

**BC Games Society
Standards of Conduct
for BC Games Society
Board Members and Staff**



Integrity, Impartiality, and Accountability

BC Games Values Statement: Integrity, trust and respect are the core of our game plan.

Conflict of Interest

Board of Directors: Information of a confidential nature gained by virtue of involvement with the society is to be kept confidential and used only for the proper purposes of the society. If the information relates to money, detailed plans, specifications for something that will cost money, or selection of a site or supplier, it is to be treated as confidential. The maintenance of such confidences shall continue even after service to the society is terminated or complete.

If a committee of the board has a conflict, real or perceived, they must declare it prior to the discussion and voting.

Staff: The BC Games Society encourages staff to pursue opportunities to develop personally and professionally while ensuring that the interests of the society are protected. To that end, all employees are expected to declare outside paid work, in writing and discuss it with the President and CEO to determine if a conflict of interest exists. In addition, volunteer activities that may pose a conflict of interest must also be discussed.

Definition: A conflict of interest arises when an employee or board member, on behalf of her/himself, another person, company or entity:

- a) Promotes, attempts to promote, or appears to promote a private, personal or business interest.
- b) Presents a situation in which a fundamental divergence exists between the obligations of one's present position with the BC Games Society and the obligations of the outside interest
- c) .May personally derive advantage or benefit (financial or otherwise) from:
 - a. A BC Games Society decision s/he may have directly or indirectly influenced or
 - b. Disclosure of BC Games Society information
- d)

Conflict of Interest Principles

Staff: Employees shall have no competing interest or **relationship**, which may prevent them and/or the BC Games Society from the objective exercise of any of their respective responsibilities. Specifically, employees:

- a) Shall not receive any remuneration, loans, services, discounts, privileges, gifts or entertainment given to or from any person, business or entity which may have current or future competing relationships with the BC Games Society.
- b) Shall not accept any personal remuneration for any service they provide on behalf of the BC Games Society. Any fees will be referred as a donation to the BC Games Society.
- c) Shall not use their position to obtain for themselves, family members, friends, or close associates employment or

- preferential treatment.
- d) Shall neither use nor permit others to use any BC Games Society data, confidential information, human, financial or other resources, property or materials for personal gain or to support personal causes.
 - e) Shall not use the BC Games Society name or one's position with the BC Games Society without authorization or in such a way to lend weight or prestige to a public or private cause or to endorse a product or service with another company.
 - f) Shall not spend time on outside work during BC Games working hours.

Board of Directors: Every Director owes a duty of loyalty to the Society and Directors must represent unconflicted loyalty to the interests of the society. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs and also supersedes the personal interest of any Director acting as an individual consumer of the services of the society.

Directors must avoid any conflict of interest with respect to their fiduciary responsibility. There must be no self-dealing or any conduct of private business or personal services between any Director and the society except as procedurally controlled to assure openness, competitive opportunity and equal access to otherwise "inside" information.

If a Director (or a member of their family) has a personal interest that might conflict with their duty of loyalty, they have a potential conflict of interest. If a Director is responsible for another organization, such as another society organized for a sport or similar purpose to that of the Society, they may have a conflict of responsibility if that Society conducts business with the society.

Directors of the society shall not engage in any activity of any nature which would conflict with their duty or loyalty or which could reasonably be expected to be detrimental or prejudicial to the interest or reputation of the society, as determined by the Board of Directors. Directors shall disclose in writing their involvement, if any, in outside employment, commercial, or volunteer enterprises to the President and CEO and the Chair.

If in any meeting or other deliberation regarding the operations of the society a topic comes up which involves a conflict of interest or responsibility for individuals, they must disclose the conflict, leave the meeting and not vote, lobby, or otherwise participate in the decision making process. The individual must follow this procedure even if they think they can manage their conflict in good conscience.

It is the duty of each Director to assess and declare any conflicts or potential conflicts prior to discussion taking place.

On an annual basis, each Director will file a statement of any

financial interests, positions, or relationships which might reasonably be expected to conflict with his or her responsibility to the society.

