

## CODE OF CONDUCT / CONFLICT OF INTEREST FOR BOARD OF DIRECTORS



### **Introduction**

The Board of Directors of Table Tennis Canada (TTCAN) have been entrusted by the member associations to oversee and manage the affairs of Table Tennis Canada as described in TTCAN's by laws. This policy sets out the code of conduct expected of TTCAN directors in response to the trust placed in them by the membership. At the time of nomination to stand for election to the Board of Directors, each director must acknowledge in written form that he or she has read this policy and agrees to abide by it.

### **GENERAL CONDUCT**

A director

- a. must be familiar with and comply with the part of The Canada Corporations Act under which TTCAN is constituted;
- b. must be familiar with the Canadian Sport Policy and its implications for TTCAN Strategic Plan;
- c. must be familiar with TTCAN's Long Term Athlete Development / TT4Life plan;
- d. must avoid any behavior that would bring TTCAN into disrepute;
- e. has a duty to act with the utmost honesty and good faith and must always act in the best interests of TTCAN;
- f. must exercise the care, diligence and skill of a reasonably prudent and informed person under comparable circumstances;
- g. must not speak publicly on table tennis matters when or in such a way that the comments could be perceived to be an official representation of TTCAN unless authorized to do so by the Board or the President (but directors are otherwise encouraged to speak publicly on table tennis matters); and
- h. must be aware of the identity of TTCAN's sponsors, be supportive of their role as sponsors and refrain from displaying support for sponsors' competitors when involved in national table tennis activities.

### **CONFIDENTIAL INFORMATION**

A director

- a. must maintain the confidentiality of all information and records that are the property of TTCAN and that are treated as confidential by TTCAN and shall not reveal or make use of such information until it becomes a matter of general public knowledge.
- b. Motions approved at Board meetings are not confidential unless the Board so decrees, in which case a director must abide by that decree.
- c. A director must treat discussion at Board meetings as confidential, as well as the number of votes cast for and against a resolution and how other directors may have voted, except to the extent that such discussion and voting details are contained in the Board approved minutes.

## **CONFLICT OF INTEREST**

A Conflict of Interest arises where a director has a direct or indirect interest, financial or otherwise, or has a duty that is in conflict with the performance of the director's duties owed to TTCAN or is sufficient to influence or appear to influence that performance. An indirect interest may arise, for example, through a relative or friend.

For that reason a director may not hold, nor an immediate family member hold, a financial interest, directly or indirectly, or hold a management position in an organization in a relationship with TTCAN whereby that director could in any way benefit the other organization by influencing the purchasing, sponsorship arrangements or other decisions of TTCAN. Exception: A director may hold a volunteer position in a provincial/territorial member association. This is not regarded as a Conflict of Interest.

A Conflict of Interest can be real or perceived. Perceived Conflicts of Interest are more frequent than real Conflicts of Interest. Both are harmful to the public trust in TTCAN and are therefore prohibited.

Therefore, directors commit to avoid at any time a Conflict of Interest situation and shall

- a. not engage in any business or transaction or have any interest in any business that conflicts with their duties with TTCAN;
- b. not directly, or indirectly, place themselves in a position where they are under obligation to any person or business to accord preferential treatment;
- c. shall not place themselves in a position where they could be influenced by personal, financial, business or other interests;
- d. in their performance of duties with TTCAN, not accord preferential treatment to family members or friends, or to organizations in which their family members or friends have a financial or other interest;
- e. not derive personal benefits from information that they have acquired during the course of fulfilling their duties with TTCAN, where this information is confidential or not (yet) available to the general public;
- f. not use, or allow the use of TTCAN's resources and property of any kind for any purpose other than for which they are intended;
- g. not accept cash donation, gift or favor that could be seen as being given in anticipation of, or recognition for any special treatment granted by virtue of being a representative of TTCAN;
- h. not engage in any activity that conflicts, or appears to conflict, with their official duties with TTCAN.

### **Disclosure of Conflict of Interest**

A director shall disclose a Conflict of Interest as soon as it arises or as soon as he/she becomes aware of a real or perceived conflict. Such disclosure shall be handled as per the "Administration" paragraph below.

