

Board of Directors' Code of Conduct

The Board of Directors are expected to be ethical, professional and lawful in their conduct. This commitment includes proper use of authority and appropriate group and individual behaviour as Board Members.

1. Board Members are expected to consider and represent the interests of MIAG and its community as a whole in preference to any other interests which that member may also have or represent;
2. Board Member must comply with the Conflict-of-Interest By-law with respect to their fiduciary (trustee) responsibility:
 - i. **Prohibition:** Directors and their spouses, children, parents or siblings shall not enter into a contract, business transaction, financial arrangements, or other matter, with the Corporation in which they have any direct or indirect personal interest, gain or benefit.
 - ii. Board members must not use their position to obtain for themselves, family or close associates, employment within the organization;
 - iii. Should a Board member apply for or be considered for permanent employment, s/he must temporarily withdraw from Board deliberation, voting and access to applicable Board information;
 - iv. Any Director whose agency is involved in a contractual or business transaction, financial arrangements with MIAG, shall temporarily withdraw from Board deliberation and voting.
 - v. **Disclosure:** Any Director who has any direct or indirect personal interest, gain or benefit in an actual or proposed contract, business transaction, financial arrangement or other matter, with the Corporation in potential contravention or actual contravention of the section above shall declare their interest therein at the first opportunity at a meeting of the Board.

- vi. **Procedure Where Disclosure:** The Chair of the Board shall request any Member of the board who has declared a direct or indirect personal interest, gain or financial benefits, or other matter, with the Corporation to absent him/herself during the discussion of and vote upon the matter, with such action being recorded in the minutes.
 - vii. **Consequences of Contravention:** In the event that the Board proceeds with a contract, business transaction, financial arrangement, or any other matter, in which a Director has a direct or indirect personal interest, gain or benefit, in contravention of the sections above, such Director shall be required to immediately resign from the Board, failing which he/she shall be deemed to have resigned from the Board upon the passing of a Board Resolution to that effect.
3. Board Members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies. The Board must speak with one voice when directing the ED:
- i) Board Member's interaction with the ED or with staff must recognize the lack of authority in any individual member or group of members, except as noted above- i.e. only the Board as a whole has authority, only the Board as a whole can request information of a substantive nature from the ED and staff.
 - ii) Board Member's interaction with the public, press or other media must support and promote decisions taken by the Board as a whole;
 - iii) Board Members will make no judgments of the ED or staff performance except as that performance is assessed against Board policies.