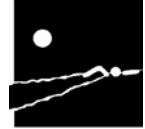




SSO CODE OF ETHICS, CONDUCT & CONFLICT OF INTEREST



- A. Introduction** Members of any committee of the board, or any person appointed by the board to serve on any committee of SSO, shall at all times be governed by applicable federal and provincial statutes, by the Constitution and Bylaws, and by any Policies adopted by SSO for the governance and management of its affairs. Members of the Board and of committees shall ensure that none of their actions or decisions conflict with any of these governances.
- B. General Standards of Personal Conduct:** Members of the Board of SSO or any member of a committee of the Board or member of a committee appointed by the Board shall:
1. Respect the rights, dignity and worth of all other persons;
 2. Represent unconflicted loyalty to the interests of SSO;
 3. Conduct themselves openly, professionally, lawfully and in good faith in the best interests of SSO;
 4. Behave with appropriate decorum;
 5. Be fair, equitable, considerate and honest in all dealings with others;
 6. Exercise due diligence in upholding their fiduciary responsibility to the membership of SSO;
 7. Respect the confidentiality appropriate to issues of a sensitive nature;
 8. Ensure that all members are given sufficient opportunity to express opinions, and that all opinions are given due consideration and weight;
 9. Respect the decisions of the majority and resign if unable to do so; and
 10. Commit the time to attend meetings and to be diligent in their preparation for and participation in discussions.
- C. General Duties/Responsibilities of Members of the Board of Directors:** The Board of Directors of SSO shall:
1. Establish the strategic purpose and values of the organization.
 2. Exercise financial oversight and fiduciary responsibility for the organization on behalf of its members.
 3. Exercise risk management oversight on behalf of the organization.
 4. Establish formal and informal reporting requirements between the Board and any committees of the Board, between the Board and the President, and (through the President) between the Board and any operational/management committees.

5. Establish, approve and review policies, particularly those related to governance of the organization or its members.
6. Avoid real or perceived conflicts of interest. Where a potential conflict of interest exists, a member of the Board is expected to declare the conflict and to act in accordance with established policies for resolution or avoidance of the conflict.
7. Engage in developmental activities to improve Board performance and ensure best practices in Board procedures.
8. Review the performance of Board members and of the President of the Board.
9. Respect the authority of the President, and exercise only such authority as is granted individually or collectively by Board governance policies.
10. Respect the relationship between the Board and the President, and the authority of the President over management/administration.
11. Ensure that only the President of the Board speaks publicly on behalf of SSO, unless another spokesperson has been specifically authorized by the Board.

1st October 2012

Approved: 29th January 2013