BOARD OF GOVERNORS

CODE OF CONDUCT POLICIES

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Starling Community Services Policy and Procedure Manual

Subject: Starling Community Services Board of Governors Confidentiality Policy

Rationale

A Board member has a number of responsibilities, including furthering the best interests of the organization as it serves its clients. In the conduct of Board business, a Board member has access to much information about the organization, its work, and at times even about specific clients. Some of the information is considered confidential and could be harmful to individuals or detrimental to the organization if released to third parties.

Examples include Human Resources information regarding staff job performance or behaviour; information regarding specific clients; legal opinions or situations involving potential liability of the organization; aggregate information that may be damaging to the organization, e.g., regarding harassment; the unauthorized release of reports or data which might be of use to competitors (e.g., sales strategies or future expansion strategies).

Policy

All Board members shall sign confidentiality agreements as part of the Code of Conduct Agreement (see Cross-Reference) by which they agree to keep confidential all information which may harm individuals or the organization from a privacy, legal, or reputation standpoint. Where an item of information is not identified as confidential but may be harmful if released, a Board member is expected to use their best judgment and treat the information in the appropriate manner.

The agency has freely shared most information if such information can assist another individual or organization fulfilling their mandate. In the event a Board member feels an internal document could be helpful to another individual or organization, as a courtesy, the Board member should clear the release of the information with the CEO or Board Chair.

It is understood that the principle of confidentiality applies not only to the sharing of information with persons outside the organization but also applies in the interactions Board members may have with staff of the organization.

Related Information

Board Governance Policy and Procedure Manual, *G 2.5 Code of Conduct and Policies Agreement Board Member Sign-Off Policy*

Legislative and Accreditation Reference

Accreditation Canada Governance Standards

Date Policy Issued: 2001
Date Policy Revised/Reviewed: May 2026
Next Policy Review Date: 2030
Applies to: Starling Board of Governors

Starling Community Services Policy and Procedure Manual

Subject: Starling Community Services Board of Governors Conflict of Interest Policy

Rationale

Our stakeholders – clients, funders, staff, and the greater community trust us to act in their best interests. A conflict of interest occurs when private interests, whether they are individual, personal, social, business, financial or political interests, are put or may be perceived as being put ahead or interfere with in any way with the interests of the Starling Community Services organization. Any action Board members take on behalf of Starling Community Services must not be influenced or perceived to be influenced by the possibility of gain for themselves or for anyone they are personally associated with. The appearance of a conflict or situation that could create a potential conflict must be avoided.* Conduct that could be interpreted as directly or indirectly seeking, receiving or providing personal gain in the dimensions mentioned above violates the Starling Community Services Board of Governors Code of Conduct.

* Example: If a new Board member has a staff member as a personal friend it should be disclosed as a conflict. While a Board member becoming friends with staff should be avoided.

Policy

All Board members shall sign the Code of Conduct Agreement (see Cross-Reference) by which they agree to inform the Chair of the Board immediately upon determining that they may have a conflict of interest. Violations will be investigated by the Board, or by a person or persons designated by the Board, and appropriate action will be taken in the event of any violations of the Starling Community Services Board of Governors Code of Conduct as per G 2.6 *Code of Conduct Breaches Policy*.

A conflict-of-interest declaration is included with each Board of Governors or Committee meeting package (Appendix 1) and the Board Chair will determine at each meeting of the Board whether a conflict of interest exists with regard to the meeting agenda items, and in general.

Related Information

- Board Governance Policy and Procedure Manual, *G 2.5 Code of Conduct Agreement Board Member Sign-Off Policy*
- Board Governance Policy and Procedure Manual, *G 2.6 Code of Conduct Breaches Policy*
- Starling Community Services Policy, *C 3.1 Conflict of Interest*

Attachments

Appendix 1: Conflict of Interest Declaration

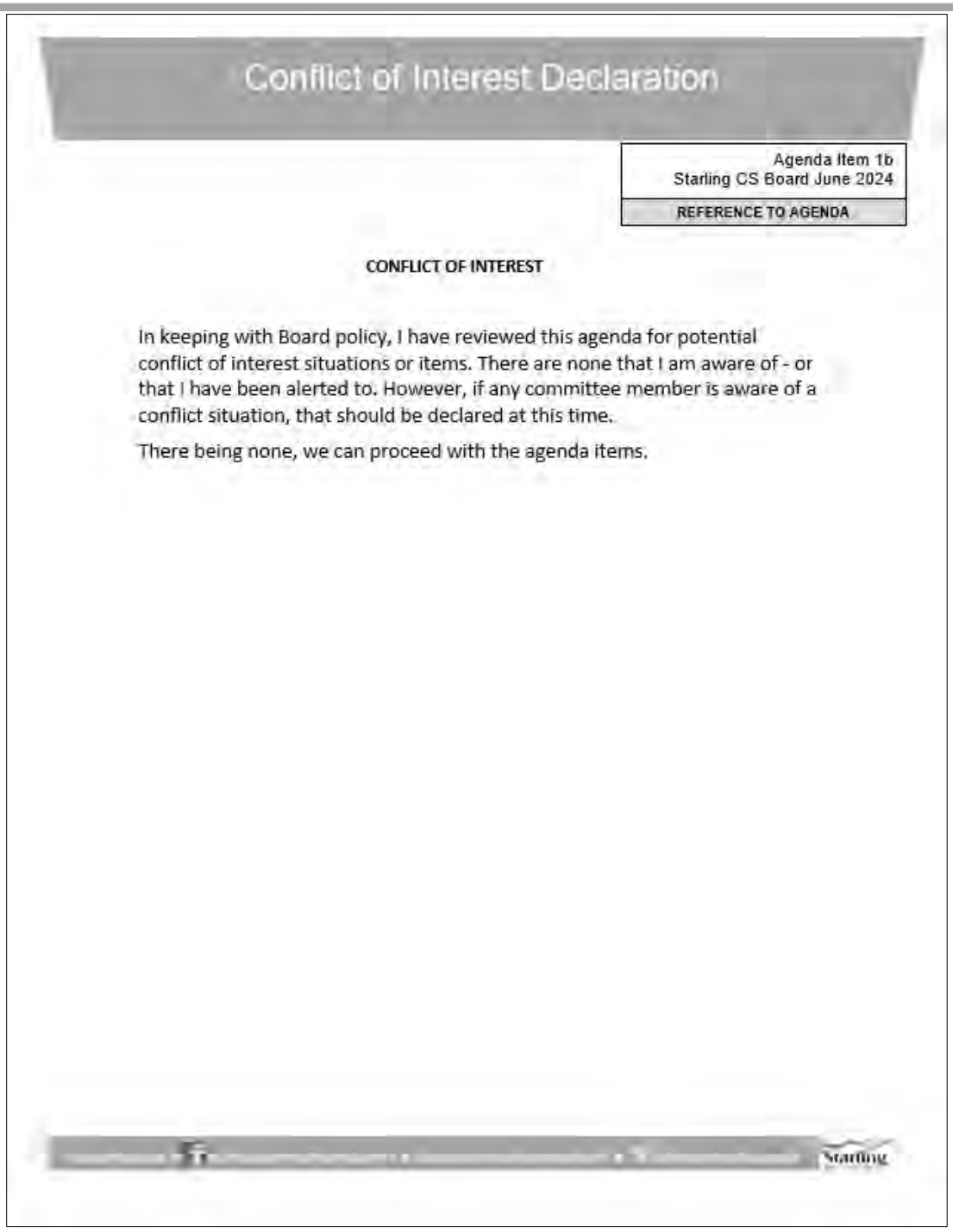
Legislative and Accreditation Reference

Accreditation Canada Governance Standards

Date Policy Issued: 2016
Date Policy Revised/Reviewed: May 2026
Next Policy Review Date: 2030
Applies to: Starling Board of Governors

Appendix 1

Lutherwood Board of Governors Policy Reference G 2.2 "Conflict of Interest Policy"



Conflict of Interest Declaration

Agenda Item 1b
Starling CS Board June 2024

REFERENCE TO AGENDA

CONFLICT OF INTEREST

In keeping with Board policy, I have reviewed this agenda for potential conflict of interest situations or items. There are none that I am aware of - or that I have been alerted to. However, if any committee member is aware of a conflict situation, that should be declared at this time.

There being none, we can proceed with the agenda items.

Starling Community Services Policy and Procedure Manual

Subject: Starling Community Services Board of Governors Code of Ethics Policy

Rationale

Starling Community Services is a progressive, not-for-profit health and social service organization that strengthens people's lives in our community regardless of their race, ethnicity, gender, religion, or sexual identity by providing mental health, employment and housing services to more than 22,530 people annually in Waterloo Region and Wellington County. Starling Community Services' vision is "Communities where everyone experiences mental wellness, opportunities for employment, a place to call home, and a sense of belonging." Its mission is "We deliver community services to strengthen lives." As the organization strives toward this vision and mission, members of the Starling Community Services Board of Governors must "act honestly and in good faith in the performance of the duties of office" (Lutherwood By-Law 2012-1).

Our ability to achieve our Vision and Mission and live our Values depends upon the trust we develop every day with our community in every aspect of our work. Starling Community Services has a reputation for compassion, professionalism and value for the resources invested in the organization by the community. Adherence to the Starling Community Services Board of Governors Code of Conduct helps to preserve and enhance that reputation. Many employees and volunteers, including Board members, are bound by and expected to comply with professional codes of ethics in addition to this Code. We require that compliance also.

A statement of principles and practices, ethical standards and behaviours that Board members are expected to adhere to is put in writing to help guide the work and working relationships of the Board. The Values statements of Starling Community Services below provide examples of the conduct expected of Board members, as do our Leadership Values (Appendix 1).

Starling Organization Values

Respect for All – We actively create spaces of belonging for all.

Compassion – We model hope and optimism by caring about the wellbeing of those impacted through our work.

Working Together – We strengthen our ability to address community needs by working closely with our clients and community partners.

Growth – We continuously learn and evolve both as individuals and an organization.

Making a Difference – We strive to deliver meaningful and culturally grounded services.

Policy

If a Board member feels uncomfortable with a situation or the answer to any of the following questions, a contravention of the Code of Ethics/Code of Conduct may exist, and the advice of the Board Chair or CEO should be sought so that concerns can be alleviated, or an alternate course of action determined:

- Is it against a Starling Community Services policy, professional standards, or our Values?
- Is it not in keeping with Starling Community Services being an organization committed to equity and inclusion?
- Does it feel right – is it fair, ethical, legal?
- Will it reflect negatively on me, or on Starling Community Services?
- Would we be embarrassed if others knew about this?
- Does this concern keep me awake at night?

All Board members shall sign the Code of Conduct and Policies Agreement (see Cross-Reference) by which they agree to adhere to the Starling Community Services Board of Governors Code of Ethics and to advise the Board Chair immediately upon a contravention of the Code becomes known or otherwise apparent. Violations will be investigated by the Board, or by a person or persons designated by the Board, and appropriate action will be taken in the event of any violations of the Starling Community Services Board of Governors Code of Ethics as per G 2.6 *Code of Conduct Breaches Policy*.

Decision-Making Framework

Starling Community Services Board of Governors' decision-making framework is comprised of a number of integrated and complementary decision-making tools that have been developed over many years and updated regularly:

Starling's Strategic Plan provides guidance in the form of strategic directions and goals which are tested and reviewed continually during the plan's 5-year duration.

Annual Service Plan is developed annually by staff in collaboration with the Service Planning and Quality and Finance and Audit Committees of the Board. The Service Plan sets the fiscal budget for expenditures and includes a high-level environmental scan of the business landscape in which the agency will operate for the coming year as well as service descriptions and annual targets for Starling's programs.

CEO and Senior Leadership Goals are updated and evaluated annually and cascade from the Strategic Plan and other timely considerations as the agency faces new challenges and initiates new large projects.

Integrated Enterprise Risk Management Framework: updated annually, this agency-wide framework addresses risk and risk indicators, ongoing mitigation strategies, responsibility, and mitigation progress related to the following categories: Strategic, Operational, Financial, Compliance/Regulatory and Capital Assets.

Starling's Equity Strategy: decisions made by the Board of Governors within their terms of reference will consider potential impacts related to equity and inclusion by referring to the agency's Equity Strategy/Framework which outlines four priority areas and actionable items, with client service being at the heart of the strategy:

- Deliver Culturally Inclusive and Client-Centred Programs and Services
- Ensure Equitable Access to Services
- Promote an Inclusive and Diverse Workforce
- Measure, Monitor and Report Progress

MacMillan Matrix: this matrix, authored by Ian MacMillan of the Wharton School of Business, has been a useful tool used by the Board of Governors when evaluating programs for their fit with the organization's mission, financial sustainability, and competitive position in the communities we serve.

Starling Community Services' Ethics Framework provides the Board of Governors with a decision-making framework, "ISSUES," to support ethical decision-making (see details in Appendix 2):

I – Identify the Ethical Issue
S – Study the Facts
S – Select Reasonable Options
U – Understand and Consider Agency Values and Duties
E – Evaluate and Justify Options
S – Sustain and Review the Plan

adapted from the Hamilton Health Sciences Ethics Framework (2010 and 2023 revisions) as recommended by Accreditation Canada

Related Information

- Board Governance Policy and Procedure Manual, *G 2.5 Code of Conduct and Policies Agreement Board Member Sign-Off Policy*
- Board Governance Policy and Procedure Manual, *By-Law #1 Sec. 11.2 "Directors and Officers Liability Exclusion"*
- Starling Community Services Policy *B 7.0 Privacy Principles*
- Starling Community Services Policy *B 10.0 Use of Social Media*
- Starling Community Services Policy *B 10.01 Use of Social Media – Guidelines for Staff Using Personal Profiles (SUPPLEMENTAL)*
- Starling Community Services Policy *B 14.0 Ethics*
- Starling Community Services Policy *B 17.0 Whistleblowing*
- Starling Community Services Policy *C 13.0 Human Rights, Anti-Harassment and Anti-Discrimination*
- Starling Community Services Policy *C 13.0.1 No Tolerance for Racism and Micro Aggressions - Framework- GUIDE*
- Starling Community Services Policy *E 13.0 Workplace Violence*
- Starling Community Services Policy *E 13.1 Workplace Harassment*

Attachments

Appendix 1: Starling Community Services Leadership Values
Appendix 2: Starling Community Services Policy B 14.0 Ethics Framework

Legislative and Accreditation Reference

Accreditation Canada Governance Standards

Date Policy Issued: 2016
Date Policy Revised/Reviewed: May 2026
Next Policy Review Date: 2030
Applies to: Starling Board of Governors

Appendix 1: Starling Community Services Leadership Values

Appendix 2: Starling Community Services Ethics Framework

ISSUES Ethical Decision-Making Worksheet
Identify the issue and decision-making process
• Engage in reflective practice: what is your gut reaction? Acknowledge feelings, preconceptions, judgements, and biases of the staff • State the ethical dilemma clearly • Determine the best process for decisions making considering urgency, engagement of stakeholders and ultimately who has the decision-making authority
Study the facts
• Provide a safe and open format to allow the expression of views and to gather the perspectives of those involved • Consider the risks and benefits to clients, quality of services, staff and the organization • Consider context including partnerships, funders, legal considerations, past incidents, identify and intersectionality, systemic oppression, environmental issues • Consider human and financial resources
Select reasonable options
• Brainstorm options and potential outcomes of each one • Consider strengths, weaknesses and impact of each option
Understand values and duties
• With each option, consider the overall agency values and mission, along with the goals and objectives of the program and clientele it serves • What are the relevant legal requirements, professional standards and policies? • Are key values, duties, principles or standards in conflict?
Evaluate and justify options
• Consider these questions: o What are the possible harms and probable benefits for each stakeholder? o What will be the impact on staff, the mission, and quality of care? o Which duties, principles, and values support each option? • Choose the option with the best overall consequences and that is most closely aligned with key duties, principles, and values. • Clearly state reasons for the decision. • You are not aiming for a perfect choice, just a good and defensible choice under the circumstances. • Anticipate how you might answer criticisms.
Sustain and review the plan
• Develop and communicate a clear plan of action to relevant stakeholders • Address any systems or blocks that may have contributed • Evaluate and monitor progress, outcomes • Determine best practices and identify opportunities for improvement.

adapted from the Hamilton Health Sciences Ethics Framework (2010 and 2023 revisions)
as recommended by Accreditation Canada

Starling Community Services Policy and Procedure Manual

Subject: Starling Community Services Board of Governors Equity and Inclusion Policy

Rationale

Starling Community Services is a progressive organization that respects fundamental human rights and values the diversity of our people, our clients and the greater community. We are committed to providing an equitable and inclusive hiring policy and workplace and services that are respectful of differences and free from discrimination and harassment. We are committed to a policy of equitable opportunity and enhancing employment and volunteerism for under-represented groups. We are committed to being an equitable and inclusive organization.

Starling Community Services recognizes that to achieve its mission, the workplace environment it provides must demonstrate respect, dignity, equity and safety for all employees, students and volunteers. Except where identified as a bona fide occupational requirement, discrimination is prohibited on the grounds of age, sex, race, colour, national origin, religion, creed, pregnancy/childbirth, disability, political belief, citizenship, language, marital status, family status, sexual orientation, and gender identity.

Policy

All Board members shall sign the Code of Conduct and Policies Agreement annually by which they agree to be guided by the principles of equity and inclusion. Suspected or reported violations of the policy will be addressed in accordance with *G 2.6 Code of Conduct Breaches Policy*.

Board Education

Board education regularly includes information on anti-racism, Indigenous-specific anti-racism and cultural safety and humility. Opportunities to provide education include a Truth & Reconciliation Reflection at each meeting of the Board that rotates among members, attachments and updates in Board meeting packages, and briefings from senior staff on the agency's initiatives to build respectful relationships and partnerships

with organizations serving equity-seeking communities as well as other training and education opportunities offered by the agency from time to time.

Starling's Equity Learning Committee, comprised of leadership and direct service staff, has been tasked with championing and advising on diversity and inclusion initiatives at the agency including the organization's overall Equity Strategy, which the Board uses as its framework to acknowledge systemic racism and Indigenous-specific racism and oversee the agency's action plan to address them (see Equity Strategy Appendix 1). In addition, the Mental Health Services Division's Equity Framework provides guidelines for Starling's model of care with respect to equity and inclusion, The agency also engages the assistance of external partners and services for training and education, and other instances when specific expertise is required, e.g., 360 Connection, Crow Shield Lodge.

Related Information

- Board Governance Policy and Procedure Manual, *G 2.5 Code of Conduct Board Member Sign-Off Policy*
- Board Governance Policy and Procedure Manual, *G 2.6 Code of Conduct Breaches Policy*
- Starling Community Services Policy and Procedure Manual: *C 2.0 Recruitment*
- Starling Community Services Policy and Procedure Manual: C *13.0 Human Rights, Anti-Harassment and Anti-Discrimination*
- Starling Community Services Policy and Procedure Manual: *C 13.0.1 No Tolerance for Racism and Micro Aggressions - Framework- GUIDE*

Attachments

Appendix 1: Equity Strategy/Framework 2025

Legislative And Accreditation Reference

Accreditation Canada Governance Standards)

Date Policy Issued: 2016
Date Policy Revised/Reviewed: May 2026
Next Policy Review Date: 2030
Applies to: Starling Board of Governors

Appendix 1

Equity Strategy: A Roadmap for the Next 3 Years

Starling Community Services

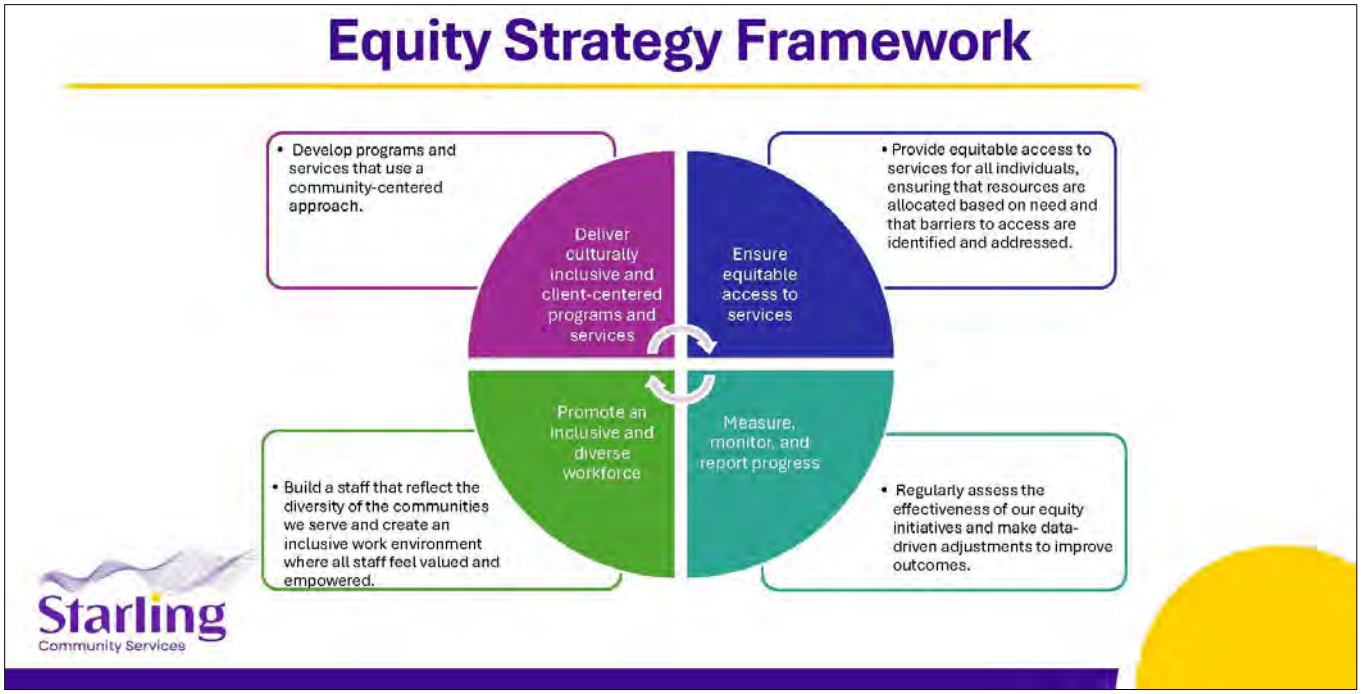
June 2025

Guiding Principles

- Our primary focus is on delivering exceptional services to our clients.
- We celebrate diversity in a positive way without making people feel we are taking things away.
- We are a service organization funded by the Government. We are not an advocacy or activist organization.
- Equity is a shared responsibility, and we will engage staff, clients, and partners to ensure diverse perspectives inform the strategy and create a sense of collective ownership.
- We need to remain flexible and responsive to emerging needs, opportunities, and challenges, adjusting our approach when needed.
- Equity as an ongoing journey, and progress takes time and requires sustained effort.

Starling Community Services

Appendix 1 (continued)



Appendix 1 (continued)

Starling Community Services Policy and Procedure Manual

Subject: Starling Community Services Board of Governors Code of Conduct and Policies Agreement Board Member Sign-Off Policy

Rationale

New members of the Starling Community Services Board of Governors attend an Orientation meeting either before their appointment to the Board or during the first few months of their first term as Director on the Board. At this time a member is asked to review and understand the Starling Community Services Board of Governors Code of Conduct and other policies contained in the Starling Community Services Governance Manual, then sign a Code of Conduct and Policies Agreement (see Appendix 1) which is kept on file at Starling Community Services' Home Office.

Policy

All Board members shall sign the Code of Conduct and Policies Agreement (see Appendix 1) by which they agree to be guided by the principles of confidentiality; avoiding conflicts of interest and informing the Board if there is one; the Board of Governors Code of Ethics; and a policy of equity, anti-racism and anti-oppression. Members of the Board of Governors shall review the policies and sign a Code of Conduct and Policies Agreement on an annual basis. Violations of the Code of Conduct will be investigated by the Board, or by a person or persons designated by the Board, and appropriate action will be taken in the event of any violations as per G 2.6 *Code of Conduct Breaches Policy*.

