

	TITLE	DIRECTORS CODE OF CONDUCT POLICY		
	DESCRIPTION	This policy outlines the BSC Board of Directors responsibilities and limitations		
	DATE ISSUED	July 17, 2021	POLICY NUMBER	BSC-015
	DATE EFFECTIVE	July 17, 2021	VERSION NUMBER	1.0

SECTION 1 – DEFINITIONS

Unless otherwise specified, the terms used in this Policy shall have the same meaning as in the By-laws of the Burlington Youth Soccer Club (the “BSC” or the “Club”).

SECTION 2 - APPLICATION

This Directors Code of Conduct Policy (the “**Policy**”) has been approved by the Board of Directors of BSC (the “**Board**”). The Policy is intended to govern the conduct of Directors of BSC. It also sets out guidelines for avoiding and disclosing conflicts of interest.

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-laws of BSC.

This Policy shall be, unless the context otherwise requires, construed and interpreted in accordance with the interpretation provisions of BSC’s By-laws

SECTION 2 – STRUCTURE OF RESPONSIBILITY

BSC is a not-for-profit organization. The Board is a governance board. As such, the Board does not involve itself with the operation of the Club. Rather, Board work is strategic in nature.

The Executive Director of the Club reports to the Board. However, the Board does not direct the Executive Director’s day to day activities. The Executive Director has autonomy in decision making for all aspects of the Club’s day to day activities.

The Executive Director of the Club oversees and directs the activities of all other employees of the Club.

SECTION 3 – DUTIES AND RESPONSIBILITIES OF DIRECTORS

POLICY	<p>Responsibilities</p> <p>Each Director is expected to become an active participant in a Board that functions effectively as a whole. A Director is responsible to:</p> <ol style="list-style-type: none"> 1. Be informed of the constating documents and legislation under which BSC exists, its By-laws, mission, values, codes of conduct, and policies as they pertain to the duties of a Director; 2. Keep generally informed about the activities of the Corporation; 3. Attend Board meetings regularly, serve on committees of the Board and contribute to the work of the Board; 4. Exercise, in the performance of their duties, the duty of care, diligence and skill required of a Director pursuant to the laws under which the Corporation is incorporated; 5. Be independent and impartial;
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6. Not be influenced by self-interest;
7. Act with honesty and integrity;
8. Voice, clearly and explicitly at the time a decision is being taken, any opposition to a decision being considered by the Board;
9. Maintain solidarity with fellow Directors in support of a decision that has been made in good faith in a legally constituted meeting, by Directors in reasonably full possession of the facts;
10. Ask the Directors to review a decision, if there are 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;
11. Provide guidance to Executive Director, Club staff at the request of the Executive Director or in the absence of the Executive Director, through Board committees;
12. Know and respect the distinction in the roles of Board and staff consistent with the principles underlying these governance policies;
13. Exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with the Corporation's By-laws and policies, and in particular with this Policy; and
14. Comply with all other codes and policies approved by the Board from time to time.

2.02 Conduct of Directors. A Director will at all times conduct him or herself in a manner that:

1. Supports the purposes and objectives of the Corporation;
2. Serves the overall best interests of the Corporation;
3. Brings credibility and goodwill to the Corporation;
4. Respects principles of due process;
5. Demonstrates respect for individuals and human rights;
6. Respects and gives fair consideration to opposing viewpoints;
7. Demonstrates due diligence and dedication in preparation for, and attendance at, meetings, special events and in all other activities on behalf of the Corporation;
8. Demonstrates good faith, prudent judgement, honesty, transparency and openness in all activities on behalf of the Corporation;
9. Ensures that the financial affairs of the Corporation are conducted in a responsible and transparent manner with due regard for fiduciary responsibilities and public trusteeship;
10. Avoids real or perceived conflicts of interest; and
11. Conforms to the By-laws and policies approved by the Board.

SECTION 4 – CONFIDENTIALITY

POLICY	<p>Confidential Information</p> <p>It is the responsibility of Directors to know what information is confidential and to obtain clarification when in doubt. Except as the Director 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 policies, internal operations, systems, business or affairs of BSC obtained by reason of his or her status as a Director and not generally available to the public. A Director shall not use information obtained as a result of his or her involvement on the Board for his or her personal benefit. Each Director shall avoid activities which may create appearances that he or she has benefited from confidential information received during the course of his or her duties as a Director.</p> <p>Review of Policy</p> <p>Each Director, forthwith after being elected, shall meet with the President of the Board, to review this Policy and such other policies of the Corporation that apply to Directors.</p> <p>Oath of Office and Confidentiality Agreement</p> <p>Each Director is required to sign and agree to comply with the <i>Oath of Office and Confidentiality Agreement</i>, in the form attached hereto as Schedule “A” on an annual basis.</p>
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SECTION 5 – EXAMPLES

	<ol style="list-style-type: none"> 1. Board members do not have authority to make decisions and direct employees of the Club without authorization of the Board. 2. Board members may not speak publicly on behalf of the Board and/or Club without authorization of the Board. This includes speaking with the press, Club partners and social media. 3. Other than providing the Board with information it requires regarding any matter, Board members may not participate in Board discussions regarding teams, coaches and/or players where the Board member has a player on the team or where the Board member has previously had a player try out or played for the team in the prior 3 years. 4. Other than providing the Board with information it requires regarding any matter, Board members may not participate in Board discussions regarding teams, coaches and players when the Board member takes part in that team’s training, management or coaching. 5. Board members may not participate in Board discussions relating to procurement decision where the Board member could obtain a profit from a procurement decision.
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SUMMARY/ NOTES	For further information on the role of Board members and governance please see Canada Soccer Governance Policies
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SECTION 3 - APPROVALS

VERSION NUMBER	EXECUTIVE DIRECTOR APPROVAL		BOARD APPROVAL		PUBLISH DATE
	Initial	Date	Initial	Date	

Schedule "A"

OATH OF OFFICE AND CONFIDENTIALITY AGREEMENT

Dated this _____ day of _____ 20__.

I, _____, a Director of **BURLINGTON YOUTH SOCCER CLUB ("BSC")** declare that I have read, understood and agree to comply with the *Directors' Code of Conduct Policy* and other applicable policies, and that in carrying out my duties as a Director, I will:

1. Exercise the powers of my office and fulfil my responsibilities honestly, in good faith and in the best interests of the Corporation.
2. Exercise these responsibilities, at all times, with due diligence, care and skill in a reasonable and prudent manner.
3. Respect and support BSC's By-laws, policies, Directors' Code of Conduct and Policy and decisions of the Board of Directors and Membership.
4. Keep confidential all information unless the Board of Directors determines that such information is public. This shall include, but not be limited to, information about personnel, any personal information, and matters dealt with during the Board of Directors meetings.
5. Conduct myself in a spirit of collegiality and respect for the collective decisions of the Board of Directors.
6. Immediately declare any personal conflict of interest that may come to my attention.
7. Comply with decisions of the Board of Directors made pursuant to BSC's policies.