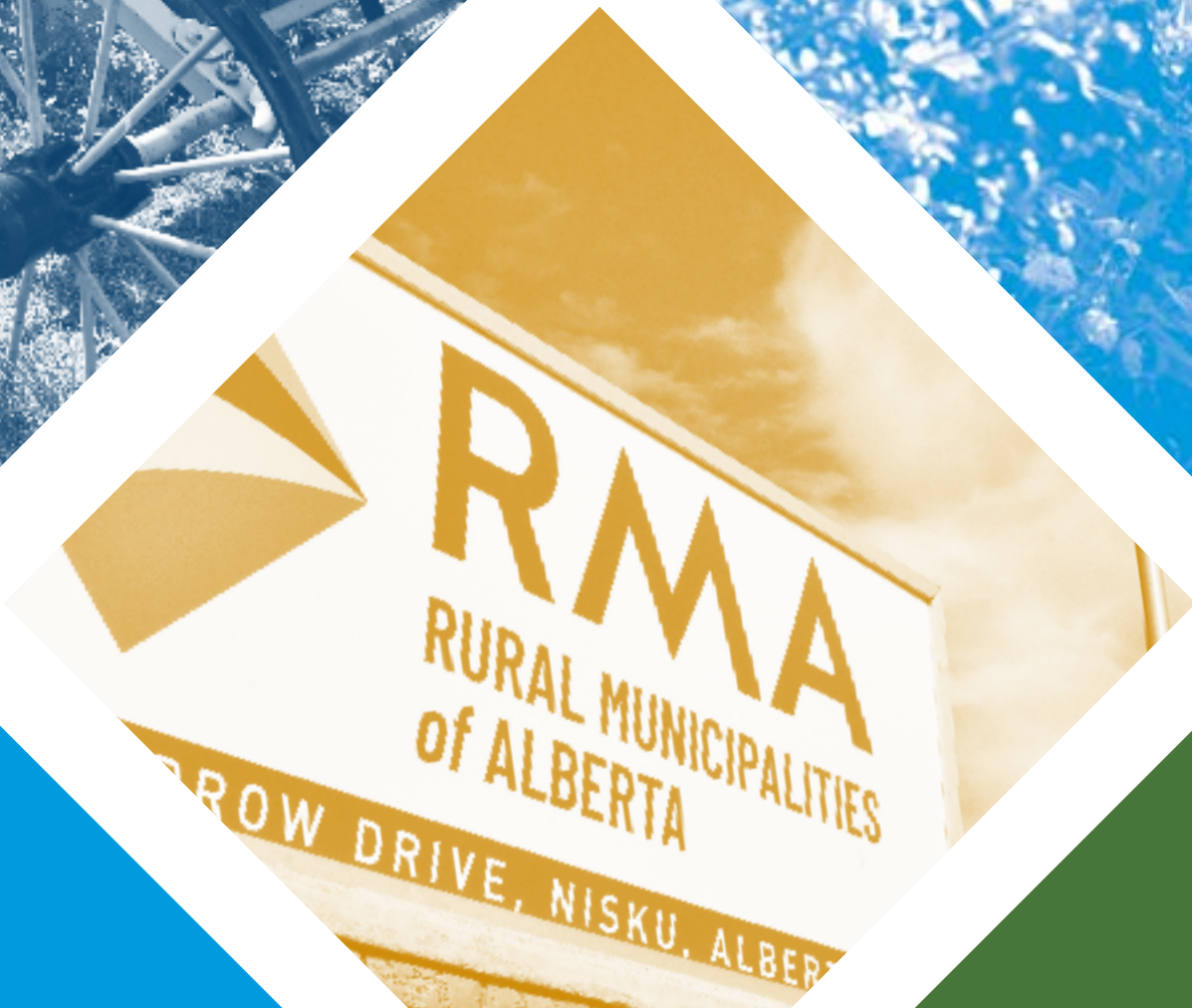




RMA
RURAL MUNICIPALITIES
of ALBERTA

BOARD OF DIRECTORS ELECTIONS INFORMATION PACKAGE

Fall 2024



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Introduction

The Rural Municipalities of Alberta (RMA) is an independent association comprising Alberta's 69 counties and municipal districts. Since 1909, the RMA has helped rural municipalities achieve strong, effective, local government through the provision of advocacy and business services. The RMA is governed by a board of directors, comprised of elected officials from RMA's full member municipalities.

The RMA's Board of Directors elections process is guided by the RMA Board Elections Policy, included in Appendix B. This package is designed to provide information for RMA full members interested in joining the RMA Board of Directors. This document outlines the available positions, the roles and responsibilities of RMA board members, eligibility requirements and information on the time commitment and compensation.

Elections for available positions on the RMA Board of Directors will take place during the 2024 Fall Convention on Wednesday, November 8 and Thursday, November 9.

