

AMBERWOOD VILLAGE RECREATION ASSOCIATION

CODE OF CONDUCT FOR DIRECTORS, OFFICERS AND UNELECTED BOARD MEMBERS

AVRA's Code of Conduct establishes the ethical principles and behavioural standards that govern AVRA's Directors, Officers, and Unelected Board Members (hereafter "AVRA Board Members"). Adherence to such a code is a cornerstone of effective governance, ensuring accountability and protecting the organization's reputation.

This Code of Conduct aligns with Ontario's [Not-for-Profit Corporations Act](#) (ONCA) and supports AVRA's Bylaws. In the event of any discrepancy with this Code, ONCA and the Bylaws will be considered authoritative. This Code of Conduct is *not* intended to address specific legal powers, duties and responsibilities of Directors and Officers, such as Standard of Care, Duty to Comply, or Conflict of Interest, which are addressed in other documents.

The Code of Conduct comprises 7 key elements.

- 1) Confidentiality
- 2) "One Voice" Communication
- 3) Meeting Attendance and Participation
- 4) Professional Conduct
- 5) Gifts and Entertainment
- 6) Use of Assets
- 7) Disciplinary Procedures

1) Confidentiality

AVRA Board Members shall maintain the confidentiality of sensitive information pertaining to AVRA, including Board deliberations, personnel matters, personal information, and financial information related to the Amberwood Village Golf and Recreation Club (AVGRC), TMSI Sports Management (TMSI) or AVRA's tenants. AVRA Board Members must exercise reasonable diligence in protecting confidential information from unauthorized use or disclosure and ensuring documentation cannot be viewed or accessed by unauthorized persons.

AVRA Board Members are also bound by provisions in the bylaws (5.10) and ONCA Part X of ONCA that set out conditions by which AVRA members may request certain financial records, register of membership, etc.

Confidentiality obligations continue after the AVRA Representative is no longer serving in that role.



2) “One Voice” Communication

The official spokesperson for the AVRA Board of Directors is the Chair, or their designate. AVRA Board Members shall not make representations on behalf of the Board unless authorized by the Chair.

When deliberating a matter, AVRA Board Members are encouraged to participate in a full and frank exchange of views, with the goal of arriving at the best possible consensus position. Once a decision is made, AVRA speaks with one voice and AVRA Representatives shall adhere to and support the decision of the majority. AVRA Board Members shall not disclose or discuss differences of opinion with those outside of AVRA.

AVRA Board Members shall make best efforts to inform the Chair or their designate in advance of their intention to communicate with external leaders/stakeholders to discuss the content and appropriateness of such communication. AVRA Board Members will comply with any guidance provided by the Chair and inform the Chair of the results of such communication.

3) Meeting Attendance and Participation

AVRA Board Members should attend meetings and strive to make positive and constructive contributions. They should prepare for meetings by reading pre-circulated materials, in advance.

It is recognized that AVRA Board Members bring to the Board diverse backgrounds, skills and experience. AVRA Board Members must treat others fairly, with courtesy and respect. AVRA Representatives will not always agree with one another on all issues and all debates shall take place in an atmosphere free of animosity.

4) Professional Conduct

AVRA Board Members will conduct themselves with honesty, integrity and in a manner that is free of harassment and discrimination. This applies to all interactions with fellow board members, staff, members and the general public.

AVRA Board Members will not exert any implied or real influence over any of AVRA tenants, management team or other AVRA Board Member.

5) Gifts and Entertainment

AVRA Board Members shall not solicit, accept nor offer any gifts, entertainment or other benefits that grant, secure, or appear to grant or secure preferential treatment to any individual, entity, or constituency in connection with AVRA. Modest gifts, entertainment or other benefits may be



accepted or offered in normal exchanges common to business relationships and industry practices, with the exception of gifts of monetary value, such as cash, gift certificates or discounts.

6) Use of Assets

AVRA Board Members will make responsible use of AVRA’s resources, including funds, TMSI staff, property as well as AVRA’s name, logo and reputation.

Upon retirement, resignation or removal from their role, AVRA Board Members must not use any AVRA files or documents, nor communicate to any AVRA members or the general public using the AVRA database. Access to view all electronic shared files will be revoked immediately after retirement, resignation or removal. Any AVRA files or documents will be returned to the AVRA board, or deleted from all personal computers / electronic storage devices.

Social Media including Facebook Amberwood Village Homeowners (private group) shall be administered by AVRA Board members only. Upon retirement, resignation or removal from the AVRA, representatives shall relinquish their administrative access to the AVH Facebook group.

7) Disciplinary Procedures

AVRA Board Members who violate the Code of Conduct may be subject to sanctions which may include any or all the following: a private warning, a formal censure, temporary suspension from the Board/role, or a request for resignation from the Board. The Board has sole discretion in the application of any of these sanctions. Only AVRA members have the authority to remove an elected Director or Officer.

I ACKNOWLEDGE that I have read and understand this Code of Conduct and I agree to conduct myself in accordance with its provisions.

Name of AVRA Representative

Role (AVRA Board Members and Representative)

Signature

Date

*Committee members who have access to AVRA’s electronic files personal information held by AVRA.