

BOARD POLICY		
Original approval date:	May 25, 2015	CODE OF CONDUCT AND ETHICS POLICY
Date of Policy:	May 25, 2015	
Last Review Date:	Aug 26, 2019	
Next Review Date:	Aug 2020	
Owner: Governance Committee		POLICY #G3

PURPOSE

To establish the expectations and standards that will govern the manner in which all members of the Connect First 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) Connect First 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) Connect First 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) Connect First 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) Connect First 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 Connect First website.
- (v) The Connect First Board will use the Code of Conduct and Ethics Policy and Declaration to guide and assess each decision and action taken on behalf of Connect First Credit Union and its stakeholders. Individual board members will use the Code to make appropriate decisions for themselves on behalf of the Board.
- (vi) Connect First 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, Connect First 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 from 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/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. Connect First 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 AND REPORTING

Completed Code of Conduct and Ethics Declarations will be kept by the Board resource in a secure place.

APPLICABLE STANDARDS/RELATED LINKS

Connect First Credit Union Bylaws #6.4 (e), 6.2

Credit Union Act (Alberta): Section 65

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 Connect First 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 Connect First Credit Union on an annual basis.

As a director of Connect First Credit Union, I will:

1. act honestly, in good faith and in the best interests of Connect First Credit Union (sec. 73(1)(a) of Credit Union Act), placing company interests above personal interests and/or region interests;
2. exercise the care, diligence and skill of a reasonably prudent person under comparable circumstances (sec. 73(1)(b) of Credit Union Act);
3. take into account the interests of members and depositors;
4. stay informed of the policies, business and affairs of Connect First Credit Union and of the statutes and rules to which Connect First Credit Union is subject and by which it is governed;
5. deal with fellow board members, officers and employees of Connect First Credit Union openly, honestly, in a constructive manner, and treat all with dignity and respect, irrespective of age, race, colour, gender, sexual orientation, religion or nationality;
6. make available to, and share with, fellow board members and officers of Connect First 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 Connect First;
7. treat in confidence all matters and information of a sensitive nature about Connect First 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;
8. 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;
9. 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 Connect First Credit Union or a subsidiary thereof;
10. identify any potential or actual Conflict of Interest on the Related Party Transactions/Conflict of Interest Disclosure documentation;
11. comply with any rule of law respecting the duties and responsibilities of board members, generally;
12. request such information through the board from officers of Connect First 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 Connect First Credit Union;
13. not accept any gift or hospitality of material value offered or tendered by virtue of my position with Connect First 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”;
14. I recognize that once elected to the Board, I am a representative of Connect First Credit Union at all times. As such, I agree that all communications, including social media, will not cause reputational damage or harm to Connect First Credit Union, members of the board, employees

and members of the credit union. I will abide by the guidelines published to all employees of Connect First Credit Union;

15. When formally representing Connect First Credit Union, I will only communicate established positions of the Board as a whole;

16. I will 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 Connect First 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 Connect First 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 Connect First Credit Union

Signature

Date

Name (printed)