No candidate shall stand for election for the position of director of TTCAN if he/she is in a position of Conflict of Interest, real or perceived.

**Administration of this policy**

If a disclosed or an undisclosed Conflict of Interest arises involving a director the President will investigate and either:

- a. determine that a conflict or potential conflict exists and report his or her findings to the Board; or
- b. refer the question to the Board for determination.

In the event that a conflict of interest arises involving the President, the question will be determined by the Board.

A determination of the Board of Directors that a conflict of interest exists or may exist shall be final and binding on a director/president of TTCAN. The director/president will be excused from her/his position.

## **CODE OF CONDUCT / CONFLICT OF INTEREST MEMBERS COUNCIL**

### Introduction

The Members of Table Tennis Canada are represented in the Members Council to which each provincial member association is entitled to nominate one delegate.

The Members Council has significant powers, among them the election of the Board of Directors.

This policy sets out the code of conduct expected of a delegate to TTCAN's Members Council.

### **GENERAL CONDUCT**

#### A delegate

- a. must be familiar with and comply with the part of The Canada Corporations Act under which TTCAN is constituted;
- b. must be familiar with the Canadian Sport Policy and its implications for TTCAN Strategic Plan;
- c. must be familiar with TTCAN's Long Term Athlete Development /TT4Life plan;
- d. must avoid any behavior that would bring TTCAN into disrepute;
- e. has a duty to act with the utmost honesty and good faith and must always act in the best interests of TTCAN;
- f. must exercise the care, diligence and skill of a reasonably prudent and informed person under comparable circumstances;
- g. must not speak publicly on table tennis matters when or in such a way that the comments could be perceived to be an official representation of TTCAN unless authorized to do so by the Board or the President (but delegates are otherwise encouraged to speak publicly on table tennis matters).

### **CONFIDENTIAL INFORMATION**

#### A delegate to the Members Council

- a. must maintain the confidentiality of all information and records that are the property of TTCAN and that are treated as confidential by TTCAN and shall not reveal or make use of such information until it becomes a matter of general public knowledge.
- b. Motions approved at Members Council meetings are not confidential unless the Members Council so decrees, in which case a delegate must abide by that decree.

#### Administration of this policy

If a violation of the Code of Conduct arises, the Chair of the Members Council assesses the alleged violation and presents it to the Members Council for

resolution. The delegate against whom the violation is alleged will have a chance to present her/his side to the Council and answer questions from the Council, but will be excused by the Chair of the Members Council for the deliberations and decision making of the Council.

If the Council finds one of its delegates in violation, the Council may, depending on the nature of the alleged violation,

- a. absolve the delegate of any wrong doing (the Council must vote unanimous to absolve)
- b. admonish/sanction the delegate in case of minor violations of the Code of Conduct (majority vote required)
- c. expel the delegate in case of a major violation of the Code of Conduct (expulsion for a time period requires majority vote; expulsion for life requires unanimity.)

In case a violation of the Code of Conduct involves the Chair of the Members Council, the role of the Chair of the Members Council will be performed by a member of the BOD (nominated by the President.)

## **CODE OF CONDUCT / CONFLICT OF INTEREST OFFICIALS, COACHES**

### **Introduction**

A separate Code of Conduct pertaining to their duties as officials and coaches regulates the behaviors and actions of officials and coaches. Such Code of Conduct is part of their certification and professional association.

As representatives of TTCAN, coaches and officials are required to abide by a  
GENERAL CONDUCT

A coach/official

- a. must be familiar with TTCAN's Long Term Athlete Development /TT4Life plan;
- b. must avoid any behavior that would bring TTCAN into disrepute;
- c. has a duty to act with the utmost honesty and good faith and must always act in the best interests of TTCAN;
- d. must exercise the care, diligence and skill of a reasonably prudent and informed person under comparable circumstances;
- e. must not speak publicly on table tennis matters when or in such a way that the comments could be perceived to be an official representation of TTCAN unless authorized to do so by the Board or the President (but delegates are otherwise encouraged to speak publicly on table tennis matters).

### **Administration of this policy**

If a violation of the Code of Conduct arises, the BOD will assess the alleged violation and votes on an appropriate resolution. The coach/official against whom the violation is alleged will have a chance to present her/his side to the BOD and answer questions from the BOD, but will be excused by the President (or his delegate) for the deliberations and decision making of the BOD.

