

**DIRECTOR CODE OF ETHICS SANCTIONS**

1. Directors shall conduct themselves in an ethical and prudent manner in compliance with the Director Code of Ethics.. The failure by Directors to conduct themselves in compliance with this policy may result in the Board of Directors instituting sanctions.
2. Director who believes that a fellow Director has violated the Code of Ethics should seek resolution of the matter through appropriate conciliatory measures prior to commencing an official complaint under the Code of Ethics.
3. A Director who wishes to commence an official complaint, under the Code of Ethics, shall file a letter of complaint with the Chair or Vice Chair within thirty (30) days of the alleged event occurring, and indicate the nature of the complaint and the section or sections of the Code of Ethics that are alleged to have been violated by the Director. The Director who is alleged to have violated the Code of Ethics, and all other Directors, shall be forwarded a copy of the letter of complaint by the Chair, or where otherwise applicable, in what follows, by the Vice Chair, within five (5) days of receipt by the Chair of the letter of complaint.
4. When a Director files a letter of complaint, and a copy of that letter of complaint is forwarded to all Directors, the filing, notification, content, and nature of the complaint shall be deemed to be strictly confidential, the public disclosure of which shall be deemed to be a violation of the Code of Ethics. Public disclosure of the complaint and any resulting decision taken by the Board of Directors may be disclosed by the Chair only at the direction of the Board of Directors, following the disposition of the complaint by the Board of Directors at a hearing.
5. To ensure that the complaint has merit to be considered and reviewed, at least one other Director of the Board must provide to the Chair within three (3) days of the notice in writing of the complaint being forwarded to all Directors, a letter indicating support for having the complaint be heard at a hearing. Any Director who forwards such a letter of support shall not be disqualified, from attending at and deliberating upon, the complaint at a hearing convened to hear the matter, solely for having issued such a letter.
6. Where no letter supporting a hearing is forthcoming, the complaint shall not be heard. The Chair shall notify all other Directors in writing that no further action of the Board shall occur.
7. Where a letter supporting a hearing is forthcoming, the Chair shall add the item to a meeting of the Board of Directors as soon as is reasonable.
8. A violation of the Code of Ethics shall result in:
  - 8.1 The Chair writing a letter of censure marked “Personal and Confidential” to the Director in question. This occurs only after having such action discussed and agreed upon by a majority of Directors present at an in-camera meeting of the Board of Directors. A majority of Directors at a public meeting of the Board of the Directors shall immediately approve this decision;
  - 8.2 For a subsequent occurrence, at a public meeting of the Board of Directors, a motion of censure shall be presented against the Director in question; and

- 8.3 For a third and subsequent occurrences, at a public meeting of the Board of Directors, a motion to remove the Director in question from one (1), or more, of all Board of Directors appointments may be presented.
9. Depending on the significance of the violation, the Board of Directors may omit steps in the process defined above or take alternate action if deemed more appropriate.

Adopted: June, 2011

Amended:

Due for Review: June, 2016