

SCA Board of Directors Code of Conduct

Reviewed and approved by Board: December 13, 2018

Candidates for Board positions, including appointed positions, shall be asked to make a commitment of office prior to joining the SCA Board. The signed Code of Conduct is the candidate's commitment to faithfully engage in their role as an SCA Board member and hold themselves accountable for their effective service on the Board.

Service on the SCA Board is a significant responsibility and consequently is paired with high, but reasonable, expectations. This Code of Conduct has been developed to acknowledge that – while directors are volunteers – certain behaviors are strongly recommended and encouraged.

To that end, Board members shall hold one another accountable to the following standards:

1. In the first year of service, Board member attendance at the Board retreat is expected. In subsequent years, while attendance is expected, Board members may request to be excused with cause from the Retreat at the sole discretion of the Board Chair.
2. Board Members are expected to never miss more than one Board meeting per year.
3. Board members are expected to attend at least 75% of all meetings for committees of which they are a member.
4. Board members are expected to participate fully in all Board meetings and committee meetings. Full participation is defined as:
 - a. Attendance at meetings;
 - b. Review of all briefing material;
 - c. Preparation of Questions & Discussion points; and
 - d. Participation in discussion.
5. Board members are expected to reach out to another Board member to be briefed on details and outcomes of any Board or Committee meeting they will miss. Furthermore, Board members are expected to provide input and feedback on items they will miss, prior to the meeting.
6. Board members are expected to read the following books prior to their first full Board meeting:

- a. The Five Dysfunctions of a Team; and
 - b. The Imperfect Board Member.
7. Board members shall respect and enforce the confidentiality of information when they are requested to do so, and in accordance with SCA policies.
 8. Board members shall, in accordance with provincial legislation, make decisions while at the SCA Board table that are in the best interests of the organization.
 9. Board members shall ensure that both individual members and the Board, as a whole, strive to fulfill their roles consistent with the principles outlined in:
 - a. The Five Dysfunctions of a Team; and
 - b. The Imperfect Board Member.
 10. Board members shall not make comments to the media or make themselves available for interviews by the media on behalf of the association, without prior approval from the Board Chair or SCA President. If a director does provide comments to the media outside of the context of their association role, they should be careful to identify the capacity in which they are speaking.
 11. Directors are encouraged to participate fully as private citizens in the democratic process at any level, including engaging with public officials, campaigning in elections and running for public office. However, directors engaging in such activities should be careful to distinguish between their personal activities and association role.

If a Board member does not fulfill the responsibilities outlined within this Code of Conduct, the Board Chair will speak with that Board member to address the situation. Should the Board member be unwilling or unable to remedy concerns, the Board Chair may ask them to resign their position on the Board.

If a Board member finds themselves concerned about meeting certain expectations or potential conflicts of interest, they should discuss the issue with the Chair as soon as possible.

Confidentiality

GENERAL PRINCIPLES

Confidentiality is the preservation of privileged information. By necessity personal and private information is often disclosed in a professional working relationship and necessary to provide services to members.

Subject to *The Freedom of Information and Protection of Privacy Act*, any information confidential to the affairs of the SCA and its members to which any employee or board member becomes privy, shall be treated as confidential during as well as after the term of their involvement or employment with the SCA.

Board members will observe all appropriate related policies and established lines of communication.

CONFIDENTIAL INFORMATION

The following list is in no way complete, but is intended to offer examples of confidential information:

- Personnel records, including data such as employee's address, contact information, social insurance number, date of birth, salary, and/or dependent information;
- Member or stakeholder records or financial information;
- Matters under litigation or confidential correspondence;
- Private and/or confidential communications from management to employee(s) or board members;
- Information from the Board of Directors or committees which has not been released for public disclosure;
- Medical records or conditions about staff, committee, board or members; and
- Confidential or proprietary information about the SCA or its members.

CONFIDENTIALITY PRINCIPLE

It is the policy of the SCA that board and committee members of the SCA will not disclose confidential information belonging to or obtained through their affiliation with the SCA to any person, including their relatives, friends and business and professional associates, unless the SCA has authorized disclosure. This policy is not intended to prevent disclosure where

disclosure is required by law. Board and committee members are cautioned to demonstrate professionalism, good judgment, and care to avoid unauthorized or inadvertent disclosures of confidential information.

SECURING CONFIDENTIAL INFORMATION

To reduce the likelihood of inadvertent disclosures of confidential information, the following guidelines should be followed:

- Ensure your computer(s) and mobile phones are password protected and that the lock screen is enabled when you are away from your computer/phone;
- Documents containing confidential information should not be left out and should be locked in filing cabinets whenever possible;

CONFIDENTIALITY BREACH

All potential breaches of confidentiality will be reviewed by the President, with a report to the Board of Directors. Where the potential breach is a result of action/inaction by the President, the review shall be conducted by the Board Chair. The Board shall determine appropriate action following the review of the report.

REVIEW OF POLICY

All board and committee members are required to review and agree to maintain confidentiality as part of this Code of Conduct and the Confidentiality Agreement contained herein.

CONFIDENTIALITY / NON-DISCLOSURE AGREEMENT

During my involvement with the Saskatchewan Construction Association (SCA), I acknowledge that I will be given access to information not in the public domain that the SCA deems sensitive and/or confidential in nature.



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I agree that:

- a) I shall not share this information, material or documents with persons within or outside the SCA who are not authorized to have this information.
- b) I shall not publish such information.
- c) I shall not communicate such information without authority.
- d) I shall not use or disclose any such information for other than authorized official purposes.
- e) I shall not remove any such information from the premises without permission.
- f) Should I receive any such information, I will accept full responsibility to ensure the confidentiality and safe-keeping of this information.
- g) I shall take every reasonable step to prevent unauthorized parties from examining and/or copying any such information.

I understand that these rules apply both during and after my employment and/or involvement with the SCA and that any infringement of these rules may be grounds for the termination of my involvement and/or legal action.

Printed Name: _____

Signature: _____

Date: _____

We build Saskatchewan.