
Board Director Code of Conduct



THE BRITISH COLUMBIA SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS

Approved by the Board of Directors
May 15, 2021

I. PURPOSE

The Board Director Code of Conduct of The British Columbia Society for the Prevention of Cruelty to Animals (“BC SPCA” or “Society”) provides a set of professional guidelines upholding ethical practices and behaviours and ensuring the highest level of integrity in Director relationships with colleagues, employees, members, volunteers, donors and the public.

II. SCOPE OF APPLICATION

The Board Director Code of Conduct applies to all members of the Board of Directors (“Board”) of the BC SPCA.

III. TENETS

A. Individual Conduct

The Board provides strategic leadership to the Society and it is therefore imperative that all Board Director interactions reflect the Society’s high standards for ethical behaviour including: fairness, openness, honesty, integrity, equality and dignity and are respectful of the opinions of others, both during and outside of Board meetings. The conduct and language of Board Directors must be in keeping with the [BC SPCA Respectful Workplace Policy](#) and free from any discrimination or harassment prohibited by the [Human Rights Code](#).

Board Directors should avoid any action that could undermine the reputation or credibility of the Society and are expected to comply with the policies and practices of the Board and the Society.

B. Board Director Responsibilities

Board Directors are expected to conduct themselves in accordance with their obligations as trustees of the Society, doing their best to ensure that the Society is well managed, financially secure, continuously evolving, and consistently operating in the best interests of British Columbia’s animals.

Each Board Director serves as a fiduciary of the Society’s resources and is accountable to the employees, volunteers, members, donors and the public for prudent management of the Society’s financial affairs.

Board Directors are expected to be positive and active ambassadors for the Society in the community, wherever and whenever the opportunity arises, in their own personal and professional networks.

Board Directors are expected to support and respect the role and responsibilities of their peers, give open and fair consideration to diverse and opposing viewpoints, exercise thoughtful and independent judgment and must be willing to be a dissenting voice during Board deliberations. They should endeavor to build on the ideas of other Board Directors, offer alternative points of view as options to be considered and invite others to do the same.

C. Conflict of Interest

A Board Director must act in good faith and in the best interests of the Society, above any personal interest or the interest of any particular constituency. Board Directors must disclose any personal or professional interest that may conflict, or be seen to conflict, with their ability to act in the best interests of the Society

In accordance with the Bylaws, a Board Director who has a direct or indirect interest in a contract, transaction or matter (whether existing or proposed) with the Society, or a matter for consideration by the Board:

- i. must disclose to the Board President, fully and promptly, the nature and extent of their interest in the contract, transaction or matter;
- ii. will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is disclosed;
- iii. is not entitled to vote on the contract, transaction or matter;
- iv. will recuse themselves from the meeting or portion thereof at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
- v. refrain from any action intended to influence the discussion or vote.

D. Board Commitments

A Board Director is expected to devote the time and resources reasonably necessary to fulfilling their commitments to Board and community activities in accordance with the Terms of Reference for each Board Director's position.

Board Directors are expected to prepare for, attend and fully participate in Board and committee meetings.

E. Relations Among Board and Governance Members

Board Directors must strive to work in an open, respectful and collaborative manner with other Board and governance members, members of Board committees or task forces, and the respective Regional Councils, both individually and in a group. They are expected to seek clarity of intention and mutual understanding by engaging in direct and respectful

communication, with sensitivity to and tolerance of differing perspectives, ideas and opinions.

Board Directors must approach Board business with tact, collegiality, responsiveness, and patience, both during and outside of formal Board meetings. A Board Director must refrain from trying to influence other Board Directors outside of Board meetings in ways that could result in creating factions and limiting free and open discussion.

F. Relations with Employees and Volunteers

Board Directors must appreciate the strategic role of the Board and respect the responsibility of employees to manage day-to-day activities of the Society. A Board Director's role is to focus on oversight of the Society, avoiding intervention that may be seen to undermine the role of the Society's employees, apart from periodically testing the performance of operations against statements of strategic intent and values. Board Directors must refrain from giving direction, as an individual Board Director, to the CEO or any employee.

Board Directors must treat employees and volunteers of the Society professionally and respectfully, recognizing their right to a workplace free from harassment and discrimination.

G. Confidentiality

Board Directors must not reveal, divulge or use confidential information for any purpose outside that of undertaking the work of the Board. They are expected to support and maintain the confidentiality of all information deemed to be confidential to the Board, including all in-camera discussions.

Without limiting a Board Director's ability to solicit input from Regional Councils on items currently before the Board, Board Directors must refrain from circulating Board and Board committee reports, materials, or minutes, unless expressly approved for circulation by the Board.

Post-appointment obligations: When a Board Director leaves the Board for any reason, there is an ongoing obligation after the appointment ends to uphold confidentiality of information; specifically, of all confidential, sensitive or non-public information as well as personal information in the BC SPCA's care and control.

A Board Director may not make use of or reveal that information unless it becomes a matter of general public knowledge or is required by law. A Board Director may not use confidential or proprietary information obtained through association with the BC SPCA to further personal interests or the interests of any other entities.

H. **Communications and Support of Board Decisions**

While having the right and responsibility to exercise independent judgment and to express dissenting opinions during Board deliberations, a Board Director also has the obligation to respect and support the decisions of the majority, even when the Board Director dissented from the majority view.

A Board Director must not take actions publicly that have the purpose of undermining the decisions or actions of the Board. A Board Director who intends to publicly oppose a Board action must resign their position on the Board before doing so.

Only the Board President or designate may speak on behalf of the Board. A Board Director shall not speak or make representations on behalf of the Board unless authorized by the President or the Board. When so authorized, the Board Director's representations must be consistent with accepted positions and policies of the Society and the Board. The CEO or designate may speak on behalf of the Society.

News media contact, responses and public discussion of the Society's affairs should only be made through the Board's authorized spokespersons. Any Board Director who is questioned by news reporters or other media representatives should refer such individuals to the appropriate representatives of the Society.

I. **Breach of Director Code of Conduct**

Integrity, honesty, and trust are essential elements of the Board's success. Any Board Director who knows or suspects a breach of this Code of Conduct has occurred has a responsibility to report it to the Board President or, in the absence or involvement in an alleged breach of the Board President, to the First Vice-President of the Board. The President or First Vice-President shall establish a sub-committee of the Executive Committee to investigate the matter.

Upon completion of any investigation into a breach of the Board Director Code of Conduct, a summary of the investigation and decisions made should be reported to the Board in-camera.

Document Control

Issued by	Governance Committee	
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Revised/reaffirmed	Board of Directors	May 15, 2021
Monitoring	Governance Committee	Biennially