

## **Board of Directors Code of Conduct Guidelines:**

<b>Date Approved by Board:</b>	2013.02.19 2016.06.23	<b>Resolution No.:</b>	13 108 16 070
<b>Lead Role:</b>	Chairman	<b>Replaces:</b>	N/A
<b>Last Review Date:</b>	N/A	<b>Next Review Date:</b>	2019.06.23

### **Policy Statement**

---

In accordance with the Municipal Government Act, Part 15.1, the Board of Directors is responsible to the Government of Alberta through the Minister responsible for the Act, for governing the Beaver Regional Waste Management Services Commission, operating as Beaver Municipal Solutions, in accordance with its Regulations and its By-laws, and

- i) to manage the business and affairs of the Commission subject to legislation;
- ii) to act honestly and in good faith with a view to the best interests of the Commission;
- ii) to exercise the care, diligence and skill that reasonably prudent people would exercise in comparable situations;
- iv) to direct management to ensure legal requirements have been met, and documents and records have been properly prepared, approved and maintained;
- v) to represent the municipalities of Beaver County including the Towns of Tofield and Viking, the villages of Ryley and Holden, and the County of Beaver, through actions that are fair, impartial, dignified, and professional and promote universal community values, and are in accordance with the Commission's Mandate, Vision and Values as described in the Strategic Plan.

Accordingly, the Board of Directors adopts the following Code of Conduct Guidelines which apply to each of the Directors in their execution of their duties and responsibilities on the Board of the Commission.

### **Guidelines**

---

Directors of the Commission shall abide by the following rules and principles:

1. GOVERN their conduct in accordance with the legal requirements and obligations as set out in the Municipal Government Act, the Commission's Regulations and By-laws, and these Guidelines;
2. COMMIT to ethical, business like and lawful conduct, including proper use of authority and appropriate decorum when acting as Directors;

BRD-001 Beaver Municipal Solutions (BMS/BRWMS) Commission Policy

---

3. REPRESENT, as a primary obligation superseding all other interests, the best interests of the Commission, in accordance with the Commission's Mandate, Vision and Values as described in the Strategic Plan;
4. SERVE to the best of their ability and seek out expert advice as required in the execution of their responsibilities;
5. AVOID conflict of interest, by refraining from self-dealing or any conduct of private business or personal services between any Directors and the Commission, except as provided by the Municipal Government Act;
6. NOT USE their positions to obtain employment with the Commission for themselves, family members or close associates;
7. NOT USE confidential information for the personal profit of themselves or any other corporation or person;
8. DISCLOSE their affiliations or interest with an organization that may affect their decision making on matters before the Board regarding that organization;
9. NOT ATTEMPT TO EXERCISE individual authority over the Commission;
10. RECOGNIZE, when interacting with management or with staff, the lack of authority vested in a Director except when explicitly authorized by By-law;
11. RECOGNIZE, when interacting with the public, press or other entities, the same limitation and the inability of a Director to speak for the Board except to repeat explicitly stated Board decisions;
12. DIRECT any comments on staff performance to the General Manager;
13. AVOID public comment on staff performance;
14. RESPECT the confidentiality of issues that are dealt with by the Board under applicable Freedom of Information and Protection of Privacy legislation, and not communicate confidential information to anyone not entitled to receive same;
15. PRESERVE the integrity and impartiality of the Board;

Where there are complaints or allegations regarding any Director(s) behaviour or personal actions that are not in accordance with this Policy, the Chairperson of the Board will receive the report and investigate the complaint or allegation, with such assistance as he/she feels is required. In the event the Chairperson is the subject of an allegation or complaint, the Vice-Chairperson will receive the report.

The processes described in Policy HUM-001 Code of Ethics and Responsibilities can be used as reference for reporting and investigations conducted under this Policy.

For a period of twelve (12) months after leaving office, abide by these Guidelines, except those related to confidential information, which shall apply in perpetuity.

Directors shall not assume that any unethical activities not covered by or specifically prohibited by these Guidelines, or any legislation, are therefore condoned.

The Board Chairperson will report to the Board annually on the outcome of any reports filed during the year relating to this Policy.

Directors agree to uphold the intent of these guidelines and to govern their actions accordingly.