



# Board of Directors Code of Conduct and Code of Ethics

Society: Kamloops Canoe & Kayak Club

## Policy:

The success of the Society depends not only on the competence of its Board Members, but upon its reputation for honesty, integrity and lack of bias in conducting its affairs. The Society has developed standards of conduct relating to appropriate ethical and professional behavior.

Codes of conduct and ethics are sets of rules outlining the responsibilities of proper practices for the Society. Decisions, procedures and systems are guided by these standards, principles and values.

The main objective of this policy is to further promote a higher standard of practice within the Society.

## Procedure:

### Code of Conduct

- Maintain respect and loyalty to the Society, its members and the community, and the Society's programs and services;
- Uphold, with integrity, the relation of trust and confidence while serving in the appointed position;
- Protect confidential information and refrain from disclosing any portion thereof, except in the manner and to the extent authorized;
- Report all information to the Commodore or Committee Chair that could lead to legal, community, or program and service issues regarding the Society;
- Avoid conflicts of interest with regards to one's role in Society decisions;
- Be available to perform public relations duties, as requested by the Board Chair, to support the work of the Society and its programs and services;



- Show courtesy, cooperation and a positive attitude with other Board members, seek consensus, agree to respect the opinions of others, and support the final decision of the Board;
- Advocate on behalf of collective opinions and decisions of the Society and the Board of Directors;
- When acting as a Director, individuals must represent loyalty, without conflict, to the interests of the Society.
- Should it be determined that a Director of the Board has not complied with a standard of conduct or has failed in fulfilling his/her/their duties, the Commodore, in consultation with the Board of Directors, may request the individual be required to leave the Board.

## Code of Ethics

Each Director will adopt the following principles of the Society's professional Code of Ethics:

- Commitment to serving the Society, and fulfilling duties as Director to the best of your abilities;
- Commitment to representing, supporting, and promoting the Society's programs and services to the community, and advancing the Society's vision and mission through participation;
- Commitment to working with the Board of Directors in a positive and collaborative manner;
- Commitment to participating as a member of the Board of Directors, and understanding the responsibility to remain knowledgeable of issues that affect the sector and the Society;
- Commitment to maintaining high professional standards, safeguarding confidentiality, and performing the roles and responsibilities with intelligence, commitment, and enthusiasm.

In addition to the above, the Directors will comply with the Society By-Laws and the Societies Act

Motion to Approve:

*Kamloops Canoe & Kayak Club*

Feb 1, 2023



# Conflict of Interest Policy

Society: Kamloops Canoe & Kayak Club

The degree of support and respect that the Society enjoys results not only from the recognition of its mission, but also from the high degree of integrity, objectivity, and professionalism of its employees, directors and volunteers. The purpose of this policy is to establish a standard of conduct to ensure that the Society personnel act in the best interests of the organization and its members and, in pursuing this goal, maintain standards relating to conflict of interest.

These standards are intended to enhance confidence in the integrity of the Society and its personnel, as well as fair, well-informed decision-making.

The Society benefits from the expertise and experiences of individuals, who must be aware of and avoid real or perceived conflict with the interest of the Society.

The application of this policy relies heavily on the good judgment and common sense of those affected.

## Scope

This policy applies to all Society employees, directors and volunteers. Every individual is responsible for his/her conflict of interest situation.

## Definition: Conflict of Interest

Conflict of interest is a situation where an individual, or an organization that has an association with the individual, has a direct or indirect competing interest with the Society's activities. This competing interest may result in the individual being in a position to benefit from the situation or in the Society not being able to achieve a result that is in its best interests.

Conflict of interest also includes conduct that is not in keeping with the principles of neutrality and impartiality.

Conflict of interest may be:

- Actual or real, where official duties are or will be influenced by private interests;
- Perceived or apparent, where official duties appear to be influenced by private interests;



- Foreseeable or potential, where duties may be influenced in the future by private interests.

Conflict of interest includes, but is not limited to situations:

- Where an individual's private affairs or financial interests are in conflict with their work duties, responsibilities and obligations, or result in a public perception that a conflict exists;
- That could impair the individual's ability to act in the best interests of the Society;
- Where the actions of an individual could compromise or undermine the trust that is placed in the Society.

## Responsibility

Individuals will take responsibility for “self-declaring” possible conflicts of interest, and respectfully raising possible conflicts faced by others.

The Commodore and Chair of the Board of Directors is responsible for applying and implementing this policy in each of their respective areas. The Commodore will also maintain, monitor and revise the policy, authorize exceptions and notify the Board of the exception, and communicate to affected individuals.

The Commodore's own conflict of interest is the responsibility of the Committee Chair if the conflict arises from a committee's area of focus, or the vice Commodore if no such committee exists. A Committee's Chair's own conflict of interest is the responsibility of the Board of Directors.

## Confidentiality

Information provided on possible conflicts of interest and related matters will be kept confidential. If it is considered appropriate to communicate information on a possible conflict, then a declaration of the conflict of interest situation will be made and recorded. The person involved should be consulted prior to the wider declaration.



## Prevention

The intent of the policy is to avoid conflicts of interest from arising. Practical, preventive measures include:

- Providing meeting agendas in advance to enable participants to foresee possible conflicts;
- Ensuring that people are clearly told when information must be protected from improper use;
- Declining involvement in an action.

When prevention is not possible, the following steps can be taken:

- Self-declare and record real or perceived conflicts of interest;
- Speak with the Committee Chair or Commodore ;
- Take action, including:
  - Restrict involvement of individual and remove from affected duties
  - Recruit a third party to assist
  - Relinquish private (conflicting) interest
  - Resign from official duties
  - Document what has been done

## Conflict of Interest Agreement

Individuals will immediately disclose to the Commodore or Committee Chair, in writing, any professional, business, commercial or financial interest where such interest might be construed as being in real or perceived conflict with their duties.



