



<b>Title</b> <b>Board of Directors' Responsibilities for Code of Conduct, Conflict of Interest &amp; Confidentiality</b>	<b>Effective Date</b> <b>March 6, 2021</b>	<b>Page</b> <b>1 of 10</b>
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### **POLICY STATEMENT**

The Ontario Tennis Association represents the collective interests of its member clubs in the Province of Ontario. As such, the Ontario Tennis Association holds the conduct of its representatives to a very high standard.

### **GUIDELINES**

The purpose of this document is to provide the members of the Board of Directors of the Ontario Tennis Association with guidelines for ethical conduct when representing the Association and when engaging with fellow Directors and Association staff.

### **PRINCIPLES**

1. Application. This Code of Conduct, Conflict of Interest Guidelines, and Confidentiality Guidelines have been approved by the Board of Directors of the Ontario Tennis Association. As such, the Code of Conduct is intended to govern the conduct of the Directors of the Association, the Conflict of Interest Guidelines set out procedures for avoiding and disclosing conflicts of interest, and the Confidentiality Guidelines outline the responsibility of the Directors to know what information is confidential and to obtain clarification when in doubt.
2. Clarification. In the context of this policy, the term "Association" shall refer to the Ontario Tennis Association; the term "Board" shall refer to the Board of Directors of the Ontario Tennis Association; and the term "Director" shall refer to the duly elected or appointed members of the Board of Directors of the Ontario Tennis Association.
3. Definitions. Unless otherwise specified, the words and expressions used in this document shall have the same meaning as in the Ontario Tennis Association By-law or, as in the practices of the Board.



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# GENERAL POLICIES & PROCEDURES

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4. Complement. The provisions of this Policy are intended to complement and enhance, in a consistent manner, the requirements that arise at law and in the By-law of the Ontario Tennis Association.

## **CODE OF CONDUCT**

1. Responsibilities. Directors are expected to be informed of the legislation under which the Association exists, its Letters Patent, By-law, mission, vision and guiding principles and all policies which pertain to the duties of a Director. In this context, a Director shall:
- a. Keep generally informed about the activities of the Association, the provincial tennis community, and general trends in the sector in which it operates;
  - b. Become an active participant in the Board and attend Board meetings regularly, serve on committees of the Board and contribute from personal, professional and life experience to the work of the Board;
  - c. Exercise the degree of care, diligence and skill required of a Director in the performance of his/her duties pursuant to the laws under which the Association is incorporated;
  - d. Act with honesty and integrity and conduct herself/himself in a manner consistent with the nature and the responsibilities of board business and the maintenance of member confidence in the conduct of the Board;
  - e. Be independent and impartial and not be influenced by self-interest, outside pressure, expectation of reward or fear of criticism;
  - f. Exercise vigilance for and declare any personal conflict of interest in accordance with the Association's By-law and policies, and comply with all other policies approved by the Board from time to time;
  - g. Offer his/her personal perspectives and opinions on issues that are the subject of Board discussion and decision;
  - h. Voice, clearly and explicitly at the time a decision is being taken, any opposition to a decision being considered by the Board;
  - i. Maintain solidarity with fellow Directors in support of a decision that has been made in good faith in a legally constituted meeting;



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- j. Ask the Board to review a decision, if she/he has reasonable grounds to believe that the Board has acted 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; and
- k. Know and respect the distinction in the roles of Board and staff consistent with the principles underlying these governance policies.

2. Conduct. A Director will at all times conduct himself/herself in a manner that:

- a. Supports the objectives and serves the overall best interests of the Association;
- b. Brings credibility and goodwill to the Association;
- c. Respects principles of fair play and due process and demonstrates respect for individuals and human rights;
- d. Respects and gives fair consideration to diverse and opposing viewpoints;
- e. Demonstrates due diligence and dedication in preparation for, and attendance at, meetings of the Board and Committees;
- f. Demonstrates good faith, prudent judgment, honesty, transparency and openness in her/his activities on behalf of the Association;
- g. Puts the best interests of the Association ahead of his/her personal interests, and those of any particular constituency.
- h. Ensures that the financial affairs of the Association are conducted in a responsible and transparent manner with due regard for her/his fiduciary responsibilities;
- i. Avoids real or perceived conflicts of interest; and
- j. Conforms to the By-laws and policies approved by the Board, in particular this Code of Conduct and the following Conflict of Interest Policy and Confidentiality Agreement.

