

Jack's Lake Association

Directors' Code of Ethics

The purpose of this Code, including sections on Confidentiality and Conflict of Interest, is to serve as an agreed guideline for Directors and Committee members (CMs) serving on the JLA Board and on JLA Committees.

1. Confidentiality

All organizations, including not for profit associations, occasionally need certain sensitive information to be kept private. Some JLA business matters such as, but not limited to, employee/contractual/tender issues, personal/group conflicts, disciplinary measures, private/personal information, discussions regarding legal or regulatory proceedings, may require candid confidential conversations and/or the exchange of confidential materials among Directors and CMs.

All JLA Board meetings are open to JLA members. This notwithstanding, the Board/Committee may invoke the right to call 'closed', 'executive' or 'in camera' sessions during which time any and all information exchanged shall be confidential. In addition, all email exchanges or other correspondence and documentation exchanged between and among Directors/CMs marked 'Confidential' will also be confidential. If a Director/CM is uncertain as to whether something is a matter of confidence, he or she will seek determination by the Executive of the JLA Board.

To the extent possible, the dissemination of confidential information, either oral or in writing (including electronically provided information such as by e-mail), will be noted prior to the respective discussion requiring confidentiality, or will be marked as 'Confidential' or will be held 'in camera' or in 'executive session'.

2. Conflict of Interest

Definition

An actual or potential Conflict of Interest or the appearance of a Conflict of Interest arises in a situation when a Director/CM's duty as a Director/CM is compromised or impeded by another interest, relationship or duty of that Director/CM.

For instance, this might arise when a Director/CM is in a situation in which competing loyalties could cause him or her to pursue a personal benefit for him/herself, a friend or a relative. A conflict of interest would arise if a Director/CM is in a position to influence a decision that may result in personal gain or gain for a relative/friend/colleague as a result of JLA's dealings.

An appearance of a Conflict of Interest refers to an impression formed by a reasonable person, that after full disclosure of the facts, the respective Director/CM's judgement may be significantly influenced by outside interests, even though there may be no *actual* conflict of interest.

No presumption of conflict is created by the mere existence of a relationship with another person, commercial establishment, organization or association.

Directors/CMs should ask themselves whether the action he/she is considering could create an incentive for them or appear to others to create an incentive for them to benefit oneself, family,

friends or colleagues at the expense of JLA. If the answer is yes, then the Director/CM should declare a potential conflict of interest as outlined below.

Required Disclosure

A Director/CM who believes he or she may be in a Conflict of Interest situation, either directly or indirectly, (potentially or having the appearance of being in a Conflict of Interest situation), shall make his or her declaration outlining said potential Conflict of Interest, in writing, including the nature and extent of the Conflict, to the President or an Executive Officer of the JLA Board or the Committee Chair, respectively.

Moreover, any Director/CM who believes another Director/CM has a real or perceived conflict of interest or the appearance of having a Conflict of Interest may raise this concern for discussion during a Board meeting pursuant to 'Disclosure of Conflict or Pecuniary Interest' item on the agenda.

Each Conflict of Interest matter shall be brought to the Board for determination and a vote on (a) whether the respective Director/CM shall be entitled to participate in a discussion in which the subject matter of the respective Conflict of Interest arises, and (b) vote at a meeting or any part of such meeting in which the subject matter of the Conflict is discussed.

For the avoidance of doubt, it is imperative that a Director/CM disclose to an Executive Officer or Committee Chair respectively as soon as possible the existence of any actual or potential Conflict of Interest so that safeguards can be taken to protect all parties. Failure to make such a disclosure will result in the Director/CM being asked to tender his or her resignation.

3. Professional Respectful Conduct

In their respective roles, Directors and CMs have first and foremost, a fiduciary duty to act in the best interest of and for the benefit of the JLA. In so doing, they agree to exercise the care, diligence and skill of a reasonably prudent person in comparable circumstances whilst performing their duties on the JLA Board or Committee.

Directors and CMs agree and commit to:

(a) Active, Respectful Participation

- be informed about JLA's mission, services, policies and programs
- be responsible, transparent and accountable for their actions
- act honestly, with integrity, collegiality, impartiality and in good faith and handle conflicts in a respectful, professional manner
- place the interests of JLA above their own interests
- represent JLA in a positive and supportive manner at all times
- act with professionalism, good judgement and care, and refrain from making public communications that may be interpreted as representing the JLA or JLA Board's position that have not been authorized by the Board
- explore and disclose any personal Conflict of Interest and disclose any possible Conflict of Interest in other Directors or CMs

- present and maintain a unified public position on all Board/Committee decisions, even if you may not agree with a particular vote or decision/action
- avoid unauthorized or inadvertent disclosures of confidential Information to any other person, including friends, relatives, and professional colleagues

(b) Adhering to Board and Committee Operational Protocol

- show respect and courtesy during all Board/Committee meetings
- make attendance at all Board/Committee meetings a priority and notify the Executive Secretary or a member of the Executive of any anticipated absence
- be prepared to discuss the issues and business on the Board/Committee meeting's Agenda, having read all background material relevant to the respective Agenda topics
- respect time restrictions established by the Chair and Executive Secretary in advance of meetings in order to balance various Agenda items and promote efficient use of meeting time
- when presenting a particular subject to the Board/Committee for discussion, use best efforts to submit all related background material and documentation and an estimated time for presentation and discussion of the subject to the Executive Secretary/Chair five (5) days prior to the respective presentation
- when presenting a Resolution or Motion to the Board/Committee, use best efforts to ensure that a prepared written Resolution/Motion is accompanied by at least a written preamble summarizing the background and intent of the respective Resolution/Motion submitted five (5) days prior to the respective Board/Committee meeting.
- best efforts will be used to ensure that Agenda materials are forwarded to Directors/CM four (4) days prior to the respective Board/Committee meeting

I, _____, recognizing the important responsibility I am undertaking in serving as a member of the Board of Directors or a Committee Member of Jack's Lake Association, hereby pledge to carry out in a trustworthy and diligent manner the duties and obligations associated with my role as a Director of the Board or as a Committee Member and abide by this Code of Ethics. I understand that failure to abide by this Code may result in my removal as a Board or Committee Member, pursuant to the requirements and processes provided in JLA's governing documents.

Signature

Date