



**CREATIVE  
SASKATCHEWAN**

**Board Governance Policies**

**APPROVED**

September 30, 2013

Revised: January 27, 2022

## Board Policies Outline

<b>1. Board Objectives</b> .....	3
<b>2. Constitution</b> .....	3
<b>3. Duties &amp; Responsibilities</b> .....	4
<b>4. Legal Responsibilities</b> .....	5
<b>5. Role of the Chair &amp; Vice-Chair</b> .....	6
<b>6. Committee Structure</b> .....	7
<b>7. Management Responsibilities</b> .....	7
<b>8. Meetings</b> .....	8
<b>9. Minutes &amp; Reporting Responsibilities</b> .....	9
<b>10. Support to the Board</b> .....	9
<b>11. Confidentiality</b> .....	9
<b>12. Conflict of Interest</b> .....	10
<b>13. Board Compensation &amp; Expenses</b> .....	13
<b>14. Indemnity</b> .....	14
<b>15. Code of Conduct</b> .....	14
<b>16. Annual Board Acknowledgement</b> .....	16

## **1. Board Objectives**

- 1.1. The Directors of Creative Saskatchewan will function as stewards of the agency, with obligation to manage the affairs and business of the agency. In order to satisfy this obligation, the Board provides strategic direction and fiduciary oversight to the agency while delegating to management the responsibility for day to day operations.
- 1.2. The fundamental obligation of the Board is to act in the best interests of Creative Saskatchewan, in order to achieve the purposes of the agency as defined in *The Creative Saskatchewan Act, 2013* (the Act).

## **2. Constitution**

- 2.1. The Board will be established based on Section 12 in the Act. The Board is to consist of not more than eleven (11) members appointed by the Lieutenant Governor in Council. Not less than five (5) of the members are to be appointed from a list of nominees provided by the creative industry. Nominations for these five members will be made in the manner prescribed in the regulations.
- 2.2. Each member of the Board will hold office for a term not exceeding two (2) years and until a successor is appointed. A member is eligible for reappointment.
- 2.3. No member will hold office for more than three (3) consecutive terms.
- 2.4. Where a vacancy occurs, it may be filled by the Lieutenant Governor in Council.
- 2.5. In order for Creative Saskatchewan to achieve and maintain credibility and respect with both the Government of Saskatchewan and the creative industry, the Board must be comprised of directors who are independent, objective and have no real or perceived conflict of interest. Further detail is provided in the Conflict of Interest section of this policy.
- 2.6. The Lieutenant Governor in Council will designate one of the directors as chairperson of the Board and one of the directors as vice-chairperson of the Board. In the absence of the chairperson, the vice-chairperson may exercise the powers of the chairperson and will perform the duties of the chairperson. Roles and responsibilities of the chair and vice-chair are described in Section 5 of this policy.
- 2.7. The Chair presiding at any meeting of the Board will have a vote in all matters considered by the Board. In the event of a tie, the motion is defeated.
- 2.8. The Board may appoint a recording secretary to ensure comprehensive minutes of meetings are kept.

### **3. Duties & Responsibilities**

3.1. In satisfying its obligations and objectives, the Board has the following specific duties and responsibilities, which do not limit or comprehensively define its overall responsibility for the stewardship of Creative Saskatchewan:

3.2. **Agency Management:**

- (a) Selection and appointment of the Chief Executive Officer (CEO) of the agency and definition of the CEO's conditions of employment and remuneration (subject to the approval of the Lieutenant Governor in Council);
- (b) Evaluation of the performance, and if necessary, termination of the CEO;
- (c) Monitoring the implementation of management succession and development plans for the agency;
- (d) Approval of human resources policies and procedures as prepared by management;
- (e) Ensuring independent functioning of the Board from management;
- (f) Satisfying itself as to the integrity of the senior executive of the agency and as to the establishment of a culture of integrity throughout the agency;
- (g) Being available to the senior executive to provide expertise and advice as required.

