



Code of Ethics and Conduct for Board Directors

The elected Board of Directors expects of itself and its members ethical and businesslike conduct in order to maintain the confidence of the membership and the public. This commitment includes proper use of authority and appropriate decorum, in group and individual behaviour, when acting as Board Directors.

1. Purpose

This Code of Ethics and Conduct for Board Directors has been developed to support the St. Thomas Skating Club (herein identified as “STSC”) in upholding the values of ethical conduct, integrity, honesty, and principled business behaviour of the elected Board of Directors.

This Policy applies to:

- every member of the Board of Directors (“Board”);

This Code of Ethics and Conduct applies regardless of whether the director is also an employee, official, coach, athlete, or volunteer. This Code of Ethics and Conduct outlines how these individuals will conduct themselves and will outline how it is to be implemented.

A Code of Conduct is a key vehicle for:

- reducing the risk and associated costs of fraud, conflicts of interest and other ethical lapses;
- helping introduce new Directors to the organization’s standards;
- attracting and retaining high-calibre employees and business partners;
- setting the boundaries of acceptable behaviour;
- providing employees and membership with comfort that they will not inadvertently stray offside;
- informing contractors, suppliers and others doing business with the organization of its expectations regarding acceptable behaviour;
- providing the basis for sanctions against those that deviate from the Code; and
- fulfilling the regulatory obligations of the Canada Not-For-Profit Incorporations Act.

2. General Obligations

The organization requires that its directors, committee members, Coaches, and volunteers **at all times**:

- act honestly and in good faith, in the best interests of the organization;
- exercise their powers properly, and their discretion reasonably;
- exercise their powers and discretion for the purpose for which they are conferred; and,
- avoid conflict of interest.

Directors often underestimate the significant individual and collective influence they can and should have over the organization by signaling to the rest of the organization what is expected and acceptable behaviour.

It is important to note, Directors of STSC have a stewardship obligation to act solely in the best interests of STSC in all transactions, decisions, actions, and consultations in which they engage on STSC’s behalf.

2.1 Responsibilities of Individual Board Directors

- a. Board Directors must represent unconflicted loyalty to the interests of Skate Canada, Skate Ontario and the STSC. This accountability supersedes any conflicting loyalty, such as that to other individuals, interest groups or membership on other Boards.
- b. Board Directors will promote and support, in a positive manner, Skate Canada, Skate Ontario and STSC's philosophies, policies, initiatives, and purpose.
- c. Board Directors are trustees of public confidence and securities. They must avoid any conflict of interest with respect to their fiduciary responsibility.
- d. Board Directors will follow STSC conflict-of-interest and confidentiality policies. Conflicts of interest will be addressed and managed directly, constructively, and tactfully. Where there is a real or potential conflict of interest, the Board member will declare this and temporarily withdraw from the Board meeting or that portion of. Refer to the STSC Conflict of Interest policy.
- e. Board Directors may not attempt to exercise individual authority over the organization except as explicitly set forth in the organization's policies.
 - I. Individual Board members do not have any authority to speak on behalf of the organization when they interact with staff, the public, the press, and other entities, unless the whole Board has granted this authority.
 - II. Board members must not make any judgments of staff performance except if the performance is officially assessed against organization policies.
- f. Board Directors will deal with outside entities and individuals, with staff and club members, and with each other using respectful communication.
- g. Board Directors will assist in developing and maintaining positive relations among members of the Board, Committees, staff members and the club membership in order to enhance Skate Canada and Skate Ontario vision/mission. Refer to the STSC Code of Ethics Policy.
- h. Every Board Director has the right and the responsibility to express his/her views and opinions on any topic under consideration. Once a decision has been made or ratified by the Board, all members will be united in support of the Board action.
- i. Board Directors will maintain confidentiality regarding internal discussions of the Board and information presented at meetings, including reports, minutes, and interim actions.
- j. When a Board Director leaves the Board or changes portfolios, he/she will ensure that all documents, equipment, and other pertinent articles are turned over within four weeks of the Annual General Meeting.
- k. If a Board Director leaves the Board or changes portfolios mid-season, he/she will ensure that all documents, equipment, and other pertinent articles are turned over within one week of the last day serving the club.

2.2 Practices of Individual Board Directors

Board Directors will strive to do the following:

- a. Attend all board and committee meetings and as many functions, such as special events, as possible;
- b. Be informed about STSC mission, vision, policies, and programs;
- c. Prepare for board and committee meetings by reviewing the meeting agenda and supporting materials;
- d. Serve on committees or task forces and offer to take on special assignments when your capacity allows;

- e. Inform others and advocate for the club;
- f. suggest possible nominees to the board who can make significant contributions to the work of the board and the club;
- g. keep up-to-date on developments in the field of figure skating;
- h. follow conflict-of-interest and confidentiality policies; and,
- i. assist the board in carrying out its fiduciary responsibilities, such as reviewing the club's financial statements.

3. Resolving an Ethical or Conduct Issue

- Any person who believes that a Board Director is contravening this Code of Ethics and Conduct should report the matter, in writing (or verbally if during a meeting of the Board), to the STSC President for consideration, clarification, and possible resolution.
- See 4.3 Investigation Committee of the *STSC Complaint, Dispute Resolution, Suspension and Expulsion Policy*. An Investigation Committee will be established to review the incident.
- See 4.4 Investigation Procedure of the *STSC Complaint, Dispute Resolution, Suspension and Expulsion Policy*.
- The Investigation Committee may apply the following actions singly or in combination for real or perceived conduct issues until an investigation committee meeting may occur:
 - Removal or temporary suspension of certain responsibilities or decision-making authority;
 - Removal or temporary suspension from a designated position; and/or,
 - Other actions as may be considered appropriate for the real or perceived conflict of interest.
- Once the Investigation Committee has adjudicated the incident, they will report to the board less the individual(s) involved with a recommendation. The Board will then decide the next course of action to resolve the incident.
- As per By-Law 11 of the STSC Constitution, any member of the Board of Directors may be removed by the members by a two-thirds (2/3) majority vote at a Special Meeting duly called for that purpose.
- A director may be presented the opportunity to resign from the Board or committee if this will successfully resolve the conduct issue. The former director may let their name stand for re-election to the Board at the next Annual General Meeting.

4. Annual Declaration

Directors shall sign an annual declaration acknowledging they understand and will abide by the STSC Code of Ethics and Conduct for Board Directors. Copies of the signed declarations will be retained as club records for the duration of the Director's service on the Board.

Reference: St. Thomas Skating Club Conflict of Interest Policy, St. Thomas Skating Club Complaint, Dispute Resolution, Suspension and Expulsion Policy, *Skate Canada Conflict of Interest for Directors, Committee Members & Trustees Policy (June 1, 2000)*, *Skate Canada Complaint, Suspension and Expulsion Policy and Procedures (Skate Canada By-law 1204)*

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