



Science Advisory Board for Contaminated Sites in British Columbia

POLICY 2: Confidentiality and Ethical Conduct of Directors

1. On assuming office all Directors of the Society are expected to sign the following agreement and to be bound by its confidentiality provisions after leaving office

Agreement On Ethical Conduct For Directors

I, _____, am a director of the Science Advisory Board for Contaminated Sites in British Columbia (SAB). I declare that in carrying out my duties as a director of the Science Advisory Board for Contaminated Sites in British Columbia during my term of office:

- I will use the powers and undertake to carry out the duties of my office honestly, in good faith and in the best interest of the SAB. In doing so I will exercise the care, diligence and skill of a reasonably prudent person in comparable circumstances.
- I will observe and honour the Science Advisory Board's:
 - i. Articles of Association, Charter and Ordinary By-Laws;
 - ii. Policies adopted and approved by the Board of Directors; and
 - iii. Directions established by resolution of the membership.
- I will publicly support the policies and positions of the SAB as approved by the Board of Directors.
- I will keep confidential all information specifically determined by Board of Directors motions to be matters of confidence. Where I am uncertain in determining whether an item is a matter of confidence, I will seek direction by way of a resolution of the Board of Directors.
- I will publicly support the actions taken by the SAB management to implement programs and achieve objectives contained in the SAB's approved plans and budgets.
- I will, at all times, strive to place the interests of the Board of Directors ahead of my personal interests and to declare immediately any conflicts that arise.
- When I am in a situation where my continued presence on the Board of Directors would cause an embarrassment to the SAB and would undermine member confidence; including failure to continue as a member of the SAB in good standing:



I will:

- i. Immediately resign; or
- ii. ask the Board of Directors to determine the matter and then resign if there is a determination not in my favour; or
- iii. resign where the Board makes a determination not in my favour after the Board raises the matter itself;

A Board determination of this nature is governed by articles 14(1) and (2) of the Bylaws as follows:

14 (1) Upon 30 days notice in writing to a member, and after giving such member an opportunity to be heard by the directors, the directors may, by a resolution passed by two-thirds of the votes cast at a meeting of the directors, pass a resolution authorizing the removal of such member from the Register of Members and thereupon such person shall cease to be a member. Any person so removed may re-apply for membership in the society.

(2) Any person so removed shall have the right to appeal their removal to an independent professional society or certifying body mutually agreed to by the directors and the member concerned. On appointment the members and associate members agree that such appeal decision will be binding on the member concerned and the society.

For purposes of this agreement, member in good standing means a person maintains the qualification required by the SAB's By-Laws to serve as a director of the SAB.

Signature _____

Date _____