Positions Available

The following positions are up for election for a two-year term at the 2024 RMA Fall Convention:

- ◆ President
- ◆ District 1 Director
- ◆ District 4 Director

As per the RMA Elections Policy, a current board member that is mid-term (i.e., one (1) year into a two (2) year term) can submit a nomination package for the position of President without resigning from their board director position. In this case, members of their district or the entire membership in the case of the Vice President will be informed and given two weeks to submit a completed nomination electronically in the form prescribed by the Returning Officer.

Board Roles and Responsibilities

The overall role of the RMA Board of Directors is to represent and advocate the broad collective municipal and rural interests of the membership, and to oversee the delivery of services that assist members in their business operations and decision-making processes. The Board of Directors is actively engaged in the development of the RMA's Strategic Plan, which includes setting the overall vision, mission, and values of the organization.

Those elected to the RMA Board of Directors also serve on the following RMA subsidiary boards:

- ◆ RMA Insurance
- ◆ Genesis Reciprocal Insurance Exchange (GRIE)
- ◆ Canoe Procurement Group of Canada

The key duties of a board member are outlined in RMA's GOV-02 Board Member Responsibilities Policy (Appendix A) and include the following:

- ◆ Governing the Rural Municipalities of Alberta and all related entities including RMA Insurance Ltd., Genesis Reciprocal Insurance Exchange, and Canoe Procurement Group of Canada. The RMA Board acts as an advisory committee to Canoe Benefits, however, provides no governance.

- ◆ Actively engaging in setting the overall vision, mission, and strategic direction of the organization and related entities.
- ◆ Approve operational plans to ensure alignment to the strategic plan.
- ◆ Setting overall fiscal direction for the RMA.
- ◆ Setting overall policy with respect to the RMA's interactions with members, other levels of government, and other organizations. In particular, board members must ensure that formal policy positions and position statements put forth by the association reflect member direction. Where the membership has expressed no clear policy preference (via resolution, member survey, etc.), the board has a duty to arrive at policy decisions that reflect the best interests of the membership as a whole.
- ◆ Representing rural interests and priorities in meeting with decision makers in government as well as industry and other relevant stakeholders.
- ◆ Monitoring the performance of the Executive Director to ensure that administrative actions are consistent with both the policy and fiscal direction as set out by the board.
- ◆ Representing the RMA and its members on various committees, task forces, etc., as delegated by the RMA board, the President and/or the Executive Director as necessary.
- ◆ In each case, board members are expected to represent the interests of the RMA as a whole, and to report back to the board.
- ◆ Those board members who have been elected to represent a particular district are expected to bring forward the concerns and perspectives of municipal councils within that district. However, it is ultimately expected that each board member will consider every issue on the merits of its impacts on all RMA member municipalities.
- ◆ Respecting the confidential nature of information which is often obtained as a result of membership on the board. The success of the RMA in representing rural and municipal interests is very clearly tied to the trust that has been established between the association and the provincial government. Board members are expected to respect that trust relationship, regardless of any personal political leanings, and are expected to protect confidential information.
- ◆ Report back to the membership regarding the Board Governance Review Committee recommendations.
- ◆ When new board members are elected, participating in a board orientation to provide some guidance on RMA board best practices, provide support and have discussions on awareness in the new role.
- ◆ Be responsive to emerging issues.

In addition, the following duties are specific to either the role of the President or Vice President:

- ◆ The President is responsible for chairing the RMA Board of Directors' meetings. The President serves as the official spokesperson and media representative for the RMA, and has the ability to delegate additional spokespersons as needed.
- ◆ The Vice President is responsible for carrying on the duties of the President in his or her absence and to attend one district meeting per district per year in addition to their own district.

It is strongly encouraged that members interested in joining the RMA Board of Directors review the [2022-2023 Annual Report](#) and visit the [RMA's website](#) to learn more about the organization and its subsidiaries.

Eligibility

Complete eligibility requirements for members of the RMA Board of Directors are outlined in section E of the [RMA Bylaws](#), including that the individual must be a duly elected official for a full RMA member municipality. For the position of District Directors, individuals must represent a municipality that is within the district that is up for election. [View the members map](#) to determine which municipalities are located within each district.

Members are eligible to run for both the role of President and an available District Director position.

Note, two separate nomination packages are required in this case.

The RMA Board of Directors adheres to the RMA's Board Member Code of Conduct & Ethics Policy, included in Appendix B. Members submitting nominations packages are expected to review this policy in advance, and indicate acknowledgment that adherence to this policy is expected (acknowledgement is indicated by completing and signing an RMA Board of Directors Nomination Form).

Formal support via motion of council is not required for nominations; however, due to the time commitment involved, it is strongly encouraged that candidates have the full support of their councils and administration.

Board Member Commitment

The duties of an RMA board member are significant and require commitment to the association. There is considerable time required for meetings and committee preparation, attendance, and travel. The RMA encourages members interested in pursuing an RMA board seat to contact a current board member or CEO & Executive Director Duane Gladden to gain a better understanding of the responsibility and commitment required.

The overall role of RMA board members is to represent and advocate the broad collective municipal and rural interests of the membership, and to oversee the delivery of services that assist members in their business operations and decision-making processes. Serving on the RMA Board of Directors is an opportunity to help shape the direction and future of your organization and serve Alberta's rural municipalities.

The RMA Board of Directors has 12 regular monthly meetings each year. In addition, the RMA's three business boards (RMA Insurance, Genesis and Canoe) meet five times per year in a combined meeting under one RMA Business Services board agenda. These meetings are separate from the regular RMA monthly meetings. All regularly scheduled board meetings are held in person at the association office in Nisku. In addition to the aforementioned board meetings, there is a commitment to participate in strategic planning sessions each year.

The RMA represents its members on over 70 committees and external boards, which are divided amongst the Board of Directors. These committees require varying levels of commitment ranging from monthly to annual meetings.

Per Diem and Expenses

The RMA board members are entitled to compensation for their service on the board and any RMA-appointed committees. In accordance with RMA governance policies, board members are provided per diem and reimbursed for subsistence expenses incurred on RMA business, in addition to opportunities for RRSP contributions.

Nomination Information

Nomination papers are included as a separate document, available on the [RMA website](#), or by contacting the RMA Returning Officer, Todd Brand, at toddbrand@hotmail.com.

There are staggered nomination deadlines for the positions of President and District Director. The nomination deadline for the positions of President and Vice President shall be four weeks prior to the start of the fall convention and the nomination deadline for all District Director positions shall be two weeks prior to the start of the fall convention.

For the 2024 elections:

- ◆ Nomination Deadline for President: Monday, October 7, 2024, at 4:30 pm
- ◆ Nomination Deadline for District Director Positions: Monday, October 21, 2024, at 4:30 pm

A candidate list will be shared with RMA members through direct email to all CAOs for dispersion to councils after each nomination deadline has passed. A member bulletin will be included in Contact, and posted on the RMA website for member information.

As per the RMA Election Policy, in the event that no nominations are received for a given position prior to the nomination deadline, nominations will be accepted from the floor at the 2024 Fall Convention for that position.

As per the RMA Board Elections Policy, candidates are able to submit nomination papers for both the position of President and the available District Director position that represents their member municipality. In this case, candidates must submit two separate nomination papers and, in the event that the candidate is successful in the President election, their nomination for District Director will be rescinded. The same nominators may be used for both nomination papers.

As per the RMA Board Elections Policy, a current board member that is mid-term (i.e., one (1) year into a two (2) year term) can submit a nomination package for the position of President or Vice President without resigning from their board director position. In this case, members of their district will be informed and given one (1) week to submit a completed nomination electronically in the form prescribed by the Returning Officer. The nomination package must be endorsed by at least two (2) Elected Representatives of Full Members in good standing. Candidates may self nominate.

If the current board member is successful in the President or Vice President Election, an election for the newly vacant position will take place. The successful candidate will fulfill the remaining term of the newly vacant position.

If the current board member is not successful in the President or Vice President Election, the board member will remain in their current Director, President, or Vice President position and no election will take place. All individuals who submitted nominations will be advised by the Returning Officer.

All complete nominations packages must be submitted electronically before the aforementioned nomination deadlines to the RMA Returning Officer at toddbrand@hotmail.com.

Appendix A – RMA Board Member Responsibilities Policy



RMA Governance Policy

GOV-02: Board Member Responsibilities Policy

Date Approved: August 18, 2011

Amended: June 15, 2017

Reconfirmed: September 23, 2021

Amended: May 17, 2024

Next Review Date: May 2026

Purpose: To provide details regarding the roles, responsibilities, and obligations of an RMA Board member.

Policy Statement: The RMA is governed by a Board of Directors elected by RMA member municipalities. Their overall role is to represent and advocate the broad collective municipal and rural interests of the membership, and to oversee the delivery of services that assist members in their business operations and decision-making processes.

Guidelines:

The key duties of a board member include, but may not be limited to the following:

1. Governing the Rural Municipalities of Alberta and all related entities including RMA Insurance Ltd., Genesis Reciprocal Insurance Exchange, and Canoe Procurement Group of Canada. The RMA Board acts as an advisory committee to Canoe Benefits, however, provides no governance.
2. Actively engaging in setting the overall vision, mission and strategic direction of the organization and related entities.
3. Approve operational plans to ensure alignment to the strategic plan.
4. Setting overall fiscal direction for the Association.
5. Setting overall policy with respect to the Association's interactions with members, other levels of government, and other organizations. In particular board members must ensure that formal policy positions and position statements put forth by the Association reflect member direction. Where the membership has expressed no clear policy preference (via resolution, member survey, etc.), the board has a duty to arrive at policy decisions that, reflect the best interests of the membership as a whole.
6. Representing rural interests and priorities in meeting with decision makers in government as well as industry and other relevant stakeholders.
7. Monitoring the performance of the Executive Director to ensure that administrative actions are consistent with both the policy and fiscal direction as set out by the board.
8. Representing the Association and its members on various committees, task forces, etc., as delegated by the RMA board, the President and/or the Executive Director as necessary.

