

Board/Committee Member Code of Conduct



Policy Statement

Members of the Board of Directors and members of all committees of Swim PEI shall at all times conduct themselves in a professional manner and in accordance with the Board and Committee Member Code of Conduct. The Code of Conduct is attached as Appendix A to this Policy.

Purpose

This policy has been created to ensure that all members of the Board of Directors and of any committee of Swim PEI adhere to common standards of personal conduct and commit to clear performance expectations in carrying out the business of Swim PEI.

Application

This policy applies to all members of the Board of Directors, to all members of Standing or Ad Hoc Committees of the Board of Directors, and to any member appointed to an operational committee of Swim PEI.

The Chair of the Board of Directors shall ensure that all Directors and members of any Board committee are aware of their responsibilities as defined in the Code of Conduct. Breach of the Code of Conduct may be cause for removal of a member from service on a committee or for a recommendation for the removal of a Director from the Board of Directors as permitted in Swim PEI Bylaws.

Responsibility

Body

Board Chair

Action

1. Ensures that the Code of Conduct is reviewed annually at the first meeting of the Board, or as soon as practical after the election of the Board.
2. Advises the General Membership if any Board member is repeatedly/incorrigibly in breach of the Code of Conduct.
3. Assists Committee Chairs to ensure that members of committees of Swim PEI comply with the Code of Conduct.

Secretary

1. Ensures that all members of each operational committee complete and sign the notice of compliance with the Code of Conduct, and that such notice is updated annually, usually following the first meeting of each committee after the Annual General Meeting. The notice of compliance is part of Appendix A to this policy. (Note: members who have been appointed to more than one

Body**Action**

committee may complete one notice, listing all applicable positions held.)

2. Advise the Chair of the Board of Directors annually that all members of the Board and of Board committees have signed/updated their notices of compliance.
3. Advise the Chair of the Board of Directors annually that all members of operational committees have signed/updated their notices of compliance.
4. Ensures that the terms of reference for each operational committee recognizes the option of the Board of Directors to remove an individual as a member of the committee as a result of a breach in the Code of Conduct.

References

Swim PEI By-laws

Reviewed and approved: April 2022

Appendix A:

Code of Conduct

Swim PEI Board of Directors and Committees

Notice of Compliance Form



Preamble:

The Board of Swim PEI is elected by and responsible to the membership of Swim PEI as defined in the Bylaws of Swim PEI. Members of the Board, members of any committee of the Board, or any person appointed to serve on any operational committee of Swim PEI, shall at all times be governed by applicable federal and provincial statutes, by the Bylaws, and by any policies adopted by Swim PEI for the governance and management of its affairs. Members of the Board and of committees shall ensure that none of their actions or decisions conflict with the rules of swimming.

General Standards of Personal Conduct:

Members of the Board of Swim PEI or any member of a committee of the Board or member of an operational committee appointed by the Board shall:

- Respect the rights, dignity and worth of all other persons;
- Be responsible first and foremost to the welfare of Swim PEI and must function primarily as a member of the board or committee, not as a member of any particular constituency.
- Conduct themselves openly, professionally, lawfully and in good faith in the best interests of Swim PEI;
- Behave with appropriate decorum;
- Be fair, equitable, considerate and honest in all dealings with others;
- Exercise due diligence in upholding their fiduciary responsibility to the membership of Swim PEI;
- Respect the confidentiality appropriate to issues of a sensitive nature;
- Ensure that all members are given sufficient opportunity to express opinions, and that all opinions are given due consideration and weight;
- Respect the decisions of the majority and resign if unable to do so; and
- Commit the time to attend meetings and to be diligent in their preparation for and participation in discussions.

General Duties/Responsibilities of Members of the Board of Directors:

The Board of Directors of Swim PEI shall:

1. Establish the strategic purpose and values of the organization.
2. Exercise financial oversight and fiduciary responsibility for the organization on behalf of its members.

3. Exercise risk management oversight on behalf of the organization.
4. Establish formal and informal reporting requirements between the Board and any committees of the Board, between the Board and the Executive Director, and (through the ED) between the Board and any operational/management committees.
5. Establish, approve and review policies, particularly those related to governance of the organization or its members.
6. Avoid real or perceived conflicts of interest. Where a potential conflict of interest exists, a member of the Board is expected to declare the conflict excuse themselves from the discussion and to act in accordance with established policies for resolution or avoidance of the conflict.
7. Engage in developmental activities to improve Board performance and ensure “best practices” in Board procedures.
8. Review the performance of Board members and of the Chair of the Board.
9. Respect the authority of the Chair, and exercise only such authority as is granted individually or collectively by Board governance policies.
10. Respect the relationship between the Board and Executive Director, and the authority of the Executive Director over management/administration/operational processes.
11. Ensure that only the Chair of the Board or the ED speaks publicly on behalf of Swim PEI, unless another spokesperson has been specifically authorized by the Board.
12. Establish clear performance criteria (including key results and time frames) for the periodic evaluation of the performance of the Executive Director. Performance criteria should be objective, measurable, and in accordance with the strategic purpose and values established by the Board.

General Duties/Responsibilities of Members of Committees:

Members of committees of the Board of Swim PEI and persons appointed to serve on operational or other committees of Swim PEI shall:

1. Review and be guided by the Terms of Reference for the committee.
2. Develop, in conjunction with the Board or with the appropriate staff person, an annual program of work for the committee, including performance outcomes and timelines.
3. Respect the authority of the chair of the committee, and communicate to the Board and to staff through the chair or through such lines of communication as may be established by the Board or by management.
4. Avoid and declare potential conflicts of interest, according to Board policies and procedures.

5. Prepare for and participate fully in all discussions and decisions of the committee.
6. Ensure that decisions that create budgetary implications or expose the organization to potential risk are flagged for specific attention by the Board.
7. Ensure that budgetary constraints are known and respected.

I certify that I have read and agree to comply with the Code of Conduct for members of the Board and Committees of Swim PEI.

Name: _____

Position(s): _____

Signature: _____

Date: _____