



## POLICY 1.9

### BOARD OF DIRECTORS CODE OF ETHICS & CONFIDENTIALITY POLICY

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Department: Administration

Date Approved: April 21, 2016

Rescinds:

Board Res. No: 555/21/04/16

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#### **Code of Ethics and Confidentiality:**

In order to encourage and foster open and candid discussion at its meetings, the Board of Directors of the Peace Regional Waste Management Company (PRWMC) believes confidentiality must be maintained. Therefore, it is the policy of the Board of Directors of PRWMC that each director and staff member shall keep confidential any and all information relating to discussions at its meetings unless compelled by legal process to disclose such information, or as otherwise agreed by the Board. While Board members are free to discuss the result of Board action items, disclosing any information concerning the discussion of such items during the Board meeting is prohibited.

Board members acknowledge that any violation of this policy could cause harm to PRWMC and frustrate Board deliberations. Therefore, any Board member who violates this policy shall be subject to termination of his/her Board position.

In order to ensure compliance with applicable laws and to protect PRWMC, its members, officers, directors, and staff from potential legal problems regarding conflicts of interest and violation of fiduciary obligations, PRWMC endorses and adopts the following statement of policy:

#### **I. Duty of Loyalty**

Among the fiduciary obligations of an officer, director, or staff member of a non-profit corporation is a duty of loyalty to the non-profit corporation. This includes supporting, and not opposing directly or indirectly or taking any other stance against, the policies and positions duly adopted by PRWMC's Board of Directors. As representatives of PRWMC, officers, directors, and staff are obligated to maintain this duty of loyalty in all manner of activities during their terms of office. This duty of loyalty is not intended to, nor should it; discourage debate within Board meetings. Such debate is encouraged and is part of the individual's responsibility in the deliberation process.

#### **II. Confidentiality of Board Discussions and Board Documents**

In order to encourage and foster open and candid discussion at its meetings, the Board of Directors of PRWMC believes confidentiality must be maintained. Therefore, it is the policy of the Board of Directors of the PRWMC that each director and staff member shall keep confidential any and all information relating to discussions at its meetings, including any and all materials, e.g., correspondence, reports, etc., unless compelled by legal process to disclose such information, or as otherwise agreed by the Board. While Board and staff members are free to discuss actions adopted by the Board, disclosing or distributing any information concerning the discussion of such items during the Board meeting is prohibited.

#### **III. Conflicts of Interest**

Another fiduciary obligation of a non-profit corporation officer, director, and staff is to avoid "conflicts of

interest". A "conflict of interest" is generally defined as a transaction in which, because the individual is, either directly or indirectly, a party to the transaction or possible beneficiary of the transaction, there is or may be a conflict between the individual's fiduciary obligations to the non-profit corporation and the individual's personal or business interests. To avoid potential conflict of interest problems, PRWMC implements the following procedures:

1. In any transaction involving PRWMC and a PRWMC director, or staff member, and any corporation, partnership or other entity in which an individual is an officer, director, staff, or committee member has or expects or intends to have a financial or other beneficial interest, such individual, prior to any discussion or decision concerning the transaction, shall fully disclose to the PRWMC Board or the appropriate committee considering the transaction the material facts of the transaction and the individual's interest or relationship.
2. Upon such disclosure, the individual shall take no further part in the meeting during which time the proposal is considered and voted upon.
3. After receiving such disclosure, prior to approving the transaction, the board must conclude that the transaction is "fair to PRWMC" and must approve the transaction without the participation or the vote of the interested individual.
4. The interested individual's presence at the meeting may be counted in determining whether a quorum of the Board or committee is present, but that individual shall not vote on the transaction.

#### **IV. Fiduciary Obligations as to PRWMC Opportunities**

Another fiduciary obligation prohibits an officer or director of a non-profit corporation from seizing a "corporate opportunity" for his or her company's benefit or his or her personal benefit. This means that such an individual may not take advantage of a business opportunity in which the officer or director knows PRWMC has a genuine interest and where such an opportunity would be consistent with PRWMC's purposes, mission and goals as a non-profit corporation. Further, if the director becomes aware of such an opportunity, he or she is obliged to so inform PRWMC and allow PRWMC to act first.

#### **V. Participation in Deliberations and Actions**

In any case in which there is a question of loyalty, conflict of interest, or corporate opportunity raised, the officer or director shall not participate in the meeting for the entire time the matter is discussed and voted upon.

To ensure that communications from PRWMC are well co-ordinated, effectively managed and responsive to the information needs of the public, the Chairman of the Board and the General Manager shall be the only media spokesperson for the Company. All media inquiries must be directed to either one of these individuals.



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Chair – Tom Tarpey



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General Manager – Art Sawatzky

I have read and understand the above expectations for the position of Director for Peace Regional Waste Management Company and agree to abide by this Code of Ethics and duty of confidentiality.

PRWMC Director Signature \_\_\_\_\_

Date \_\_\_\_\_