3.3. **Strategic & Business Planning:**

- (a) Adoption of strategic planning process involving the Board and management, approval of strategic plans prepared by management, and monitoring of the agency's performance against those plans;
- (b) Approval of annual business plans prepared by management including goals, objectives, strategies, budgets and performance measures and targets.

3.4. **Performance & Risk Management:**

- (a) Monitoring the agency's performance against annual approved targets;
- (b) Approval of risk management plans prepared by management;
- (c) Monitoring the principal risks of the business to ensure appropriate risk management is in place;
- (d) Monitoring the integrity and completeness of the agency's internal controls and management information systems;
- (e) Approving and monitoring compliance with significant policies and procedures which have a material impact on the operation and performance of the agency.

**3.5. Fund Management:**

- (a) Approving the investment fund policies, parameters, budget allocations, etc. as recommended by management, ensuring alignment with achieving overall vision, mission and purposes of Creative Saskatchewan.

**3.6. Communications:**

- (a) Approving the annual communications plan prepared by management and ensure policies and processes are in place for effective communication with the agency's shareholder, creative industry, other stakeholders and the public.

**3.7. Board Governance:**

- (a) Developing and approving Creative Saskatchewan Board Governance Policies and processes to ensure good corporate governance;
- (b) Adopting an annual Board Work Plan to ensure the duties and responsibilities are scheduled to be achieved;
- (c) Reviewing annually, in conjunction with the Governance Committee, the adequacy of the Board Governance Policies and the Terms of References for its Committees;
- (d) Reviewing annually the performance and effectiveness of the Board, its Committees and individual directors in achieving the requirements of the Board Governance Policies, and the Terms of Reference of all Committees of the Board, including the Annual Work Plans;
- (e) Ensuring that there is an appropriate orientation program for new directors and that there is a continuing education program in place for all directors and succession planning for directors.

**3.8. Annual Reporting Requirements:**

- (a) Approving auditors to be appointed.
- (b) Approving the annual report including the audited Financial Statements and other disclosure documents.

## **4. Legal Responsibilities**

4.1 In discharging its legal duties and statutory responsibilities, the Board will ensure that the agency establishes appropriate and effective policies and procedures to:

- (a) Operate at all times within applicable laws and regulations;
- (b) Operate in accordance with the highest ethical standards;



Properly prepare, approve, and maintain Creative Saskatchewan corporate documents and records.

In performing their legal duties, Directors will:

- (a) Act honestly and in good faith with a view to the best interests of Creative Saskatchewan while taking into account the public policy and business objectives of the agency;
- (b) Exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstance;
- (c) Comply with the provisions of *The Creative Saskatchewan Act, 2013* and *The Creative Saskatchewan Regulations, 2013*, as amended or replaced from time to time.

## **5. Role of the Chair & Vice-Chair**

5.1 The Chair of Creative Saskatchewan's Board has a mandate to:

- (a) Organize the work of the Board;
- (b) Lead and be responsible for the Board's relationship with the CEO of Creative Saskatchewan;
- (c) Lead and be responsible for the Board's relationship with the government through the Minister;
- (d) When present, preside over all meetings of the Board;
- (e) Represent Creative Saskatchewan at public or official functions;
- (f) Perform all duties that may be imposed on, and may exercise all the powers that may be assigned to, the Chair by resolution of the Board.

5.2 In the discharge of this mandate, the Chair will:

- (a) Organize the affairs of the Board, and assist Board Committee Chairs to organize the work of Board Committees, so as to provide a high standard of governance for Creative Saskatchewan;
- (b) Ensure that the Board is capable of acting independently of management in respect of the business and affairs of Creative Saskatchewan;
- (c) When present, preside at all meetings of the Board and, with the CEO of Creative Saskatchewan, determine appropriate agendas for the Board of Directors;
- (d) Ensure that the performance of the CEO of Creative Saskatchewan is evaluated annually;
- (e) Act as a sounding board for the CEO of Creative Saskatchewan and encourage the continued professional development of the CEO;

- (f) Address problems which directors may perceive with the conduct of business of the Board or other governance issues;
  - (g) Act as a spokesperson for the Board, where the Board specifically authorizes such activity.
- 5.3 In the Chair's absence, the Chair may assign the Vice-Chair to act on his or her behalf in meeting the above responsibilities.

## **6. Committee Structure**

- 6.1 The Board will appoint any Committees that it considers necessary for the efficient conduct of the affairs and business of Creative Saskatchewan and will prescribe the scope, duties and responsibilities of all Committees it appoints through Terms of Reference for each Committee;
- 6.2 The Board will appoint by resolution members of the Committees, to hold office until that member is removed by resolution of the Board, or ceases to be a member of the Board;
- 6.3 The appointment by the Board of a Committee and the assignment of duties to it does not absolve the full Board of its responsibility for the actions or decisions of the Committee. Committees will assist with the deliberations required for the fulfillment of the Board's Terms of Reference; however, unless specifically stated otherwise, all Committees will act in an advisory capacity only, recommending decisions to the Board for approval;
- 6.4 The Board Chair, in conjunction with the Committee Chairs, will annually review the membership composition, and mix of required skills and qualifications of all Board Committees;
- 6.5 The Board Chair is an ex-officio member of any Committee appointed by the Board.

## **7. Management Responsibilities**

- 7.1 The Board discharges its statutory obligation to manage the affairs and business of Creative Saskatchewan by delegating certain of its powers to employees of the agency.
- 7.2 Employees and management of the agency will be responsible for the day-to-day operations of Creative Saskatchewan, acting within approved Board policies and directives.
- 7.3 The Board, in addition, requires management to:
  - (a) Develop for recommendation to the Board a vision and mission for Creative Saskatchewan and associated strategic plan, annual business plans and budgets to achieve the vision and mission;
  - (b) Establish, prioritize and achieve Creative Saskatchewan goals, objectives, strategies and plans, and measure performance against targets;
  - (c) Identify, prioritize and manage principle risks to Creative Saskatchewan;

- (d) Appoint, train, motivate, monitor and evaluate employees, and develop effective succession plans;
- (e) Propose and implement policies, processes and plans to effectively deliver and manage the Investment Fund and other creative industry-related programming;
- (f) Develop and implement policies, processes and plans to enable effective communication with the agency's stakeholders, creative industries, and the public;
- (g) Design and implement policies and procedures to ensure the integrity of Creative Saskatchewan's internal controls and management information systems;
- (h) Provide accurate, complete and timely information to the Board to enable it to discharge its obligations and meet its governance and legal responsibilities;
- (i) Establish and implement policies and procedures to ensure statutory and compliance responsibilities are met, and that Creative Saskatchewan establishes the appropriate and effective policies and procedures to:
  - i. Operate at all times within applicable laws and regulations;
  - ii. Operate in accordance with integrity and the highest ethical standards;
  - iii. Properly prepare, approve and maintain Creative Saskatchewan corporate documents and records.

## **8. Meetings**

- 8.1 The time and place of meetings of the Board and the procedures at such meetings will be determined from time to time by the members of the Board, provided that:
- (a) The Board will meet at least four times annually on a regular schedule, after each quarter to review quarterly performance. The Board will also meet as required for a strategic planning session;
  - (b) A meeting of the Board may be called on the direction of the Chair of the Board, the CEO of Creative Saskatchewan, or by any two (2) members of the Board, and subject to quorum being achieved, the meeting will convene on the date and time set by the Notice of Meeting;
  - (c) The quorum for meetings will be six (6) members of the Board plus the Chair or Vice-Chair, present either in person, video conference, telephone, or other telecommunications device that permits all directors participating in the meeting to speak to and hear each other,
  - (d) Reasonable notice, preferably seven (7) days before the meeting at a minimum, will be given in writing electronically to each member of the Board;

