

The St. Thomas Skating Club is committed to the values of ethical conduct, integrity, and honesty. Good governance requires an avoidance of conflict of interest, and the regulation of conflict of interest is necessary to promote good governance practices.

1. Purpose

This Policy has been developed to address the need for St. Thomas Skating Club (herein identified as “STSC”) to avoid conflicts of interest at all levels of operation, including in the actions of the organization as a whole, in decisions of committees and the Board, and in the work of the coaching staff and/or volunteers.

This Policy applies to:

- every member of the Board of Directors (“Board”);
- every member of any committee (which includes sub-committees and task forces);
- every member of Coaching staff, including Coaches with freelance contracts only; and
- all Club volunteers.

This Policy applies regardless of whether the director or committee member is an employee, official, coach, athlete, or volunteer. This policy outlines how these individuals (“Club Representatives”) will conduct themselves in matters relating to conflict of interest and provides clarification in how they shall make decisions in situations where conflict of interest may exist.

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.

The Duty to Act Honestly and in Good Faith: Acting honestly and in good faith means that the director or committee member is not seeking to gain an advantage for him or herself, or for someone else; is not intending to deceive anyone and is not blindly following the lead of others on the Board or the committee.

The Duty to Properly Exercise Powers: Properly exercising powers conferred on the director or committee member means the person is not acting upon some personal “hidden agenda” but is exercising his or her powers for legitimate purposes which serves the best interests of the organization.

The Duty to Avoid Conflicts of Interest: Conflict of interest arises when a person has (or could have) divided loyalties. Directors, committee members, Coaches, and volunteers owe the organization their undivided loyalty. Therefore, they need to be conscious of the potential for conflict of interest, and they need to act with candour and care in those situations.

“Avoiding” conflict of interest does not mean that a director or committee member will never be in a conflict of interest position - it means that when the person is (or could be) in a conflict of interest position, the situation is **recognized and properly handled**.

It is important to remember that conflicts of interest arise naturally, and often, in ordinary circumstances. There is nothing inherently wrong or illegal about the mere existence of a conflict of interest involving a director or committee member.

Conflicts of interest only become problematic if the director, committee member or the Board or committee, fail to recognize the conflict of interest, or fail to deal with the situation properly.

2.1 Board of Directors – Specific Obligations

Any real or perceived conflict of interest, whether financial or non-financial, between a Director's personal interest and the interests of the STSC, shall always be resolved in favour of the Club.

Directors will not:

- a. Have a financial or personal interest, which is incompatible with their duties with STSC, unless such interest is properly disclosed to and approved by the STSC Board of Directors.
- b. Give preferential treatment to family members, friends, colleagues, or organizations in which their family members, friends, or colleagues have an interest, financial or otherwise.
- c. Be in a position where they are under obligation to any person who might benefit from special consideration or seek preferential treatment.
- d. Derive personal benefit from information that they have acquired during the course of fulfilling their official duties with the Club, if such information is confidential or not generally available to the public.
- e. Without the permission of the STSC, use the club's property, equipment, supplies, or services for activities not associated with the performance of their duties with the Club.
- f. Place themselves in positions where they could, by virtue of being a Club Representative, influence decisions or contracts from which they could derive any direct or indirect benefit.
- g. Accept any gift or favour that could be construed as being given in anticipation of, or in recognition for, any special consideration granted by virtue of being a Club Representative.

The corporate and trust laws which govern Skate Canada and other organizations impose certain disclosure obligations on a director or committee member who is in any way, whether directly or indirectly, interested in any contract or proposed contract with the organization. Those same laws require the director or committee member to abstain from any discussion, debate and vote related to the contract or proposed contract.

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.

3. Acknowledging a Conflict of Interest

In the event that a Director has a conflict of interest with respect to any matter brought before the Board, or any committee of the Board, the Director:

- shall declare the conflict of interest at the meeting, together with a description of the nature of the conflict;
- where appropriate, shall withdraw from the meeting for the duration of any discussions and deliberations relating to that matter; and,
- shall not vote, or seek to influence the vote of any other Director, on that matter.

Coaching staff and/or volunteers must report any conflicts of interest involving them as soon as they become aware of their existence to the Board.

3.1 Annual Declaration

Directors shall make annual disclosure of all actual and potential conflicts of interest, both of a financial and non-financial nature. Such disclosure shall include any situation in which he or she may become involved that could result in an actual, potential, or perceived conflict of interest, and shall include those of their family members and associated businesses. The disclosure shall be in a prescribed format and shall be submitted by Directors to the President upon their appointment to the Board and thereafter by the first Board meeting following the Annual General Meeting of Members of each year.

4. Resolving a Conflict of Interest

- Any person who believes that a Club Representative may be in a conflict of interest situation should report the matter, in writing (or verbally if during a meeting of the Board or any committee), to the STSC who will decide appropriate measures to eliminate the conflict. The Board may apply the following actions singly or in combination for real or perceived conflicts of interest:
 - Removal or temporary suspension of certain responsibilities or decision-making authority
 - Removal or temporary suspension from a designated position
 - Other actions as may be considered appropriate for the real or perceived conflict of interest
- Any person who believes that a Club Representative has made a decision that was influenced by real or perceived conflict of interest may submit a complaint, in writing, to the Club.
- Failure to comply with an action as determined by the Board may result in automatic suspension of responsibilities until compliance occurs.
- The Board may determine that an alleged real or perceived conflict of interest is of such seriousness as to warrant suspension of designated activities pending a meeting and a decision of the Board.
- A Representative may resign from the Board or committee if this will successfully resolve the conflict of interest. The former director may let their name stand for re-election to the Board at the next Annual General Meeting.

5. Breach

With respect to any conflicts of interest identified or described in this policy, the Board shall take all appropriate steps to ensure compliance with the letter and spirit of this policy. Failure to disclose a conflict of interest may result in disciplinary action as described above.

Any breach of this policy is a disciplinary matter to be dealt with under the STSC's ***Complaint, Dispute Resolution, Suspension and Expulsion Policy***.

Reference: *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)*

Last Updated / Effective Date: May 30, 2021