



## CODE of ETHICS and CONDUCT POLICY Revised October 2024

### PURPOSE

The Blackburne Creek Homeowners' Association (the "HOA") has adopted the following Code of Ethics and Conduct Policy (the "Policy") that HOA Directors agree to adhere to by signing below:

### APPLICATION

#### 1. Active Participation

Directors are expected to exercise the duties and responsibilities of their positions with professionalism, integrity, collegiality and care. These include:

- Making attendance at all meetings of the Board a high priority.
- Being prepared to discuss the issues and business on the agenda by having read all background material relevant to the topics at hand.
- Acting within the boundaries of their authority as defined by law and the governing documents of the HOA.
- Cooperating with and respecting the opinions of fellow Directors and leaving personal prejudices out of Board discussions and interactions with community members.
- Respecting the will of the majority by supporting the decisions and actions of the Board even when the Director does not personally support such decision and/or action. Respecting also the will of the membership as they use their votes to share their priorities and preferences for the community.
- Placing the interests of the HOA above personal interests.
- Representing the HOA in a positive and supportive manner at all times and in all places.
- Showing respect and courteous conduct in all Board, Committee meetings, and interactions with community members.

- Refraining from intruding on administrative issues/practices that are the responsibility of other Directors, except to contribute to debate and voting where and when appropriate, monitor results, and ensure that procedures are consistent with Board policy.
- Being truthful and forthcoming in all board meetings and interactions with community members.

## 2. Conflict of Interest

No Director shall derive personal profit or gain, directly or indirectly, by reason of his or her service as a Director of the HOA. Directors shall present opinions and advocate for decisions that benefit the broader community.

Directors shall conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities, keeping in mind that conflicts may arise from time to time.

- When there is a decision to be made or an action to be approved that will result in a conflict between the best interests of the HOA and the Director's personal interests, the Director has a duty to immediately disclose the conflict of interest so that the rest of the Board is informed about the conflict.
- It is every Director's obligation, in accordance with this Policy, to ensure that decisions made by the Board reflect independent thinking. A variety of opinions are valued as they lead the board to consider a range of options to meet the needs of the community.
- Any conflicts of interest including, but not limited to, financial interests on the part of any Director, shall be disclosed to the Board when the matter that reflects a conflict of interest becomes a matter of Board action and through an annual procedure for all Directors to disclose conflicts of interest.
- In the event that any Director receives compensation from the HOA, such compensation will be determined by and approved by the full Board in advance.
- Any Director having a conflict of interest shall not vote or use his or her personal influence to address the matter unless their participation in debate is requested by the President and/or Chair of the meeting at which the matter is being discussed. Regardless of this participation in debate such Directors shall recuse themselves from voting.

## 3. Confidentiality Policy for Employees, Volunteers and Directors

- Respecting the privacy of our members, volunteers, employees and the HOA itself is a basic value of the HOA. Personal and financial information is confidential and should not

be disclosed or discussed with anyone without permission or authorization from the President or those members authorized by the President.

- Care shall be taken to ensure that unauthorized individuals do not overhear any discussion of confidential information and that documents containing confidential information are not left in the open or inadvertently shared.
- All Directors of the HOA, employees and volunteers may be exposed to information which is confidential and/or privileged and proprietary in nature. It is the policy of the HOA that such information must be kept confidential both during and after employment or volunteer service.
- All Directors of the HOA, employees and volunteers will be expected to return materials containing privileged and confidential information at the time of separation from employment or expiration of volunteer service or otherwise.
- All board members must make the safeguarding of confidential information a priority. Collectively, the board will ensure the secure storage of digital information. Use of flash drives are prohibited as these are easily misplaced and not secure.
- Unauthorized disclosure of confidential or privileged information is a serious violation of this Policy and will subject the person(s) who made the unauthorized disclosure to the appropriate discipline, including removal/ dismissal from the Board.

#### 4. Adherence to HOA bylaws and protecting financial integrity of the HOA

- All board members are required to adhere to the HOA bylaws. This includes respecting and honoring the vote and election by the membership.
- Actions and decisions made by a Director that are not consistent with bylaws are subject to disciplinary action by the Board.
- The financial resources of the HOA are to be managed by the elected board. While funds may be invested to support financial stability of the HOA, all financial resources must be controlled solely by the elected board. Volunteers and community members who are not elected to the board should at no time have control over the HOA's financial resources.
- While use of legal counsel may be necessary to support Directors to make appropriate decisions, other avenues of conflict resolution, enforcement of HOA guidelines and collections must be used as often as possible to ensure fiduciary care and promote positive community relationships.

5. Prohibition Against Discrimination and Harrasment:

The HOA strives to maintain a work environment free of discrimination and harassment. Any director who engages in discrimination or harassing conduct towards members, volunteers, and/or employees is subject to appropriate discipline, including removal/ dismissal from the Board.

- Complaints alleging misconduct on the part of a Director(s) will be investigated promptly and as confidentially as possible by an ad hoc Sub-Committee.

6. Transition to/from board:

The HOA strives to ensure a smooth transition and welcoming environment for incoming board members. To this end, outgoing board members must ensure that all electronic and physical resources are shared directly with incoming board members.

- Electronic file storage systems, website and email service access will be shared promptly with no cleansing or removal of any documents.
- A transition meeting is strongly encouraged to support a successful transition.

DIRECTOR'S COMMITMENT

I, \_\_\_\_\_ being [elected / appointed] as a member of the Board of Directors of Blackburne Creek Homeowners Association Ltd. ("Homeowners Association"), have read and fully comprehend the Homeowners Association's Code of Ethics, and agree hereby to uphold this Code of Ethics.

If found to be in violation of the Code of Ethics of the Homeowners Association, or failure to abide by the Code of Ethics, I agree to offer my resignation if requested through a majority vote of the HOA board, or may result in my removal as a Director, pursuant to the requirements and processes provided in the Blackburne Creek Homeowners' Association's governing documents and the municipal, provincial and federal laws and regulations as applicable to the HOA.

\_\_\_\_\_  
Director

\_\_\_\_\_  
Date

\_\_\_\_\_  
Witness

These executed documents are to be held by the Correspondence Secretary.