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**DIAGNOSTIC SERVICES OF MANITOBA  
BOARD OF DIRECTORS POLICY**

**Policy Name:** Code of Conduct

**Number:** GP-9

**Policy Type:** Governance Process

**Date Approved:** November 7, 2007

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The Board expects ethical and businesslike conduct of itself and its Board members. It expects its Board Members to treat one another and staff members with respect, co-operation and a willingness to deal openly on all matters. This includes proper use of authority and appropriate decorum in-group and individual behaviour when representing the Board.

1. Board Members must be loyal to the interests of the Board and respect the conflict of interest policy.
2. Individual Board members shall not exercise authority over staff of the organization.
3. Individual Board members or groups of Board members who are interacting with the public, press or other entities, shall emphasize that they do not speak for the Board, unless specifically designated to do so by the Board.
4. Board members shall not divulge confidential matters brought before the Board, keeping in mind that any unauthorized statement could adversely affect the interest of the DSM Board or its members.
5. Board members will make no judgements of the Chief Executive or staff performance except as that performance is assessed against explicit Board policies by the official process.
6. Board Members shall not encourage direct communication with employees who attempt to bypass administration but shall encourage employees to utilize reporting lines within administration to bring their concerns to the Board.
7. Board Members shall be familiar with the incorporating documents of DSM, by-laws, regulations, policies and organizational structure of DSM, as well as the rules of procedure and proper conduct of a meeting so that any decision of the Board may be made in an efficient, knowledgeable and expeditious fashion.
8. Board members shall attend meetings on a regular and punctual basis

Board members shall ensure that unethical activities not covered or specifically prohibited by the foregoing or any other legislation are neither encouraged nor condoned.