



NOVA SCOTIA BOARD CODE OF CONDUCT

Introduction

1. The Board of Directors of the Nova Scotia Association of Osteopaths (the "NSAO") has adopted this Board Code Conduct (the "Code") in order to:
 - a) promote integrity and honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;
 - b) promote compliance with applicable governmental laws, rules and regulations and By-laws;
 - c) deter wrongdoing; and
 - d) ensure accountability for adherence to the Code.

The NSAO's policy is to promote high standards of integrity by conducting its affairs honestly and ethically. The purpose of the Code is to guide Directors, including *ex officio* Directors, officers, employees, volunteers, and non-board members of committees on how to carry out their duties in an honest and ethical manner.

While the Code does not, and cannot, deal with every situation that may arise, the principles outlined in the Code should be seen as providing a baseline for honest and ethical decision-making. The NSAO shall ensure that each Director, officer, employee and volunteer is provided with a copy of the Code and signs an acknowledgment of receipt and review.

2. All Directors, officers, employees and volunteers (hereinafter referred to as "Directors") are required to be familiar with the Code, comply with its provisions and report any suspected violations to the President.
3. Words, terms and phrases as defined in the NSAO by-laws and used in the Code have the same meaning and intent, except where the context expressly provides otherwise.

Director's Duties

4. All Directors of the NSAO stand in a fiduciary relationship to the NSAO. As fiduciaries, Directors must act honestly, in good faith, and in the best interests of the NSAO.

5. Directors will be held to strict standards of honesty, integrity and loyalty. A Director shall not put personal interests ahead of the best interests of the NSAO.
6. Directors must avoid situations where their personal interests will conflict with their duties to the NSAO. Directors must also avoid situations where their duties to the NSAO may conflict with duties owed elsewhere. Where conflicts of interest arise, Directors will comply with the requirements of this Code, the NSAO's By-laws and applicable legislation. In addition, all Directors must respect the confidentiality of information about the NSAO.

Conflicts of Interest

7. Conflicts of interest should be avoided unless specifically authorized. A conflict of interest occurs when an individual's private interest (or the interest of a member of his or her family) interferes, or appears to interfere, with the interests of the NSAO as a whole. A conflict of interest can arise when a Director (or a member of their family):
 - a) takes actions or has interests that may make it difficult to perform their work for the NSAO objectively and effectively;
 - b) receives improper personal benefits as a result of their position in the NSAO;
or
 - c) has a material interest in an agreement or transaction involving the NSAO.
8. A Director who is in a position of conflict or potential conflict shall immediately disclose such conflict to the Board by notification to the President of the Board and shall also provide notification in accordance with the NSAO By-laws, as amended from time to time. Where the President has a conflict, notice shall be given to the Vice President. The disclosure shall be sufficient to disclose the nature and extent of the interest. Disclosure shall be made at the earliest possible time and, where possible, prior to any discussion and vote on the matter.
9. Where (i) a Director is not present at a meeting where a matter in which the Director has a conflict is first discussed and/or voted upon, or (ii) a conflict arises for a Director after a matter has been discussed but not yet voted upon by the Board, or (iii) a Director becomes conflicted after a matter has been approved, the Director shall make the declaration of the conflict to the President or Vice President as soon as possible and at the next meeting of the Board.
10. If a Director becomes interested in a contract or transaction after it is made or entered into, the disclosure shall be made as soon as possible after the Director becomes so interested.

11. A Director may make a general declaration of the Director's relationships and interests in entities or persons that give rise to conflicts.
12. The Director who has declared a conflict shall not be present during the discussion or vote in respect of the matter in which he or she has a conflict and shall not attempt in any way to influence the voting.
13. A Director may be referred to the process outlined below in any of the following circumstances:
 - a) Circumstances for Referral - Where any Director believes that they or another Director:
 - i. Has breached their duties to the NSAO;
 - ii. Is in a position where there is a potential breach of duty to the NSAO;
 - iii. Is in a situation of actual or potential conflict of interest; or
 - iv. Has behaved or is likely to behave in a manner that is not consistent with the highest standards of trust and integrity and such behaviour may have an adverse impact on the NSAO.
 - b) Process for Resolution - The matter shall be referred to the following process:
 - i. Refer matter to President or where the issue may involve the President, to the Vice President.
 - ii. President (or Vice President as the case may be) may either (i) attempt to resolve the matter informally, or (ii) refer the matter to either the executive committee, consisting of all the officers, or to an ad hoc sub-committee of the Board established by the President (or Vice President, as the case may be) which shall report to the Board.
 - iii. If the President or Vice President elects to attempt to resolve the matter informally and the matter cannot be informally resolved to the satisfaction of the President (or Vice President as the case may be), the Director referring the matter and the Director involved, then the President or Vice President shall refer the matter to the process in (b) (ii) above.
 - iv. A decision of the Board by majority resolution shall be determinative of the matter.

- c) It is recognized that if a conflict, or other matter referred cannot be resolved to the satisfaction of the Board (by simple majority resolution) or if a breach of duty has occurred, a Director may be asked to resign or may be subject to removal pursuant to the By-laws.
14. It is acknowledged that not all conflicts or potential conflicts may be satisfactorily resolved by strict compliance with the By-laws and the Code. There may be cases where the perception of a conflict of interest or breach of duty (even where no conflict exists or breach has occurred) may be harmful to the NSAO notwithstanding that there has been compliance with the By-laws and the Code. In such circumstances, the process set out in this policy for addressing conflicts and breaches of duty shall be followed. It is recognized that the perception of conflict or breach of duty may be harmful to the NSAO even where no conflict exists or breach has occurred and it may be in the best interests of the corporation that the Director be asked to resign.

Confidentiality

15. Directors owe a duty to the NSAO to respect the confidentiality of information about the NSAO whether that information is received in a meeting of the Board or of a committee or is otherwise provided to or obtained by the Director. Directors shall not disclose or use for their own purpose confidential information concerning the business and affairs of the association unless otherwise authorized by the Board.
16. It is recognized that the role of Director may include representing the NSAO in the community. However, such representations must be respectful of and consistent with the Director's duty of confidentiality. Every Director shall ensure that they do not make any statement not authorized by the Board, or the President, to the press or public.
17. A Director is in breach of his or her duties with respect to confidentiality when information is used or disclosed for other than the purposes of the NSAO.

Board Spokesperson

18. The Board may adopt a policy with respect to designating a spokesperson on behalf of the Board. If so appointed, only the designated spokesperson may speak on behalf of the Board. If no such designated spokesperson is appointed, no Director shall speak or make representations on behalf of the Board unless authorized by the President or the Board. When so authorized, the Board member's representations must be consistent with accepted positions and policies of the Board.
19. If so appointed, news media contact and responses and public discussion of the NSAO's affairs should only be made through the Board's designated spokespersons,

or an authorized Director. Any Director who is questioned by news reporters or other media representatives should refer such individuals to the appropriate representatives of the Board.

Respectful Conduct

20. It is recognized that Directors bring to the Board diverse background, skills and experience. Directors will not always agree with one another on all issues. All debates shall take place in an atmosphere of mutual respect and courtesy.
21. The authority of the President must be respected by all Directors.

Board Solidarity

22. Directors acknowledge that properly authorized Board actions must be supported by all Directors. The Board speaks with one voice. Those Directors who have abstained or voted against a motion must adhere to and support the decision of a majority of the Directors.

Obtaining Advice of Counsel

23. Request to obtain outside opinion or advice regarding matters before the Board may be made through the President.

Amendment

24. This Code may be amended by the Board.