

**Society of Saint Vincent de Paul
National Council of Canada**



BOARD OF DIRECTORS CODE OF CONDUCT

Members of the Board of Directors of the Society of St Vincent de Paul of Canada shall:

1. abide by The Rule, and the constitution and bylaws of the Society;
2. act honestly, in good faith and in the best interests of The Society. A Director/ Officer shall exercise the care, diligence and skill of a reasonably prudent person in exercising her/his powers and performing his/her functions as a Director/Officer.
3. use the powers of the office only for that particular purpose of which they are conferred. Members shall not knowingly use information obtained by virtue of Board membership that is not generally available to the public to gain any direct or indirect advantages;
4. retain their discretion to act. In particular, shall not make prior commitment to vote in any given way on issues that are to be considered in the future.
5. immediately disclose any potential or real conflict of interest. A Director/Officer is in a position of conflict of interest when:
 - a. he/she could benefit, or whose immediate family member(s) could benefit, materially from a contract between the Society and the Director/Officer, family member(s), company or enterprise in which he/she or they have an interest;
 - b. she/he could benefit personally, in a way generally unavailable to others, from any decision of the Board, or as a result of any information she or he receives as a Director/Officer;

NOTE:

For the purposes of this code of conduct, immediate family is defined as a Director's/Officer's: spouse, children, siblings, sibling's children, and parents. Immediate family also refers to the spouse's children, siblings, sibling's children and parents.