



## **Nanaimo Diamonds Board Policies**

### **1. Roles and Responsibilities of Individual Board Members – Director Code of Conduct**

Each Board member is expected to be an active participant in a body that functions effectively as a whole. In addition to participating in the exercise of the major duties of the Board outlined above, members are responsible for exercising due diligence in the performance of their duties.

Directors agree to:

- Be informed of the constitution and legislation under which the Society exists (BC Societies Act), its constituted purpose, bylaws, code of conduct, and policies as they pertain to the duties of a Board member and abide by these policies;
- Keep generally informed about the activities of the Society and the community, and regional, national and international trends in the aquatics and sport industries in which it operates;
- Prepare for and attend Board meetings regularly, serve on committees of the Board;
- Exercise the same degree of care, diligence and skill that a reasonably prudent person would show in comparable circumstances;
- Offer professional perspectives and opinions on issues that are the subject of Board discussion and decision;
- Work cooperatively to resolve issues, listening respectfully to all views;
- Voice, clearly and explicitly at the time a decision is being taken, any opposition to a decision being considered by the Board;
- Maintain public solidarity with fellow directors, be loyal to the organization and publicly support any Board decision that has been made in good faith in a legally constituted meeting, by directors in reasonably full possession of the facts even if you personally were in the minority and disagree with the decision taken by the majority;
- Be an advocate and ambassador for the organization, its team and its activities speaking positively about the Nanaimo Diamonds in all forums, formal and informal; public and private
- Know and respect the distinction in the roles of Board and coaches consistent with the principles underlying these governance policies; Respect the lines of authority and accountability. Direct concerns about coach performance to the President, not to a staff member. Focus inquiries on issues related to strategy, finances and policy implementation rather than issues relating to day-to-day coaching.

- Exercise vigilance for and declare any perceived or real personal conflict of interest in accordance with the Society's policies.

## **2. Confidentiality Policy**

Respect for confidentiality is the cornerstone of trust and confidence as well as part of a Director's duty of care. Board members must at all times respect the confidentiality of all TNS related business. At the same time however, it is important for a Society to be as transparent as possible in its dealings in order to build confidence in its base of membership.

Recognizing this balance, the Nanaimo Diamonds wishes its dealings to be openly shared with membership, and unless a Board discussion is specifically identified and recorded in the minutes as a confidential, Directors are authorized to comment on Board process and decisions made. The overriding caveat to this is, of course, the Director's duty to publicly support and be an ambassador for Board approved positions on various potentially contentious matters. In other words, Directors are empowered to share the Board's position on issues but not undermine or contradict this position if indeed their personal view was contrary to the majority decision.

Discussions anticipated to be confidential at a Board meeting include those related to legal contracts, labour/human resource contracts and negotiations and any legal concerns. Confidentiality means Directors may not relate matters discussed in a Board meeting to anyone including immediate family members, or the Boards of other organizations to which they may have a reporting relationship. The duty of confidentiality continues indefinitely after a Director has left the Board. Board members shall agree to and sign a Code of Conduct upon joining the Board of Directors that includes respecting this confidentiality policy.

## **3. Conflict of Interest Policy**

Members of the Board of Directors shall act at all times in the best interests of the Society rather than that of particular interests or other constituencies. This means setting aside personal self-interest and performing their duties in the transaction of the affairs of the Society in such a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the Board.

Members of the Board shall serve without remuneration. No director shall directly or indirectly receive any profit from his/her position as such, provided that directors may be reimbursed for reasonable expenses incurred by them in the performance of their duties. The pecuniary interests of immediate family members or close personal or business associates of a director are considered to also be the pecuniary interests of the director.

### *Definition of Conflict of Interest*

Board members are considered to be in a "conflict of interest" whenever they themselves, or members of their family, business partners or close personal associates, may personally

benefit either directly or indirectly, financially or otherwise, from their position on the Board.

A conflict of interest may be “real”, “potential” or “perceived”; the same duty to disclose applies to each. Full disclosure in itself, does not remove a conflict of interest.

#### *Principles for Dealing with Conflict of Interest*

- The Board member must openly disclose a potential, real or perceived conflict of interest as soon as the issue arises and before the board or its committees deal with the matter at issue.
- If the Board member is not certain they are in a conflict of interest position, the matter may be brought before the President or Board for advice and guidance.
- If there is any question or doubt about the existence of a real or perceived conflict, the Board will determine by vote if a conflict exists. The person potentially in conflict shall be absent from the discussion and vote.
- It is the responsibility of other Board members who are aware of a real, potential or perceived conflict of interest on the part of a fellow Board member to raise the issue for clarification, first with the Board member and, if still unresolved, with the Board President.
- The Board member 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, must leave the meeting room for the duration of any such discussion or vote.
- The disclosure and decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting. The time the person left and returned to the meeting shall also be recorded.

#### *Examples of Conflict of Interest*

- Any circumstance that may result in a personal or financial benefit to a director or their family, business associate or friend. This includes, but is not limited to, accepting any payment for services rendered to the Society, including contracted work or honoraria; accessing financial or other resources for personal use, i.e. transportation, training costs, supplies, equipment, etc.
- Personal interests which conflict with the interests of members or are otherwise adverse to the interests of the Society;
- Seeking, accepting or receiving any personal benefit from a supplier, vendor, or any individual or organization doing or seeking business with the Society;
- Being a member of the Board or staff of another organization which might have material interests that conflict with the interests of the Society or its members; and, dealing with matters on one Board which might materially affect the other Board;
- Any involvement in the hiring, evaluation, promotion, remuneration or firing of a family member, business associate or friend of the director;

- Individuals who serve as directors on the same Board with members of their family or others with whom they have a direct business or personal relationship will be subject to an immediate perception of apparent conflict of interest.

#### **4. Board Management**

##### *Board Meetings*

Meetings of the Board of Directors will, unless otherwise determined by the Board, be held every month. The Annual General Meeting is held in accordance with the timelines determined by the BC Society Act.. Discussion at meetings of the Board will be confined to those issues that clearly fall within the Board's authority according to its policies. Board deliberation at meetings will be timely, fair, orderly, thorough, and efficient.

##### *Decision-Making Process*

Decisions of the Board are made as a group at Board meetings at which a quorum of the Board (51%) is present. A quorum is required for the transaction of any business of the Society. Decisions will ideally be made through a consensus development process leading to a formal vote to record the decision. This process is intended to encourage full discussion and development of a decision that all or at least the largest possible majority of Board members can support, prior to a vote. Where disagreements continue to exist, dissenting members may request that their objections be recorded in the minutes. A favorable vote of a majority of the members present, regardless of abstentions, is required for approval. Directors have the right to discuss questions before the Board and make their decisions in an uninhibited atmosphere. These Governance Policies, the Code of Conduct and procedural guidelines will govern Board deliberations. Directors will welcome and respect the diverse views of their colleagues, maintain confidentiality as required and support Board decisions.