

**Canadian International School Parent Association (CISPA)
Board of Directors' Code of Conduct
June 2015 – June 2016**

I. Introduction

A Code of Conduct is a set of guiding principles that act as a benchmark for professional behaviour. It is a promise to adhere to the values we share as CISPA directors, such as courtesy, professionalism, accountability, open-mindedness, respectfulness, and integrity.

II. Fundamental Values

As a Director or Ex-Officio, I am now part of an organization that serves the parent and broader school community. In dealing with any member of the CDNIS community, I promise to abide by the following fundamental values of respect and courtesy that underlay the conduct and actions of all CISPA directors:

- A. Professionalism. This will be the hallmark of all conduct when interacting with other CISPA directors and members. When necessary, I will disagree respectfully with other directors. As a representative of CISPA, I will treat all individuals and groups with the same courtesy and consideration I expect from others. I will maintain a professional relationship with all members of the CDNIS community, noting that my position within the school is unique and accountable in a manner different from other parents.
- B. Accountability. The activities I perform for CISPA will be able to stand the test of scrutiny by the members, the general public, the Hong Kong government, and other non-profit regulators if applicable.
- C. Open-mindedness. I will be open-minded in dialogue with the Board and all other members of the CDNIS community. I will acknowledge and respect that there are a wide range of views and opinions in our community, as well as differing levels of understanding and knowledge. I will act in the best interest of CISPA and the school as a whole, rather than in my own best interest.
- D. Integrity. I will support the mission of CISPA and consider myself its guardian. I will abide by our Memorandum and Articles of Association, as well as all bye-laws set forth in the CISPA handbook. I will support decisions of the Board and relevant committees once taken and if unable to do so, I will resign from office.

III. Responsibilities of Directors and Ex-Officios

In preparation for my role as a Director or Ex-Officio, I will strive to embody the principles of leadership in all my actions and fulfill the trust placed in me by the membership by honouring the responsibilities outlined below. If I am an ex-officio, I am not legally registered, and am exempt from the meeting attendance rules and other Company Registry legal requirements.

- A. I will read, understand, and abide by the CISPA handbook.
- B. I will read, understand, and abide by all Board governance documents, procedures and practices including the Memorandum and Articles of Association and bye-laws.
- C. I will read, understand, and abide by all guidelines established by the Companies Registry for directors of Hong Kong companies listed on their website at <http://www.cr.gov.hk/en/compliance/obligations.htm>.
- D. I will participate in all training for CISPA directors conducted by the Secretary, Treasurer, Communications Chair and any other committee chair.
- E. I will strive to attend all required meetings, emergency general meetings, and board special events, giving notice and explanation ahead of time to the Chair if unable to attend.
- F. I will study the agenda and other information sent prior to meetings and be prepared to discuss and vote on agenda items during the meeting.
- G. I will honour the authority of the Chair and respect his or her role as meeting leader.
- H. I will read, understand, and engage in debate and voting in board meetings according to *Robert's Rules of Order* written by Henry Martyn Robert (<http://www.robertsrules.com>).
- I. When relevant, I will engage in open and clear communication so that all Board members are equally well-informed as to my opinions and understanding of various issues as they arise.
- J. I will accept a majority Board vote on an issue as decisive and final. I will act in accordance with these decisions.
- K. I will maintain the confidentiality of boardroom discussions and decisions unless authorized by the Chair or the Board to speak of it.
- L. I will honour my agreement to act as an Executive Director or Committee Chair and undertake the responsibilities of that job faithfully and fully, including running special events, holding committee meetings, and sharing my committee progress with the Board through minutes or relevant reports during board meetings.
- M. CISPA's scope of work is defined exclusively by CISPA's mission and mandate. Unless officially invited by CDNIS to actively participate in school matters such as

staff and personnel issues, school management, and curriculum direction and content, I will work within the limits of the CISPA mission and mandate.

- N. I will follow the school's guidelines for addressing parent complaints about the school by first directing parents to the most appropriate CDNIS staff member to handle the complaint. I will share significant and/or repeated parent complaints with the CISPA board so that directors may consider whether further action should be taken.
- O. I acknowledge that it is my responsibility to properly transition my role to incoming directors if I am departing from the Board. I will create or maintain resources that clearly outline my tasks and responsibilities, and provide additional information, as I see fit, to ease transition and help maintain the functionality of the Board.

IV. Protecting the CISPA and CDNIS Reputation

The reputation and brand of both CISPA and CDNIS are integral to the success of the school as an educational institution. I will always strive to protect both organizations' reputations in the following ways:

- A. When I am speaking as a representative of CISPA, my comments will reflect current organizational policy and positions, even when these do not agree with my personal views.
- B. I will not communicate directly or indirectly with the media in regards to school matters without the prior knowledge and approval of both the Executive Chair and the Communications Chair.
- C. I will strive to uphold the reputation of CISPA and the school as a whole.
- D. I will respect the confidentiality of all members of the CDNIS community.

V. Conflicts of Interest and Personal Gain

A conflict of interest exists when an Executive Officer and/or Board Member would have to participate in the deliberation or decision of any CISPA-related issue while at the same time the officer or board member and/or their extended family has financial, professional, business, employment, personal and/or political interests outside CISPA that would predispose or bias the officer or board member to a particular view, goal or decision. I will strive to act in the best interests of CISPA and avoid personal gain in the following ways:

- A. I will declare any conflict of interest, or any circumstance that might be viewed by others as a conflict of interest, as soon as it arises. If I am uncertain whether or not a conflict exists I will consult with the Executive Board and abide by their decision.
- B. As a representative of CISPA, I shall not use my relation to this Board for financial, professional, and/or political gain.

- C. I shall declare to the officers of CISPA any conflicts of interest between my duties of CISPA and my extended families' interest and have the conflict declared in the minutes of a board meeting.
- D. I will document expenses and seek reimbursement according to procedure.
- E. I will not accept gifts or hospitality intended for my personal use.
- F. I will use CISPA resources responsibly, with proper authorization and in accordance with procedure.
- G. I will not misuse CISPA's tax-exempt status, nor disburse funds for any purpose other than authorized, budgeted CISPA programmes, projects and activities.

I (**Director's full name**) _____ agree to abide by the rules, regulations, and recommendations detailed in the CISPA Board of Directors' Code of Conduct. I understand that should I breach the Code of Conduct, it may result in disciplinary action, all of which are outlined in the CISPA Handbook, and will be communicated by the Chair and/or Co-Chair.

Date: _____

Director's Signature: _____