

YELLOWHEAD GAS CO-OP  
DIRECTOR CODE OF ETHICS

1. As a director of the Yellowhead Gas Co-op (herein referred to as the Co-op), I recognize:
  - a. That my fellow members have entrusted me with the development of the Co-op;
  - b. That I provide a direct link in the transfer of ideas, information, constructive criticism and suggested alternatives from the members to the board of directors.
  
2. In view of the forgoing considerations, it shall be my constant endeavor:
  - a. To devote time, thought and study to the duties and responsibilities of the Co-op so that I may render effective and credible service;
  - b. To work with my fellow Co-op directors in a spirit of harmony and cooperation in spite of differences of opinion that may arise during vigorous debate on points of issue, and keep these differences confidential outside the meeting room;
  - c. To honour my fellow Co-op directors around the table and outside of meetings, appreciating the value that each other's experience and perspective bring to our leadership responsibility;
  - d. To base my personal decision upon all available facts in each situation; to vote my honest conviction in every case, unswayed by partisan bias of any kind, thereafter, to abide by and uphold the final decision of the board of directors;
  - e. To speak with one voice outside of our meetings so that our staff, our members and the public receive a clear, consistent, honest message that honours our Co-op;
  - f. To not use my position to further the interest of any organization which is opposed to the interests and principles of the Co-op, nor will I engage in any activities which would be prejudicial to the Co-op;
  - g. To avoid conflicts of interest by informing the board whenever there is the possibility of perceived conflict and abstaining from discussion and decision making if warranted;
  - h. To resist every temptation and outside pressure to use my position as a Co-op director to benefit either myself or any other individual or agency apart from the total interest of the Co-op;
  - i. To bear in mind under all circumstances that the primary function of the Co-op board of directors is to establish the policies by which the Co-op is to be administered but

the implementation of the policies of the Co-op shall be under the guidance of and delegated by the Co-op manager;

- j. To bear in mind if I have a grievance with a fellow member of the board or staff of the Co-op, I shall make my grievance known to the board chair who shall be responsible to endeavor to mediate the grievance;
- k. To understand that the Co-op requires that any director missing a meeting must make the manager or the board chair aware of the reasons for such absence;
- l. To be aware that whereupon a director is absent from three consecutive meetings without a valid reason such individual shall be asked by the board of directors to step down from office and that such director must agree to comply with a request to step down.

### 3. Confidentiality

- a. All information, discussion and material that the board of directors, or board chair or manager so designates as confidential shall be kept confidential until the board determines to make such information public;
- b. Retirement or resignation of a board member constitutes that all information of the Co-op remains confidential;
- c. Classified documents are to be kept within the walls of the Co-op office, and not to be taken from the Co-op office unless authorized by the board of directors;
- d. The procedure of acting upon set policy and discussion on motions within Co-op meetings shall be kept confidential outside said meetings.

