

# Board Code of Conduct Sample

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# Board Code of Conduct Sample

This Board Code of Conduct Sample sets out the standards of conduct expected of individual Directors of AIDS Service Organizations (ASOs) or other non-profits in carrying out their roles and responsibilities. It reflects a commitment to integrity, accountability, respect, and stewardship in service of an ASOs mission and the communities it serves.

It provides guidance on ethical decision-making, respectful conduct, confidentiality, and the principle of Board solidarity. It reinforces each Board member’s duty to act in the best interests of the organization, to exercise sound and informed judgment, and to avoid and appropriately manage conflicts between personal interests and those of the organization.

This sample is intended as a resource and may be adapted to reflect the specific context, values, and governance practices of your organization.

## 1.0 Purpose

This Code of Conduct outlines the expectations for all members of the Board of Directors and supports ethical leadership, accountability, public trust, and alignment with the organization’s mission and values. Our reputation for integrity and excellence requires the careful observance of all applicable laws and regulations, as well as a regard for the highest standards of conduct, honesty, loyalty and personal integrity at all times.

## 2.0 Application

This Code of Conduct applies to all Board Directors, including ex-officio Board Directors, and non-Directors of Board committees.

## 3.0 Director’s Duties

All Directors have fiduciary responsibilities to the organization. These include:

- Acting in the best interests of the organization and its mission
- Not putting personal interests ahead of the best interests of the organization
- Exercising due diligence, care, and informed judgment in all Board work and activities
- Complying with all applicable laws, regulations, policies, and governance documents
- Avoiding conflicts of interest and disclosing any that arise
- Not using organizational property or financial resources for personal benefit
- Respecting the confidentiality of information about the organization

Having loyalty to  
organization

that supersedes loyalty to any other group, board, or other

## 4.0 Governance and Participation

Directors are expected to:

- Attend and actively participate in all meetings, with consistent absence potentially constituting a breach of conduct
- Prepare in advance of and participate thoughtfully in meetings
- Exercise care, humility, and informed judgment in decision-making, including considering who benefits and who is harmed by decisions, and act to reduce disparities
- Build and maintain relationships grounded in respect, trust, and reciprocity
- Listen deeply, especially to those whose voices have been historically marginalized
- Practice humility and openness to learning
- Respect the structure and responsibilities of the board, and offer one's wisdom, skills and experiences to support Board decisions
- Identify and work to change policies, structures, and practices that reinforce inequity or exclusion
- Support strategic direction
- Endeavour to represent the broader interests of members and/or interest-holders
- Be an advocate for and its mission whenever possible

## 5.0 Respectful Conduct

The Board recognizes that systemic inequities exist and impact [the organization] and the communities we serve. Directors commit to actively fostering an equitable organization. As such, Directors are expected to:

- Comply with the Ontario Human Rights Code and to refrain from discrimination and harassment by reason of age, ancestry, citizenship, creed, colour, disability, family and marital status, gender identity, gender expression, genetic characteristics, national or ethnic origin, race and related grounds, receipt of public assistance, record of offences, religion, sex, sexual orientation or any other personal characteristics

- Treat all individuals with dignity, respect and care
- Create space for diverse perspectives, particularly those shaped by lived experience
- Engage in dialogue with openness and humility
- Avoid and interrupt behavior that is harmful or exclusionary, including microaggressions, exclusion, or bias
- Actively challenge racism and anti-Black racism in all its forms, including systemic, institutional, and interpersonal racism
- Examine personal biases and engage in ongoing learning about anti-racism and anti-Black racism
- Hold one another accountable for upholding respectful conduct

## 6.0 Conflict of Interest

Directors must act in the best interests of \_\_\_\_\_ and avoid situations where their personal interests or relationships interfere with acting in good faith on behalf of \_\_\_\_\_. Directors may not engage in activities that are in conflict with the interests of \_\_\_\_\_, that may negatively impact the reputation of \_\_\_\_\_ or that interfere with any employees' performance of the job. Acting in the best interest of \_\_\_\_\_ includes:

