

# Mondragon Co-operative Homes Inc.

## **Policy No. 13**

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### Board Conduct

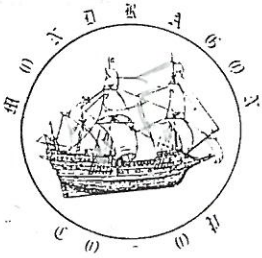
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Passed by the Board of  
Directors:

**January 13, 2003**

Confirmed by the  
members:

**March 23, 2003**



# *Mondragon Co-operative Homes Inc.*

79 Mondragon Circle, Brampton, Ontario, L6Z 1Z4, Tel., (905) 846-4077

## CONDUCT OF BOARD OF DIRECTORS

## POLICY TEN

ON A MOTION DULY MADE, SECONDED AND UNANIMOUSLY CARRIED, THE FOLLOWING POLICY REGARDING THE CONDUCT OF BOARD MEMBERS WAS ADOPTED BY THE MEMBERS OF MONDRAGON CO-OPERATIVE HOMES INC. AT A MEETING HELD ON MARCH 22, 1998.

ALL DIRECTORS WILL BE REQUIRED TO ENTER INTO THE FOLLOWING AGREEMENT:

### THE DIRECTOR AS A GENERAL MEMBER:

- I understand that by electing me to the Board, the members have expressed their faith that I will do the best of my ability;
- Respect the rights of all members, regardless of colour, race, creed, health, political persuasion, sexual orientation or any other consideration that does not specifically pertain to membership in the Co-Operative;
- Be guided by the International Principles of Co-Operation

Personally observe and instill respect in the members of my household to abide by the By-Laws, Policies and Guidelines of the Co-Operative;

- Respect the member's financial records as confidential;
- Attend Board and Member's Meetings regularly, and give advance notice when I am unable to attend;
- Declare any Conflict of Interest, loyalty or priority that may arise in issues coming before the Board;
- Behave as a Role Model as a "Member in Good Standing"; and
- Carry out the duties of a Director with diligence and good will.

I understand and agree that if I abuse the privilege of membership or election to the Board, I will be expected to account for myself the same as any other member.

**E DIRECTOR AS A MEMBER OF THE BOARD**

- I understand that the Board of Directors often receives information that is not available to the general membership. Some of this information will be confusing, sensitive or confidential. Some of the decisions we make will be difficult and some of them will not be popular with everyone.
- I understand and agree that in discussing this information and making these decisions, all directors need to feel safe to express their opinions. We need to listen to other opinions. We can change our minds, if necessary, after exchanging ideas. Most importantly, we need to know that our comments will not be repeated outside the meeting room.
- I understand and agree that decisions of the Board of Directors will be made by consensus agreement. When a consensus agreement cannot be reached, it may be necessary to have a vote to decide an issue. The decision made will be binding on all Board members, and the way an individual voted or debated will not be discussed with anyone other than the Directors and staff of the Co-Operative.
- I understand the importance for the Co-Operative to operate as a financially sound organization. When Board members fall into arrears they may purport to emphasize collection of other members arrears. As recommended by the auditors, I agree that should I fall into arrears, I will immediately arrange for a repayment schedule to be approved by the Co-Operative and I understand that should the arrears persist, I may be asked to relinquish my seat on the Board of Directors. I further understand and agree, that should the arrears balance persist, although I may not be required to relinquish my position as a Director, I will not be permitted to serve the Co-Operative in the capacity of an Officer.
- Finally, I understand and agree that if I act in any way contrary to this agreement, the other Directors may request my resignation from the Board of Directors.
- In such a case, I am entitled to an In-Camera Hearing by the Board of Directors. After such a hearing, if the request to resign still stands, I will resign without objection. I will not discuss the reasons for my resignation with any person other than the Board of Directors and Staff. As long as I hold the reasons for my resignation in confidence, the rest of the Board of Directors and Staff will do the same. **Should I disagree with the Board of Directors Decision**, I further understand that in signing this Conduct of Board of Director Policy, it does not in any way negate my rights under the Corporations Act or By-Law One, Article 4, Subsection 5(a) to call a special meeting of the members.

Signed in \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_

\_\_\_\_\_  
DIRECTOR'S SIGNATURE

\_\_\_\_\_  
FOR THE BOARD OF DIRECTORS



# *Mondragon Co-operative Homes Inc.*

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## CONFIDENTIALITY AGREEMENT

I, \_\_\_\_\_, being a member of the Board of Directors of Mondragon Co-Op recognize that I will have access to private information about members from time to time. I agree that all such information should be kept confidential by me, unless it is a Board decision to release information to the membership.

\_\_\_\_\_  
Witness

\_\_\_\_\_  
Board Member

\_\_\_\_\_  
Date