



**ARTS COUNCIL**  
WOOD BUFFALO

**Arts Council Wood Buffalo**

8115 Franklin Ave  
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[www.artscouncilwb.ca](http://www.artscouncilwb.ca)

April 18, 2018

**ACWB Code of Conduct**

I. Preamble

The Code of Conduct (the Code) for Arts Council Wood Buffalo (ACWB) Members (members) applies to all individuals who are current members of the ACWB, including the Board of Directors (the Board). The Code reflects a commitment to the ACWB's values and provides a framework to guide ethical conduct and decision making in a way that upholds the integrity and reputation of the agency, as well a commitment by each member to pursue excellence in their decisions, in their conduct, and in their artistic discipline. Members are expected to behave in a way that aligns with the code and acknowledge that this code does not cover every specific scenario that may be encountered in their tenure with the ACWB. Members will, therefore, use the spirit and intent behind this Code to guide their conduct, as well as their decision making, and exercise care and diligence during their membership. It is also presumed that, whether they are active members or not, this Code will also apply to the staff of ACWB. ACWB members and staff, therefore, pledge to accept this code as a minimum guideline for ethical conduct and shall:

- a) Faithfully abide by the Articles of Incorporation, by-laws and policies of ACWB.
- b) Exercise reasonable care, good faith and due diligence in organizational affairs.
- c) Fully disclose, at the earliest opportunity, information that may result in a perceived or actual conflict of interest.
- d) Fully disclose, at the earliest opportunity, information of fact that would have significance in board decision-making.
- e) Remain accountable for prudent fiscal management to association members, the board, the nonprofit sector, and where applicable, to government and funding bodies.
- f) Maintain a professional level of courtesy, respect, and objectivity in all ACWB activities

- g) Strive to uphold those practices and assist other ACWB members in upholding the highest standards of conduct.
- h) Exercise the powers invested for the good of all members of the organization rather than for his or her personal benefit, or that of any other organization that they may represent.
- i) Ensure the right of all members to appropriate and effective services without discrimination on the basis of geography, political, religious, socio-economical characteristics of the state or region represented.
- j) Ensure the right of all ACWB members to appropriate and effective services without discrimination on the basis of the organization's volunteer or staff make-up in respect to gender, sexual orientation, national origin, race, religion, age, political affiliation or disability, in accordance with all applicable legal and regulatory requirements.
- k) Respect the confidentiality of sensitive information obtained in the service of the ACWB.
- l) Respect the diversity of opinions as expressed or acted upon by the ACWB board, committees and membership, and formally register dissent as appropriate.
- m) Promote collaboration, cooperation, and partnership ACWB members.

## II. Core Values

- a) Members will act with integrity, honesty, and the pursuit of excellence in the arts.
- b) Members will demonstrate respect and accountability by acting in the best interest of the ACWB and its membership.

## III. Guiding Principles

These principles shall guide the behaviour of the membership:

- a) The actions and decisions of the members are made to promote the public interest, and to advance the mandate and long-term interests of the ACWB.
- b) Members are ambassadors for the arts, the ACWB, and the Regional Municipality of Wood Buffalo
- c) Members must behave in a way that demonstrates that their behaviour and actions are fair and reasonable in the circumstance
- d) Where a member, as an individual, is subject to more than one Code of Conduct, that member will consider the expectations in all. Members understand that this Code is not intended to conflict with other Codes of Conduct and will discuss any potential conflicts with a member of the Board or the Executive Director of the ACWB as soon as any such conflict may arise.

- e) The Code applies to all members unless a specific exemption has been issued by the Board. Individual exemptions can be provided as long as the Board is satisfied that there are sufficient safeguards in place to ensure that the ACWB's interests are not compromised.
- f) Members encourage their colleagues to act fairly and ethically and know that they are able to raise concerns about any other members conduct without fear of reprisal.
- g) Members acknowledge that breaches of the code may result in disciplinary action, up to and including the permanent expulsion of the member from ACWB.
- h) It is expected that if a member has questions about the code, or the application of its principles, they should consult with a member of the ACWB Board of directors.
- i) Each member affirms that with the purchase of their membership that they understand and commit to adhere to both the letter of and spirit of the Code.

#### IV. Behavioural Standards

Behavioural Standards help guide members to make decisions that align with the Core Values and Guiding Principles when faced with an issue that might present ethical considerations. All members commit to apply the standards that follow;

- a) Members must not engage in any criminal activity, and will comply with all relevant laws, regulations, policies and procedures at the local, civic, provincial and federal levels.
- b) Member conduct contributes to a safe and healthy environment, and members will refrain from behaviour that constitutes harassment, discrimination, exploitation, & coercion.
- c) Members will show a friendly spirit of cooperation and collaboration with fellow members
- d) Members will treat others with courtesy, especially when attending ACWB functions.
- e) Members may only represent the ACWB with the express permission of the ACWB Executive. (see ACWB Board Communication Policy)

#### V. Administrative Processes

Administrative processes help members to manage ethical and procedural challenges, including any real or apparent conflict of interest concerns

- a) Members understand that membership to ACWB does not provide them liberty to direct the administration and staff of the ACWB. While direct interaction with the Executive Director and staff is encouraged, all

actionable items are to be presented to the ACWB Board of Directors for consideration and consultation, with the understanding that certain items may not be acted upon at the discretion of the Board.

- b) The Board of Directors takes the Membership's privacy seriously and will ensure that any sensitive items brought to its attention will be discussed with the strictest of confidentiality. It is the Board Chair's responsibility to ensure the confidentiality of all disclosures and ensure that any complaint is addressed in a responsible and confidential matter.
- c) Members are encouraged to report in writing a potential breach of this Code by any other member of the ACWB, including its Board of Directors and Staff. When reporting a potential breach in good faith and with reasonable grounds, members are protected from retaliation for such reporting.
- d) Once a potential breach has been reported, the ACWB will respond promptly to, and manage the potential breach by either a special meeting of the ACWB Board of Directors, or an electronic communication to expedite the response. The Board will review the circumstance and details of the potential breach and notify the Member who is alleged to be in breach. The alleged Member has the right to complete information and the right to respond fully to the potential breach. The identity of the reporter will not be disclosed unless required by law or in a legal proceeding. The board will come to a decision and complete a report of the review in a timely manner. The decision may range, but is not limited to, finding no potential breach of the Code, to finding a breach that reveals suspected Criminal Conduct.
- e) Members who are found to have acted in a manner that contravenes any section of this Code may be subject to disciplinary action up to and including permanent expulsion from the ACWB.

## VI. Recommended Courses of Action

Recommended courses of action are intended to be a guide for the ACWB Board of Directors when dealing with breaches of the ACWB Code of Conduct and Ethical Practice Policy. These recommendations are not a limitation, nor an exhaustive representation of available courses of action, and all decisions lay at the sole discretion of the Board to apply.

- a) Written Warning

A written warning may be issued by the board where the contravention of the ACWB Code of Conduct and Ethical Practice Policy is not considered to be egregious, does not contravene the Criminal Code of Canada, and is considered by the Board to be a reminder to the member of the ACWB Code of Conduct and Ethical Practice Policy.

b) Suspension

There may be occasions when it is appropriate, with immediate effect, to suspend a membership. This will usually take place pending an investigation where there are sufficient grounds to believe that:

- I. It would significantly affect the ability to investigate the alleged misconduct if the member was to remain engaged.
- II. In cases where it would adversely affect the membership at large.
- III. The member may be a threat to themselves, others, or the organisation.

If a member is suspended, they will be advised formally in writing, wherever possible, within 2 calendar days of the suspension. A letter will be sent by recorded delivery and will include the reason for the suspension, the date and time from which it took effect, the duration and parameters of the suspension (i.e. pending investigation, 30 day, etc...), a reminder of the confidentiality of the matter, and an explanation of next steps. In certain situations, the details of the meeting will be confirmed directly to the member and the member will receive their formal letter at the start of a meeting with a member of the ACWB Board of Directors.

c) Expulsion

At the sole discretion of the board, any member may be expelled from the membership of the ACWB for contravention of the Code of Conduct, by a majority vote of at least two thirds of eligible voting members of the board. That expulsion may be conditional, or permanent, as determined by the board on a case by case basis.



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May 16, 2018

**ACWB Board Addendum to the ACWB Code of Conduct**

I. Preamble

To serve on the Board of Directors of the Arts Council Wood Buffalo (ACWB), one must first be a member. Therefore, all Board Members agree to be bound by the ACWB Code of Conduct, and then also hold themselves to an even more rigorous standard by adhering to this addendum as well. The purpose of this document is to outline a course of action for those situations in which a Director or Officer engages in a course of conduct that could seriously harm, or harms in any way, the organization's finances, operations, or reputation/credibility in the community.

1) ACWB may only carry out its stated purposes both inside and outside the RMWB in two ways: by carrying on its own promotional activities, and by supporting qualified agents to promote the arts. ACWB must maintain direction and control over its activities (whether carried out by members and staff, or by an agent or contractor on its behalf) and must not engage in unrelated business activities.

2) ACWB Directors may not engage in any activities that may directly or indirectly support or facilitate an act of terrorism.

3) ACWB Directors may not engage in any prohibited political activities, such as supporting or opposing a political party or candidate for public office.

a) ACWB does not have a political purpose, only political activities. "Purposes" are the reasons for which a charity is created. "Activities" are the programs and projects a charity uses to achieve its purposes.

b) While personal political viewpoints are not subject to regulation by ACWB policy, a director may not be perceived to, or explicitly use the vestments of their office with the ACWB to further a political purpose. All "partisan" political activities are prohibited. Partisan means supporting or opposing a political party or candidate for public office.

(The Board may take a position similar to that of a party or candidate on an issue but will not directly connect its views to the party or candidate.)

For example: A Director cannot be perceived to, or explicitly use the vestments of their office with the ACWB to:

publish an article in its newsletter supporting the re-election of a candidate who shares a position on an issue the ACWB is facing

hand out pamphlets during an election campaign saying that a proposed law it supports did not become law because elected members of a minority party voted against it.

invite political candidates to speak at the ACWB AGM.

c) Non-partisan political activities are not prohibited. These include activities aimed at influencing law, policy and public opinion on issues related to a charity's purposes. However, a Director may not be perceived to or explicitly use the vestments of their office with the ACWB to

- take a position on laws regarding intellectual property and artists rights
- hold rallies, organize mailing campaigns to politicians or the public
- publish a statement of ACWB positions in the media

Any positions taken by the ACWB must be informative, accurate and well-reasoned, that is, based on factual information that is fairly and fully analyzed. Such positions will be released by the board Executive, or the Executive Director

Engage in only related business activities that accomplish or promote the charity's purposes, if the charity is designated as a charitable organization or a public foundation.