

# Board Code of Conduct for Directors: IPSC Ontario

## Purpose

The organization is committed to ensuring that in all aspects of its affairs it maintains the highest standards of trust, integrity and respect. Each Director should act in an ethical and courteous manner in his or her communications and interactions with each other and with members of the organization in order to foster a positive environment for communications between Directors and promote the reputation of both the Directors and the Board of Directors. By so acting, the Board should lead by example and demonstrate to the membership how the members should deal with each other, match officials and the Board of Directors. The behavior of one Director reflects on the reputation of all Directors.

## Application

This Code of Conduct applies to all Directors, including ex officio Directors, and non-Board members of Board committees. This Code of Conduct applies in addition to any rules of the I.P.S.C. which govern matches.

## Directors' Duties

All Directors of I.P.S.C. Ontario stand in a fiduciary relationship to the corporation. As fiduciaries, Directors must act honestly, in good faith, and in the *best interests of the corporation*.

Directors will be held to strict standards of honesty, integrity and *loyalty*. A Director shall not put personal interests ahead of the best interests of the corporation.

Directors must avoid situations in which their personal interests will conflict with their duties to the corporation. Directors must also avoid situations in which their duties to the corporation may conflict with duties owed elsewhere. Where conflicts of interest arise, directors will comply with the requirements of the corporation's by-laws and applicable legislation.

In addition, all directors must respect the *confidentiality* of information about the corporation.

## Best Interests of the Corporation

Directors must act solely in the best interests of the corporation. Directors who are the representing an outside organization must still act in the best interests of the corporation, even if this conflicts with the interests of the organization they represent. Often, the best approach to such a conflict is to declare the conflict, obtain a ruling and if such conflict is confirmed, abstain from any vote on an issue that affects the outside organization directly.

## **Loyalty**

The duty of loyalty has three key components:

- (1) A Director must not usurp corporate opportunities for personal gain;
- (2) A Director must avoid engaging in interested transactions,
  - (i) without advising the Board of such interest and seeking or ruling; or,
  - (ii) engaging in an interested transaction without Board approval, and,
- (3) A Director must maintain the organization's confidential information.

## **Confidentiality**

Directors and committee members owe a duty to the corporation to respect the confidentiality of information about the corporation and its members whether that information is received in a meeting of the board or of a committee or is otherwise provided to or obtained by a Director or committee member. Directors and committee members shall not disclose, or use for their own purpose, confidential information concerning the business and affairs of the corporation unless otherwise authorized by the Board.

It is recognized that the role of Director may include representing the organization in the community. However such representations must be respectful of and consistent with the Director's duty of confidentiality and the approved policies and resolutions of the Board of Directors.

A Director is in breach of his or her duty of confidentiality when information is used or disclosed in contravention of this Code of Conduct.

## **Board Spokesperson**

Only the President or other Director or member designated in writing by the President may speak on behalf of the Board.

No Director shall speak or make representations on behalf of the Board unless authorized by the President or the Board. When so authorized, the Board member's representations must be consistent with accepted positions, resolutions and policies of the board.

## **Media Contact and Public Discussion**

News media contact and responses as well as public discussions of the corporation's affairs should only be made through the Board's authorized spokesperson. Any Director who is

questioned by news reporters or other media representatives about the organization should refer such individuals to the appropriate representative of the corporation.

## **Respectful Conduct**

It is recognized that Directors bring to the board diverse backgrounds, views, skills and experience. Directors will not always agree with one another on all issues. All debates or discussions shall take place in an atmosphere of mutual respect and courtesy whether in person or electronically. Director communications with the members of the corporation shall be respectful and civil at all times. The authority of the Chair of a meeting must be respected by all Directors.

## **Rules of Civility**

The concept of Parliamentary language has evolved as the result of over two hundred years of consideration and modification in order to create predictable civility in organizations and avoid senseless and unproductive argument.

Expressions which are un-parliamentary and which normally call for prompt intervention from the Chair include:

- (i) the imputation of false or hidden motives;
- (ii) the misrepresentation of the words or position of another;
- (iii) false allegations of lying or fabrication;
- (iv) abusive and insulting language of a nature likely to create disorder.

Directors are bound to follow the rules of civility as outlined above and failure to do so will result in intervention from the Chair, or failing compliance, intervention from the Board.

## **Corporation and Board Solidarity**

Directors acknowledge that properly authorized Board actions or decisions must be supported by all Directors. The Board speaks with one voice. Those Directors who have abstained from casting a vote or who have voted against a motion, resolution or action, must adhere to and uphold the decision of a majority of the Directors. This provision does not preclude continued advocacy of contrary positions in board meetings, except where prohibited by the applicable rules of order.

## **Impartiality**

In disciplinary matters and other adjudicative functions of the Board, Directors will strive to be fair and impartial in their judgments. Necessarily such functions must occur, at a minimum, within the framework of the rules of natural justice.

The rules or principles of natural justice, also known as procedural fairness, have developed to ensure that decision-making involving the rights or membership status, position, or rank, is fair and reasonable. Natural justice involves decision-makers informing people of the case against them or their interests (actual notice to the individual), giving them a right to be heard (actual notice to the individual), not having a personal interest in the outcome (the rule against bias or the reasonable apprehension of bias), and acting only on the basis of logically probative evidence (the 'no evidence' rule). Rumours or speculation are not evidence.

## **Conflict of Interest**

Board members will adhere to the current Conflict of Interest Policy adopted by the corporation.

## **Obtaining Advice of Counsel or other Professional**

The President on his own initiative, or the Board through the President, has authority to obtain outside advice whether through a lawyer, accountant or other professional with specialized knowledge that may affect the appropriateness or legality of any action of the Board, its corporate structure or its obligations.

## **Remedies**

Infractions of this Policy will be addressed, at a minimum, by communication from the Chair. However, a Board member determined by a majority decision of the full board to have violated the terms of this Policy may be subject to the terms of 5g and/or 6l of the IPSC Ontario By-Laws or any other remedy within the lawful authority of the Board.

## **Amendment**

This policy may be amended by the Board.

**Approval Date: May 27 2017**

Last Review Date: May 27 2017