The need for disclosure will always depend on individual circumstances but Directors are not required to file a net worth statement or disclose portfolio investments (e.g. in real estate or in public or private companies). The disclosure may take the form of a list of organizations in which the individual or members of their family are materially involved, whether in some official capacity or as an investor, and which is likely to do business with the society. It might also disclose a close personal relationship, which may give an appearance or apprehension of bias (e.g. close personal friend) in favor of a third party doing or seeking to do business with the society.

Such a standing disclosure provides a layer of defensive practice – if on any occasion there is a failure to disclose, absent, or abstain, the earlier written disclosure will be a matter of record. Disclosure(s), if any, should be contained in an envelope marked “Confidential Disclosure of (individual’s name)” and mailed or delivered to “President and CEO, BC Games Society”, at the business address of the society. This disclosure will help the Board take effective and tactful steps to help individuals deal appropriately with conflicts and thereby protect the reputation of the society.

Request to block written materials - To enable Directors to prepare for meetings, staff circulates written materials to be read before discussion at meetings. Directors may make a standing request not to receive materials on specified topics. This prevents perception that somehow an individual with a conflict (or potential conflict) gained an advantage by having information that was not available to others. A standing request of this nature from Directors should be sent to the President and CEO and the Chair.

Disclosure of Potential Conflict Related to Agenda Items or Business of the Board - The minimum standard of acceptable procedure is a brief declaration recorded in the minutes, plus recorded absence while the topic is discussed. It does not matter whether the topic which involves a conflict was on the agenda or came up unexpectedly. As soon as the meeting considers a report or begins to discuss an issue which involves a conflict, the individual should interrupt and say “I am declaring my conflict as (here insert conflicting position of business interest) and I am leaving the meeting while this subject is under discussion” or words to that effect. The recorder of the meeting will note this in the minutes as follows; *Ms. A, having disclosed her conflict as a Director of ABC company (or XYZ Organization) was absent from the meeting during the discussion of (state topic).* As a topic which involves an individual's conflict may come up in several meetings, the individual must disclose the conflict at each meeting and should not rely on having made the disclosure of conflict on previous occasions. The people attending each meeting need to be

informed or reminded of the reason for the individual leaving the meeting. The individual with the conflict or potential conflict should not hold back because the disclosure is repetitive or because it will interrupt the discussion.

Other Volunteers - Although the conflict provisions of BC Law do not apply to most volunteers, this policy does apply to all of those persons. In filling volunteer positions, the society will look for people who have the experience, the skills, and the interest necessary to do the job. Wherever possible, the Society will select persons other than those whose other positions or business interests raise a conflict but some conflict situations are bound to arise. The volunteer should be briefed so that he/she can manage conflicts. The situation to avoid is perception by competitors or the general public that volunteers get advance information, inside information, or preference in a bid selection process. There are two ways to handle such a problem.

- a) **Option one:** Foresee the problem. Have the volunteer decide whether he will serve in this position or bid for the Society's business. If the individual wants to bid she/he must be disqualified from further service. If she/he wants to serve in this position she/he must disqualify her/himself or her/his company as a bidder.
- b) **Option two:** Have the volunteer serve on the committee in all of its work except development of detailed plans relating to the contract for which she/he or her/his company might bid. Have the volunteer declare conflict and absent her/himself from all discussion relating to those plans. Record these declarations and absences in the meetings. Allow the volunteer to participate as a bidder but require her/him to declare conflict and be absent from all discussion to select the bidder recommended as the party with whom the society should contract.

c)
In most cases, volunteers are to take option one. If the volunteer thinks it necessary to take option two in a particular case, the volunteer must first obtain approval from the Board of Directors. The situation should also be disclosed to the President and CEO who could investigate, as required, to ensure fairness in specification development and selection.