Related Information

Appendix 1: Code of Conduct and Policies Agreement

Legislative and Accreditation Reference

Accreditation Canada Governance Standards

Date Policy Issued: 2016
Date Policy Revised/Reviewed: May 2026
Next Policy Review Date: 2030
Applies to: Starling Board of Governors

Appendix 1

Code of Conduct and Policies Agreement:

I, _____, hereby verify that I have read/reviewed Starling Community Services Governance policies including Starling Community Services Board of Governors Code of Conduct policies as follows:

1. **Confidentiality Policy:** I hereby agree to abide by the principle of holding confidential all information which has been formally identified as such, and all additional information which in my opinion may affect negatively the functioning and/or reputation of the organization or its members.
2. **Conflict of Interest Policy:** I agree to inform the Chair of the Board immediately upon determining that I may have a conflict of interest.
3. **Code of Ethics Policy:** I agree to adhere to the Starling Community Services Board of Governors Code of Ethics and to advise the Board Chair immediately upon becoming aware of a contravention or the potential for contravention of the Code.
4. **Equity, Anti-Racism and Anti-Oppression Policy:** I agree to abide by the principles of equity, anti-racism and anti-oppression.

Date _____ **Board Member Signature** _____

Starling Community Services Policy and Procedure Manual

Subject: Starling Community Services Board of Governors Code of Conduct Breaches Policy

Rationale

The purpose of this policy is to inform members of the Starling Community Services Board of Governors how to deal with breaches or the perception of a potential breach of the Starling Community Services Board of Governors Code of Conduct. Mechanisms are provided for identifying and managing potential conflicts of interest between a Board Director and Starling Community Services, and helping them recognize and deal with ethical issues, report unethical conduct, and foster a culture of honesty and accountability.

Policy

All Board members shall sign the Code of Conduct Board Sign-Off by which they agree to be guided by the principles of confidentiality; avoiding conflicts of interest and informing the Board if there is one; the Board of Governors Code of Ethics; and a policy of anti-discrimination, anti-racism, anti-oppression, diversity and inclusion.

Conflict of Interest

If any Director has any personal or business interest in a matter before the Board other than the best interest for the welfare of Starling Community Services and/or its employees or clients, there is a potential conflict of interest.

Conflicts of interest are normal and common. There is no inherent breach of the Code of Conduct or a Director's fiduciary responsibility. It is important, however, that when there is a conflict of interest related to an agenda item, that the conflict be declared and defined early upon recognizing that there is one and/or at the meeting at which the conflict occurs.

Dealing with the conflict may involve the individual Director in conflict, the Board Chair, or the entire Board of Governors. Following are the roles in handling conflicts of interest:

Role of Director

- Examine the Board agenda for potential conflicts of interest;
- Notify Board Chair before the meeting of potential conflict. In situations where the Board Chair him/herself has a conflict, Finance and Audit Committee Chair should be notified together with Vice-Chair;
- Declare potential conflict at the beginning of the meeting where the matter appears on the agenda;
- Abstain from discussion on the agenda item unless invited to do so by the Chair;
- Abstain from voting on the agenda item unless invited to do so by the Chair;
- Excuse him/herself from that portion of the meeting if asked to do so by the Board Chair or the Board through a motion.

Role of the Board Chair

- Advise the Board of any potential conflicts of interest that have been declared;
- Call for potential conflicts of interest at the beginning of each meeting;
- Determine whether the Director is in conflict in the matter;
- Determine the role of the Director during the discussion of the agenda item in which there is a potential conflict.

Role of the Board (cases where potential conflict is unclear or undeclared)

- Decide whether matter should be handled as a potential conflict of interest;
- Decide appropriate course of action to deal with an undeclared conflict;
- Record the potential conflict and related actions in the minutes.

Other Code of Conduct Issues

Directors should communicate any suspected violations of the Code of Conduct promptly to the Board Chair, the Chair of the Finance and Audit Committee, or the CEO. In the case of violations of the Code of Conduct (i.e., Confidentiality, Code of Ethics, Equity and Inclusion), a tiered approach is taken in response to potential violations depending on the determination of perceived and/or real seriousness and harm, for example:

1. Apology or other corrective action
2. Investigation by the Board, or by a person or persons designated by the Board

Appropriate and measured action will be taken in the event of any violations. To the extent practical and appropriate under the circumstances, the privacy of persons involved will be protected. Retaliation against the individual who in good faith reports a contravention will not be tolerated.

Related Information

Board Governance Policy and Procedure Manual, *G 2.0 Code of Conduct Policies*

Legislative and Accreditation Reference

Accreditation Canada Governance Standards

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Applies to: Starling Board of Governors