



BOARD OF GOVERNORS POLICY

POLICY TYPE: BOARD GOVERNANCE PROCESS

POLICY #/NAME:

BG- 6: BOARD OF GOVERNORS’ CODE OF CONDUCT

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The Board is responsible for acting in accordance with the policies it sets. This policy is a guide for Governors and it sets expectations regarding their conduct as individuals. Governors shall be expected to indicate, in writing, their agreement to abide by this code of conduct. All Governors shall annually sign a copy of the Code of Conduct at the post-NCC Board meeting.

1. By signing the Code of Conduct, Governors are agreeing to abide by BG-6 Code of Conduct.
 - a. Signed Codes of Conduct will be kept on file at the CCA national office.
2. Governors shall act in the interests of the Member Associations as the owners. This accountability supersedes any conflicting loyalty to advocacy or interest groups and membership on other Boards or staffs. It also supersedes the personal interest of any Governor acting as an end-user of the CCA’s services.
3. Governors shall disclose their involvement with other organizations, vendors, or any other associations that might produce a conflict when they sign the Code of Conduct and at any time during the year when their involvement changes.
4. Governors shall, at all times, act with decorum and shall be respectful of other Governors, staff, volunteers, stakeholders and the Boards and staff of Member Associations.
 - a. At any event where a Governor is the Board’s appointed representative or while attending any CCA championship or event, or international competition, he/she shall avoid the consumption of alcohol or any other debilitating substance to a level which would reasonably be expected to impair the Governor’s ability to perform his/her duties competently, cause impairment in the Governor’s ability to speak, walk or drive or cause him/her to perform in a disruptive manner.
5. Governors shall, when representing the CCA, dress in the official clothing as provided. (Reference BG-20: Board Recognition Policy)
6. Governors shall respect the confidentiality of Board discussion and Board materials. They shall not disclose at any time confidential information obtained through their position with the CCA to any persons not entitled or required to know.

7. Governors shall ensure that activities that are unethical, or that have the potential to negatively impact the CCA's public image, which are not covered or specifically prohibited by the foregoing, are neither engaged in nor condoned. **This includes posting any personal comments that may be construed as harmful, slanderous, or in bad taste to any social or mainstream media.**
8. Ownership Linkage activities are an important part of the Board's work that may impact on the Ends Policies. It is another opportunity where Governors may individually participate in the work of the Board. This opportunity supports the collective work of the Board on behalf of the Member Associations. (Reference: BG-9: Linkages with Owners; BG-10: Representation and Appointments)
9. Governors shall not attempt to exercise individual authority over the CCA except as explicitly set forth in Board policies.
 - a. Governor interaction with the CEO and staff is encouraged; however Governors shall recognize authority over the CEO is only through the Board as a whole and the Board has no authority over staff except through the CEO. (Reference: BCL-2: Accountability of the CEO)
 - b. Governors shall give no consequence or voice to individual judgements of CEO or staff performance, except as that performance is assessed against explicit Board policies by the official process.
10. Board members acknowledge and appreciate that all Governors are volunteers, and as such, time is at a premium.

To that end,

- a. Governors strive to manage time effectively and agree to come prepared in advance for meetings.
 - b. Governors shall respect each other's contribution to the discussion and encourage each other to present their views.
 - i. Governors shall have an opportunity to speak in turn in the discussion of any topic.
 - ii. Governors who wish to speak during discussion will wait to do so until recognized by the Chair.
 - iii. Governors shall listen respectfully and refrain from side conversations.
 - iv. Sharing of observations or concerns should occur at the Board table
 - c. Governors accept their mutual responsibility to ensure that all agenda items result in a decision or are placed on a schedule for follow-up action.
11. Governors recognize the importance of being able to participate in Board meetings. To that end,
 - a. Governors shall make every effort to attend Board meetings. If a governor has an unavoidable conflict not known at the time the Board meeting was scheduled, they

