



## Annual Meeting

# FREDERICTON

# 2026

June 11-13

Deep roots.  
Renewed growth.



**Member  
Education  
Forum**

**C06 All the right moves for directors  
Ethics, confidentiality & avoiding conflict of interest**  
Peter Gesiarz, CHF Canada, ON Region

# Land Acknowledgement

We respectfully acknowledge that New Brunswick is situated on the unceded and unsurrendered territories of the Wolastoqey, Mi'gmaw, and Peskotomuhkati peoples. We seek to repair and rebuild meaningful relationships with Indigenous peoples and honour these lands which hold the hopes of future generations.



# Workshop overview



- Background and purpose of director agreements
- Understand confidentiality obligations
- Learn conflict-of-interest rules
- Review director ethical conduct
- Apply policies through scenarios

# The fine print\*



- Based on Ontario experience
- Not legal advice for housing co-ops\*
- Outside Ontario? Check with your regional federation: CHFBC, NACHA, SASHA, Channel, or your local CHF Canada office
- Always consult a qualified lawyer before making legal decisions

# Best business practices



# Table discussion



- What are some reasons why members choose to become directors of their housing co-op?

# Reasons for joining the board

- Commitment to the community
- Desire to see the co-op thrive
- Supporting the co-op's long-term sustainability
- Sharing your skills and knowledge
- Interest in learning new skills and networking
- Other personal motivations

# Confidentiality and Conflict of Interest Agreement; Director's Ethical Conduct Agreement – A history

- Developed as part of the model Organizational By-law for housing co-ops in Ontario
- Agreements are schedules attached to the Organizational By-law
- Agreements reflects articles in the by-law
- Directors are encouraged to get legal or other advice before signing

# Confidentiality and Conflict of Interest Agreement; Director's Ethical Conduct Agreement – A history

- Aligns with legislation in Ontario
- Provides guiderails on director actions
- Co-op federations across Canada have adopted director agreements as part of their rules, policies or by-laws

# Confidentiality – What it covers

- Personal information about co-op members and applicants
- Confidential information about co-op staff
- Confidential information about the co-op or co-op business



# Non-disclosure obligations

- Do not share information from role
- Do not share meeting discussions
- Or other confidential information found out by other means
  
- No gossip
- Review *Confidentiality do's and don'ts*<sup>TM</sup>



# Authorized disclosure

- Only when authorized by a board decision
- Authorized by the co-op by-laws
- Ask if unsure

# Ongoing obligation

- Applies during and after role ends
  - Return all documents
  - Delete digital materials
- After leaving membership



# Conflict of interest – Overview

- Put co-op first
- Avoid personal gain
- Personal benefit vs member benefit

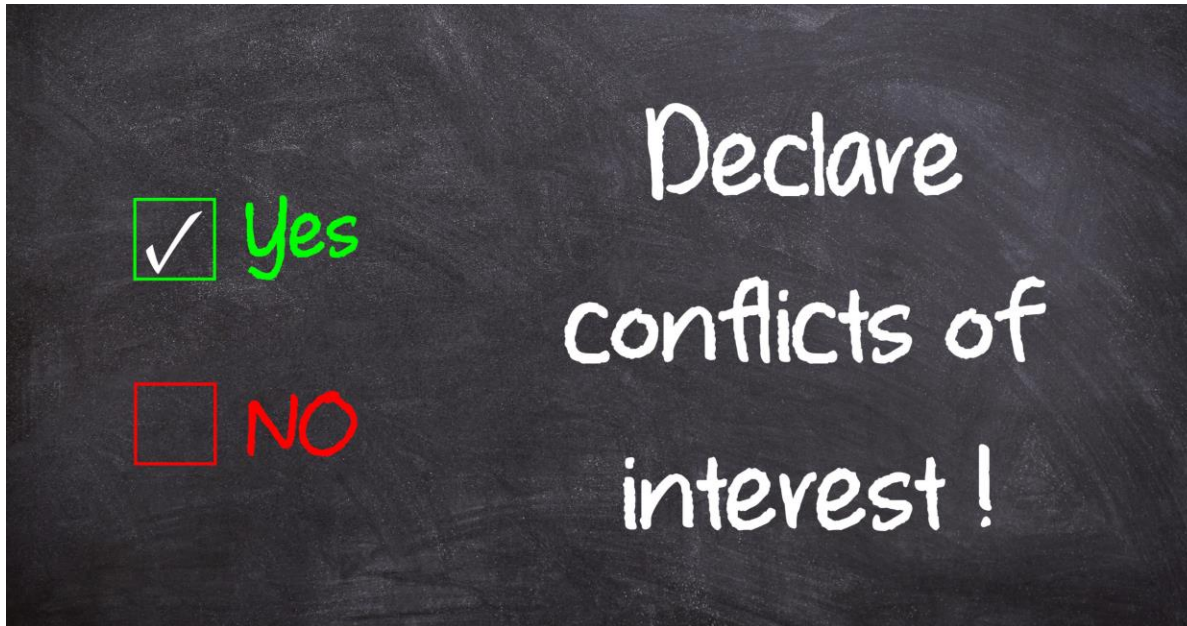


# Types of conflicts of interest

- Prohibited
    - Real or perceived
  - Manageable
- No conflict of interest



# Managing and declaring a conflict of interest



- Follow by-laws
- Disclose early
- Report to board
- Board decides

# Legal compliance

- Follow laws beyond by-laws
- Government and funder requirements

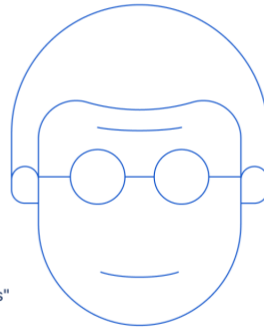
# Director's Ethical Conduct – Eligibility

