



<b>POLICY: CODE OF CONDUCT &amp; ETHICS</b>	<b>POLICY #: G3</b>
<b>Owner:</b>	<b>Governance Committee</b>
Original Date of Policy	May 25, 2015
Last Approval Date	Dec. 13, 2022
Current Approval Date	March 2023
Next Review	Q3 2023

## **PURPOSE**

To establish the expectations and standards that will govern the manner in which all members of the connectFirst Credit Union Board of Directors conduct themselves. In addition, to provide a framework to guide board member's conduct in a way that upholds the integrity and reputation of the credit union and ensures compliance with all applicable legislation

## **POLICY STATEMENTS**

- (i) connectFirst is committed to the highest standards of governance and each individual board member is expected to commit themselves to the highest standards of personal integrity; to ethical, businesslike and lawful conduct, and to act in a manner that best serves our members, employees and our communities.
- (ii) connectFirst will establish and maintain a Code of Conduct and Ethics Policy which reflects the credit union's values, recognising that the credit union's reputation can be affected (negatively and positively) by the actions and behaviours of members of the Board.
- (iii) connectFirst will establish and maintain a Code of Conduct and Ethics Declaration in which all board members shall agree to comply with and conduct themselves in accordance with during the course of fulfilling their responsibilities.
- (iv) connectFirst is committed to demonstrating transparency and accountability to all stakeholders and as such this Policy and the Code of Conduct and Ethics requirements will be published for all to access on the ConnectFirst website.
- (v) The connectFirst Board will use the Code of Conduct and Ethics Policy and Declaration to guide and assess each decision and action taken on behalf of connectFirst and its stakeholders. Individual board members will use the Code to make appropriate decisions for themselves on behalf of the Board.

- (vi) connectFirst recognizes that the range and complexity of the credit union activities are such that it is not possible to produce an exhaustive list which covers all situations and board members understand that the Code does not cover every specific scenario. Therefore, they use the spirit and intent behind the Code to guide their conduct, and exercise care and diligence in the course of their work with the credit union.
- (vii) As described in its Bylaws, connectFirst makes every effort through its board member criteria, and in its board application process, to identify and recommend board members to serve on the Board who demonstrate the following: cooperative values; principles of good governance; fiscal and legal responsibility and ethical integrity.

## GUIDELINES

1. A Code of Conduct and Ethics Declaration, as per Appendix A, will be reviewed and signed by new board members upon election or appointment to the Board.
2. The Code of Conduct and Ethics Policy and Declaration is reaffirmed annually by the Governance Committee to ensure it remains current and relevant.
3. The Code of Conduct and Ethics Policy applies to all board members. All board members are required to review and attest to compliance with the Code of Conduct & Ethics on an annual basis by signing the Declaration.
4. All board members of the credit union are expected to be familiar with the Code and to adhere to those principles and procedures set forth in the Code that apply to them.
5. The Governance Committee is responsible for the administration of the Code of Conduct and Ethics Policy and if questions arise, they will be settled in accordance with the spirit and intent of the Code.
6. In the event of an alleged violation of the Code of Conduct and Ethics, the complaining party shall provide, in writing, the complaint in full details to the Board Chair. A board member who is alleged to have violated the Code of Conduct and Ethics Policy shall be informed in writing by the Board Chair. If the complaint relates to the Board Chair, the complaining party shall provide details in writing to the Chair of the Governance Committee.
7. Depending on the nature of the alleged violation, the board member who is alleged to be in violation of the Code may be considered suspended from the Board until the issue is brought forward for consideration to the full Board. The nature of any such suspension would be determined at the next Board meeting (in-camera) or at an ad hoc in-camera meeting of the Board called to discuss the issue.
8. In camera, at any point in the process, the Board may choose to meet without either party first to understand the context, confirm facts and develop an understanding of the situation

9. The individual board member, who is alleged to have violated the Code as well as the party making the allegation, will be invited to represent their actions, perspectives, and/or concerns. This is consistent with the principles of "right to be heard" and "procedural fairness" and ensures that the individual affected has the opportunity to present the situation from their point of view.
10. If the complaining party is a board member, he or she and the respondent board member shall absent themselves from any vote to resolve the complaint.
11. connectFirst takes its Code of Conduct and Ethics Policy very seriously and any board members found to be in breach of the Code may be required to resign from the Board, pursuant to the Code of Conduct and Ethics Declaration and Bylaws 8.2, 8.3 and 8.4.

## **MONITORING & REPORTING**

Completed Code of Conduct and Ethics Declarations will be kept by the Board Resource digitally in a secure place and provided to the HR Payroll and Benefits Department as record on file for each board member.

## **RELATED LINKS & APPLICABLE STANDARDS**

ConnectFirst Credit Union Bylaws #8.2 (d), 8.3, 8.4

Credit Union Act (Alberta): Section 65 & Section 73

Conflict of Interest Policy (G4);

Individual Board Member Accountability Policy (G9),

Board Member Role Profile

CUDGC Standards of Sound Business Practice:

*G1 - Understand and Fulfill Responsibilities*

*G7 - Establish standards of Business Conduct and Ethical Behaviour*

Code of Conduct and Ethics Declaration

## **APPENDIX A**

### **CODE OF CONDUCT AND ETHICS DECLARATION**

As per connectFirst Credit Union Code of Conduct and Ethics Policy, all board members are required to review and attest to compliance with the Code of Conduct & Ethics of Board of Directors of connectFirst Credit Union on an annual basis.

