

Appendix A:

**CAHR Board Member Code of Conduct
Notice of compliance form**

Preamble:

The CAHR Board is elected by and responsible to the membership of CAHR as defined in the CAHR Bylaws. Members of the Board (and members of any CAHR working groups and the CAHR Conference Scientific Committee) or any person appointed to serve in any capacity of CAHR, shall at all times be governed by applicable federal and provincial statutes, by the Bylaws, and by any policies adopted by CAHR for the governance and management of its affairs. Members of the Board (and all members of CAHR working groups and committees) shall ensure that none of their actions or decisions conflict with these policies.

General Standards of Personal Conduct:

In their role and when conducting their duties as a CAHR Board of Director (or as members of any CAHR working groups and the CAHR Conference Scientific Committee), members shall:

- Respect the rights, dignity and worth of all other persons
- Be responsible first and foremost to the welfare of CAHR and must function primarily as a member of the Board (or CAHR working groups and committees), not as a member of any particular constituency
- Conduct themselves openly, professionally, lawfully and in good faith in the best interests of CAHR
- Behave with appropriate decorum
- Be fair, equitable, considerate and honest in all dealings with others
- Exercise due diligence in upholding their fiduciary responsibility to the membership of CAHR
- Respect the confidentiality appropriate to issues of a sensitive nature
- Ensure that all members are given sufficient opportunity to express opinions, and that all opinions are given due consideration and weight
- Respect the decisions of the majority and resign if unable to do so
- Commit the time to attend meetings and to be diligent in their preparation for and participation in discussions

General Duties/Responsibilities of Members of the Board of Directors:

CAHR Board of shall:

1. Establish the strategic purpose and values of the organization
2. Exercise financial oversight and fiduciary responsibility for the organization on behalf of its members
3. Exercise risk management oversight on behalf of the organization
4. Establish formal and informal reporting requirements between the Board and any CAHR working groups and committees, between the Board and the Executive Director
5. Establish, approve and review policies, particularly those related to governance of the organization or its members
6. Avoid real or perceived conflicts of interest: where a potential conflict of interest exists, a member of the Board is expected to declare the conflict and to act in accordance with established policies for resolution or avoidance of the conflict
7. Engage in developmental activities to improve Board performance and ensure “best practices” in Board procedures

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8. Respect the authority of the President and exercise only such authority as is granted individually or collectively by Board governance policies
9. Respect the relationship between the Board and Executive Director, and the authority of the Executive Director over CAHR staff/management/administration/operational processes
10. Ensure that only the President or Executive Director speak publicly on behalf of CAHR, unless another spokesperson has been specifically authorized
11. Establish clear performance criteria (including key results and time frames) for the periodic evaluation of the performance of the Executive Director: performance criteria should be objective, measurable, and in accordance with the strategic purpose and values established by the Board

General Duties/Responsibilities of members of CAHR working groups and committees

Members of CAHR working groups and committees (and persons appointed to serve on operational or other committees of CAHR) shall:

1. Review and be guided by the Terms of Reference for the committee
2. Respect the authority of the chair of the committee, and communicate to the Board and to staff through the chair or through such lines of communication as may be established by the Board or by management
3. Avoid and declare potential conflicts of interest, according to Board policies and procedures
4. Prepare for and participate fully in all discussions and decisions of the committee
5. Ensure that decisions that create budgetary implications or expose the organization to potential risk are flagged for specific attention by the Board
6. Ensure that budgetary constraints are known and respected

I certify that I have read and agree to comply with the Code of Conduct for Members of the CAHR Board (and all members of CAHR working groups and committees):

Name: _____

Position(s): _____

Signature: _____

Date: _____