In each case, board members are expected to represent the interests of the Association as a whole, and to report back to the board.

9. Those board members who have been elected to represent a particular district are expected to bring forward the concerns and perspectives of municipal councils within that district. However, it is ultimately expected that each board member will consider every issue on the merits of its impacts on all RMA member municipalities.
10. Respecting the confidential nature of information which is often obtained as a result of membership on the board. The success of the RMA in representing rural and municipal interests is very clearly tied to the trust that has been established between the association and the provincial government. Board members are expected to respect that trust relationship, regardless of any personal political leanings. Board members are expected to protect confidential information.
11. Report back to the membership Board Governance Review Committee recommendations.
12. When new board members are elected, participating in a *Board Orientation* to provide some guidance on RMA board *Best Practices*, *provide support and have discussions on awareness in the new role*.
13. Be responsive to emerging issues.

In addition, the roles and responsibilities noted above that apply equally to all board members, the following duties are specific to either the role of the president or vice president:

1. The President is responsible for chairing the RMA Board of Directors' meetings. The President, serves as the official spokesperson, and media representative for the RMA, and has the ability to delegate additional spokespersons as needed.
2. The Vice President is responsible for carrying on the duties of the president in his or her absence and to attend one district meeting per district per year in addition to their own district.

Pecuniary Interests:

1. Definition: Pecuniary Interest: the opportunity, directly or indirectly, to profit or share in any profit derived from a transaction in the security (Pecuniary: relating to or consisting of money)
2. If a Board Member you have a pecuniary interest:
 - you are to disclose that you have an interest and its general nature
 - you are to abstain from any discussion of the matter and from voting
 - you are to leave the room until the matter has been dealt with, and you should make sure that your abstention is recorded in the minutes.
3. If you vote on a matter in which you have pecuniary interest, you are subject to disqualification, even if you vote against your interest.

Political Affiliation:

1. Every board member shall disclose on their *Statement of Disclosure*, any position that they hold in an official capacity with any federal or provincial political party.
2. A board member shall disclose to the board if they intend to seek nomination as a candidate in an election under the Canada Elections Act, the Election Act (Alberta) or the Alberta Senate Election Act.
3. When a board member makes a disclosure under section 1, or announces an intention as set out in section 2 above, the board must, on an on-going basis, determine whether the activity referred to in section 1 or 2 above creates a conflict of interest. If the board member determines a conflict of interest has arisen, the board member must:
 - a) Notify the Board of conflict; and
 - b) Withdraw from any debate or discussion regarding the matter in conflict; and
 - c) Abstain from voting on the matter in conflict; and
 - d) Avoid influencing the voting on the matter in conflict; and
 - e) Refrain from using their position for any personal benefit in furtherance of the activity referred to in section 1; and
 - f) Where necessary, request a leave of absence or tender resignation.
4. Where a board member has been selected as a candidate under section 2 above, the provisions of section 3 above continue to apply for the period leading up to the official election period. When the writ is issued, the board member shall request and be granted a leave of absence until the official final results are declared. Upon that declaration, the board member must immediately resign from the board if they are the successful candidate.
5. Notwithstanding anything contained in section 3 or section 4 above, where a board member or the board member's campaign intends to solicit campaign contributions from any employee, director, supplier or member of RMA, where directly or indirectly, the board member shall immediately notify the executive director.
6. The board member shall request and be granted a leave of absence for the duration of the campaign before accepting any such campaign contribution.
7. Notwithstanding anything contained in section 3 above, where a board member has been declared the leader of a political party under section 2 above, the board member must immediately resign from the board effective as of that date.
8. In any circumstance where the board determines a board member has failed to adequately comply with the provision of the non-pecuniary interest clause, the board may grant a leave of absence, suspend the board member; or may remove the board member in accordance with RMA Bylaws Part E, Section 14 which states, "*any Director (Board member), upon a majority vote of Full Members in good standing, may be removed from office for any cause which the Association may deem reasonable*".

