

Conflicts of Interest Policy

Code of Conduct



Date: November 2012

Board of Directors' Conflicts of Interest And Code of Conduct

(Includes Provincial Office Staff)

“ADSA” – Alberta Deaf Sports Association

1. General

1.1 Application

This Directors' Conflict of Interest and Code of Conduct has been approved by the board of directors (the “Board”) of the ADSA.

The Code is intended to govern the conduct of Directors and Staff of ADSA. It also sets out guidelines for avoiding and disclosing conflicts of interest.

1.2 Definitions

Unless otherwise specified, the words and expressions used in this Code shall have the same meaning as in By-Law No.1 of the Corporation.

Complement to By-Laws, etc. The provisions of this Code are intended to complement and enhance in a consistent manner, the requirements that arise at law and in the By-Laws of the Corporation.

1.3 Interpretation

This Code shall be, unless the context requires, construed and interpreted in accordance with the interpretation provisions of the ADSA's By-Laws.

2. Duties and Responsibilities

2.1 Responsibilities

Each Director/Staff is expected to become an active participant in a board/staff that functions effectively as a whole.

A Director/Staff is responsible to:

- a) Be informed of the constituting documents and legislation under which the ADSA exists, its By-Laws, mission, values, code of conduct and policies as they pertain to the duties of a Board of Director/Staff;
- b) Keep generally informed about the activities of the ADSA and the local Deaf Sport community, in which they live
- c) Attend Board meetings regularly, serve on committees of the Board and contribute from personal, professional and life experience to the work of the Board; (does not include staff)
- d) Exercise, in the performance of their duties, the degree of care, diligence and skill required of a Board of Director/Staff pursuant to the laws under which the Corporation is incorporated;
- e) Be independent and impartial;
- f) Not be influenced by self-interest, outside pressure, expectation of reward or fear of criticism;
- g) Act with honesty and integrity and conduct herself in a manner consistent with the nature and the responsibilities and the maintenance of public confidence in the conduct of the Board's/Staff business;
- h) Offer her personal perspectives and opinions on issues that are the subject of Board/Staff discuss and decision;
- i) Voice, clearly and explicitly at the time a decision is being taken, any opposition to a decision being considered by the Board; (not applicable to staff)
- j) Maintain solidarity with fellow Directors/Staff in support of a decision that has been made in good faith in a legally constituted meeting, by Director/Staff in reasonably full possession of the facts;
- k) Ask the Directors to review a decision, if he/she has reasonable grounds to believe that the Boards has acted without full information or in a manner inconsistent with its fiduciary obligations, and , if still not satisfied after such review, ask that the matter be placed before the membership; (not applicable to staff)
- l) Work with the other staff of the ADSA and committees of the Board;
- m) Know and respect the distinction in the roles of Boards and Staff consistent with the principles underlying these governance policies;
- n) Exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with the Corporation's By-Laws and policies, and in particular with this Code;
- o) Comply with all other codes and policies approved by the Board from time to time.

Conduct of Directors/Staff:

- a) Supports the objectives of the ADSA;
- b) Serves the overall best interest of the ADSA;
- c) Subordinates her personal interest, and those of any particular constituency, to the best interests of the ADSA;
- d) Brings credibility and goodwill to the ADSA;
- e) Respects principles of fair play and due process;
- f) Demonstrates respect for individuals and human rights;
- g) Respects and gives fair consideration to diverse and opposing viewpoints;
- h) Demonstrates due diligence and dedication in preparation for, and attendance at, meetings, special events and in all other activities on behalf of the ADSA;
- i) Demonstrates good faith, prudent judgement, honesty, transparency and openness in his/her activities on behalf of the ADSA;
- j) Ensures that the financial affairs of the CDSA are conducted in a responsible and transparent manner;
- k) Avoids real or perceived conflicts of interest;
- l) Conforms with the By-Laws and Policies approved by the Board, in particular this Code and the Oath of Office and Confidentiality Agreement.

3. Conflict of Interest Guidelines

3.1 Integrity

These Conflict of Interest Guidelines are intended to ensure the highest standards and maintenance of the integrity of the Board/Staff. Directors/Staff shall act at all times in the best interests of the ADSA rather than in the interests of particular region or local. This means putting the interests of the Corporation ahead of any personal interest or the interest of any other person or entity. It also means performing her duties and transacting the affairs of the ADSA in such a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the Board of Directors/Staff.

3.2 No Pecuniary Benefit

- a) No Director/Staff shall directly or indirectly receive any profit from her position.
- b) The pecuniary interests of immediate family members or close personal or business associates of a Director/Staff are considered to also be the pecuniary interests of the Board of Directors/Staff.

3.3 Definition of Conflict of Interest

- a) A conflict of interest refers to situations in which personal, occupational or financial considerations may affect, or appear to affect, a Board of Director's/Staff objectivity, judgement or ability in the best interests of the ADSA.
- b) A conflict of interest may be real, potential or perceived in nature.
- c) A real conflict of interest arises where a Director/Staff has a private or personal interest, for example, a close family or friend connection or financial interest.
- d) A potential conflict of interest may arise when a Director/Staff has a private or personal interest.
- e) Full disclosure, in itself, does not remove a conflict of interest.