- shall communicate the reason for their absence to the Chair, verbally or in writing prior to the meeting.
- b. The Board shall ensure they schedule social activities and team building exercises that enable them to bond and function effectively as a team.
 - c. Governors accept the responsibility to create an environment where concerns can be expressed without fear of criticism.
 - d. Governors shall take part in Board organized educational activities which will assist them in carrying out their responsibilities.
 - e. Governors accept that the decision-making process may involve conflict, believing that it is only when all points of view are revealed that the best decision can be made. The Board shall assume that after a fair opportunity for expression of views, Governors agree to support the majority decision of the group.
12. Governors shall submit to the CCA office within 30 days, claims for expenses incurred in the execution of their assigned duties. Should there be any question as to the validity of the Governor's expense claim; the claim shall be verified by the CCA Chair. All Board extraordinary travel (i.e. unscheduled or unbudgeted) shall be approved by the Chair of the Board in advance, if possible.
 13. Governors' interaction with the public, media, or other outside groups and organizations must recognize the same limitation and inability of any Governor to speak for the Board, and then only to repeat explicitly stated Board decisions or positions.
 14. Governors are encouraged to continue to be operational volunteers, as well as governance volunteers. As operational volunteers, they are then individually accountable through the normal management channels to the CEO. They are not representing the Board at the operational level.
 15. Governors shall refer inquiries regarding operations from operational volunteers or staff, athletes, coaches, event organizers, or the general public to the CEO. The Governor shall also advise the CEO that the referrals have been made. (Reference: BCL-2: Accountability of the CEO)
 16. In the event that a Governor is alleged to have violated the Code of Conduct the following process shall be followed. The Vice-Chair shall:
 - a. Receive complaints of a Governor's breach of the Code of Conduct
 - b. Notify the respondent Governor in writing and ask him/her to present their views of the alleged breach at the next Board meeting.
 - c. Introduce the agenda item at the next Board meeting.
 - d. Prepare any follow-up documents.
 - e. Ensure actions taken by the Board in response to complaints are deposited with the CCA national office for future reference.

17. In the event that a Vice-Chair is alleged to have violated the Code of Conduct the following process shall be followed. The Chair shall:
 - a. Receive complaints of the Vice-Chair's breach of the Code of Conduct
 - b. Notify the Vice-Chair in writing and ask him/her to present their views of the alleged breach at the next Board meeting.
 - c. Introduce the agenda item at the next Board meeting.
 - d. Prepare any follow-up documents.
 - e. Ensure actions taken by the Board in response to complaints are deposited with the CCA national office for future reference.
18. In the event that a complaint is lodged with the CCA Board that a decision of the Board by its Board members is in violation of the CCA Board of Governors' Code of Conduct, the complaint shall be reviewed by the Board upon the complainant providing sufficient written evidence to substantiate the complaint. Upon review by the Board and in considering the evidence of the complainant, the Board shall decide to:
 - a. Reconfirm the earlier decision of the Board; or
 - b. Refer the matter to an independent third party such as CCES or the Sport Dispute Resolution Centre of Canada for review whose recommendation shall be final and binding upon the CCA Board.
19. At the Board meeting where the alleged violation of the Code of Conduct is discussed, the complaining party must be identified. If the complaining party is also a Governor, he/she and the respondent Governor shall absent themselves from any vote upon resolution of censure or other action that may be brought by the Board. Governors who are found to have violated the Code of Conduct may be subject to:
 - a. Verbal reprimand
 - b. Written reprimand
 - c. Removal from Board-appointed representative roles or Committees
 - d. Reference by name in the minutes of the meeting discussing the non-compliance.
 - e. Requirement to take action to redress the non-compliance, e.g., issue of a letter of apology or public statement.
 - f. Issue of notice to Member Associations of the non-compliance by the Governor and the subsequent Board decision.
 - g. Motion by the Board of Governors to a Special General Meeting for removal of the Governor.