

**SASKCULTURE INC.  
BOARD OF DIRECTORS POLICY**

<b>Policy Name:</b>	Code of Ethics and Conduct	<b>Number:</b> GP-10
<b>Policy Type:</b>	Governance Process	<b>Date Approved:</b> April 2000 <b>Latest Revision:</b> June 2010

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The objective of the SaskCulture Board of Directors' Code of Ethics and Conduct is to promote a climate of integrity within the organization and to assist individual Board members who may be called upon to make decisions of an ethical nature.

Directors shall:

1. Act at all times in the best interest of SaskCulture. In all decisions made by directors of the Board, the well-being of SaskCulture shall supersede personal or affiliate interests.
2. Embrace and demonstrate a culture of mutual respect amongst all directors and staff in activities including meetings and events.
3. Act and be seen to act in an ethical manner. Ethics are based on the underlying values of integrity, honesty, fairness, respect, loyalty, cooperation and accountability.
4. Comply with the SaskCulture conflict of interest policy; including regular disclosure of all perceived, actual or potential conflicts of interest (see GP-11 Conflict of Interest Policy).
5. Not use their affiliation with SaskCulture to benefit their personal interest or that of a third party.
6. Not attempt to exercise individual authority over the organization except as explicitly set forth in board policies.
  - 6.1 When interacting with the General Manager or with staff, directors shall recognize the lack of authority vested in individuals, except when explicitly Board-authorized.
  - 6.2 When interacting with the public, media or other entities, directors shall recognize the same limitation and the inability of any director(s) to speak for the Board, except when explicitly Board authorized.
  - 6.3 To express concerns about the General Manager or staff performance outside official policy (BC-3 & 5).
  - 6.4 When approached by an employee bypassing administration, directors shall advise employees to first utilize reporting lines within the administration to bring their concerns to the Board.

7. Directors will respect the confidentiality appropriate to issues of a sensitive nature.
8. Directors shall be familiar with the incorporating documents, by-laws, regulations, and policies of the organization as well as the rules of procedure and proper conduct of a meeting so that any decision of the Board may be made in an efficient, knowledgeable and expeditious fashion.
9. Directors shall be properly prepared for Board deliberation.
10. Directors shall take part in educational activities which will assist them in carrying out their responsibilities (GP-12).
11. Directors shall attend meetings on a regular and punctual basis. Absence of a director from more than three consecutive regular meetings without satisfactory justification shall be cause for a request for resignation.
12. Directors who may have objections to the behaviour of another Board member may address such issues privately with that director before taking the issue to the President who shall then privately attempt to resolve the issue. If the issue remains unresolved, the President will refer the matter to the ‘Officers’ for a discussion and resolution.
13. Any individual director with concerns about the code of ethics and conduct of the Board or a member of the Board, may at any time bring the issue forward to the entire Board for discussion and resolution.

Disclaimer: SaskCulture’s sample policies are being shared as reference tools only, for use by other non-profit cultural organizations. SaskCulture does not guarantee that they will be accurate or functional for other types of organizations. These documents are meant as samples only and may, or may not, reflect SaskCulture’s current operations.