

TITLE: Code of Conduct		POLICY: B-2004	
COMMITTEE:	Governance & Nomination	PASSED:	April 26, 2016
		AMENDED:	April 21, 2016
TOPIC:	Board Management/ Governance	REVIEW PERIOD:	5 years

The Board is committed to the highest standards of integrity, ethics, honesty and governance. High standards of ethical conduct shall be maintained by elected and appointed officials serving on the Board to promote and maintain public trust and confidence. It is fundamental that the public perceives that all policies and decisions of the Edmonton Public Library Board of Trustees are fairly and impartially determined.

Standard of Conduct

In undertaking responsibility for the governance of the Edmonton Public Library, Trustees must comply with all applicable legislation and Board approved policies. In discharging their duties and exercising their power, Trustees are expected to:

- Act honestly and in good faith in the best interest of EPL;
- Avoid being placed in a position that could result in a real, potential or perceived conflict between personal interest and the interests of EPL;

Confidential Information

Confidential information that trustees receive through their position must not be divulged to anyone other than persons who are authorized to receive the information. A trustee must not use information that is gained due to his or her position which is not available to the general public in order to further any private interest.

Conflict of Interest

Conflict of interest includes situations where it may seem that the public interest has not been upheld when personal interests conflict, or when there is a reasonable perception of such conflict.

The Edmonton Public Library Board will ensure that all Board members are aware of what constitutes a conflict and that appropriate procedures are followed when a conflict is perceived or declared.

Conflict Situations

The situations in which a conflict may arise between a person's private interest and public responsibility are many and varied.

The following are examples of conflict but not intended as a comprehensive list of all conflicts:

- membership in an interest group seeking to influence Board policy
- participation in decision making about an issue when the person has a direct pecuniary interest in the outcome
- participation in decision making about an issue affecting the employment, remuneration or profit of a spouse, family member, close relation or friend
- acceptance of gifts, accommodation, equipment or travel from a company which has or seeks to establish a close working relationship with the Board
- use or release of confidential information for personal interests
- use of Board property, equipment or resources for personal interests or profit.

Board members 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.

Procedures

Citizens whose immediate family members are Edmonton Public Library employees who have regular, direct contact with the Board are ineligible for appointment to the Board.

When a Board member perceives that he/she may have a conflict of interest, pecuniary or otherwise, he/she 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, pecuniary or otherwise, 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 of the next meeting that is open to the public.

Failure to Comply

Trustees must be perceived to display honesty and integrity at all times. In order to protect Edmonton Public Library's reputation, a breach of this policy by a trustee may result in appropriate actions that reflect the magnitude, nature and seriousness of the breach. The Governance Committee is responsible for recommending action, including requiring his or her resignation from the Board.