



## Code of Conduct

PARA expects all Board of Directors and Advisory Council members to behave ethically, professionally and with integrity. This means aligning their communications and actions when working together or on their own with those overarching standards of conduct.

### Legal Duties and Compliance with Laws and Regulations

- PARA's Board of Directors have the fiduciary duty to make decisions in the best interest of the organization.
- Board of Directors and Advisory Council members are expected to actively uphold PARA's reputation.
- Board of Directors and Advisory Council members are expected to follow the law and regulations relevant to PARA which are the cornerstone to the success of the organization.
- Board of Directors and Advisory Council members are expected to exercise the care, diligence and skills of a reasonably prudent person under comparable circumstances.
- Board of Directors and Advisory Council members are entitled to express disagreement during discussion or debate, but once a decision by the Board or Advisory Council is made, it is the Board's or Advisory Council's decision and members of the Board and Advisory Council will publicly support that decision.

### Conflict of Interest

- In matters involving real or perceived conflict between the personal interest of Board of Directors or Advisory Council members involved in a decision making or decision influencing roles, and the broader interests of the organization, the organization's interests shall prevail.
- Board of Directors and Advisory Council members shall not knowingly place themselves in a position where they are under obligation to any person who might benefit from special consideration or favour on their part or might, in any way, influence preferential treatment to relatives or friends or to organizations in which their relatives or friends have an interest, financial or otherwise.
- Conflicts of interest include both pecuniary and non-pecuniary interests. Non-pecuniary conflicts of interest are just as important as pecuniary interests.
  - Pecuniary interest: an interest that you have in a matter because of the reasonable likelihood or expectations of financial gain or loss for you, or another person with

whom you are associated. Associated persons include relatives, partners and employers.

- Non-pecuniary interest: may include family relationships, friendships, position in association and other interests that do not involve financial gain or loss. Not only must your actions be free from any conflicts, but you must also ensure that they are perceived to be free from any conflicts of interest. It is therefore important that you consider what other people might think of a situation. These other people include, for example, potential suppliers, other organization, fellow Board of Directors or Advisory Council members and members of the public.
- Board of Directors and Advisory Council members should not benefit from the use of information acquired during their official duties PARA, which is generally not available to the public, by engaging in any outside work, activity or business undertakings that:
  - Conflicts or appears to conflict with their duties as Board of Directors and Advisory Council members
  - They have an advantage or appear to have an advantage derived from their association with PARA
- In a professional capacity, will or might appear to influence or affect the carrying of duties as Board of Directors and Advisory Council members
- Use of PARA property, equipment, supplies or services of consequence from activities not associated with the discharge of official duties with PARA
- Place themselves in a position where they could influence decisions or contracts from which they could derive any direct or indirect benefits or interests
- Accept any gift that could reasonably be construed as being given in anticipation or recognition or of special consideration by Board of Directors and Advisory Council members
- Board of Directors and Advisory Council members will disclose their potential conflict in the following manner:
  - Whenever Board of Directors or Advisory Council members considers they could be, or could potentially be, in a conflict of interest as defined within this policy, they shall disclose this conflict to the PARA President or the Past President (in case of the President) immediately. If a Board of Directors and Advisory Council members is in doubt as to whether conflict of interest situations exist, they should provide disclosure to the PARA President or the Past President (in case of the President) immediately
  - Any other Board of Directors or Advisory Council members who feels that a Board of Directors and Advisory Council member is in a conflict of interest, may report the matter to the President or the Past President (in case of the President) at any time.
- Procedure Following Disclosure

- Once a Board of Directors or an Advisory Council member has provided disclosure of a conflict of interest with respect to a particular matter to be considered or decision to be made, the following principles apply:
  - The individual in conflict of interest may not participate in discussion of this matter as advocate on their own behalf, either formally at the meeting or informally through private contact, communication or discussion, unless such participation is approved by a majority vote of the Board of Directors.
  - Except where participation in a discussion has been approved, the conflicted individual shall not be present at that portion of the meeting when the matter in which they have an interest is considered.
  - The individual in conflict of interest shall not participate in any vote on the matter.
- Documentation related to conflict-of-interest situations shall be recorded in the minutes of the PARA Board of Directors.

### **Confidentiality**

- PARA expects its Board of Directors and Advisory Council members to maintain the highest level of confidentiality in its dealings. Any discussions held during Board of Directors or Advisory Council meetings are to not be discussed outside these meetings or with others who were not in attendance at the meetings unless the record of discussion is disclosed in minutes or another publicly available document. If a Board of Directors or Advisory Council member is uncertain what information is confidential, they should consult with the PARA President or CEO.

### **Communication and External Representation**

- Board of Directors or Advisory Council members' interaction with external parties, public or media related to PARA must be disclosed to and supported by the PARA CEO, who may consult with the President and/or Board of Directors.
- Even though many consider personal comments posted on social media as private, these communications are public in nature. As a result, any online communication directly or indirectly related to PARA and/or its services has the potential to be linked back to PARA and impact its reputation. When participating in social media in a personal capacity, Board of Directors or Advisory Council members must:
  - Not disclose any confidential information, proprietary or sensitive information related to PARA.
  - Not use PARA's logo or branding without prior approval from the CEO

- Not communicate anything that may damage PARA's reputation, brand image, commercial interest or the confidence of its members or partners
- Not post any material that would directly or indirectly defame, harass, discriminate or bully any Board of Directors or Advisory Council members, members, staff, volunteers or external parties

### **Equity, Diversity and Inclusion**

- Board of Directors and Advisory Council members are expected to uphold PARA's commitment to equity, diversity and inclusivity in all actions and communications.
- The collective sum of the individual differences, life experiences, knowledge, inventiveness, innovation, self-expression, unique capabilities and talent that Board of Directors, Advisory Council employees, members and volunteers invest represents a significant part of PARA's culture, reputation and meeting its members needs.
- PARA embraces and encourages Board of Directors and Advisory Council members', employees', members' and volunteers' differences in age, color, disability, ethnicity, family or marital status, gender identity or expression, language, national origin, physical and mental ability, political affiliation, race, religion, sexual orientation, socio-economic status, veteran status and other characteristics that make them unique.
- All Board of Directors and Advisory Council members, employees and volunteers have a responsibility to always treat others with dignity and respect. These individuals are expected to exhibit conduct that reflects inclusion during PARA activities.
- Any Board of Directors or Advisory Council member found to have exhibited any inappropriate conduct or behavior against others may be subject to disciplinary action as determined by the Board.

### **Complaints Against Members of the Board of Directors or Advisory Council**

- In the event of a concern with a Board of Directors or an Advisory Council member, the individual is encouraged to bring this concern forward to the President or Past President (in the case the concern is against the President).
- The President or Past President (in the case the concern is against the President) will lead the information gathering, evaluation and outcomes of the complaint in consultation with the Board of Directors and CEO.
- If unsure or uncomfortable bringing a complaint to President/Past President, the CEO can be a resource to navigate next steps.

### **Meeting Attendance**

- Board of Directors and Advisory Council members are expected to prepare, attend and contribute to PARA meetings unless they conflict with their professional schedule. If they cannot attend, notice should be given in a timely manner to the President or CEO.

*Date Approved: December 2025*

*Date Revised:*