- (e) The agenda and associated material will be sent to each member of the Board prior, preferably seven (7) days, to the time for such meeting;
  - (f) A director may in any manner waive a notice of meeting, and attendance of a director at the meeting is a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not properly called;
  - (g) The Board has the right to determine which non-Board members may be present at any part of the meetings of the Board, and may hold in-camera sessions;
  - (h) To facilitate Board consideration of a motion regarding a priority and urgent matter, a motion on such a matter can be distributed to the Board electronically, when necessary, for review and refinement, and passed or defeated based on a quorum of the members electronic responses, within a reasonable period.
- 8.2 Members of the Board are expected to attend all meetings of the Board and of meetings of Committees of which he/she is a member. If a member is unable to attend a meeting, the member must indicate to the Board or Committee Chair the reason for his/her inability to attend. It is recognized that Board members will make every effort possible to make arrangements to be available to attend meetings, in-person or by phone. It is up to the discretion of the Chair if attendance issues of a member need to be addressed and how.

## **9. Minutes & Reporting Responsibilities**

- 9.1 An outline of material proceedings and deliberations addressed by the Board, and all recommendations, decisions and directives of the Board will be recorded in the minutes of the meeting, by the secretary, appointed by the Board for this purpose.
- 9.2 A draft copy of the minutes of a Board meeting, approved by the Chair, will be circulated to members of the Board prior to the next regular Board meeting. A Board member may request that the revised minutes include specific deliberations. Following approval of the minutes of the meeting by the Board, if substantive revisions have been made to the draft minutes, the minutes approved by the Board will be re-circulated to members of the Board.

## **10. Support to the Board**

- 10.1 The Board will have access to any and all books and records of Creative Saskatchewan required for the execution of the Board's obligations and, as necessary, will discuss with appropriate Creative Saskatchewan employees, coordinated through the office of the CEO, such records and other relevant matters.
- 10.2 The Board has the authority to retain external advisors, experts, or consultants in order to properly discharge its duties and responsibilities.

## **11. Confidentiality**

- 11.1 All deliberations of the Board and all committees, and all records, material and information pertaining to Creative Saskatchewan obtained by a member of the Board, are and will be considered confidential. Board members will maintain the confidentiality of such deliberations, and will safeguard such records, material and information from improper access.

## **12. Conflict of Interest**

### **12.1 Objective**

- a) The Province of Saskatchewan expects the Directors of Crown Corporations, agencies, Boards and commissions to maintain high standards of honesty, integrity, impartiality, and ethical conduct, and officials must be constantly aware of the need to avoid situations which might result either in actual or perceived misconduct, or conflict of interest, and to conduct themselves, in their official and personal relations, in a manner which commands the respect and confidence of their fellow citizens;
- b) This policy is designed to ensure that all Board members are aware of, and respect, their responsibilities with regard to real, potential, and/or perceived conflicts of interest.

### **12.2 Definitions**

- a) "Agency" refers to Creative Saskatchewan;
- b) "Board" refers to the Board of Directors of Creative Saskatchewan;
- c) "Board member" refers to an individual member of the Board of Directors of Creative Saskatchewan;
- d) "Chair" refers to the Chair of the Board of Directors of Creative Saskatchewan;
- e) "Chief Executive Officer" refers to the person responsible for the effective and efficient operation of Creative Saskatchewan, who serves as a liaison between the Board and staff and has such duties as may be delegated to him/her from time to time by the Board, including the day-to-day administration of the Agency and making operational decisions within the executive limits set by the Board;
- f) "Conflict of interest" refers to a situation in which private interests or personal considerations may affect the judgment of a Director in acting in the best interest of Creative Saskatchewan. It includes, but is not limited to, using one's position, confidential information, or organizational time, material, or facilities for private gain or advancement, or the expectation of private gain or advancement. A conflict may occur when an interest benefits any member of the Director's family, friends or associates. A conflict may be real, potential or perceived.