9. During the provincial and/or federal nomination process, the board member shall refrain from doing media on behalf of the RMA.
10. As indicated in Administrative Policy ADM-05: Participation at Political Fund-Raising Functions Policy, the following applies:
 - a) If a Board member or the Executive Director wish to represent the RMA at a political fund-raising function, prior to attending such a function, the Board member and Executive Director shall receive approval from the Board.
 - b) If an employee or Board member participates in a political fund-raising function in accordance with the provisions of the Act, the employee must purchase their own ticket.
 - c) When a Board member/Executive Director participates in a political fund-raising function, the RMA shall reimburse the Board member/Executive Director in accordance with the current regulations under the Act.
11. A leave of absence or resignation under this part is deemed to include a leave of absence or resignation from every position the board member holds through appointment by the board including the boards of RMA subsidiaries and associated entities and any external board or committee on which the board member represents RMA.
12. The Executive Director will inform the board of any matter arising under this part.

Non-Partisan Approach:

1. The RMA takes a non-partisan approach to advocacy working collaboratively with all provincially and federally elected government officials.
2. To support effective advocacy, the RMA Board of Directors does not overtly engage in partisan politics. As governing parties can change over time, building effective relationships with provincially and federally elected officials from all parties is a priority to enable positive engagement across elections.
3. Engagement at the individual level with various provincial and federal political parties, including being members of political parties, is permitted by member of the RMA Board of Directors; however, engaging in this regard must be done as a individual and not as representative of the RMA Board of Directors.
4. Due to the non-partisan advocacy approach taken by the RMA, direct participation in a leadership role for any political party is discouraged. In the event that a leadership role in a political party is pursued, the RMA board member will be requested to step down in their board-elected role.

Appendix B - RMA Board Elections Policy



RMA Governance Policy

GOV-15: RMA Board Elections Policy

Date Approved: August 19, 2021
Reconfirmed: September 23, 2021
Amended: May 17, 2024

Next Review Date: May 2026

Purpose: To clarify the process and procedures for the nominations and elections for RMA Board of Directors positions.

Policy Statement: The RMA bylaws outline the composition of the RMA Board of Directors, eligibility requirements for holding a position on the board of directors, position terms, and the process for addressing vacancies mid-term. This policy formalizes the processes the RMA utilizes to support transparent election procedures for RMA board positions, in alignment with the RMA bylaws.

Staggered Elections

1. To ensure organizational consistency, the RMA Board of Directors elections are staggered.
2. Elections for the positions of President and Director of Districts 1 and 4 takes place in even-numbered years.
3. Elections for the positions of Vice President and Director of Districts 2, 3, and 5 takes place in odd-numbered years.
4. Elections will follow this process unless a current board member is elected to another RMA board position or resigns their position mid-term.

Guidelines for Nominations:

1. The nomination deadline for President or Vice President shall be four (4) weeks prior to the start of Fall Convention. The nomination deadline for a district director position shall be two (2) weeks prior to the start of Fall Convention.
2. A call for nominations for available RMA Board of Director positions will be issued at minimum eight (8) weeks prior to the nomination deadline.
 - a) During a Municipal Election year, the nomination deadline may be amended due to timing issues.
3. To be eligible for nominations, a person must meet the eligibility requirements outlined in s. E. 13 of the RMA Bylaws.

4. Interested persons must submit a completed nomination package electronically prior to the nomination deadline in the form prescribed by the Returning Officer. The nomination package must be endorsed by at least two (2) Elected Representatives of Full Members in good standing. Candidates may self nominate. Electronic signatures will be accepted.
5. If there are no nominations received prior to the nomination deadline for a specific board position, nominations from the floor at Convention will be accepted.
6. A current board member at the end of their term can submit a nomination package for the position of President or Vice President and can remain eligible to run for their District Director position as well if they desire.
 - a) The current board member would be required to submit two nomination packages: one for the position of President or Vice President and a second for their District Director position.
 - b) If the current board member is successful in the President or Vice President election, their nomination for District Director will be rescinded.
 - c) If the current board member is not successful in the President or Vice President election, their nomination for District Director positions will still be in effect.
7. A current board member that is mid-term (i.e., one (1) year into a two (2) year term) can submit a nomination package for the position of President or Vice President without resigning from their board director position. In this case, members of their district will be informed and given one (1) week to submit a completed nomination electronically in the form prescribed by the Returning Officer. The nomination package must be endorsed by at least two (2) Elected Representatives of Full Members in good standing. Candidates may self nominate.
 - a) If the current board member is successful in the President or Vice President Election, an election for the newly vacant position will take place. The successful candidate will fulfill the remaining term of the newly vacant position.
 - b) If the current board member is not successful in the President or Vice President Election, the board member will remain in their current Director, President, or Vice President position and no election will take place. All individuals who submitted nominations will be advised by the Returning Officer.

Election of Directors

1. Each candidate must have two nominators who will have a combined two (2) minutes to speak to the nomination. The candidate must accept the nomination. In the event that a candidate self nominates, they and the other nominator will have a combined two (2) minutes to speak to the nomination.
2. Each candidate has five minutes to speak to the membership.