**CONFLICT OF INTEREST GUIDELINES**

- 1. Responsibilities. As these Conflict of Interest Guidelines are intended to ensure the highest standards and maintain the integrity of the Board, Directors shall, at all times,



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act in the best interests of the Association ahead of any personal interest or the interest of any other person or entity. It also means that Directors shall perform their duties and transact the affairs of the Association in a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the Board.

2. Conflict of Interest. A conflict of interest, as it relates to #1 above, refers to situations in which personal, occupational or financial considerations may affect, or appear to affect, a Director's objectivity, judgment or ability to act in the best interests of the Association. Conflicts of interest include, but are not limited to, the situations described below:
  - a. A conflict of interest may be real, potential or perceived in nature.
  - b. A real conflict of interest arises where a Director has a private or personal interest, for example, a close family connection or financial interest.
  - c. A potential conflict of interest may arise when a Director has a private or personal interest such as an identified future commitment.
  - d. A perceived or apparent conflict of interest may exist when a reasonable, well-informed person has a reasonable belief that a Director has a conflict of interest, even if there is no real conflict.
  - e. Full disclosure, in itself, does not remove a conflict of interest.
  
3. Financial Benefit:
  - a. Directors shall serve as Directors and, where applicable, as Officers without remuneration but shall be reimbursed for all expenses reasonably incurred in the performance of their duties as a Director or as an Officer.
  - b. A Director may provide services outside the scope of their role as a Director and receive reasonable compensation.
  - c. No Director shall, either directly or indirectly, receive any profit from her/his position.
  - d. The financial interests of immediate family members (including the immediate family members of a Director's partner) or close personal or business associates of a Director are also considered to be the financial interests of the Director.



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4. Examples of Conflict of Interest. A Director participating in one the following or similar examples would constitute a Conflict of Interest under this Policy.
  - a. Personal interests which conflict with the interests of the Association or are otherwise not in the best interests of the Association.
  - b. Seeking, accepting or receiving any personal benefit from a supplier, vendor or any individual or entity doing or seeking business with the Association.
  - c. Being a member of the board or staff of another organization which might have material interests that conflict with the interests of the Association and participating in matters on one board which might materially and adversely affect the other board.
  - d. Any involvement in the hiring, supervision, grievance, evaluation, promotion, remuneration or firing of a family member, close personal or business associate of the Director so involved.
  - e. They own or control (directly or indirectly) or otherwise operate or manage a for-profit tennis academy, club or other tennis facility.
  
5. Procedures for Dealing with Conflict of Interest. Directors must openly disclose, both prior to serving on the Board and during their term of office, a potential, real or perceived conflict of interest as soon as the issue arises.
  - a. If the Director is not certain whether she/he is in a conflict of interest position, the Director may bring the matter before the Chair of the Board or the Board for advice and guidance.
  - b. If there is any question or doubt about the existence of a real or perceived conflict, the Board will determine by majority vote if a conflict exists. The Director potentially in conflict of interest shall be absent from the discussion and shall not vote on the issue.
  - c. It is the responsibility of other Directors who are aware of a real, potential or perceived conflict of interest by a fellow Director to raise the issue for clarification, first with the Director in question and, if still unresolved, with the Chair of the Board.



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- d. The Director so challenged 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.
  - e. The disclosure and decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting. The time the Director left and returned to the meeting shall also be recorded.
6. Gifts and Hospitality. Directors shall not directly or indirectly offer or accept cash payments, gifts, gratuities, privileges or other personal rewards, which are intended to influence the activities or affairs of the Association. Directors may, however, give or receive modest gifts or hospitality as a matter of general and accepted business practice, provided the foregoing does not include cash or other negotiable instruments and provided further proper accounting of any such expenses is made.
7. Complaints and Disputes Involving Directors.
- a. The Board of Directors, in a meeting duly called for the purpose, shall review any complaints that a Director has violated any provision of the Association's By-law or policies approved by the Board, in particular, this Code of Conduct, Conflict of Interest Policy and Confidentiality Agreement.
  - b. The Board shall similarly review disputes between Directors that interfere with the ability of the Board to carry on its affairs.
  - c. Complaints of a grave nature may be referred to an independent arbitrator.
  - d. Allegations of illegal activity must be made in writing and shall immediately be referred to appropriate authorities for investigation. Any Director against whom any such bona fide allegations are made shall take a leave of absence from the Board pending completion of the investigation.
  - e. The review of such complaints or disputes shall include an opportunity for the Director concerned to present his/her position. Board members who originate or are the subject of such complaints or disputes must declare their conflict and excuse themselves from such meetings (but shall nonetheless be counted as part of the quorum).



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- f. Every attempt should be made to resolve such matters expeditiously and fairly.
- g. The recommendations regarding resolution of such matters shall be brought to the Board for approval.
- h. The ruling of the Board shall be final. If the Director refuses to abide by the ruling, the Board may table the matter pending determination of disciplinary action. Such action may include formal or informal censure by the Chair of the Board with the approval of the Board, suspension, a request for the Director’s resignation or a resolution removing the person as a Director.

**CONFIDENTIALITY GUIDELINES**

1. Confidential Information. It is the responsibility of the Director to know what information is confidential and to obtain clarification when in doubt.
  - a. Except as may be compelled by applicable legal process, a Director must, both while having and after ceasing to have that status, treat as confidential all information regarding the internal operations, systems, business or affairs of the Association obtained by reason of her/his status as a Director and not generally available to the public.
  - b. A Director shall not use information obtained as a result of his/her involvement on the Board for her/his personal benefit. Each Director shall avoid activities which may create appearances that she/he has benefited from confidential information received during the course of his/her duties as a Director.

**REFERENCE POLICIES**

- HR1 – Abuse & Harassment
- HR4 – Chair of the Board Roles and Responsibilities
- HR5 – Past Chair Roles and Responsibilities
- HR6 – VC Finance and Administration Roles and Responsibilities
- HR7 – VC Membership and Regional Development Roles and Responsibilities
- HR8 – VC Player Development Roles and Responsibilities



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- HR9 – VC Marketing and Communications Roles and Responsibilities
- HR10 – Regional Chairperson Roles and Responsibilities
- HR11 – Director at Large Roles and Responsibilities
- HR12 – President Roles and Responsibilities
- HR14 – Privacy Officer Roles and Responsibilities
- HR15 – Harassment Officer Roles and Responsibilities

**PROCEDURE DEVELOPMENT**

None



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**LETTER OF AGREEMENT TO BE SIGNED BY ALL MEMBERS OF THE BOARD OF DIRECTORS OF THE ONTARIO TENNIS ASSOCIATION**

I, \_\_\_\_\_, a Director of the Ontario Tennis Association, have read and understand the above Code of Conduct, Conflict of Interest Guidelines and Confidentiality Guidelines and hereby agree to the terms noted therein.

(Signature) \_\_\_\_\_ (Position) \_\_\_\_\_

(Date) \_\_\_\_\_

(Witness name) \_\_\_\_\_ (Position) \_\_\_\_\_  
(Please print)

(Witness signature) \_\_\_\_\_

(Date) \_\_\_\_\_



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**APPROVALS**

on behalf of the Executive Committee		
Chair of the Board		Date:
on behalf of the Board of Directors		Date: