Any capitalized terms used and not defined in these Terms of Reference shall have the meanings given to them in the by-law relating generally to the conduct of the affairs of Ontario Chiropractic Association as may be amended from time to time (the "By-Law").

Purpose

The Corporation is committed to ensuring that in all aspects of its affairs it maintains the highest standards of public trust and integrity. As individuals serving on the board of directors of the Corporation (the "**Board**"), directors of the Corporation ("**Directors**") act in a position of trust for the Corporation, its members and key stakeholders, and are responsible for effective governance, and the stewardship of assets on behalf of the Corporation.

Application

This code of conduct applies to all Directors, and non-Board members of board committees.

Directors Duties

All Directors stand in a fiduciary relationship to the Corporation. As fiduciaries, Directors must act honestly, in good faith, and in the best interests of the Corporation. Directors are expected to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Directors will be held to strict standards of honesty, integrity and loyalty. A director shall not put personal interests ahead of the best interests of the Corporation.

Directors must avoid situations where their personal interests will actually, potentially or be perceived to conflict with their duties to the Corporation. Directors must also avoid situations where their duties to the Corporation may conflict with duties owed elsewhere. Where conflicts of interest arise, Directors will comply with the requirements of the Corporation's by-laws and applicable legislation.

Best Interests of the Corporation

Directors must act solely in the best interests of the Corporation. All Directors are held to the same duties and standard of care. Directors who are nominees of a particular group must act in the best interests of the Corporation, even if this conflicts with the interests of the nominating party.

Confidentiality

Directors and committee members owe a duty to the Corporation to respect the confidentiality of information about the Corporation, whether that information is received in a meeting of the Board or of a committee or is otherwise provided to or obtained by the Director or committee member. Directors and committee members shall not disclose or use for their own purpose confidential information concerning the business and affairs of the Corporation unless otherwise authorized by the Board. Directors must keep apprised of applicable Corporation policies and procedures and adhere to them appropriately, including for example the Board Policy on Confidentiality.

It is recognized that the role of Director may include representing the Corporation in the community. However, such representations must be respectful of and consistent with the Director's duty of confidentiality.

A Director is in breach of his or her duties with respect to confidentiality when information is used or disclosed for other than the purposes of the Corporation. Directors' duty to respect the confidentiality of information is ongoing, both during and after their association with the Corporation.

Board Spokesperson

The chair of the Corporation ("**Chair**"), or their designate, is the only official spokesperson for the Board. Every Director and committee member shall ensure that no statement or representation is made by him or her to the press or public unless authorized by the Board. When so authorized, the Director's representations must be consistent with accepted positions and policies of the Board. The chief executive officer or his or her designate may speak on behalf of the Corporation.

Media Contact and Public Discussion

News media contact and responses and public discussion of the Corporation's affairs should only be made through the Board's authorized spokespersons. Any Director who is questioned by news reporters or other media representatives should refer such individuals to the appropriate representatives of the Corporation.

Respectful Conduct

It is recognized that Directors bring to the Board diverse background, skills and experience. Directors will not always agree with one another on all issues. All debates shall take place in an atmosphere of mutual respect and courtesy. Directors shall work positively, cooperatively and respectfully with others in the performance of their duties while exercising independence in decision making.

The authority of the Chair must be respected by all directors.

Corporate Obedience – Board Solidarity

Directors acknowledge that properly authorized Board actions must be supported by all Directors. The Board speaks with one voice. Those Directors who have abstained or voted against a motion must adhere to and support the decision of a majority of the Directors.

Obtaining Advice of Counsel

Request to obtain outside opinions or advice regarding matters before the Board may be made through the Chair.

Breach of the Board Code of Conduct

Directors and, where applicable, non-Board members of Board committees are expected to comply with this Board Code of Conduct. Where concerns arise regarding compliance, they shall be directed to the Governance and Nominating Committee via the Board Chair. The Board shall seek to address them in a manner that is fair, transparent and respectful to all parties involved.

Under appropriate circumstances, if a breach of this Board Code of Conduct has occurred, the Directors acknowledge that the individual may be asked to resign or may be subject to removal from the Board pursuant to the Corporation's by-laws (s. 30) and the *Canada-Not-for-Profit Corporations Act (s. 130(1)).*