As a board member of connectFirst Credit Union, I will:

1. carry out my fiduciary duties in a professional, responsible and diligent manner, exercising good care, sound judgement; and taking responsibility for my actions and decisions;
2. act honestly, in good faith and in the best interests of connectFirst Credit Union (sec. 73(1)(a) of Credit Union Act), placing company interests above personal interests;
3. exercise the care, diligence and skill of a reasonably prudent person under comparable circumstances (sec. 73(1)(b) of Credit Union Act);
4. take into account the interests of members and depositors;
5. stay informed of the policies, business and affairs of connectFirst Credit Union and of the statutes and rules to which connectFirst Credit Union is subject and by which it is governed;
6. deal with fellow board members, officers and employees of connectFirst Credit Union openly, honestly, in a constructive manner, and treat all with dignity and respect, irrespective of age, race, ethnicity, gender, sexual orientation, religion ,nationality or any other visible or invisible diversity;
7. make available to, and share with, fellow board members and officers of connectFirst Credit Union all information as may be relevant and properly disclosed to ensure the proper conduct and sound operation of the business and affairs of connectFirst;
8. treat in confidence all matters and information of a sensitive nature about connectFirst Credit Union, its board, its committees, its employees and its members, and not disclose the same where it is not in the public record or domain unless required by law or unless sanctioned by the board to do so;
9. not initiate conversations directly with an outside body (e.g. CUDGC, external auditor) which may be perceived as undermining board process, board decisions or compromise board confidentiality;
10. not enter into any transaction which makes use of confidential information gleaned in my capacity as a board member and through which I directly or indirectly, obtain a benefit or advantage for myself personally or as a member of the board or anyone else, other than connectFirst Credit Union or a subsidiary thereof;
11. identify any potential or actual Conflict of Interest on the Related Party Transactions/Conflict of Interest Disclosure documentation;

12. comply with any rule of law respecting the duties and responsibilities of board members, generally;
13. request such information through the board from officers of connectFirst Credit Union as may be necessary to permit the full discharge of the duties of a board member and ensure that accurate records, minutes and memoranda are maintained with respect to the conduct and discharge of the business of connectFirst Credit Union;
14. not accept any gift or hospitality of material value offered or tendered by virtue of my position with connectFirst Credit Union. Material does not have a legal definition in this case, however, for this purpose, should be defined as "sufficient to influence or be perceived to influence a decision or sway an individual's better judgment";
15. respect and uphold the good name and values of connectFirst Credit Union through my personal behaviour;
16. recognize that once elected to the Board, I am a representative of connectFirst Credit Union at all times. As such, I agree that all communications, including social media, will not cause reputational damage or harm to connectFirst Credit Union, members of the board, employees and members of the credit union. I will abide by the guidelines published to all employees of connectFirst Credit Union;
17. when formally representing connectFirst Credit Union, only communicate established positions of the Board as a whole;
18. support the legitimacy and authority of board decisions, regardless of my personal position on an issue.

I acknowledge that I have read and considered the connectFirst Credit Union Code of Conduct & Ethics board policy (G3) for the Board of Directors and agree to conduct myself in accordance with the policy statements and guidelines therein.

I confirm I will hold myself accountable to the standards outlined within the Code of Conduct and Ethics Declaration and annually attest to my compliance.

I understand if I am found by my fellow board members to have been in default of, or acted contrary to the Code of Conduct & Ethics for Board members of connectFirst Credit Union, I may be subject to sanctions by my fellow board members including, without limitation, a request for my resignation from the board.

I agree that where I am asked to resign from the Board as a result of a breach, misconduct, or violation of the Code of Conduct and Ethics, by signing this Declaration, this constitutes my de facto immediate resignation from the Board of connectFirst Credit Union

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Name

## **APPENDIX B**

### **PROFESSIONAL BEHAVIOUR GUIDELINES**

#### **Expectations for professional behaviour:**

- Demonstrate high standards of professional behaviour in settings where you are representing connectFirst Credit Union.
- Abide by connectFirst's values and behaviours when interacting with others.
- Be familiar with and hold yourself accountable to the behaviours and standards set within the Board Member Accountability Policy and its related policies to which an annual declaration of acknowledgment is signed by a board member.

#### **Acceptable Professional Behaviour**

- Exhibit behaviours that are consistent with the credit union's values and treat all individuals with dignity and respect.
- Being fit to perform fiduciary duties and responsibilities and remaining fit for the duration of time when representing connectFirst Credit Union.

#### **Unacceptable Professional Behaviour**

- The use of offensive or profane language, actions, words, or physical gestures that could be perceived as offensive to others.
- Behaviour that constitutes violence, harassment, and/or discrimination.
- Poor judgement in the consumption of alcohol (at company functions) which results in inappropriate behavior that could harm the reputation of the credit union.
- Being impaired by alcohol or drugs while performing board related duties. If a board member is required to take prescription drugs, these drugs should not impair their ability to proficiently perform their duties.