive Director, and provide reasonable time and assistance to the Executive Director as requested; and
- (c) bring any concerns about the Executive Director's performance to the President, who will determine the appropriate way to address the concern.

8 Accountability

8.1 Every Director will hold themselves accountable to these duties, standards, responsibilities and expectations. Should a concern be brought to a Director's attention, they will consider the matter carefully and honestly

8.2 Directors will, from time to time as necessary, respectfully and helpfully remind one another of their duties, responsibilities and expectations in an effort to hold each other accountable.

8.3 A Director who violates the provisions of this Code, or of the policies referred to herein, will be subject to discipline by the Board, up to and including potential removal from the Board, in accordance with the Investigation and Discipline Policy.

Date of Approval: December 4, 2020.
