



POLICY NO: 1
TITLE: Board Member's Code of Ethics and Conduct Approval Date: March 12, 2018

POLICY STATEMENT

Policy Number 1.0: Board Members' Code of Ethics and Conduct

The Board commits itself and its members to ethical, lawful and prudent conduct. This includes proper use of authority and appropriate decorum when acting as Board Members.

The Board of Directors hereby establishes its Code of Ethics and Conduct to provide guidance to its members regarding ethical and behavioural considerations and/or actions as they address their duties and obligations during their appointment. Compliance with the provisions of this Code will allow the Board to enhance relationships and foster teamwork among Board Members and also with staff; and to build respect, confidence and credibility with the participants in the community.

1.1. Code of Ethics

- a) Board Members must have loyalty to the Society, unconflicted by loyalties to staff, other organizations, and any personal interests when conducting society business.
- b) Board Members will work respectfully with each other in a spirit of harmony and cooperation, giving members courteous consideration of their opinions.
- c) Board Members shall maintain confidentiality about all matters that are considered during in camera meetings.
- d) Board Members shall use proper care and exercise independent ethical, lawful and prudent judgment in the performance of their duties.
- e) Board Members shall follow the provisions of the Personal Information Protection Act in regards to records and information owned, prepared or in possession of the Society.

1.2. Conflicts of Interests

- a) Board Members must avoid any conflict of interest or appearance of conflict of interest with respect to their fiduciary responsibilities.
- b) There must be no self-dealing or any conduct of private business or personal services between any Board Member and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
- c) Board Members have a duty to declare a possible conflict before the onset of discussion

- on any given issue or agenda item.
- d) When Board is to decide upon an issue, about which a Board Member has a conflict of interest, that member shall recuse himself/herself at the onset of the discussion without comment from not only the vote, but also from the deliberation.

1.3. Standards of Conduct

- a) Board Members will not use their Board position to obtain employment in the organization for themselves, family members or close associates.
- b) Should a Board Member apply for employment in the Society, he/she must promptly resign from the Board prior to applying for the position. Where such a Board Member has applied unsuccessfully for employment in the Society, or has been terminated from the position, he/she cannot be re-installed to the Board until the following Annual General Meeting following his/her unsuccessful employment application or termination.
- c) Board Members may not attempt to exercise individual authority over the Society except as explicitly set forth in Board policies.
- d) Board Members will respect the authority of the Executive Director. Board Members will not instruct the Executive Director in regards to specific operational decisions.
- e) Board Members will be sensitive to the considerable workload of the Executive Director and staff when making requests for assistance and all requests for assistance will be made through the Board Chair.
- f) The Board will respect the Executive Director's authority in all personnel matters.
- g) Board Members will redirect staff that attempt to use Board Members as their representatives or use Board Members as an avenue for input to the Executive Director.
- h) Board Members' interaction with the Executive Director or with staff must recognize the lack of authority vested in individuals except when explicitly Board authorized.
- i) Board Members' interaction with public, press or other entities must recognize the same limitation and the inability of any Board Member to speak for the Board.
- j) Board Members will not criticize individual judgments of the performance of the Executive Director or staff, except that they may raise such concerns in a Board meeting where such performance is inconsistent with Board policy. Only the Chair is to address the Executive Director.

1.4. Confidentiality

- a) Board Members will respect the confidentiality appropriate to issues of a sensitive nature. This confidentiality is expected to continue after the member is no longer on the Board.
- b) Board Members also must maintain the confidentiality of information entrusted to them by the Society and any other non-public information relating to the Society and its participants that comes to them, from whatever source, in their capacity as a director, except when disclosure is authorized or legally mandated.

1.5. General Provisions

- a) Encouraging the reporting of any illegal or unethical behaviours by Board Members should also promote ethical behaviour and take steps to ensure the Society:
- b) Encourages Board Members, employees and others to report violations of laws, rules, regulations or the Society's Code of Ethics and Conduct to the appropriate person.

- c) Informs Board Members, employees and others that the Society will not allow retaliation for any reports made in good faith.
- d) The Code of Ethics and Conduct shall be subject to periodic review and revision by the Board as necessary or appropriate. The Board shall have the authority to make any interpretations regarding the operation of Code of Ethics and Conduct.

1.6. Enforcement

- a) Any alleged breach of this Code of Ethics and Conduct shall be reported to the Chair of the Board. The Chair will review the report with the Executive Committee and will decide if an investigation is appropriate. Should the allegation be made about the Chair, the report will be made to the Vice-Chair.
- b) The Board Executive Committee, or four disinterested members of the Board, will be identified as the Investigating Committee and will investigate any allegation of a breach of this policy by a Board Member, with or without the participation of any Board Member who may be the subject of such report, and report its findings and recommendations to the Board.
- c) Any Board Member who is subject to such an allegation shall be informed of such allegation and be allowed ample opportunity to review the details of such allegation and respond to such allegation to the Investigating Committee.
- d) If the Board is satisfied on a report from the Investigating Committee that a breach of the Code of Ethics and Conduct has been proved, the Board may:
- e) Warn the Board Member as to their future conduct;
- f) Reprimand the Board Member;
- g) Suspend the Board Member from membership of the Society for such period as the Board may determine; or
- h) Terminate the Board Member's membership of the Society.
- i) The Board's decision shall be conveyed in writing to the Board Member and shall be considered final. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code of Ethics and Conduct.
- j) If Board members have missed at least one (1) Board Meeting and one (1) Special General Meeting or two (2) Board Meetings, it is the responsibility of the Chair to discuss the importance of attendance with the Board Member who is not attending. A Board Member who fails to attend three (3) consecutive Board meetings may be asked by the Board to resign.

Code of conduct declaration

 I, (Board Member – please print), have read, understand and agree to abide by the Code of Conduct of the Grande Prairie Sport Council and I understand that such adherence is a condition of my volunteer work. I understand that a violation of the Code of Conduct may be grounds for termination as a volunteer.

Signed this _____ day of _____, 20_____.

_____ (Board Member - Signature)

Date Revised _____ Signature _____