## Performance of Duties

An individual will not vote on, or participate in, any discussion about a resolution to approve a contract or agreement in which he/she/they has an interest, nor will an individual approve and/or sign off on such circumstances.

In the performance of their duties, individuals must:

- Avoid situations that would conflict with the discharge of the duties;
- Avoid disclosing information that was acquired through the Society and that would not be otherwise available;
- Avoid communicating on behalf of the Society, unless specific authorization has been provided;
- Avoid the possibility of any preferential treatment to any person or organization;
- Avoid using Society property or information for anything other than as approved.

## Financial

Staff, board and volunteers must not commit the Society to any expenditure without prior approval of the Commodore or Treasurer and in compliance with policy.

## Vendor Relationships

Staff and volunteers in leadership roles will not perform fee-for-service responsibilities for the Society in addition to their responsibilities to the Society. Goods shall not be purchased from a volunteer or relative of an employee without consultation with the Board.

## Client Relationships

Conflict of interest situations between employees/directors/volunteers and clients are investigated immediately and resolved as appropriate.



## Breach of Conflict of Interest

Individuals are required to consult with the Commodore whenever they have any question as to whether a particular circumstance may place them in a conflict of interest.

Persons who fail to comply with these standards will be subject to such appropriate measures as may be determined by the Society.

## Reservation of Rights

Where an individual fails to disclose a conflict or an interest according to this policy, or according to other laws or regulations in Canada, the Society reserves all rights it may have to deal with the contract, conflict and individual involved.



## General Roles and Responsibilities Of Board Members:

Board members are responsible for the general oversight of the Society's programs and services consistent with approved program plans and budgets; approved policies and procedures; all applicable federal, provincial, and local regulations; and sound legal and fiscal management practices.

General responsibilities of Board members include, but are not limited to the following:

- Maintain legal and fiscal responsibility of the Society;
- Be familiar with and participate in evaluation of the Society's goals, objectives, programs and services; and participate in strategic planning;
- Set the Society's mission and overall strategy and modify as needed;
- Partner with the Executive Director and other members of the Board of Directors to ensure that resolutions are carried out;
- Monitor leadership, holding it accountable for fiscal and programmatic performance;
- Participate in an annual performance evaluation of the Executive Director; select and replace Executive Director as required;
- In accordance with the governance policy, participate in an annual performance evaluation of the Board of Directors;
- Support and advocate for Society programs and services within the wider community;
- Support the opinion of the Board when interacting with colleagues and the community, and refrain from voicing public dissent; (Note: the Executive Director and the President of the Board are the official spokespeople for the Society);





- Attend and actively participate in regular Board meetings, committees, and events. Directors are asked to prepare in advance, participate fully, question openly, and deliberate thoughtfully. If a director is absent for two consecutive meetings, or three meetings within one year, the executive committee shall review the director's continuing role and may recommend that the director resigns from the Board;
- Provide candid, open and positive feedback;
- Fulfill commitments with agreed-upon deadlines;
- Actively support committees and events as requested; each director will actively serve on at least one committee.
- Assist in recruiting members of the Board of Directors; make recommendations for potential board members to the Nominations Committee.
- Each individual will maintain membership with the Society and will consider an annual cash gift that is meaningful and manageable.

Each Director will comply with the guidelines and intentions of policies and procedures, the conflict of interest statement, the code of ethics, society by-laws, members' statement, and other such documents.

Each Director is responsible to the Board Chair and is expected to show loyalty to the Society. Recommendations, suggestions, issues, and concerns related to the operation of the Society or to the Executive Director and/or Society staff are to be referred to the Chair, who is the designated liaison to the Executive Director.

In summary, Board members are expected to fulfill the functions of: acting as the final legal/fiscal overseer of Society sponsored programs and services; strategic planning; top-level management hiring/support/evaluation/accountability; advocates for Society sponsored programs and services within the wider community; and, active participation in Society Board meetings.

Approved by the Board of Directors:



# Board of Directors Statement of Understanding

Society: Kamloops Canoe & Kayak Club  
2023

As a member of the Board of Directors, I acknowledge my responsibilities related to my role as Director and agree to follow Society policies and procedures, including ethics, confidentiality, and conflict of interest, in the spirit and manner in which they are intended.

I understand that information discussed with the Board of Directors, the Executive Committee and/or with the Commodore will remain confidential. I will exercise discretion and professionalism when in the possession of confidential information.

I understand I must disclose actual, potential or perceived conflicts to the Chair of the Board of Directors and/or the Commodore as soon as I become aware of them. Without conflict, I will represent loyalty to the interests of the organisation. Failure to make required disclosures, as outlined in the Conflict of Interest policy, or to resolve conflicts of interest satisfactorily can result in removal from the Board of Directors.

I understand that if I am found violating Society policies, I may be required to resign as Director. I understand this action is necessary in order to maintain high professional standards for the Society.

I further understand that, in accordance with the Societies Act, an individual is not qualified to be a director of a society if the individual is:

1. found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs,
2. an undischarged bankrupt, or
3. convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless:
  - a. the court orders otherwise,
  - b. 5 years have elapsed since the last to occur of the expiration of the period set for suspension of the passing of sentence without a sentence having been passed,



- c. the imposition of a fine,
- d. the conclusion of the term of any imprisonment, and
  - i. the conclusion of the term of any probation imposed, or
  - ii. a pardon was granted or issued, or a record suspension was ordered, under the Criminal Records Act (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.

By signing this Statement of Understanding, I agree to act as a member of the Society's Board of Directors; I also agree I will abide by the guidelines set forth in current and future policies.

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Director of Society Signature

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Date

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Chair of the Board of Directors Signature

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Date