3. RMA full members shall elect, by a clear majority (50% plus one), a President for a term of two (2) years that alternates with the two (2) year term of the Vice President. This term shall commence at the conclusion of the convention at which he/she is elected, and shall, unless sooner vacated, terminate at the conclusion of the fall Convention two (2) years hence.
4. RMA full members shall elect, by a clear majority (50% plus one), a Vice President for a term of two (2) years that alternates with the current two (2) year term of President. This term shall commence at the conclusion of the Convention at which he/she is elected, and shall, unless sooner vacated, terminate at the conclusion of the convention two (2) years hence.
5. The District Directors are elected with a clear majority (50% plus one) for a term of two (2) years, unless they are elected mid-term in which case, that individual will serve the remaining term of the position.
 - a) Each District shall meet as required to elect its representative Director and report the same to the Association.
 - b) The results of the District Director election must be reported to the association prior to the final day of the Convention.

Voting Eligibility and Requirements

1. For the positions of President and Vice President, all elected officials from RMA full member municipalities are eligible to vote.
2. For the positions of District Director, only elected officials from RMA full member municipalities that are located within the District in which the elected is taking place are eligible to vote.
3. All voting for RMA Board of Director positions shall be conducted via secret ballot. This may include the use of electronic voting or paper ballot.
4. A clear majority is fifty percent plus one (50% plus 1) for the election of all Board of Director positions.
5. In the case that there are three (3) or more candidates and a clear majority is not reached, the candidate with the lowest percentage of votes will drop off the ballot. Another vote will take place with the remaining candidates until one candidate receives a clear majority.
6. In the event of a 50/50 tie, the Returning Officer or Deputy Returning Officer will facilitate a random draw of the candidates. The chosen candidate will assume the Board position.

Duties of the Returning Officer

1. The RMA's Board shall select a designate to serve as the "Returning Officer" who shall be responsible for the fair and proper conduct of elections.

2. Responsibilities of the Returning Officer include:

- a) Verify that the election proceeds in accordance with this policy and address any concerns or objections.
- b) Receiving and reviewing candidate nomination packages to ensure they fulfill the requirements to be eligible as stated in RMA Bylaws and this policy.
- c) In consultation with the RMA Credentials Committee, verify the credentials of voting members, if required.
- d) Facilitating the President and Vice President election process.
- e) The Returning Officer will appoint Deputy Returning Officers to facilitate District Elections.
- f) Oversee the District Director election process. This will include working with RMA staff, Deputy Returning Officers, and Alberta Rural Municipal Administrators Association (ARMAA) scrutineers before the election to clarify election roles and responsibilities.
- g) District Elections shall be facilitated by the Deputy Returning Officer. As needed, the Returning Officer will provide support for District Elections.

Appendix C - RMA Board Member Code of Conduct & Ethics Policy



RMA Governance Policy

GOV-01: Board Member Code of Conduct & Ethics Policy

Date Approved: September 17, 2020

Next Review Date: May 2026

Reconfirmed: September 23, 2021

Amended: May 17, 2024

Purpose: This policy establishes the expectations and processes governing the business and advocacy activities and ethical conduct of the RMA Board of Directors.

Policy Statement: To establish standards for the ethical conduct of board members relating to their roles and obligations as representatives of the Rural Municipalities of Alberta.

Definitions:

Code - refers to this board member Code of Conduct & Ethics

RMA or Association - means the Rural Municipalities of Alberta

Employee - refers to an individual employed by the RMA

President - refers to the President of the RMA

Vice President - refers to the Vice President of the RMA

Board - refers to the Board of Directors of the RMA

Board Member - refers to a member of the Board

Review Committee - refers to the President, Vice President and another board member

Social Media- refers to any digital communications website, app, network, or other media that enables users (personal, public, or commercial) to share content (written, visual, or otherwise) publicly. Common examples include blogs, podcasts, Facebook (Meta), X, Instagram, YouTube, and LinkedIn, and other similar platforms.

Guidelines:

PART 1 Behavior Expectation of Board Members

Representing the RMA

Board members shall:

1. Act in a manner that demonstrates fairness, respect for individual differences and opinions, and an intention to work together serving the interest of the association.
2. Perform their duties and responsibilities in a conscientious and diligent manner with integrity, accountability, and transparency.
3. Conduct themselves in a professional manner and make every effort to participate in meetings with the board, committees, and other public entities.
4. Treat RMA staff and other board members with courtesy, dignity, and respect and without abuse, harassment, bullying or intimidation.
5. Act respectfully towards other individuals while at work and participating in any work-related activity.