Perceived Conflict of Interest - If a Director feels that another member of the Board is in a conflict of interest or potential conflict of interest she/he should make this known to the Chair and the President and CEO. If the conflict is related to an agenda item for a Board or Committee meeting, this should be raised prior to the meeting, if possible. If this is not possible or if the conflict or potential conflict arises in the course of discussion at the meeting, the Director who perceives the conflict should interrupt the discussion on the topic and ask the chair of the meeting to discuss the perceived conflict of interest. The Board will then make a decision on the conflict of interest and record this in the minutes, following the process outlined in this guideline. After the decision on the perceived conflict of interest is made the discussion on the topic may continue.

	<p>Guidance - If Directors feel they have a conflict of interest, or potential conflict of interest, this should be raised with the President and CEO or Chair, to be brought forward to the Board of Directors.</p> <p>Directors will not use their positions to obtain for themselves or for their family members employment, contract work, or revenue within the society. Should a Director be considered for employment with the society, s/he must temporarily withdraw from Board deliberation, voting, and access to applicable information.</p>
<p>Authority of Individual Directors</p>	<p>Directors will not attempt to exercise individual authority over the society except as explicitly set forth in Board policies.</p> <p>Interaction with the President and CEO or with staff will recognize the lack of authority in any individual Director or group of Directors except as noted above. Interaction with the public, media, or other entities will recognize the same limitation and the simple inability of any Director or group of Directors to speak for the Board.</p>
<p>Public Statements</p>	<p>In general the President and CEO and/or the Chair act as spokespersons for the Society. From time-to-time one or more other individuals may be asked to communicate on its behalf with members, the media, and/or the public. No Director other than a person so designated, is to communicate or respond to communication on behalf of the society or the Board.</p>
<p>Hospitality and Gifting</p>	<p>Hospitality extended at the expense of the society to persons representing or doing business with the Society shall be of such scale and nature as to avoid compromising the integrity and reputation of the Society and shall be in accordance with the society's expense policies.</p> <p>Directors, volunteers, and employees shall not accept any gift of cash or in-kind from persons doing, or seeking to do, business with the society except as may be of a personal nature and nominal value.</p> <p>Directors, volunteers, and employees shall not receive any remuneration, loans, services, discounts, privileges, gifts or entertainment given to or from any person, business or entity which may have current or future competing relationships with the BC Games society.</p> <p>Directors shall not accept any personal remuneration for any service they provide on behalf of the BC Games Society. Any fees will be referred as a donation to the BC Games Society.</p> <p>Directors and employees shall not use their position to obtain for themselves, family members, and friends or close associates employment or preferential treatment.</p>
<p>After leaving the BC Games Society</p>	<p>Board of Directors: After leaving the Board of the society, Directors shall continue to keep confidential and discussion, decisions, and information that was deemed confidential during their tenure on the Board.</p>

Staff: The following are conditions of employment with the BC Games Society:

- a) after employment ends, the employee must not disclose confidential information that obtained through their employment;
- b) if the employee had a substantial involvement in dealings with an outside entity at any time during the year immediately preceding the end of employment then, for a year after the end of employment, the employee must not
 - i. accept an offer of employment, an appointment to the Board of Directors or a contract to provide services to that outside entity;
 - ii. lobby or otherwise make representations for that outside entity to the government; or
 - iii. give counsel to that outside entity, for its commercial purposes, concerning the programs or policies of the society at any time during the year immediately preceding the termination of employment; or
- c) until one year after employment ends, the employee:
 - i. must not lobby or otherwise make representations for any outside entity to the society at any time during the year immediately preceding the termination of employment; or
 - ii. act for an outside entity in connection with any ongoing proceedings, transaction, negotiation or case in which the outside entity and the society are involved
 - (a) if the employee, during their former employment with the society, acted for or advised the society concerning the proceedings, transaction, negotiation or case; and
 - (b) acting for the outside entity in that connection would result in the receipt by the outside entity of a private or commercial benefit or of any benefit not for general application.

Outside Interests/impartiality

Intellectual property, copyrights, patents, and trademarks resulting from an employee's professional or a Director's or volunteer's work on behalf of the BC Games Society become the property of the BC Games Society unless otherwise permitted by written agreement.

