CODE OF ETHICS FOR BOARD MEMBERS AND OFFICERS

Our commitment

In establishing policy and making decisions for and on behalf of the Canadian Language Industry Association's members, we—Board members / officers—are custodians in trust of the assets of our association. The members recognize the need for competent and committed elected Board members and they deserve our utmost effort, dedication, and support.

As Board members / officers of the Canadian Language Industry Association, we acknowledge and commit that we will observe a high standard of ethics and conduct as we devote our best efforts, skills and resources in the interest of the Canadian Language Industry Association and its members. We will perform our duties as Board members / officers in such a manner that members' confidence and trust in the integrity, objectivity and impartiality of the Canadian Language Industry Association are conserved and enhanced. To do otherwise would be a breach of the trust which the membership has bestowed upon us.

Code of ethics

1. I will always be loyal to the organization and hold the interest of the Canadian Language Industry Association as my priority.
2. I am obligated to act in a manner which will bear the closest public scrutiny.
3. It is my responsibility to contribute to the Board of Directors any suggestions of ways to improve the association's policies, standards, practices or ethics.
4. I will declare any conflict of interest, be it real, potential, or apparent, which is not immediately obvious with regards to any matter being discussed in my presence during a meeting. The following activities are considered by the association to be conflicts of interest, and conflicts of interest are not limited to the following situations:
    - where a director / an officer makes a decision or does an act motivated by other or additional considerations than the best interests of the association;
    - where a director / an officer is personally under contract to the association, and also a director, officer, employee or subcontractor of other organizations who are also under contract to this association;
    - where a director / an officer learns of a business opportunity (an opportunity generated by an activity or an action sponsored by the Canadian Language Industry Association) for profit which may be valuable to him/her personally

or to another organization of which he/she is a member, or to other persons known to the director.

- Where a director / an officer uses the Canadian Language Industry Association name to make contacts or develop partnerships for private benefit.
- If the Board decides at any time during a meeting that I have a conflict, I will accept their request that I refrain from participating in the discussion and I will leave the meeting at the Board's request. I understand that the Board's decision will be recorded in the minutes, either with or without the reasons for the decision being also recorded.

5. I will not knowingly take advantage of or benefit from information that is obtained in the course of my official duties and responsibilities as a Board member / officer, and that is not generally available to membership.
6. I will maintain confidentiality of all information which the Board deems ought to be kept confidential.
7. The Chair of the Board is ultimately responsible for immediate interpretation, application and enforcement of the Board members' code of ethics policy. All complaints concerning a possible code of ethics violation shall be made in writing to or by the Chair of the Board with a copy provided to the complainant. The Chair of the Board's decision may be appealed in writing to the Board of Directors for consideration at the Board's next regular meeting for a final decision. The final decision shall be delivered in writing to the complainer and complainant. Should the Chair of the Board be the subject of a written complaint, the Vice-Chair of the Board shall perform the duties normally assigned to the Chair of the Board in this matter.
8. Penalties imposed for breach of the code of ethics may include, but are not limited to, the following:
    - Excluding the director/officer from portions of all future meetings and discussions which relate to the stated conflict of interest, and/or
    - Censure of the director/officer, in private, in public, or both, and/or
    - Removal of the director/officer from office by a resolution passed by a vote of two-thirds of the Board members

I have read, understood and accept the Code of Conduct for the Canadian Language Industry Association Board members.

Agreed upon:

Signature _____ Full Name_____

Witness _____ Signed at_____
City, Province

Date _____