Communicating on Behalf of the Association

1. Board members must not claim to speak on behalf of the RMA, the board or any board member unless authorized to do so.
2. A board member who is authorized to speak on behalf of the RMA or board must ensure that their comments accurately reflect the information or position of the RMA or board, as applicable, even if the board member personally disagrees with the position.
3. As stated in the association's Governance Policy: GOV-02 Board Member Responsibilities, "The President is responsible for chairing the RMA Board of Directors' meetings. The President, serving serves as the official spokesperson, and media representative for the RMA, and has the ability to delegate additional spokespersons as needed."
4. As stated in the association's Governance Policy: GOV-02 Board Member Responsibilities, "The Vice President is responsible for carrying on the duties of the President in his or her absence".
5. No board member shall make a statement when they know that statement is false.
6. No board member shall make a statement with the intent to mislead the board or members of the public.

Respectful Interactions

1. Without limiting the ability of a board member to hold a position on an issue and respectfully express their opinion, board members shall act in a manner that demonstrates fairness, respect for individual differences and opinions, and an intention to work together serving the interest of the association.
2. Board members shall remain courteous and professional towards other board members, employees, members at large, senior levels of government and the public.
3. Board members shall not use, or attempt to use, their authority or influence to intimidate, threaten, coerce, command or influence any board member or employee of the RMA.
4. No board member shall speak or act in a manner that is discriminatory to any individual based on the person's race, religious beliefs, color, gender, gender identity, gender expression, physical disability, mental disability, age, ancestry, place of origin, marital status, source of income, family status or sexual orientation.
5. Board members shall treat one another, employees of the association and members of the public without abuse, harassment, bullying or intimidation.
6. No board member shall use indecent, abusive, or insulting words or expressions toward another board member, any employee of the association or any member of the public.

Adherence to Policies, Procedures and Bylaws

1. Board members shall respect the association's bylaws, policies and procedures.
2. Board members are responsible for complying with the association bylaws, policies and procedures pertaining to their position on the board.
3. A board member shall not encourage disobedience of any bylaw, policy or procedure of the RMA.
4. Board members shall be aware of and ensure that their conduct does not contravene laws and regulations applicable to their role.
5. If a board member runs for a provincial or federal party, that board member must adhere to the association's Governance Policy: GOV-02 Board Member Responsibilities.

Acceptance of Gifts or Prizes

Board members must adhere to the administration policy: ADM-07 Acceptance of Gifts, Prizes & Event Participation on occasions where gifts and prizes are offered.

Use of RMA Equipment

Board members must adhere to the administrative policy: ADM-08 Computer and Mobile Device in regard to the use of RMA technology and equipment.

Confidential Information

1. Board members shall keep in confidence matters discussed at private board meetings.
2. Board members also have a duty to maintain confidential information gained through the performance of their duties, except in circumstances where disclosure is authorized or legally mandated. This includes information pertaining to the RMA's business, operations and any other organizational matters which are intended to remain confidential.
3. Board members shall not disclose or release any confidential information to the public or media unless disclosure is authorized by the board or required by law. It is the responsibility of each board member to uphold confidential information when representing the RMA.
4. Board members shall not access or attempt to gain access to confidential information in the custody or control of the association unless it is necessary for the performance of the board member's duties and is not otherwise prohibited by the board, and only then if the information is acquired through appropriate channels in accordance with applicable board policies.
5. Board members shall not use confidential information for personal benefit or for the benefit of any other individual or organization.
6. All board members must sign the Acknowledgment of Reviewing RMA's Policy Form and agree to oblige by RMA's Policy Guidelines.

Conflict of Interest

1. Board members shall disclose all personal and business interests on their Statement of Disclosure. Board members should refer to policy GOV-02: Board Member Responsibilities for details regarding conflict of interest and obligations of a board member.
2. Board members are to be free from undue influence and not act or appear to act in order to gain financial or other benefits for themselves, family, friends or associates, business or otherwise.
3. Board members shall approach decision-making with an open mind that is capable of persuasion.

4. It is the individual responsibility of each board member to seek independent legal advice, at the board member's sole expense, with respect to any situation that may result in a conflict of interest.

Social Media

1. When using social media for RMA business purposes, whether on a personal social media account or on behalf of the RMA, board members shall follow the guidelines outlined in policy ADM-10: Social Media.
2. Board members shall not contact or otherwise attempt to influence other board members, RMA employees or the public on social media regarding matters relating to the association.

PART 2 Complaint Process

Complainant (RMA Board Member) Steps:

1. Any board member who has identified or witnessed conduct of another board member, which that board member believes, in good faith, is not in compliance with this Code may address the issue through an informal complaint process by:
 - a) Advising the board member that the conduct is in violation of this Code and encouraging the board member to stop.
 - b) Informing the President and Vice President, or one of the President or Vice President in the event of a complaint respecting the President or Vice President, of the alleged complaint and to discuss and attempt to resolve the matter with all parties involved.
2. Board members are encouraged to pursue this informal complaint course of action as the first means of remedying conduct that they believe violates this Code. However, an individual is not required to complete this informal complaint procedure prior to pursuing the formal complaint procedure outlined below.
3. A board member who reasonably believes, in good faith, that another board member is not in compliance with this Code may address the issue through a formal complaint process by:
 - a) Making a formal complaint to the President and Vice President.
 - b) All formal complaints shall be made in writing, dated, and signed by an identifiable individual.
 - c) The written formal complaint must include:
 - Description of events or situation;
 - Date and time of the event or incident that has occurred within the last two years;
 - Location of incident; and
 - Names of any witnesses, if any.

