

Board Policy on Conflicts of Interest

I. Introduction

Speed Skate Alberta (SSA) Board members are expected to hold themselves to the highest ethical standards in all aspects of their activities including avoiding impropriety or the appearance of impropriety. Part of that expectation is for Board members ensuring that they make decisions, take actions based upon the best interests of SSA, and actively avoid positions where they are, or appear to be, under obligation to any person who might benefit or seek to gain special consideration or favor. In other words, SSA Board members must perform their duties in good faith in a responsible and loyal manner including not engaging in any activity that is or appears to be a conflict of interest.

This Directors' Code of Conduct and Policy on Conflicts of Interest (the "Policy") is intended to establish overarching guidelines for the responsibility and conduct of Board members as well as provide mechanisms for Board members to avoid and disclose conflicts of interest. Responsibilities and Conduct of Board Members.

II. Conflict of Interest - Guidelines and Procedures

These Conflict-of-Interest Guidelines are intended to assist in Board members in ensuring the highest ethical standards and maintenance of the integrity of the Board. As outlined above, Board members shall act at all times in the best interests of SSA rather than in the interests of particular constituencies. This means putting the interests of SSA ahead of any personal interest or the interest of any other person or entity. It also means Board members performing their duties and transacting the affairs of SSA in such a manner that promotes confidence and trust in the integrity, objectivity, and impartiality of the Board.

A. What is a Conflict of Interest?

A conflict of interest is any situation, activity, investment, interest, association, or relationship (including relationships with family members, relatives, friends, and social acquaintances) which conflicts with the independent exercise of objectivity, good judgement or ability to act in the best interests of SSA. This includes any action that could be shown to result in a personal gain, financial or otherwise, that benefits an individual rather than SSA.

A conflict of interest may be real, potential, or perceived. A “real” conflict of interest exists when a Board member has a private interest that could influence the exercise of his or her duties and responsibilities. A “potential” conflict of interest can arise when a Board member has a private or personal interest that can or might arise in the future such as an identified future commitment. A “perceived” conflict of interest exists when Board member is in a situation in which a reasonable person could properly have a reasonable apprehension that a conflict of interest exists, even when there may not be a conflict.

B. Common Examples

The following are representative, but not all-inclusive examples, of actual, potential, or perceived conflicts of interest. Consequently, what follows is not an exhaustive list or codification of all circumstances that could give rise to actual, potential, or perceived conflict of interest and should not be seen as a replacement for the honesty, transparency, common sense and good judgment incumbent on a SSA Board member.

- Any circumstance that may result in a personal or financial benefit to a Board member or their family, business associate or friend. This includes, but is not limited to, accepting any payment for services rendered to SSA including contracted work or honoraria; or accessing financial or other resources for personal use, i.e., transportation, training costs, supplies, equipment, etc.
- Disclosure or use of athlete, employee, or organizational information for personal gain or the gain of an unauthorized third party.
- Any involvement in the hiring, supervision, grievance, evaluation, promotion, remuneration or firing of a family member, business associate, or friend of the Board member.
- Being a member of the board or staff of another legal entity, which might have material interests that conflict with the interests of SSA.

C. Obligations and Direction for Dealing with Conflicts of Interest

Disclosure of a real, potential, or perceived conflict of interest is vital so that SSA may react appropriately including providing Board members with appropriate advice and direction.



Both prior to serving on the Board and during their term of office, a Board member must openly make a full disclosure of any real, potential, or perceived conflict of interest as soon as the issue arises and before the Board or its committees dealing with the matter at issue.

It is the responsibility of other Board Members who are aware of a real, potential, or perceived conflict of interest on the part of another Board member to raise the issue for clarification, first with the Board member in question and, if still unresolved, with the Chair of the Board.

If any Board member is uncertain whether a situation gives rise to a potential or actual conflict of interest, the Board member must err on the side of caution and raise the issue. Any Board member who is not certain whether a circumstance potentially gives rise to a conflict of interest or is uncertain as to how to proceed, should immediately bring the matter to the Chair of the Board, or the entirety of the Board for advice and guidance.

If there is any unresolved question or doubt about the existence of a real, potential, or perceived conflict of interest, the Board will determine by majority vote if a conflict of interest exists. The Board member potentially in a conflict of interest shall be absent from the discussion and shall not vote on the issue.

The Board Member must declare the matter in advance and if decided by the Board that a conflict of interest exists, shall 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/or shall leave the meeting room for the duration of any such discussion or vote.

The disclosure and decision as to whether a conflict-of-interest association exists shall be duly recorded in the minutes of the meeting. The time the Board Member left and returned to the meeting shall also be recorded.

III. Policy Contraventions – Reporting, Investigation and Outcomes

Board members are required to report any potential contraventions of this Policy as soon as they are aware of the contravention. Board members who feel they may have contravened this Policy will consult with the Chair of the Board.

If a Board Member hears of or observes another Board member who is, or appears to be, contravening this Policy, the Board member will consult with the Chair of the Board and may advise the other Board member. The Chair of the Board will review or investigate the matter, in consultation with the Board if necessary.



The Chair of the Board, after further review or investigation of the matter may take such action, as the Chair considers necessary, and appropriate in the circumstances, including, but not limited to:

- taking no further action;
- requiring that the Board member undergo training or education;
- requesting the Board member's resignation;
- Removal from the Board;
- Seeking civil remedies.

In carrying out their review or investigation, the Chair of the Board shall adopt such procedures as the Chair considers fair and reasonable.

If a contravention of this Policy is alleged against the Chair of the Board, the Vice-Chair of the Board or another officer appointed by the Board will undertake the responsibilities of the Chair as outlined above.

Allegations of illegal activity involving a Board member shall be immediately referred to appropriate authorities for investigation. Any Director against whom such allegations are made shall take a leave of absence from the Board pending completion of the investigation.