### **12.3 Policy Statement**



- a) The public trust held by Board members of the Agency demands a high standard of conduct known as fiduciary duties, which embodies concepts of integrity, fidelity, confidence, fairness, due diligence, non-competition and good faith;
- b) Board members of the Agency are expected to conduct themselves with personal integrity, ethics, honesty and diligence in performing their duties for the Agency. Board members are required to support and advance the interests of the Agency and avoid placing themselves in situations where their personal interests actually or potentially conflict with the interests of the Agency.
- c) This standard of conduct is required for public confidence, to ensure the maintenance of the integrity of the Agency and to promote the Agency's goals.

#### **12.4 Roles and Responsibilities**

- a) The rules and examples of conflict of interest that follow do not exhaust the possibilities for conflict of interest, but they identify obvious situations covered by the policy. Conflicts might arise in other areas or through other relations. It is assumed that Board members will recognize such areas and relations by analogy;
- b) Board members are not allowed to use their positions to give anyone special treatment that would advance their own interests or that of any member of their family, friends or associates;
- c) Board members may not accept gifts, money, discounts or favours including a benefit to family members, friends or associates. The exceptions to this are invitations to events and ceremonial gifts of nominal value;
- d) Board members may not use, or permit the use of Creative Saskatchewan property, facilities, equipment, supplies or other resources for activities not associated with their responsibilities;
- e) Board members may not disclose confidential or privileged information about the affairs of the organization or use confidential information to advance personal or others' interests;
- f) No Board member shall directly or indirectly receive any profit from his/her position as such, provided that, notwithstanding anything herein contained to the contrary, Board members may receive reimbursement for reasonable expenses incurred by them in the performance of their duties as permitted in the Act, bylaws and approved by the Board. The pecuniary interests of immediate family members (including the immediate family members of a Board member's partner) or close business associates of a Board member are considered to also be the pecuniary interests of the Board member.

#### **12.5 Requirement to Report Conflict of Interest**

- a) If Board members or their family members, friends or associates have a personal or financial interest that might present a conflict or bias in connection with the Board member's duties, they must report this conflict to the Board Chair in writing. In the case where the Chief Executive Officer has a potential conflict of interest, he/she will report to the Board Chair. In the case where the Board Chair has a potential conflict of interest, he/she will inform the Vice Chair.
- g) Disclosure of a conflict of interest, whether real, potential, or apparent, must take place as soon as the individual becomes aware of the conflict.

## **12.6 Process for Dealing with Conflict of Interest**

- h) During their term of office Board members must openly disclose a potential, real, or perceived conflict of interest as soon as the issue arises and before the Board or its committees deal(s) with the matter at issue. If the Board member is not certain whether he/she is in a conflict of interest position the matter may be brought before the Chair of the Board or committee for advice and guidance. If there is any question or doubt about the existence of a real or perceived conflict the Board or committee will determine by majority vote if a conflict exists. The Board member potentially in conflict of interest shall be absent from the discussion and shall not vote on the issue.
- i) It is the responsibility of other Board members who are aware of a real, potential or perceived conflict of interest on the part of a fellow Board member to raise the issue for clarification, first with the Board member in question and, if still unresolved, with the Board Chair.
- j) The Board member must abstain from participation in any discussion on the matter, shall not attempt to personally influence the outcome, shall refrain from voting on the matter and, unless otherwise decided by the Board, must leave the meeting room for the duration of any such discussion or vote.
- k) The disclosure and decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting. The time the Board member left and returned to the meeting shall also be recorded.

## **12.7 Eligibility**

- a) The Agency recognizes the small size of the Saskatchewan arts community and the need to have qualified and representative Board members. Board members are eligible, therefore, to apply for grants individually or on behalf of an organization of which they are an employee or Board member provided that the Board member meets all other eligibility criteria for the specific grant program;
- b) No Board member is permitted to sit on or influence in any way a jury or assessment process constituted under the authority of the Chief Executive Officer;

- c) All reference to the results of a jury or assessment in which a Board member has a conflict of interest are to be redacted from that Board member's meeting package;
- d) All other procedures outlined in this policy, including the Requirement to Report Conflict of Interest (section 4.2) and the Process for Dealing with Conflict of Interest (section 4.3), shall apply to the type of conflict of interest described in section 4.4.1.

## **12.8 Implementation of the Policy**

On appointment to the Agency's Board of Directors and thereafter, Board members shall:

- a) Arrange their private affairs in a manner that will prevent real, potential or perceived conflict of interest from arising;
- b) Declare any real or potential conflict of interest and sign the Creative Saskatchewan Conflict of Interest Declaration;
- c) Annually update the declaration and sign it for each year of Board service.

## **12.9 Failure to Comply with the Policy**

- a) Board members who fail to comply with this policy are subject to disciplinary action up to and including dismissal;
- b) The Governance Committee of the Board, in a meeting duly called for the purpose, shall review any complaints that a Board member has violated any provision of the Agency's Act, bylaws, or policies approved by the Board, in particular, this policy. Every attempt shall be made to resolve conflict of interest matters expeditiously and fairly;
- c) The recommendations regarding resolution of conflict of interest matters shall be brought by the Chair of the Board to the Board for approval. The decision of the Board shall be final.

## **12.10 Communicating this Policy**

- a) The Board Chair must review this policy with all new Board members as part of their orientation program;
- b) All Board members will receive, review and sign this policy on an annual basis.

# **13. Board Compensation & Expenses**

13.1 Remuneration for Creative Saskatchewan Board members is prescribed within *The Financial Administration Act, 1993*, clause 5(a) and subsection 10(2). Creative Saskatchewan Board has

been designated as a Medium Responsibility Board (MRB) within the Order in Council 403/2013 dated June 25, 2013.

- 13.2 Maximum per diem rates for Board and Committee meetings include:
- (a) Chairperson of the Board \$150, or as may be amended for MRBs from time to time;
  - (b) Chairperson of Committee \$150, or as may be amended for MRBs from time to time;
  - (c) Member \$110, or as may be amended for MRBs from time to time.
- 13.3 Expenses for travel, lodging, meals, and general expenses will be reimbursed based on Saskatchewan Public Service Commission rates.
- 13.4 All Board members must submit a completed Expense Claim form for applicable per diems and expenses and submit for approval. Once approved, the agency will process payment for members. Expense claim forms must be submitted in a timely fashion within the current fiscal year. Board members who elect not to submit expense claim forms should make this known to the CEO at the start of the fiscal year.

## **14. Indemnity**

- 14.1 The Agency will execute an indemnity agreement in the form approved by the Board as a whole on behalf of the Agency with each new member of the Board. Directors are also protected by immunity provided in Section 24 of the *Creative Saskatchewan Act, 2013*.

## **15. Code of Conduct**

- 15.1 The objectives of this Code of Conduct for the Creative Saskatchewan Board are to ensure:
- (a) That high standards of conduct are established for, and observed by, the directors of Creative Saskatchewan;
  - (b) That appropriate processes are in place to resolve questions related to conduct and other ethical issues.
- 15.2 Principles that the Board will adhere to within the Code of Conduct include:
- (a) High standards of conduct must be observed by the directors of Creative Saskatchewan. This is appropriate not only to ensure compliance is made with legal and regulatory requirements, but also because the main shareholder, the creative industry, other stakeholders and the public of Creative Saskatchewan entrust investment decisions of the agency with the expectation of integrity in the agency's governance and affairs so that the agency's commitments are fully met;
  - (b) It is recognized that no written code of conduct can cover every situation; rather the expectations are stated in broad "principle" terms - it is expected that directors will comply both with the spirit as well as the letter of this Code of Conduct;