4. All complaints will be addressed by a three-person committee, including the President, Vice President, and another board member. If the complaint involves the President or Vice President, the matter must be brought to the attention of the non-respondent individual. The non-respondent individual, being either the President or the Vice President, will then appoint two other board members to assist in review of the formal complaint.

Complainant (Committees, Memberships or Stakeholders) Steps:

1. A person, other than a board member, who reasonably believes, in good faith, that a board member is not in compliance with this Code may address the issue through a formal complaint process by:
 - a) Making a formal complaint to the President and Vice President.
 - b) All formal complaints shall be made in writing, dated and signed by an identifiable individual.
 - c) The written formal complaint must include:
 - Description of events or situation;
 - Date and time of the event or incident that has occurred within the last two years;
 - Location of incident; and
 - Names of any witnesses, if any.
2. All complaints will be addressed by a three-person committee, including the President, Vice President and another board member. If the complaint involves the President or Vice President, the matter must be brought to the attention of the non-respondent individual. The non-respondent individual, being either the President or the Vice President, will then appoint two other board members to assist in review of the formal complaint.

Steps to be Taken Upon Receipt of a Formal Complaint:

1. If the facts, as reported in a formal complaint, include the name of one or more board members who are alleged to be responsible for the contravention of this Code, the board member or board members concerned shall receive a copy of the formal complaint submitted.
2. Upon receipt of the formal complaint, the Review Committee, as applicable, will review the complaint and decide whether to proceed to investigate the formal complaint or not. If the Review Committee, as applicable, are of the opinion that a formal complaint is frivolous or vexatious or is not made in good faith, or that there are no grounds or insufficient grounds for conducting an investigation, the Review Committee, as applicable, may choose not to investigate or, if already commenced, may terminate any investigation or may dispose of the complaint in a summary manner. In that event, the complainant shall be notified of the decision.

3. The Review Committee, as applicable, may choose to consult with legal counsel, an independent investigator, or the Executive Director (administrative purposes only) during the investigation process.
4. If the Review Committee, as applicable, chooses to investigate a complaint, they may request any information required for the investigation, including from the respondent board member.
5. If an independent investigator is consulted to investigate the complaint, the independent investigator will provide a written report on findings, within 30 days of being contracted to perform the investigation, or on a later date determined by the Review Committee, as applicable.
6. The Review Committee, as applicable, will determine the appropriate course of action for recommendation to the board, upon reviewing any information received pursuant to the investigation of the complaint, including but not limited to an investigation report.
7. A board member who is the subject of an investigation shall be afforded procedural fairness, including an opportunity to respond to the allegations before any decision is made or any sanction is imposed with respect to a formal complaint. The board member is entitled to be represented by independent legal counsel, at the board member's sole expense, if they deem necessary.

PART 3 Disciplinary Process

Corrective Action and Discipline

1. The Review Committee, as applicable, shall present the findings of their investigation respecting a formal complaint to the board at a private meeting.
2. The following is a non-exhaustive list of what may be considered by the board in determining the appropriate sanctions to be imposed on a board member based upon the findings of an investigation into a formal complaint:
 - a) The impact of the incident on the complainant
 - b) The nature of the incident
 - c) The degree of aggressiveness and physical contact, if applicable
 - d) The period of time and frequency of the incidents
 - e) The vulnerability of the complainant
3. Sanctions that may be imposed on a board member, by the board, upon a finding that the board member has breached this Code may include:
 - a) Requesting the board member issue, a letter of apology
 - b) Requiring the board member to attend a training course on ethics and respectful conduct in the workplace

- c) Prohibiting the board member from speaking on behalf of the RMA in a political setting, as representation or on a committee
 - d) Censuring the board member and limiting their role and responsibilities
 - e) Removing the board member from RMA committees
 - f) Requesting the board member take a leave of absence or resign
4. All complaints will be addressed in a timely manner. Any corrective action or discipline will be determined within 60 days of the formal complaint. This timeframe can be extended upon agreement of all parties.

Non-Retaliation

1. Board members shall not act or threaten reprisal against a complainant or any other person for reporting misconduct.
2. A board member may report suspected or potential violations of this Code without fear of retaliation.
3. Disciplinary action will be taken against any person acting or threatening reprisal against a complainant.



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