- Must be 18+
- Not bankrupt
- Capable of managing property
- Act honestly
- Act in good faith
- Act in best interest
- (Email notices option)

# Standard of care

## 8 Qualities of an Ethical Board Member

- 1 Team-Oriented and Supportive**  
"Prioritizes team success over personal gain"
- 2 Attentive and Prudent**  
"Vigilant and cautious in decision-making"
- 3 Loyal and Devoted**  
"Committed to the organization's best interests"
- 4 Compliant and Law-Abiding**  
"Adheres to laws, regulations, and policies"



- 5 Honest and Virtuous**  
"Acts with integrity and rectitude"
- 6 Courageous and Brave**  
"Stands up for what is right, even in the face of adversity"
- 7 Accountable and Transparent**  
"Takes responsibility and maintains openness"
- 8 Fair and Just**  
"Treats all stakeholders equitably and impartially"

- Reasonable prudence
- Diligence and skill
- Comply with the co-op's Confidentiality and Conflict of Interest Agreement
- Give the board any information requested by the board

# Meeting expectations

- Attend meetings
- Prepare in advance
- Participate constructively
- Engage in training



# Board authority

- Board acts as a whole
- No individual authority, unless the board instructs a director to do something
- Speak up during meetings
- Raise issues internally
- Support board decisions



# Respect and professional behaviour



# Director legal responsibilities

- Follow by-laws
- Follow legislation
- Follow contracted obligations
- Stay in good standing
- Consequences of breach
  - Possible removal
  - Legal implications



# When to go over the agreements

- At the first board meeting following the election
  - Sign annually
- During the election campaign
  - As a prerequisite for candidacy (signed, sealed and delivered)
- At a members' meeting
  - To educate members about the responsibilities of directors

# Case study 1: Confidentiality Breach

- A director shares member arrears information with a friend.
  - What went wrong?
  - What should have happened?

# Case study 2: Conflict of Interest

- A board member votes on awarding a contract to a company owned by their relative.
  - Is this allowed?
  - What steps should be taken?

# Case study 3: Board Conduct

- A director publicly criticizes a board decision on social media.
  - What are the risks?
  - What is the correct approach?

# Case study 4: Respect in Meetings

- A director dismisses another member's opinion aggressively.
  - How should this be handled?

# Share what you've learned on social media!

- Post photos, favourite moments, or key learnings from today's workshops on social media
- Tag us @chfcanada
- Use the hashtag #CHFCanada2026



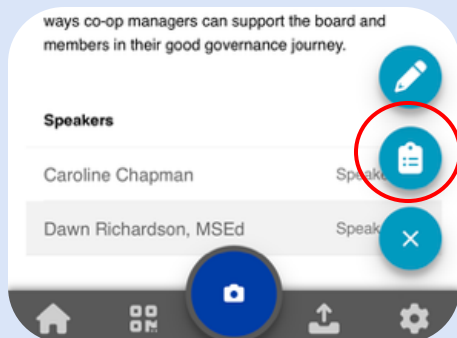


## *Before you go*

We need your help to do better!

Fill out a paper evaluation, fold in half and leave it in the room. Or, fill out a digital evaluation using our conference app.

Thanks!



## *When you get home*

Find today's workshop materials in the resources section of our website:

[chfcanada.coop/education](https://chfcanada.coop/education)

### Education Materials

The CHF Canada Resource Centre is open to everyone.

With 200+ resources—including guides, tools, templates, tip sheets, checklists, and model by-laws—you'll find everything you need to strengthen your co-op. Resources are carefully organized by topic and role, making it easy to find exactly what you need, when you need it.

Our resources are developed and regularly updated in collaboration with experts across the housing co-op sector, ensuring you have the latest insights to tackle any challenge.

### Start Exploring

Resources | Online Learning | Manager Training | Sharing Circles | Co-op Staff Oasis Net... | Education Events

# Reminders

- **Voting in CHF Canada National Business meeting happens on Saturday.** Your co-op's delegate must be there in order to vote. The delegate can pick up a voting device at conference services
- **All coffee breaks will be held in the tradeshow area!** Make sure you visit all the tradeshow exhibitors so that you can complete the bingo card (found in your bag) and have a chance to win prizes.

*The National Education Committee presents*

# ONLINE LEARNING

*Self-Paced*

*Move through the content when it suits you.*



## Courses

**Fulfilling your legal duties as a board director**

**Taking effective meeting minutes**

**Chair like a champion**

**Personal information protection**

**Identity affirming language**

**Maintenance 101**

**Financial statements 101**

- ✔ For board directors, co-op members, and staff
- ✔ \$30 per course
- ✔ Many courses to choose from
- ✔ 30 minutes per course
- ✔ Requires internet connection
- ✔ Develop practical skills and gain knowledge

