

HNL Code of Conduct Policy

Roles, Responsibilities & Obligations

SECTION 1 - GENERAL

- 1.1 **Application** - This document (the “Code”) describes the manner in which Hockey Newfoundland and Labrador in “governance volunteer” roles shall conduct themselves in their role as representatives of Hockey Newfoundland and Labrador. It also sets out guidelines for avoiding and disclosing conflicts of interest. When referencing Hockey Newfoundland and Labrador ‘governance volunteers’, it includes all Hockey NL Board, Council Executive Committees, and Branch Affiliated members.
- 1.2 **Definitions** - Unless otherwise specified, the words and expressions used in this Code shall have the same meaning as in the Hockey Newfoundland and Labrador By-Laws and Policy Manual.
- 1.3 **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 Hockey Newfoundland and Labrador By-Laws and Policy Manual.
- 1.4 **Construction** - Unless the context otherwise clearly indicates, words in the singular include words in the plural, and vice versa, and a reference to one gender applies equally to all genders. The word “includes” or “including” means “includes (or including) without limitation or restriction”.
- 1.5 **Qualifications** - The following are qualifications that any director needs to perform her or his job:
 - Integrity,
 - Understanding of Hockey Newfoundland and Labrador and its business,
 - Common sense and good judgment,
 - Understanding of financial planning and strategic concepts,
 - Understanding of mission statement and core functions of Hockey Newfoundland and Labrador,

- Available time,
- Leadership ability and ability to participate on a team,
- Civic-mindedness,
- Strategic vision of where the organization should go and how to get there in practical terms.

1.6 **Liability** - In general, directors are not liable for the consequences of their decisions, for any errors in judgment or the debts of Hockey Newfoundland and Labrador. However, some statutes do impose personal liability on directors for breach of certain statutory obligations (e.g., income tax, employment, unemployment and pension legislation). In addition, directors will be held liable if they failed either to perform their duties with the required standard of care, skill or diligence or if they breached their fiduciary duty to Hockey Newfoundland and Labrador.

Hockey Newfoundland and Labrador carries directors' and officers' liability insurance, designed to protect a director or officer of a firm for liability due to breaches of duty resulting from negligence, error, or omission and is subject to the conditions outlined in Hockey NL's By-laws.

SECTION 2 - DUTIES OF THE DIRECTORS

When fulfilling the obligations of a director each action and decision must be taken with the degree of care, skill and diligence that a person with the director's knowledge and experience would use when taking an action or making a decision on their own behalf.

The following are duties of all members of the HNL Board and Council Executive Committees that serve to protect the individual and the organization against poor decisions and liability:

- 2.1 **Duty of Knowledge** - Directors and Council Members should be aware of the content of the bylaws of the organization, its mission statement and core functions, and the activities of the organization. This may require the Board or Council member, if unsure, to review key documents.
- 2.2 **Duty of Care** - A director and Council Members must act in accordance with a minimum standard of care (generally expressed as a standard of care that a reasonably prudent person would exercise under similar circumstances).

- 2.3 **Duty of Skill & Prudence** - Where an individual director and Council Member has a particular level of expertise, that level must be used in the best interests of the organization. However, no liability is imposed for mere errors in business judgment. The duty of prudence forces a director and Council Member to act cautiously and anticipate any probable consequences of any course of action that the organization may choose to undertake.
- 2.4 **Duty of Diligence** - A director and Council Members must act in the best interests of the Branch Organization and must be as fully informed as reasonably possible with respect to all aspects of the organization. To exercise the level of care of an ordinary person, the Board member and Council Member is to:
- I. Review the agenda and supporting material in advance of each meeting,
 - II. To attend meetings,
 - III. To be prepared to discuss the business in a prepared and knowledgeable way,
 - IV. Make inquiries and raising questions,
 - V. To vote (unless excluded by conflict),
 - VI. Through I-IV, the member shall ensure that they have sufficient information about Hockey Newfoundland and Labrador affairs to make a well-informed decision.
- 2.5 **Duty to Manage** - Directors are responsible for establishing policies and for measuring managements and committees' implementation of these policies. Further, Directors should ensure that officers and others are effectively managing the affairs and allocating the resources of Hockey Newfoundland and Labrador's appropriately,
- 2.6 **Fiduciary Duty** - In addition to the standard of care the director must use when acting or making decisions, the director also has fiduciary obligations to Hockey Newfoundland and Labrador. These require the director to:
1. Be loyal to the Hockey Newfoundland and Labrador,
 2. Act honestly and in good faith,
 3. Receive and hold information about Hockey Newfoundland and Labrador in confidence,
 4. Make all decisions solely in Hockey Newfoundland and Labrador's best interest,
 5. To avoid conflicts of interest

SECTION 3 - RESPONSIBILITIES OF THE DIRECTORS

Each Hockey Newfoundland and Labrador governance volunteer is expected to be an active participant in a group that functions effectively as a whole. The following describes the responsibilities and expectations of the Board:

- 3.1 The Board is responsible for Hockey Newfoundland and Labrador's business and affairs, and when discharging its responsibility, must at all times act in the best interests of Hockey Newfoundland and Labrador,

- 3.2 The Board is responsible for its stewardship of Hockey Newfoundland and Labrador. Accepted guidelines that give direction for the best and appropriate practices by an organization recognize this to include:
 - I. Use of strategic planning process;
 - II. Identification of the major risks of the organization's business;
 - III. Implementation of suitable systems to manage risks;
 - IV. Succession planning, including the monitoring, training and appointment of the senior management;
 - V. Communications policy; and,
 - VI. Integrity of management information systems and internal control of organization.

- 3.3 The Board is responsible for establishing good governance policies and processes.

- 3.4 The Board is responsible for participating in developing and approving the mission statement, its goals, objectives and the strategy by which it proposes to reach those goals. The Board should ensure that Hockey Newfoundland and Labrador achieves its mission in an ethical, prudent, proactive and consistent manner.

- 3.5 The Board shall have a solid understanding of the documents and legislation under which Hockey Newfoundland and Labrador operates, including its By-Laws, Mission Statement, Codes of Conduct, Strategic Plan, and Policies, particularly those that pertain to the duties of a Hockey Newfoundland and Labrador governance volunteer;

- 3.6 The Board is responsible for monitoring Hockey Newfoundland and Labrador's progress towards its goals and altering direction as circumstances dictate. As well, the Board is responsible for taking action if goals are not met or other circumstances arise to impede the meeting of goals.

- 3.7 The Board is responsible for monitoring compliance with all important procedures and policies by which Hockey Newfoundland and Labrador is operated and responsible for ensuring that Hockey Newfoundland and Labrador operates at all times in accordance with all applicable by-laws, regulations, and policies and in accordance with moral and ethical standards.
- 3.8 The Board is responsible for ensuring that routine legal documents, requirements and records are properly prepared, approved and maintained.
- 3.9 The Board should be proactive and understand its role relative to staff and committees. The Board is responsible for the supervision and assessment of the performance of the Executive Director and staff. The Board is also responsible for defining the responsibilities, expectations and roles of committees.
- 3.10 The Board shall keep generally informed about the activities of Hockey Newfoundland and Labrador and the game of hockey in general and its administration, including general trends in the sectors;
- 3.11 Board members shall attend meetings regularly, and contribute from personal, professional and life experience to the work of the organization;
- 3.12 The Board shall exercise, in the performance of their duties, the degree of care, diligence and skill required of a Hockey Newfoundland and Labrador volunteer pursuant to the laws under which Hockey Newfoundland and Labrador is incorporated;
- 3.13 Board members shall be independent and impartial;
- 3.14 Board members shall not be influenced by self-interest, outside pressure, expectation of reward or fear of criticism;
- 3.15 Board members shall act with honesty and integrity and conduct themselves in a manner consistent with the duties and responsibilities of being a Hockey Newfoundland and Labrador volunteer, and the maintenance of public and members' confidence in the manner in which Hockey Newfoundland and Labrador conducts business;
- 3.16 Board members shall offer personal perspectives and opinions on issues that are the subject of discussion and decision;
- 3.17 Board members shall voice, clearly and explicitly, any opposition to a decision being considered by Hockey Newfoundland and Labrador Board, Council Executive Committees and Committees prior to that decision being made;



- 3.18 Board members shall maintain solidarity with other Hockey Newfoundland and Labrador volunteers in support of any decision that has been made in good faith in a legally constituted meeting;
- 3.19 Board members shall review any decision that they have reasonable grounds to believe was made 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;
- 3.20 Board members shall work with Hockey Newfoundland and Labrador staff, as required, to complete tasks;
- 3.21 Board members shall know and respect the distinction between volunteer and staff roles, consistent with the principles underlying Hockey Newfoundland and Labrador's By-Laws, this Code of Conduct and Hockey Newfoundland and Labrador policies, guidelines, directives and related documents;
- 3.22 Board members shall exercise vigilance for and declare any apparent, potential or real personal conflict of interest in accordance with Hockey Newfoundland and Labrador By-Laws and policies, including this Code of Conduct;
- 3.23 Board members shall comply with all other codes, policies, governing documents, guidelines, directives and related documents approved by the Board from time to time;

SECTION 4 - CONDUCT OF THE DIRECTORS

Hockey Newfoundland and Labrador governance volunteers will at all times, in the performance of their duties, conduct themselves in a manner which:

- 4.1 Supports the objectives of Hockey Newfoundland and Labrador;
- 4.2 Serves the overall best interests of Hockey Newfoundland and Labrador;
- 4.3 Subordinates their personal interests, and those of any other particular constituency, to the best interests of Hockey Newfoundland and Labrador;
- 4.4 Bring credibility and goodwill to Hockey Newfoundland and Labrador;
- 4.5 Respects principles of fair play and due process;
- 4.6 Demonstrates respect for individuals and human rights;
- 4.7 Respects and gives fair consideration to diverse and opposing viewpoints;

- 4.8 Demonstrates due diligence and dedication in preparation for, and attendance at, meetings, special events and in all other activities on behalf of Hockey Newfoundland and Labrador;
- 4.9 Demonstrates good faith, prudent judgment, honesty, transparency and openness in their activities on behalf of Hockey Newfoundland and Labrador;
- 4.10 Ensures that the financial affairs of Hockey Newfoundland and Labrador are conducted in a responsible and transparent manner with due regard for their fiduciary responsibilities;
- 4.11 Avoids real, perceived or potential conflicts of interest;
- 4.12 Conforms with the By-Laws of Hockey Newfoundland and Labrador and policies approved by the Board, including this Governance Code of Conduct and Conflict of Interest Policy.

SECTION 5 - CONFLICTS OF INTEREST

- 5.1 **Overview** - Hockey Newfoundland and Labrador must maintain high ethical standards in order to preserve the trust of its stakeholders, including its Registered Participants, Members, Partners, sponsors, governments, and the general public. The reputation of Hockey Newfoundland and Labrador depends on ethical behavior throughout the organization, including among its volunteers. Maintaining a high standard of behavior at the volunteer level requires everyone to make fair, well informed decisions. The ability to make decisions, however, can be affected by other interests, whether personal or professional. Such conflict of interest situations can occur naturally, and are a regular part of organizational and personal life. These situations must be managed, as they cannot simply be eliminated. There is nothing inherently wrong with or illegal about the existence of a conflict of interest, nor does it automatically reflect badly on the integrity of the Hockey Newfoundland and Labrador volunteer, or Hockey Newfoundland and Labrador itself. Conflicts of interest only become problematic if the volunteer fails to recognize the conflict, or fails to deal with the situation appropriately.

- 5.2 **Purpose** - The purpose of this policy is to help inform Hockey Newfoundland and Labrador volunteers about what constitutes a conflict of interest, to assist Hockey Newfoundland and Labrador volunteers in identifying and disclosing actual, perceived and potential conflicts, and to help foster a culture of honesty and accountability.

- 5.3 **Integrity** - All Hockey Newfoundland and Labrador governance volunteers must conduct themselves with the utmost degree of integrity, so that the organization performs at the highest standard at all times. In furtherance of these objectives, Hockey Newfoundland and Labrador governance volunteers shall act at all times in the best interests of Hockey Newfoundland and Labrador, rather than in the interests of particular constituencies including, but not limited to, the governance volunteers' personal interests or the interests of any other person or entity. Hockey Newfoundland and Labrador governance volunteers must also perform their duties and transact the affairs of Hockey Newfoundland and Labrador in a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the organization.
- 5.4 **No Pecuniary Benefit** - Hockey Newfoundland and Labrador governance volunteers must refrain from any behavior that might give rise to the appearance or suspicion of impropriety. They shall not directly or indirectly receive any profit from their position except as stated herein, but may be reimbursed for reasonable expenses as set out in the By-Laws.
- 5.5 **Definition of Conflict of Interest** - A conflict of interest refers to situations in which personal, occupational, or financial considerations may affect, or appear to affect, a Hockey Newfoundland and Labrador governance volunteer's objectivity, judgment or ability to act in the best interests of Hockey Newfoundland and Labrador. A conflict may be real, perceived, or potential in nature. A *real* conflict of interest arises where a governance volunteer has a private or personal interest (e.g., a family connection or a financial stake) in a particular issue. A *perceived* conflict of interest arises where an objective, informed person would reasonably conclude that the governance volunteer might not exercise objective judgment because his official duties *appear* to conflict with his private interests, even if no actual conflict exists. A *potential* conflict of interest arises where the volunteer's official duties may be influenced by an identified future commitment.
- 5.6 **Examples of Conflicts of Interest**
- The following are examples where conflicts of interest would arise:
- (a) Any circumstance in which a Hockey Newfoundland and Labrador governance volunteer uses their position with Hockey Newfoundland and Labrador to influence a decision that may result in a personal or financial benefit to a governance volunteer, his family, a business associate, or a friend.

- (b) Accessing financial or other resources belonging to Hockey Newfoundland and Labrador, for personal use.
- (c) Personal interests which conflict with the interests of the members of Hockey Newfoundland and Labrador or are otherwise adverse to the interests of Hockey Newfoundland and Labrador.
- (d) Being a member of the board, Council Executive Committee or staff of any other organization that may have material interests that conflict with the interests of Hockey Newfoundland and Labrador or its Members; including dealing with matters on one board that might materially affect the other Board.

5.7 Principles for Dealing with Conflict of Interest - As preventing a conflict of interest from arising is not always possible, the following steps should be taken to manage such a situation, when it arises:

- a) ***Declare It.*** Both prior to serving on the Hockey NL Board, Council Executive Committee, or Committee and during their term of office, a governance volunteer must openly disclose a real, perceived, or potential conflict of interest as soon as the issue arises, and before the Board or Council Executive Committee deals with the matter at issue.
- b) ***Discuss It.*** If the governance volunteer is uncertain whether they are in a conflict of interest position, the matter should be brought before the Board or respective Council Executive Committee or Committee. Other governance volunteers who are aware of a real, potential, or perceived conflict of interest on the part of a fellow volunteer that has not been declared have a responsibility to raise the issue for clarification, firstly with the governance volunteer in question and, if still unresolved, with the President and Board of Hockey Newfoundland and Labrador.
- c) ***Determine If It Exists.*** If there is any question or doubt about the existence of a real, perceived or potential conflict, the Board or Council Executive Committee will determine by a majority vote if a conflict exists. The governance volunteer potentially in a conflict position shall be absent from the discussion and shall not vote on the issue.

- d) **Deal With It.** Measures to mitigate or eliminate a conflict of interest will vary depending on the severity of the situation. Options may include:
- i. **Restrict the involvement of the individual.** If a conflict of interest has been identified, the governance volunteer must abstain from participation in any discussion on the matter, shall not attempt to influence the outcome, shall refrain from voting on the matter and, unless otherwise decided by the Board or respective council executive committee, or committee must leave the meeting room for the duration of any discussion or vote on the issue.
 - ii. **Relinquish the Private Interest.** In cases of serious conflict, the individual may choose to drop the private interest, such as membership on the Board of another organization, which is causing the conflict.
 - iii. **Resign from their position with Hockey Newfoundland and Labrador.** In extreme cases where other solutions are impossible, the individual may have to resign from Hockey Newfoundland and Labrador.
 - iv. **Document It.** The disclosure and decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting. The time the governance volunteer left and returned to the meeting should also be recorded.

5.8 Gifts and Hospitality - Hockey Newfoundland and Labrador governance volunteers shall not directly or indirectly offer or accept cash payments, gifts, gratuities, privileges or personal rewards, which are either intended, or would objectively be perceived as being intended, to create an indebtedness for the purpose of influencing the activities or affairs of Hockey Newfoundland and Labrador. Hockey Newfoundland and Labrador governance volunteers may give or receive modest gifts or hospitality as a matter of generally accepted business practice, provided that the foregoing does not include cash or other negotiable instruments and provided further proper accounting of the benefit is made.