- Disclosing any real or perceived conflicts promptly
- Arranging and conducting one's personal, professional and private affairs in such a manner that will prevent real, potential or perceived conflicts of interest from arising
- Refraining from participating in discussions or decisions where a conflict exists
- Where conflicts of interest arise, complying with the requirements of the bylaws and applicable legislation
- Following \_\_\_\_\_ and any funders' Conflict of Interest policies

## 7.0 Confidentiality

Directors must maintain the highest standards of confidentiality regarding information obtained directly or indirectly about \_\_\_\_\_. This includes information about volunteers, board members, funders, donors, member organizations, partners, employees, contractors and job applicants. Directors must avoid inadvertent disclosure of confidential information through casual or public discussion, which may be overheard or misinterpreted and cause harm to \_\_\_\_\_, our clients and/or our staff.

## 8.0 Best Interests of the Organization

All Directors must act solely in the best interests of the organization. Directors who are nominees of a particular group must act in the best interests of the organization, even if this conflicts with the interests of the nominating party.

## 9.0 Board Spokesperson

Directors will follow the policy of the organization with respect to designating a spokesperson on behalf of the Board, which is typically the Chair or a designate. The Executive Director (ED) or designate may speak on behalf of the organization.

As such, no Director shall speak or make representations on behalf of the Board unless authorized by the Chair or the Board. When so authorized, the Board member's representations must be consistent with accepted positions and policies of the Board.

## 10.0 Media Contact and Public Discussion

Any public discussion of the organization's affairs should only be made through the Board's authorized spokespersons. Any Director who is questioned by any media representatives should refer such individuals to the appropriate representatives of the organization.

Outside of the boardroom, Directors should support Board decisions publicly, while still allowing for good faith concerns raised through proper channels and legal/ethical whistleblowing. Directors shall be aware at all times of their responsibility to uphold the reputation of the organization in what and how they communicate with the public.

In terms of social media, Directors must clarify when they are speaking personally versus for the organization and must not share confidential or reputationally harmful content.

## 11.0 Board Solidarity

Directors acknowledge that all Directors must support properly authorized Board actions. The Board speaks with one voice. Those Directors who have abstained or voted against a motion must adhere to and support the decision of a majority of the Directors.

## 12.0 Role Boundaries and Use of Authority

Directors are in a position of power over staff and clients when in the organization and also when in a community setting. Directors should recognize the limits of the authority they have and not overstep into the authority the ED has with staff, or with external partnerships. Further, Directors should not:

- Make any judgments of the ED or any staff performance except as that performance is assessed against explicit Board policies and through the official process
- Give direction, as an individual Director, to the ED or any other staff
- Investigate or discuss the ED's performance with staff members unless it is an assigned role as part of an approved ED performance evaluation.

### **13.0 Obtaining Advice of Counsel**

Requests to obtain outside opinions or advice regarding matters before the Board should ordinarily be made through the Chair to ensure coordination, consistency, and appropriate use of resources.

Where a Board member reasonably believes that routing such a request through the Chair may present a conflict of interest, impede transparency, or otherwise not be in the best interests of the organization, the member may raise the matter with the full Board or an appropriate committee for consideration and approval.

### **14.0 Acknowledgement**

All Directors will review and affirm this Code annually and commit to ongoing learning, reflection, and action to uphold its principles.

### **15.0 Enforcement and Accountability**

If this Code is not upheld, the Board will respond in ways that prioritize accountability, learning, and, where possible, restoration of relationships.

This may include:

- Open dialogue and reflection
- Mediation or facilitated conversations
- Formal review processes, in alignment with relevant policies and procedures
- Removal from the Board, in alignment with bylaws

Concerns regarding potential breaches of this Code may be raised with the Chair. Where the concern involves the Chair, it may be raised directly with the Vice-Chair or the Board. People reporting breaches are protected from retaliation if reporting is done in good faith. All concerns will be addressed in a timely, fair, and confidential manner, to the extent possible.

Approved by Board of Directors:

Reviewed by Board of Directors: