



LACTANET DIRECTOR CODE OF CONDUCT AGREEMENT

I, _____, director of LACTANET, declare that, in carrying out my duties as a director, I will:

1. Exercise the powers of my office and fulfill my responsibilities in good faith, integrity, loyalty and in the best interests of LACTANET.
2. Exercise these responsibilities at all times, with due diligence, care and skill in a reasonable and prudent manner, within the limitations of the mandates and powers of my office.
3. Comply with the letter and spirit of all laws, rules and regulations.
4. Respect and support LACTANET'S bylaws, policies, Code of Conduct and decisions of the Board.
5. Keep confidential all documents, board deliberations, information that I learn about clients, personnel and any other matters specifically determined by board motion to be matters of confidence including matters dealt with during in-camera meetings of the board both during my tenure on the board and after leaving the board.
6. Review all related meeting information prepared in advance, attend and fully participate in discussions of the board and various standing committees, at all times keeping in mind the best interest of the organization as a whole.
7. Use my knowledge, skills and experience to contribute to the functions of the board and for the benefit of LACTANET.
8. Conduct myself in a spirit of collegiality and respect for the collective decisions of the board and subordinate my personal interests to the best interest of LACTANET.
9. Represent and promote LACTANET in public, abstain from publicly criticizing LACTANET and ensure that any position expressed by myself publicly is supported by, or in accordance with, decisions and orientations taken by the Board, unless specifically and explicitly expressed as personal.
10. Immediately declare any personal conflict of interest that may come to my attention.
11. Immediately resign my position as director of LACTANET in the event that I, or my colleagues on the Board, have concluded that I have breached my 'Code of Conduct'.

Further, I hereby agree that in carrying out my duties as a LACTANET Director, I will conduct myself in a manner that:

- Supports the objectives of LACTANET
- Serves the overall best interests of LACTANET rather than any particular constituency
- Brings credibility and good will to LACTANET
- Respect principles of fair play and due process
- Demonstrates respect for individuals in all manifestations of their cultural and linguistic diversity and life circumstances
- Respects and gives fair consideration to diverse and opposing viewpoints
- Demonstrates good faith, prudent judgement, honesty transparency and openness in their activities on behalf of LACTANET
- Demonstrates due diligence and dedication in preparation for attendance at meetings, special events and in all other activities on behalf of LACTANET
- Ensures that the financial affairs of LACTANET are conducted in a responsible and transparent manner with due regard for their fiduciary responsibilities and public trusteeship

- Avoids real or perceived conflicts of interest
- Conforms with the by-laws and policies approved by the Board, in particular this Code of Conduct
- Publicly demonstrates acceptance, respect and support for decisions legitimately taken in transaction of LACTANET's business
- Ensure that the LACTANET Board speaks with one voice

Signature: _____

Date: _____

CONFLICT OF INTEREST

A conflict of interest arises when there is the potential to favour personal interests, or those of other people, over the interests of the organization. Directors must at all times avoid confusion between the organization's assets or resources and his or her own use of those assets, resources, privileged or confidential information, for his or her benefit or that of a third party.

In circumstances where a Director may have a personal or corporate interest (they, a family member or the agency they represent at the Board) in a contract or transaction of LACTANET and stand to benefit beyond any other member they must inform the Board immediately upon discovering the potential conflict.

Directors will declare any real or potential conflict of interest in a matter before any discussions, decisions and votes and, will excuse themselves from the proceedings related to this matter.

Directors considering application for staff positions shall remove themselves from Board functions at the time their interest is declared and then resign from the Board at the time the offer of employment is accepted.