If the Council finds a coach or official in violation, the BOD may, depending on the nature of the alleged violation,

- d. absolve the coach/official of any wrongdoing (the BOD must vote unanimous to absolve)
- e. admonish/sanction the coach/official in case of minor violations of the Code of Conduct (majority vote required)
- f. expel the coach/official in case of a major violation of the Code of Conduct (expulsion for a time period requires majority vote; expulsion for life requires unanimity.)

## **CODE OF CONDUCT / CONFLICT OF INTEREST FOR TTCAN EMPLOYEES**

### **Introduction**

The Board of Directors of Table Tennis Canada (TTCAN) hire professional staff to manage the day-to-day business of TTCAN. The BOD can expect the highest professional conduct of its staff.

### **GENERAL CONDUCT**

A staff member

- a. must be familiar with the Canadian Sport Policy and its implications for TTCAN Strategic Plan;
- b. must be familiar with TTCAN's Long Term Athlete Development / TT4Life plan;
- c. must avoid any behavior that would bring TTCAN into disrepute;
- d. has a duty to act with the utmost honesty and good faith and must always act in the best interests of TTCAN;
- e. must exercise the care, diligence and skill of a reasonably prudent and informed person under comparable circumstances;
- f. must not speak publicly on table tennis matters when or in such a way that the comments could be perceived to be an official representation of TTCAN unless authorized to do so by the Board or the President; and
- g. must be aware of the identity of TTCAN's sponsors, be supportive of their role as sponsors and refrain from displaying support for sponsors' competitors when involved in national table tennis activities.

### **CONFIDENTIAL INFORMATION**

A member of TTCAN's staff

- a. must maintain the confidentiality of all information and records that are the property of TTCAN and that are treated as confidential by TTCAN and shall not reveal or make use of such information until it becomes a matter of general public knowledge.
- b. A staff member must treat discussion at Board meetings as confidential, as well as the number of votes cast for and against a resolution and how other directors may have voted, except to the extent that such discussion and voting details are contained in the Board approved minutes.

### **CONFLICT OF INTEREST**

A conflict of interest arises where a staff member has a direct or indirect interest, financial or otherwise, or has a duty that is in conflict with the performance of the staff member's duties owed to TTCAN. An indirect interest may arise, for example, through a relative or friend.

A Conflict of Interest can be real or perceived. Perceived Conflicts of Interest are more frequent than real Conflicts of Interest. Both are harmful to the public trust in TTCAN and are therefore prohibited.

Therefore, staff members commit to avoid at any time a Conflict of Interest situation and shall

- a. not engage in any business or transaction or have any interest in any business that conflicts with their duties with TTCAN;
- b. not directly, or indirectly, place themselves in a position where they are under obligation to any person or business to accord preferential treatment;
- c. shall not place themselves in a position where they could be influenced by personal, financial, business or other interests;
- d. in their performance of duties with TTCAN, not accord preferential treatment to family members or friends, or to organizations in which their family members or friends have a financial or other interest;
- e. not derive personal benefits from information that they have acquired during the course of fulfilling their duties with TTCAN, where this information is confidential or not (yet) available to the general public;
- f. not use, or allow the use of TTCAN's resources and property of any kind for any purpose other than for which they are intended;
- g. not accept cash donation, gift or favor that could be seen as being given in anticipation of, or recognition for any special treatment granted by virtue of being a representative of TTCAN;
- h. not engage in any activity that conflicts, or appears to conflict, with their official duties with TTCAN.

#### **Disclosure of Conflict of Interest**

A staff member shall disclose a Conflict of Interest as soon as it arises or as soon as he/she becomes aware of a real or perceived conflict. Such disclosure shall be handled as per the "Administration" paragraph below.

#### **Administration of this policy**

If a conflict of interest arises involving a staff member the President will investigate and either:

- c. determine that a conflict or potential conflict exists and report his or her findings to the Board; or
- d. refer the question to the Board for determination.

A determination of the Board of Directors that a conflict of interest exists or may exist shall be final and binding on a member of TTCAN's staff. The BOD shall determine any necessary remedy, e.g., warning, probation, termination of employment.