



June 2022

DIRECTOR CODE OF CONDUCT

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1. Mission, Vision and Purpose of LLLC

- 1.1. LLLC Directors adhere to the Mission, Vision, and Purpose of LLL, protect its brand, and, in their LLL roles, act in ways that are consistent with LLL Philosophy.
- 1.2. LLLC Directors exercise good judgment and recognize the limits of their qualifications.
- 1.3. LLLC Directors understand and follow the *LLLC Conflict of Interest* policy, subject to the *LLLC By-laws* and *LLLC Policies* and the *Canada Not-For-Profit Corporations Act*.
- 1.4. LLLC Directors who are engaged in paid professions and businesses that offer products or services of value to families make all efforts to separate their roles as LLLC Directors from these paid professions.

2. Administrative Responsibilities

LLLC Directors have the responsibility to:

- 2.1. comply with the administrative processes of LLLC and fulfill their administrative responsibilities to the organization by keeping personal information up to date, paying any required fees and annual contributions, if any, and communicating regularly with LLLC;
- 2.2. ensure that the Corporation maintains accurate and complete records and takes all steps to ensure that LLLC documents are maintained securely and retained in accordance with applicable law;
- 2.3. recognize that the financial health of the organization is the responsibility of the Board and follow ethical business practices and comply with the *LLLC Fiscal Policies* and *LLLC Financial Code of Ethics*;
- 2.4. develop, update and maintain *LLLC By-laws* and *LLLC Policies*;
- 2.5. create and designate LLLC departments, based on the needs of the organization, presently: Leader, Leader Accreditation, Professional Liaison and Communication Skills Development;
- 2.6. communicate with Leaders via the official LLLC newsletter (Leader News); and when the Board feels it would assist in its deliberations, requests direct Leader input on an issue at least two weeks prior to the Board meeting at which the issue will be discussed;
- 2.7. communicate with Leaders via email as soon as possible when the Board has approved a pilot project which requires the temporary suspension of a policy for that project;
- 2.8. respond promptly to any investigations of, or complaints against Directors and Leaders and cooperate with conflict resolution processes as prescribed in the LLLC policies;
- 2.9. maintain a good working relationship with any employees and contractors recognizing that the Board is responsible for their working environments and conditions and must abide by Ontario employment law;
- 2.10. serve on a minimum of one committee;
- 2.11. attend Board meetings regularly;
- 2.12. notify the Board if they will be or have been absent from two consecutive meetings or meetings over a two month period;
- 2.13. complete their elected or appointed terms, if possible;

- 2.14. work between Board meetings on action items they have agreed upon;
- 2.15. work on behalf of the LLLC Board for approximately 10 hours per week on average.

3. Cooperation among Directors

LLLC Directors agree to:

- 3.1. work cooperatively with other Directors and throughout the organization regardless of differences or disagreements;
- 3.2. maintain communication among the Directors, answering emails and other electronic messages as promptly as possible;
- 3.3. respect the skills, experience, knowledge, and contributions of all of their colleagues and encourage an environment of continuous learning and mutual accountability;
- 3.4. have their work reviewed by other Directors and are willing to consider the comments of others;
- 3.5. discuss differences of opinion, concerns and disagreements about proposed actions while they are under consideration, with respectful, open, civil communication and with fairness and honesty, whether in person, in writing, or in electronic spaces according to *LLLC By-laws* and *LLLC Policies*. Ridicule, hostility or personal attack is unacceptable;
- 3.6. take reasonable steps to recognize, identify, and resolve conflict in a proactive manner, as per *LLLC Conflict Resolution Process*;
- 3.7. maintain solidarity with other Directors in support of a decision that has been made in good faith and voted on by them, recognizing that decisions by the Board represent the collective decision-making of the Board following rigorous exploration and discussion;
- 3.8. maintain a smoothly functioning Board by taking care to focus on issues, not identifying personally with one's ideas. When a Board has a sense of "oneness", it can establish methods of cooperative problem-solving and make good decisions;
- 3.9. share all concerns and relevant information that they are privy to with the Board to ensure a common starting point for discussion.
- 3.10. recognize that they are in a privileged position and when approached by a Leader with a concern, should treat such discussion with discretion.

4. Knowledge of WHO *International Code of Marketing of Breast-milk Substitutes*

- 4.1. LLLC Directors understand how the World Health Organization *International Code of Marketing of Breast-milk Substitutes* (International Code) and subsequent World Health Authority resolutions impact their work.
- 4.2. LLLC Directors recognize and accept that they are considered “Health workers” for the purposes of meeting obligations under the Code (Article 3).
- 4.3. LLLC Directors comply with Article 7 (health care workers) and Article 4.2 (educational materials) of the International Code.
- 4.4. As representatives of LLLC, Directors never accept donations or inducements (financial or material) from manufacturers or distributors of products who do not meet their obligations under the International Code.
- 4.5. At LLLC presentations and events, LLLC Directors do not allow advertisements or exhibits for any product harmful to the breastfed baby, nursing parent, and/or nursing relationship; any product that could undermine breastfeeding; any product covered by the International Code; any product incompatible with LLL Purpose or Philosophy; or any recalled product.

5. Mixing Causes

- 5.1. In their LLLC roles, Directors abide by the *LLLC Code of Conduct* section 5. They do not promote personal opinions or causes. Where other causes overlap with breastfeeding or the La Leche League Mission, the Board may provide La Leche League information and speak to the relevance of breastfeeding to that cause.
- 5.2. LLLC Directors may receive no remuneration for their services to LLLC as prescribed in the *LLLC By-laws* and *LLLC Policies*.
- 5.3. LLLC Directors may work cooperatively with others who support, promote, and protect lactation and the nursing relationship. See *LLLC Collaborative Action*, *LLLC Financial Code of Ethics* and *LLLC Fiscal Policies*.
- 5.4. LLLC Directors do not promote any other personal, volunteer, commercial, or professional activities as a Director.
- 5.5. Directors may disclose their LLL qualifications or experience as credentials within their personal, volunteer, commercial, or professional activities.
- 5.6. In order to protect the identity and mission of LLLC and in order to avoid confusion, Directors do not act as representatives for any organization similar to LLLC in providing volunteer, peer-to-peer breastfeeding or lactation support, nor do they provide administrative support or serve as directors for such

organizations. LLLC Directors may be donors or members of similar organizations and may participate in the events of similar organizations as representatives of LLLC. If there is a potential conflict with this clause, Directors will discuss this with the Board to reach some kind of solution. See *LLLC Collaborative Action*, *LLLC Financial Code of Ethics*, *LLLC Code of Conduct*.

6. Standards of Personal Integrity and Ethics

- 6.1. LLLC Directors demonstrate high standards of respect, honesty, and trust.
- 6.2. LLLC Directors uphold the standards and values set out in this Code of Conduct and in the *LLL Policies and Standing Rules* and *LLLC By-laws* and *LLLC Policies*.
- 6.3. LLLC Directors work in the best interests of the Corporation and on behalf of all members.
- 6.4. LLLC Directors behave in a manner that will not discredit the organization, cause conflict that leads to irreconcilable division within LLLC, interfere with their effectiveness as Directors or representatives of LLLC, or with the effectiveness of any other Director or representative of LLLC. See *LLLC Conflict Resolution Process*.
- 6.5. LLLC Directors comply with provincial and federal Canadian laws with regards to their roles as Directors. If the laws of Canada conflict with *LLL Policies and Standing Rules*, *LLLC By-laws* and *LLLC Policies*, the laws of Canada take priority.
- 6.6. LLLC Directors are sensitive to the history, cultures, and customs of others.
- 6.7. LLLC Directors do not use their La Leche League role to engage in personal relationships or sexual activities that exploit others, or use their position to elicit favors from others.
- 6.8. LLLC Directors promptly disclose to the Board of Directors any criminal charges or convictions against them related to offenses of harm to vulnerable people, children or adults. LLLC Directors also promptly disclose criminal charges or convictions against them related to financial misconduct.
- 6.9. While carrying out their roles, LLLC Directors avoid making assumptions and treat all persons fairly and without discrimination, intimidation, bullying, or any form of harassment, regardless of the person's opinions and life choices.
- 6.10. LLLC Directors treat all people they work and volunteer with in LLL with acceptance, respect, and dignity. See *LLLC Equity, Diversity and Inclusion*.

7. Confidentiality and Transparency

- 7.1. Board discussions are confidential. Confidentiality provides an environment of respect, trust and candor that allows Directors to openly share difficult information and opposing viewpoints, critically examine the issues, and challenge one another's conclusions.
- 7.2. The Board will operate with a strong sense of transparency and accountability however all matters and discussions at Meetings of Directors are confidential. Individual Directors must respect the confidentiality of matters that are not, or will not be, disclosed to the public, especially matters that are dealt with in camera. For these reasons, the LLLC Board will keep all Directors' specific votes and personal discussion points confidential, even after the Director is no longer serving on the Board. Former Board members are expected also to maintain confidentiality on particular people's positions and votes. If a Director requests their dissent to be recorded in the minutes that will be done and the minutes may be published but the decision of the Board will be respected and not undermined in discussion outside of the Board.
- 7.3. Board members are free to explain the general arguments or points of view that were considered in the decision making. They cannot, however, reveal specific members' positions or statements that were made during the discussions that led to the decisions, not even their own, and not even after they have left their Board positions.
- 7.4. LLLC Directors agree to the time and means by which Board decisions will be shared with LLLC Leaders.

8. Participation in LLL Leader Social Media Spaces

- 8.1. Realizing that they are identifiable as LLLC Directors, Directors will exercise extreme caution when interacting in online social media platforms for LLLC Leaders.
- 8.2. LLLC Directors are free to discuss breastfeeding matters, including, but not limited to helping situations, articles, current events, new research, and meeting ideas, provided that the topic of discussion is not under review by the LLLC Board of Directors.
- 8.3. LLLC Directors may not engage in discussions about issues pertaining to past, current, and future actions, deliberations, decisions of the LLLC Board, or donor information unless such participation is done with the full prior knowledge of the LLLC Board of Directors.

- 8.4. Should Leaders seek out LLLC Directors on Leader social media sites, LLLC Directors may acknowledge that they have heard what has been said and request permission to take the questions, comments or concerns to the entire LLLC Board. LLLC Directors will remind Leaders that:
- social media platforms are not official communication channels.
 - communication with the LLLC Board by email will ensure contact with the entire Board.
- 8.5. Remembering their obligations to support decisions/actions of the LLLC Board and the LLLC staff, LLLC Directors will not offer personal opinions critiquing LLLC Board or LLLC staff actions or decisions in Leader social media spaces.
- 8.6. LLLC Directors will take care when engaging in Leader social media spaces that they use respectful language, realizing that their interactions reflect on the entire LLLC Board and LLLC as a whole.

BREACH OF THE CODE OF CONDUCT

Should any Director be concerned that this Code of Conduct is being disregarded by another Director, that person will bring the matter to the attention of the LLLC Director in question and the LLLC Board. If necessary, the LLLC Board will determine appropriate actions.

Name: _____ Signature: _____

Witness Name: _____ Signature: _____

(August 2021, June 2022)

LA LECHE LEAGUE CANADA DIRECTOR DECLARATION

Consent

I consent to act as a Director of La Leche League Canada.

Fiduciary duties

I understand my fiduciary duties and the standard of care that is expected of me. I understand that I am expected to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. I understand that I am required to abide by the following rules of fiduciary conduct:

- Acting in the best interests of the corporation;
- Acting in good faith;
- Exercising power honestly;
- Maintaining loyalty;
- Respecting confidentiality;
- Faithful to LLLC's purpose; and
- Avoiding conflicts of interest.

Compliance with Policies

I confirm that I have a good general knowledge of and agree to comply with the *Canada Not-for-profit Corporations Act* and *Regulations* as it applies to LLLC. I confirm that I have read, comprehend, and agree to comply with *LLLC Articles*, *LLLC By-laws* and *LLLC Policies*.

I declare the above information to be true and accurate as of the date hereof.

Dated this _____ day of _____, 20____.

Signature of Director _____

Name of Director _____

Signature of Witness _____

Name of Witness _____

(August 2021; June 2022)