- (c) Directors should be open and transparent with Creative Saskatchewan prior to embarking on a course of conduct which might be suspect. Where any doubt exists as to a particular course of action, directors shall have access to the Chair of the Governance Committee and/or the Chair of the Board or, if required, outside expertise in order to determine the appropriate course of action;
  - (d) The provisions of the Code apply to all aspects of a director's conduct, and specifically, in respect of meetings, apply to meetings both of the Board and of its Committees.
- 15.3 In implementing the Code of Conduct, the following conduct standards are expected of the directors of the Board:
- (a) In respect of legal and regulatory requirements: Directors will ensure full compliance and will not, directly or indirectly, participate in any improper, illegal or proscribed conduct;
  - (b) In respect of confidentiality: Directors will maintain the confidentiality of all information that comes to them in the course of their activities on behalf of, or in relation to, Creative Saskatchewan. This obligation of confidentiality will not apply to information that is readily available to the public or that is disclosed in the normal course of business as a requirement of conducting the same, or to a disclosure which is required by law;
  - (c) In respect of the use of information: No director will use information obtained in the course of his/her service to Creative Saskatchewan for personal benefit or gain or for the benefit or gain of another person who is a family member, friend or business associate of the director;
  - (d) In respect of gifts and benefits: No director shall accept, or arrange for another person to accept, a gift or benefit of any kind (including any form of entertainment) from any client, customer, supplier or other party, other than a modest gift arising in the ordinary course of business, or with regard to cultural protocols previously approved by the Board;
  - (e) In respect of conflicts of interest:
    - i. For purposes of this Code, a conflict of interest exists where the circumstances are such that the director may not be able to remain impartial or maintain objectivity in choosing between the interests of Creative Saskatchewan and his or her personal interest (including the interests of friends, family or business associates). Refer to previous section on Conflict of Interest for independence test for directors during nominations process.

If any circumstance arises in which a director believes that there may be an actual conflict of interest, or a conflict of interest as perceived by a reasonable observer, not otherwise dealt with in this Code, the director will immediately advise the Chair of the Board (or as appropriate the Chair of the Governance Committee) of the issue and fully describe the circumstance. The director will then be guided in his or her conduct by the advice of the Chair of the Board (or the Chair of the Governance Committee), after taking such consultation as the Chair may consider appropriate. In the event that a circumstance arises in which the Chair believes that he or she may be in a conflict of interest, the Chair should immediately advise the Vice-Chair of the Board of the issue and fully describe the circumstance. The Chair will then be guided in his or her conduct by the

advice of the Vice-Chair, after taking such consultation as the Vice-Chair may consider appropriate.

- ii. If the Board, on the recommendation of the Chair of the Board (or as appropriate the Chair of the Governance Committee), concludes that a director has acted in a manner contrary to this Code, (i) the director will take such steps as the Board may direct to resolve the circumstances, including the removal of any conflict of interest, and (ii) if such steps are not taken the director will tender his or her resignation and will remain responsible for such recourse as may be available to Creative Saskatchewan or any other person at law.
- (f) In respect of communication: Consistent communication and messaging with stakeholders, creative industries, and the public is critical. The Chair and CEO should be the first point of contact and leads on communication, on behalf of the agency. Other directors may be assigned this role as required. It is important that when communicating, the Board is on the same page and sending the same message. Messages should be aligned with overall Board directives, approvals and consensus, not the individual viewpoints of a director.
- 15.4 Each director is accountable for his or her personal conduct and to ensure full compliance with the Code of Conduct for Creative Saskatchewan.
- 15.5 The Chair of the Board (or as appropriate the Chair of the Governance Committee) is accountable for resolving issues arising out of this Code which come to the attention of the Chair of the Board (or as appropriate the Chair of the Governance Committee) in respect of the conduct of directors.
- 15.6 The Code of Conduct will be brought forward annually to the Board for review and acknowledgment.

## **16. Annual Board Acknowledgement**

- 16.1 Annually each Board member will be required to acknowledge that they have reviewed and understand the Board Governance Policies of Creative Saskatchewan and that they are in compliance with the Code of Conduct as a director of the Board by signing a declaration which will be kept by the Board secretary.