SECTION 6 - COMPLAINTS AND DISPUTES INVOLVING HOCKEY NEWFOUNDLAND AND LABRADOR GOVERNANCE VOLUNTEERS

- 6.01 **General Procedure** - The Board, in a meeting duly called for that purpose, shall review any complaints that a governance volunteer has violated any provision of Hockey Newfoundland and Labrador's By-Laws or policies approved by the Board, including this Code. The Board may also review disputes between two or more volunteers that interfere with the ability of the Board to carry on its affairs.
- 6.02 **Suspension Pending Review** - In accordance with Hockey Newfoundland and Labrador's By-Laws, a governance volunteer may be suspended by the Board pending a review of any complaints or disputes against them. The Board shall provide the governance volunteer with a statement of the reason for the suspension.
- 6.03 **Appeals and Dispute Resolution Committee** - Disputes among two or more volunteers that the Board, in an absolute discretion, determines are not appropriate to be reviewed by the Board, or complaints of a grave nature, may be referred to the Appeals and Dispute Resolution Committee.
- 6.04 **Illegal Activity** - Allegations of illegal activity shall be immediately referred to appropriate authorities for investigation. Any Hockey Newfoundland and Labrador volunteer against whom such allegations are made shall take a leave of absence from their position with Hockey Newfoundland and Labrador pending completion of the investigation.
- 6.05 **Right to be Heard** - The review of any complaints against or disputes involving a Hockey Newfoundland and Labrador volunteer, including the consideration of a potential suspension as described in **section 6.02**, shall include an opportunity for the volunteer concerned to present their position. Hockey Newfoundland and Labrador volunteers who originate, or are the subject of such complaints or dispute, must declare their conflict and recuse themselves from such meetings, but shall nonetheless be counted as part of quorum.
- 6.06 **Expeditious Resolution** - Every attempt should be made to resolve complaints or disputes expeditiously and fairly.
- 6.07 **Appeal** - Any appeal of a decision of the Board with respect to issues arising from Section 6, may be made to the Appeals Dispute Resolution Committee. Should an appeal be sought of any decision of the Appeals Dispute Resolution Committee, such appeal shall be made to Hockey Canada.

- 6.08 **Final Disposition** - Any recommendation regarding resolution of the matters described in this Section 6 shall be brought to the Board for approval. The ruling of the Board shall be final. If the volunteer refuses to abide by the Board's decision, the Board may table the matter pending determination of supplementary discipline. Such action may include formal or informal censure by the Board, suspension, a request for the volunteer's resignation, or a resolution removing the person as a Hockey Newfoundland and Labrador volunteer.

SECTION 7 - CONFIDENTIALITY

- 7.01 **Confidential Information** - It is the responsibility of Hockey Newfoundland and Labrador governance volunteers to know what information is confidential and to obtain clarification when in doubt. Except where compelled by applicable legal process, Hockey Newfoundland and Labrador governance volunteers must, both while a governance volunteer and at any time afterwards, treat as confidential all information regarding the policies, internal operations, systems, business or affairs of Hockey Newfoundland and Labrador obtained by reason of their status as a Hockey Newfoundland and Labrador volunteer and not generally available to the public. A governance volunteer shall not use information obtained as a result of their involvement with Hockey Newfoundland and Labrador for personal benefit. Each governance volunteer shall avoid activities that may create the perception that they have benefitted from confidential information received during the course of their duties with Hockey Newfoundland and Labrador.
- 7.02 **Review of Code** - All Hockey Newfoundland and Labrador governance volunteers, forthwith after being elected/appointed, shall meet with the a duly designated representative(s) of the Governance Committee of Hockey Newfoundland and Labrador, to review this Code and such other policies of Hockey Newfoundland and Labrador that apply to Hockey Newfoundland and Labrador governance volunteers.
- 7.03 **Oath of Office** - Each governance volunteer is required to sign and agree to comply with the *Oath of Office* including the confidentiality clause contained therein, in the form attached hereto as Schedule "A".



SCHEDULE "A"

OATH OF OFFICE

I, _____, a governance volunteer of Hockey Newfoundland and Labrador, declare that I have read, understood and agree to comply with Hockey Newfoundland and Labrador's Governance Code of Conduct, Policy on Conflicts of Interest and other applicable policies, and that in carrying out my duties as a governance volunteer,

I will:

1. Exercise the powers of my office and fulfill my responsibilities honestly, in good faith and in the best interests of Hockey Newfoundland and Labrador.
2. Exercise these responsibilities, at all times, with due diligence, care and skill in a reasonable and prudent manner.
3. Respect, support, and comply with Hockey Newfoundland and Labrador's By-Laws, policies, Governance Code of Conduct, Policy on Conflicts of Interest and decisions of the Hockey NL Board of Directors, Council Executive Committees, and Committees, including decisions made under the Governance Code of Conduct.
4. Keep confidential all information unless the Board determines that such information is public. This shall include, but not be limited to, information about personnel, funding, and personal information, and matters dealt with during *in camera* meetings of Hockey Newfoundland and Labrador.
5. Conduct myself in a spirit of collegiality and respect for the collective decisions of the Hockey Newfoundland and Labrador and subordinate my personal interests to the best interests of the organization.
6. Immediately declare any personal conflict of interest that may come to my attention.

Signature: _____

Date: _____

Witness: _____

Date: _____