Personal conduct

The BC Games Society does not tolerate harassment in connection with any of its internal or external business, the BC Games, or related activities.

The BC Games Society is committed to providing an environment in which all individuals are treated with respect and dignity. Each individual has the right to participate, volunteer, and work in an environment which promotes equal opportunities and prohibits discriminatory practices.

Wrongful conduct is often covered by Directors' and Officers' insurance policies. Usually, for individual Directors to be sued, the conduct must be "extreme, outrageous, and willful". Volunteers should, nevertheless, be aware that many of the actionable failures to ensure due diligence could fall under this heading, as well as such situations as civil or human rights

abuses, and discrimination. Insurance protects directors and officers as individuals when they have carried out their duties "diligently and in good faith".

Use of Society's property The society exists and all of its operations are dedicated to the purpose set out in its Constitution. None of its resources are to be used for the personal benefit of others except salaries and agreed benefits for its employees and reimbursement of reasonable and proper expenses incurred by Directors, Officers, Committee members, and other volunteers.

All designs and data produced or received by the employee/director shall be the sole property of the society and upon leaving employment/association with the society; the employee/director/volunteer shall deliver to the society all such designs, plans, or other work in her/his possession.

Protection of Privacy

The BC Games Society is bound by the Freedom of Information and Protection of Privacy Act (FOIPPA) which dictates how information received can be used. Through the BC Games Society, Host Societies are bound by FOIPPA rather than PIPA (Protection of Information and Privacy Act) like other registered non-profit societies.

As the BC Games Society expands its use of online registration and electronic means to conduct its business, steps must be taken to ensure that personal information is protected and that current laws are adhered to in the receiving, storing, maintaining and/or disclosing of information. Bill 13 – 2001 "Electronic Transaction Act" dictates how the BC Games Society and its Host Societies will receive, store, and use information received in electronic format.

Client/customer/contractor/supplier Any information collected by the BC Games Society for the BC Games, Team BC, or the 55+ BC Games will be:

- a) necessary for the operation of the for the individual's participation in the specified Games;
- b) accompanied by a statement of why the information is being collected, the legal authority for collecting the information, and the name, address and phone number of an officer or employee who can answer the person's questions about the collection of the information (as detailed on the hold harmless clause);
- c) accompanied by a statement of how the information being collected will be used and/or may be disclosed (hold harmless clause);
- d) protected from unauthorized access, collection, use, disclosure, or disposal;
- e) retained for at least one year after the Games for which the information was collected;
- f) used only for the purpose for which it is collected (as identified on the hold harmless clause associated with the collection of the information); and
- g) disclosed only as identified on the hold harmless clause associated with the collection of the information.
- h)

Protection of General Corporate Information

BC Games Values Statement: Integrity, trust and respect are the core of our game plan.

Corporate information during employment Confidential information that employees receive through their employment or that Directors or other volunteers receive

	<p>through their involvement with the society must not be used for the purpose of furthering any private interest, or as a means of making personal gains. Employees, Directors, or volunteers who are in doubt as to whether certain information is confidential must ask the appropriate authority before disclosing it. Caution and discretion in handling confidential information continue to apply after the employment or volunteer relationship ceases.</p> <p>Intellectual property, copyrights, patents, and trademarks resulting from an employee's professional or a Director's or volunteer's work on behalf of the BC Games Society become the property of the BC Games Society unless otherwise permitted by written agreement.</p>
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Commitment and Compliance

Directors have a duty of care to the Society, which means that they must exercise the degree of skill and diligence reasonably expected from an ordinary person of their knowledge, expertise, and experience. In making decisions, Directors must always act in the best interests of the society, base their decisions upon facts and reliable information, and take care to be properly informed before making decisions.

