

<i>TITLE:</i> Code of Conduct		<i>POLICY:</i> B-2004	
<i>COMMITTEE:</i>	Governance & Nomination	<i>PASSED:</i>	April 26, 2016
		<i>AMENDED:</i>	September 12, 2021
<i>TOPIC:</i>	Board Management/ Governance	<i>REVIEW PERIOD:</i>	5 years

The EPL Board of Trustees Code of Conduct outlines the principles and standards of conduct that guide the behavior of the EPL Board and individual trustees.

EPL Trustees are committed to the vision, mission and values of the Edmonton Public Library. They are dedicated to the highest standards of integrity, ethics, honesty and governance. Operating according to these standards is a fiduciary responsibility and is essential to protect the interests of Edmonton Public Library. Trustees are committed to upholding EPL’s reputation and understand their actions, and those of the Board, influence EPL’s standing as a trusted public institution.

Honest and Ethical Conduct

Board members must act ethically and with honesty, integrity and in good faith regarding the best interests of EPL (commonly known as fiduciary duty). Behaviors that demonstrate honesty and ethical conduct include:

- Treating others in a courteous, respectful, professional, and helpful manner.
- Taking responsibility for your actions; admitting when you have made a mistake.
- Coming forward when you think something is wrong or needs to be discussed.
- Exercising the care, diligence, and skill that a reasonably prudent person would in comparable circumstances (duty of care).
- Supporting board decisions after discussion has occurred and a board decision has been made, even if your own view is contrary to the direction taken.
- Communicating externally with “one voice”, which includes not disclosing or discussing differences of opinion on the board or at board meetings with those who are not on the board as per the EPL [Trustee Handbook](#) and [Library Board Basics: A Handbook for Library Trustees and Managers](#) (p.20).

Conflict of Interest

Board members must be open, honest, and transparent in their actions and decisions. They must avoid any actual, potential, or perceived conflict of interest. A conflict of interest occurs (or may occur) in any situation where a trustee may have or is perceived to have a personal or professional interest different from the interests of the Edmonton Public Library. The interests of EPL must be placed before personal interests. Where there might be a conflict between personal interests and those of the Library, Board members will disclose to the Chair immediately and seek guidance.

Trustees will not use their positions on the Board to improperly influence others for personal gain or to gain preferential treatment for their family, friends or organizations with which Trustees are associated.

Trustees will remain free from any improper influence, or the appearance of improper influence, in the performance of their duties.

Trustees shall declare a conflict of interest, whether personal, business, or financial, when such interests may influence or may appear to influence the policies and decisions of the Board and the Library.

Gifts

Trustees will not accept or provide any gifts, benefits or favours in exchange for (or where it may appear to be in exchange for) special treatment or influence.

Care for EPL Assets

Trustees care for and protect all EPL assets. They only use EPL assets (Library facilities, equipment, supplies, services, staff, or other resources) as would a customer of EPL or as required to assist with executing their duties as a Trustee.

Confidentiality and Privacy

Each trustee has a duty to maintain confidentiality of information received through their position and must not disclose such information to anyone except when disclosure is properly authorized or legally required. Each trustee is responsible for understanding what information is confidential and to seek clarification before disclosure when unsure. Trustees must not use confidential information gained through their Trustee position for the purpose of securing personal benefit or gain for themselves or other individuals with whom they have a personal relationship.

Trustees will maintain this obligation even after they have left the Board.

Compliance with Policies, Procedures and Legal Requirements

Trustees must comply with all laws, legislation and regulations in addition to Library policies, procedures and decisions of the Board.

Procedures

The Code of Conduct cannot address every situation involving conflicts, ethical decisions or questions. Some questions to ask yourself to assess a situation include:

- Does this make me feel uncomfortable?
- Would I be proud to share what I have decided or done?
- Am I adhering to the letter/spirit of the laws and Library policies and values?
- Are my actions consistent with protecting EPL assets and interests?

When in doubt about a situation, discuss it with the Chair of the Board.

When a Board member perceives that they may have a conflict of interest, they shall declare the conflict prior to discussion of the issue before the Board. The Chair shall rule as to whether the declaration constitutes a conflict. If the Chair rules that a conflict exists, the member shall not engage in discussion, or vote, and shall leave the meeting or the part of the meeting during which the matter is under discussion.

When a Board member perceives that another Trustee has a conflict of interest, which has not been declared, the Board member may request the Chair to rule. While the Chair determines whether or not a conflict exists, all debate on the issue before the Board will cease. If the Chair rules that a conflict exists, the Trustee shall not engage in discussion, or vote, and shall leave the meeting or part of the meeting during which the matter is under discussion.

In the event that the Chair has a conflict or perceived conflict the Vice-Chair will fulfill the role of investigating and ruling on the conflict.

Every disclosure of conflict of interest and the nature thereof shall be recorded in the minutes of the meeting, where the meeting is open to the public. If the meeting is not open to the public, every disclosure of conflict of interest, but not the specific nature of that conflict of interest, will be recorded in the minutes.

Reporting Non-Compliance with the Code of Conduct

Trustees should immediately report any improper activity to the Board Chair.

Accountability & Compliance

All Trustees are accountable for adhering to this Code of Conduct. Cases in which a Trustee has, or may have, breached the Code of Conduct will be referred to the Governance and Nomination Committee. The Governance and Nomination Committee is responsible for conducting an investigation and recommending action to the Board that reflects the magnitude, nature and seriousness of the breach. The investigation will be conducted in a timely manner and regular updates will be provided to the Board.

Such action may include, but is not limited to, requesting a resignation from the Trustee regarding their position on the Board; recommending non-renewal of the appointed term; or, requesting that Council remove the Trustee from the Library Board. The following section from the Trustee Handbook, Roles and Responsibilities provides more details:

Termination of trusteeship (as specified in The Alberta Libraries Act) may occur at the conclusion of the appointed term; after three consecutive missed Board meetings not pre-authorized by the Board; by a decision of Council; by resignation or by vote of the Board should there be a violation of the Code of Conduct or other board expectations. This would occur by either the Board requesting the trustee's resignation, or by a recommendation to Council to remove the trustee.

Annual Re-affirmation

Each Trustee commits to reviewing and affirming their adherence to this policy on an annual basis.

Training/Orientation

The Chair of the Board shall review the Code of Conduct in detail with each new Trustee during their onboarding and orientation.

Related Policies and Documents

[Alberta Libraries Act](#)

[Alberta Libraries Act: Libraries Regulations](#)

[Library Board Basics: A Handbook for Library Trustees and Managers](#)

[Trustee Handbook](#)