



## CPB Canada – Director’s Code of Conduct

*Each Director in accepting their role consents to act and abide by the foregoing terms.*

1. Directors must represent the interests of the Certified Professional Bookkeepers of Canada at ALL times.
2. Directors shall maintain the confidentiality of the details and the dynamics of all Board discussion and communication.
3. Directors shall not speak publicly against, or in any way undermine board solidarity once a Board decision has been made.
4. Directors are expected to attend all Board meetings. Directors shall be prepared to commit sufficient time and energy to attend to CPB Canada business.
5. Directors shall avoid, in fact and perception, conflicts of interest and shall disclose to the Board, in an immediate manner, any possible conflicts.
6. Directors’ contributions to discussions and decision-making shall be positive and constructive.
7. Directors’ interactions in meetings and communications shall be courteous, respectful, and free of animosity.
8. Directors shall adhere to CPB Canada bylaws and governance policies.
9. Directors shall be prepared for meetings, having read pre-circulated material in advance of meetings.
10. Directors shall participate in CPB Canada in ways and means other than attending Board meetings.



11. Directors shall respect lines of communication, meaning Directors will make unified decisions as a Board and those directives will be shared with the CEO as per policy. No single Director or Committee has authority over the CEO.
12. Directors are expected to act as Ambassadors while maintaining that only the Chair of the Board and the CEO (or designate), shall be the spokespersons for CPB Canada.
13. Directors shall not attempt to exercise individual authority or undue influence over CPB Canada.
14. Directors are expected to develop an understanding of the scope, mandate, bylaws, constitution, and policies of CPB Canada, the needs of the members it serves, and the Board's policy governance approach.