3.4 Example of Conflict of Interest on the Part of a Director/Staff

The following examples constitute Conflicts of Interest under this Code:

- a) Any circumstance that may result in a personal or financial benefit to a Board of Director/Staff or his family, business associate or friend. This includes, but is not limited to, accepting any payment for service rendered to the Corporation other than payment for services of a Director/Staff as permitted in this Code, including contracted work or honoraria; or accessing financial or other resources for personal use, i.e. transportation, training costs, supplies, equipment, etc.
- b) Personal interest which conflict with the interests of Members of the ADSA or are otherwise adverse to the interests of the ADSA.
- c) Seeking, accepting or receiving any personal benefit from a supplier, vendor or any individual or organization doing or seeking business with the Corporation.
- d) Being a member of the board or staff of another person which might have material interests that conflict with the interests of the ADSA or its Members; and, dealing with matters on one board which might materially affect the other board.
- e) Any involvement in the hiring, supervision, grievance, evaluation, promotion, remuneration or firing of a family member, business associate, or friend of the Director/Staff.

3.5 Principles for Dealing with Conflict of Interest

- a) Both prior to serving on the Board of Directors/Staff and during their term of office, Directors/Staff must openly disclose a potential, real or perceived conflict of interest as soon as the issue arises and before the Board/Executive Director or its committees dealing with the matter at issue.
- b) If the Board of Director/Staff is not certain whether she is in a conflict of interest position, the mater may be brought before the President, the Executive Committee, Executive Director or the Board for advice and guidance.

c) If there is any question or doubt about the existence of a real or perceived conflict, the Board will determine by majority vote if a conflict exists. The Board of Director/Staff potentially in conflict of interest shall be absent from the discuss and shall not vote on the issue.

d) It is the responsibility of other Board of Directors/Staff who are aware of a real, potential or perceived conflict of interest on the part of a fellow Board of Director/Staff to raise the issue for clarification, first with the Board of Director/Staff in question and, if still unresolved, with the Executive Director.

e) The Director/Staff 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/Staff, must leave the meeting room or the duration of any such discussion or vote.

f) The disclosure and decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting. The time the Board of Director/Staff left and returned to the meeting shall also be recorded.

3.6 Gifts and Hospitality

Board of Directors/Staff shall not directly or indirectly offer or accept cash payments, gifts, gratuities, privileges or other personal rewards, which are intended to influence the activities or affairs of the ADSA. Board of Directors/Staff may, however, give or receive modest gifts or hospitality as a matter of general and accepted business practice, provided the foregoing does not include cash or other negotiable instruments and provided further proper accounting of any such expenses is made.

3.7 Complains and Disputes Involving Board of Directors/Staff

a) The Executive Committee, in a meeting duly called for the purpose, shall review any complaints that a Board of Director/Staff has violated any provision of the ADSA's By-Laws, or policies approved by Board, in particular, this Code and its Oath of office and Confidentiality Agreement.

b) The Executive Committee shall similarly review disputes between Board of Directors/Staff that interfere with the ability of the Board/Staff to carry on its affairs.

c) Complaints of a grave nature may be referred to an independent arbiter.

d) Allegations of illegal activity shall be immediately referred to appropriate authorities for investigation. Any Board of Director/Staff against whom such allegations are made shall take a leave of absence from the Board/employment, pending completion of the investigation.

e) The review of such complaints or disputes shall include an opportunity for the Board of Director/Staff concerned to present her position. Executive Committee members who originate or are the subject of such complaints or disputes must declare their conflict and rescue themselves from such meetings (but shall nonetheless be counted as part of the quorum).

f) Every attempt should be made to resolve such matters expeditiously and fairly.

g) The recommendations regarding resolution of such matters shall be brought to the Board for approval.

h) The ruling of the Board shall be final. If the Board of Director/Staff refuses to abide by the ruling, the Board may table the matter pending determination of disciplinary action. Such action may include formal or informal censure by the President, suspension, a request for the Board of Director's/Staff's resignation or a resolution removing the person as the Director/Staff position.

4. Confidentiality

4.1 Confidential Information

It is the responsibility of Board of Directors/Staff to know what information is confidential and to obtain clarification when in doubt. Except as he/she may be compelled by applicable legal process, a Director/Staff must, both while having and after ceasing to have that status, treat as confidential all information regarding the policies, internal operations, systems, business or affairs of the ADSA obtained by reason of her status as a Board of Director/Staff and not generally available to the public. A Board of Director/Staff shall not use information obtained as a result of her involvement on the Board/Staff for their personal benefit.

Each Director shall avoid activities, which may create appearances that she has benefited from confidential information received during the course of her duties as a ADSA Board of Director.

4.2 Review of Code

Each Board of Director, forthwith after being elected, shall meet with the ADSA's legal counsel or, in his absence, with the President and Executive Director, to review this Code and such other policies of the ADSA that apply to the Board of Directors.

4.3 Oath of Office and Confidentiality Agreement

Each Board of Director is required to sign and agree to comply with the *Oath of Office* and *Confidentiality Agreement*, in the form attached hereto as Schedule "A".

Each Staff is required to sign and agree to comply with the *Oath of Office* and *Confidentiality Agreement*, in the form attached here to as Schedule "B".