Compliance with the code	<p>The level of accountability and the due diligence expected of members of a Board of Directors is often very high, potentially exposing Directors to personal liability for damages and to prosecution. The legal liability exposure for boards of non-profit organizations is the same as for for-profit boards – the only difference is that the exposures are often less likely to occur in non-profit organizations, given that they are non-profit organizations. A common area of liability exposure in volunteer boards, almost by definition, is caused by the fact that there is usually a much lower standard of governance.</p>
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Compliance with the law/Accountability and Financial Management	<p>The activities of the society are to be conducted so as to comply with applicable law and a high ethical standard of business conduct. The law requires individuals and Board members to act with due diligence – to reasonably foresee liabilities and risks, to establish policies to address these areas, and to implement and enforce its policies.</p> <p>The Board of Directors has the principle responsibility for fulfillment of the organization's mission and the legal accountability for its operations. Fiduciary duties require Directors to act with a reasonable degree of prudence, to be diligent, to act in good faith, and with honesty and loyalty, and to avoid conflicts of interest.</p> <p>The Directors are responsible for the financial management of the Society. Under the Direction of the Chair of the Finance Committee and the accountant, the accounting records of the society shall fairly reflect all assets, liabilities, and transactions in respect to its operations. All transactions shall be recorded in a manner such that the substance of each transaction is not obscured.</p> <p>Boards must avoid: Mismanagement - defined as, but not limited to, a failure by</p>
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	<p>the Board to adhere to fundamental management principles. This may include a lack of planning, failure to set up adequate controls and reporting systems, failure to review reports to identify problems, drawing of improper conclusions from the information provided, or action which is in conflict with the available information.</p> <p>Non-management - similar to mismanagement and is defined as, but not limited to a failure to use available opportunities and mechanisms for good management. This may include a failure to review data and reports, to use existing control systems, or to attend committee or Board meetings on a regular basis.</p> <p>Self-dealing - the most serious violation of a Board's fiduciary responsibility, involves action by Board members for their possible personal gain. Self-dealing refers to a Board member's acting in his/her own best interest rather than in the best interests of the organization. To avoid even the appearance of self-dealing, many Boards do not allow Board members to vote on, or otherwise try to influence, any decisions which might benefit them financially or in other ways. In addition, Board members are expected to disclose any possible financial interests they might have in Board decisions. For example, if a Board member were part-owner of an entity being considered for a contract, to fail to disclose this relationship, or to vote on the contract, would give the appearance of self-dealing. The extremes of self-dealing involve illegal actions such as embezzlement.</p> <p>Ways to prevent possible problems include preparation and adoption of policy statements dealing with Board responsibilities and especially with fiscal-related aspects of these responsibilities, and clear requirements for disclosure of financial or other personal interests in any entities doing business with the organization. An active committee structure, particularly Executive and Finance committees, also helps prevent problems related to fiscal management and Board oversight.</p>
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Reporting

As a long-standing entity, with deep roots in the communities of BC, the BC Games Society has earned the confidence of British Columbians as an organization with great integrity and honesty. The BC Games Society wishes our organization to remain in an affirmative light, and to help ensure our profile remains positive, the society has created a *Whistleblower Policy* to deal with issues and concerns not typically covered by existing policy or practice. The BC Games Society is dedicated to the highest possible standards of honesty, integrity, and accountability. In line with that commitment it is expected society employees and others we deal with who have serious concerns about any aspects of the society's practices will voice those concerns.

Whistle Blower Policy	<p>The BC Games Society understands that the decision to report a concern is a difficult one to make. For an employee telling the truth, there is nothing to fear, as they would be fulfilling their duty to the society.</p> <p>The BC Games Society will not tolerate harassment, victimization, or even informal pressure by anyone within the society that is directed at an employee, Board member, or</p>
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	<p>volunteer. Such conduct will be subject to serious disciplinary action up to and including removal from volunteer position or termination of employment. The society will take the necessary action to protect any employee, Board member, or volunteer who has reasonable grounds for believing the wrongdoing has or may occur.</p> <p>All concerns should be raised to the Audit Committee Chair Audit Committee Chair BC Games Society c/o KPMG LLP Chartered Accountants 800 – 730 View Street Victoria BC V8W 3Y7 Mark your mail envelope “Private & Confidential” Telephone: 250.480.3515 Alternatively, email: rdecksheimer@kpmg.ca</p>
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