

Hockey New Brunswick
Code of Conduct and
Policy on Conflicts of Interest

SECTION 1

GENERAL

- 1.01 Application. This document (the “Code”) describes the manner in which Hockey New Brunswick volunteers shall conduct themselves in their role as representatives of Hockey New Brunswick. It also sets out guidelines for avoiding and disclosing conflicts of interest. When referencing Hockey New Brunswick ‘volunteers’, it includes all HNB Board, Council, Commission and Committee members.
- 1.02 Definitions. Unless otherwise specified, the words and expressions used in this Code shall have the same meaning as in the Hockey New Brunswick By-Laws.
- 1.03 Complement to By-Laws, etc. The provisions of this Code are intended to complement and enhance in a consistent manner the requirements that arise at law and in the Hockey New Brunswick By-Laws.
- 1.04 Construction. Unless the context otherwise clearly indicates, words in the singular include words in the plural, and vice versa, and a reference to one gender applies equally to all genders. The word “includes” or “including” means “includes (or including) without limitation or restriction”.

SECTION 2

DUTIES AND RESPONSIBILITIES OF THE DIRECTORS

- 2.01 Fiduciary Duty. HNB volunteers are fiduciaries, which means that they owe a duty of good faith, skill and care in the performance of their responsibilities on behalf of Hockey New Brunswick. Generally, HNB volunteers must:
- (a) act honestly and in good faith, in the best interests of Hockey New Brunswick;
 - (b) exercise their powers properly (i.e. for the best interests of Hockey New Brunswick, and not for any “hidden agenda”), and their discretion reasonably;
 - (c) exercise their powers and discretions for the purpose for which they were conferred; and

- (d) avoid conflict of interest.

2.02 Responsibilities. Each HNB volunteer is expected to be an active participant in a group that functions effectively as a whole. HNB volunteers must:

- (a) have an understanding of the documents under which Hockey New Brunswick operates, including its By-Laws, Mission Statement, Codes of Conduct, Strategic Plan, and Policies, particularly those that pertain to the duties of an HNB volunteer;
- (b) keep generally informed about the activities of Hockey New Brunswick and the game of hockey in general and its administration, including general trends in the sectors;
- (c) attend meetings regularly, and contribute from personal, professional and life experience to the work of the organization;
- (d) exercise, in the performance of their duties, the degree of care, diligence and skill required of an HNB volunteer pursuant to the laws under which Hockey New Brunswick is incorporated;
- (e) be independent and impartial;
- (f) not be influenced by self-interest, outside pressure, expectation of reward or fear of criticism;
- (g) act with honesty and integrity and conduct themselves in a manner consistent with the duties and responsibilities of being an HNB volunteer, and the maintenance of public and members' confidence in the manner in which HNB conducts business;
- (h) offer personal perspectives and opinions on issues that are the subject of discussion and decision;
- (i) voice, clearly and explicitly, any opposition to a decision being considered by HNB Board, Commission, Council or Committees prior to that decision being made;
- (j) maintain solidarity with other HNB volunteers in support of any decision that has been made in good faith in a legally constituted meeting;
- (k) review any decision that they have reasonable grounds to believe was made 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;

- (l) work with Hockey New Brunswick staff, as required, to complete tasks;
- (m) know and respect the distinction between volunteer and staff roles, consistent with the principles underlying Hockey New Brunswick's By-Laws, this Code of Conduct and Hockey New Brunswick policies, guidelines, directives and related documents;
- (n) exercise vigilance for and declare any apparent, potential or real personal conflict of interest in accordance with Hockey New Brunswick By-Laws and policies, including this Code of Conduct;
- (o) comply with all other codes, policies, governing documents, guidelines, directives and related documents approved by the Board from time to time;

2.03 Conduct of Directors. HNB volunteers will at all times, in the performance of their duties conduct themselves in a manner that:

- (a) Supports the objectives of Hockey New Brunswick;
- (b) Serves the overall best interests of Hockey New Brunswick;
- (c) Subordinates their personal interests, and those of any other particular constituency, to the best interests of Hockey New Brunswick;
- (d) Bring credibility and goodwill to Hockey New Brunswick;
- (e) Respects principles of fair play and due process;
- (f) Demonstrates respect for individuals and human rights;
- (g) Respects and gives fair consideration to diverse and opposing viewpoints;
- (h) Demonstrates due diligence and dedication in preparation for, and attendance at, meetings, special events and in all other activities on behalf of Hockey New Brunswick;
- (i) Demonstrates good faith, prudent judgment, honesty, transparency and openness in their activities on behalf of Hockey New Brunswick;
- (j) Ensures that the financial affairs of Hockey New Brunswick are conducted in a responsible and transparent manner with due regard for their fiduciary responsibilities;
- (k) Avoids and discloses, real, perceived or potential conflicts of interest;
- (l) Conforms with the By-Laws of Hockey New Brunswick and policies approved by the Board, including this Code of Conduct and Conflict of Interest Policy.

SECTION 3

CONFLICTS OF INTEREST

- 3.01 Overview. Hockey New Brunswick must maintain high ethical standards in order to preserve the trust of its stakeholders, including its Registered Participants, Members, Partners, sponsors, governments, and the general public. The reputation of Hockey New Brunswick depends on ethical behavior throughout the organization, including among its volunteers. Maintaining a high standard of behavior at the volunteer level requires everyone to make fair, well informed decisions. The ability to make decisions, however, can be affected by other interests, whether personal or professional. Such conflict of interest situations can occur naturally, and are a regular part of organizational and personal life. These situations must be managed, as they cannot simply be eliminated. There is nothing inherently wrong with or illegal about the existence of a conflict of interest, nor does it automatically reflect badly on the integrity of the HNB volunteer, or Hockey New Brunswick. Conflicts of interest only become problematic if the volunteer fails to recognize the conflict, or fails to deal with the situation appropriately.
- 3.02 Purpose. The purpose of this policy is to help inform HNB volunteers about what constitutes a conflict of interest, to assist the HNB volunteers in identifying and disclosing actual, perceived and potential conflicts, and to help foster a culture of honesty and accountability.
- 3.03 Integrity. All HNB volunteers must conduct themselves with the utmost degree of integrity, so that the organization performs at the highest standard at all times. In furtherance of these objectives, HNB volunteers shall act at all times in the best interests of Hockey New Brunswick, rather than in the interests of particular constituencies including, but not limited to, the volunteers personal interests or the interests of any other person or entity. HNB volunteers must also perform their duties and transact the affairs of Hockey New Brunswick in a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the organization.
- 3.04 No Pecuniary Benefit. HNB volunteers must refrain from any behavior that might give rise to the appearance or suspicion of impropriety. They shall not directly or indirectly receive any profit from her position except as stated herein, but may be reimbursed for reasonable expenses as set out in the By-Laws.

3.05 Definition of Conflict of Interest. A conflict of interest refers to situations in which personal, occupational, or financial considerations may affect, or appear to affect, an HNB volunteers objectivity, judgment or ability to act in the best interests of Hockey New Brunswick and includes, the circumstances described in section 3.06. A conflict may be real, perceived, or potential in nature. A *real* conflict of interest arises where a volunteer has a private or personal interest (e.g. a family connection or a financial stake) in a particular issue. A *perceived* conflict of interest arises where an objective, informed person would reasonably conclude that the volunteer might not exercise objective judgment because his official duties *appear* to conflict with his private interests, even if no actual conflict exists. A *potential* conflict of interest arises where a volunteers official duties may be influenced by an identified future commitment.

3.06 Examples of Conflicts of Interest

The following are examples where conflicts of interest would arise:

- (a) Any circumstance in which a HNB volunteer uses their position with Hockey New Brunswick to influence a decision that may result in a personal or financial benefit to a volunteer, his family, a business associate, or a friend.
- (b) Accessing financial or other resources belonging to Hockey New Brunswick, for personal use.
- (c) Personal interests which conflict with the interests of the members of Hockey New Brunswick or are otherwise adverse to the interests of Hockey New Brunswick.
- (d) Being a member of the board or staff of any other organization which might have material interests that conflict with the interests of Hockey New Brunswick or its Members; including dealing with matters on one board which might materially affect the other Board.

3.07 Principles for Dealing with Conflict of Interest. As preventing a conflict of interest from arising is not always possible, the following steps should be taken to manage such a situation, when it arises:

- (a) *Declare It.* Both prior to serving on the board, council, commission or committee and during their term of office, a volunteer must openly disclose a real, perceived

or potential conflict of interest as soon as the issue arises, and before the Board deals with the matter at issue.

- (b) *Discuss It.* If the volunteer is uncertain whether they are in a conflict of interest position, the matter should be brought before the Board or respective council / commission / committee. Other volunteers who are aware of a real, potential, or perceived conflict of interest on the part of a fellow volunteer that has not been declared have a responsibility to raise the issue for clarification, firstly with the volunteer in question and, if still unresolved, with the President of Hockey New Brunswick.
- (c) *Determine If It Exists.* If there is any question or doubt about the existence of a real, perceived or potential conflict, the Board will determine by a majority vote if a conflict exists. The volunteer potentially in a conflict position shall be absent from the discussion and shall not vote on the issue.
- (d) *Deal With It.* Measures to mitigate or eliminate a conflict of interest will vary depending on the severity of the situation. Options may include:
 - a. *Restrict the involvement of the individual.* If a conflict of interest has been identified, the volunteer must abstain from participation in any discussion on the matter, shall not attempt to influence the outcome, shall refrain from voting on the matter and, unless otherwise decided by the Board or respective council, commission or committee must leave the meeting room for the duration of any discussion or vote on the issue.
 - b. *Relinquish the Private Interest.* In cases of serious conflict, the individual may choose to drop the private interest, such as membership on the Board of another organization, which is causing the conflict.
 - c. *Resign from their position with Hockey New Brunswick.* In extreme cases where other solutions are impossible, the individual may have to resign from Hockey New Brunswick.
- (e) *Document It.* The disclosure and decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting. The time the volunteer left and returned to the meeting should also be recorded.

3.08 Gifts and Hospitality. HNB volunteers shall not directly or indirectly offer or accept cash payments, gifts, gratuities, privileges or personal rewards, which are either intended, or would objectively be perceived as being intended, to create an indebtedness for the purpose of influencing the activities or affairs of Hockey New Brunswick. HNB volunteers may give or receive modest gifts or hospitality as a matter of generally accepted business practice, provided that the foregoing does not include cash or other negotiable instruments and provided further proper accounting of the benefit is made.

SECTION 4

COMPLAINTS AND DISPUTES INVOLVING HNB VOLUNTEERS

- 4.01 General Procedure. The Board, in a meeting duly called for that purpose, shall review any complaints that a volunteer has violated any provision of Hockey New Brunswick's By-Laws or policies approved by the Board, including this Code. The Board may also review disputes between two or more volunteers that interfere with the ability of the Board to carry on its affairs.
- 4.02 Suspension Pending Review. In accordance with Hockey New Brunswick's By-Laws, a volunteer may be suspended by the Board pending a review of any complaints or disputes against them. The Board shall provide the volunteer with a statement of the reason for the suspension.
- 4.03 Independent Arbitrator. Disputes among two or more volunteers which the Board, in an absolute discretion, determines are not appropriate to be reviewed by the Board, or complaints of a grave nature, may be referred to an independent arbitrator.
- 4.04 Illegal Activity. Allegations of illegal activity shall be immediately referred to appropriate authorities for investigation. Any HNB volunteer against whom such allegations are made shall take a leave of absence from their position with HNB pending completion of the investigation.
- 4.05 Right to be Heard. The review of any complaints against or disputes involving an HNB volunteer, including the consideration of a potential suspension as described in section 4.02, shall include an opportunity for the volunteer concerned to present their position. HNB volunteers who originate or are the subject of such complaints or disputes must declare their conflict and recuse themselves from such meetings, but shall nonetheless be counted as part of quorum.
- 4.06 Expeditious Resolution. Every attempt should be made to resolve complaints or disputes expeditiously and fairly.

- 4.07 Final Disposition. Any recommendation regarding resolution of the matters described in this Section 4 shall be brought to the Board for approval. The ruling of the Board shall be final. If the volunteer refuses to abide by the Board's decision, the Board may table the matter pending determination of supplementary discipline. Such action may include formal or informal censure by the Board, suspension, a request for the volunteers resignation, or a resolution removing the person as an HNB volunteer.

SECTION 5

CONFIDENTIALITY

- 5.01 Confidential Information. It is the responsibility of HNB volunteers to know what information is confidential and to obtain clarification when in doubt. Except where compelled by applicable legal process, HNB volunteers must, both while a volunteer and at any time afterwards, treat as confidential all information regarding the policies, internal operations, systems, business or affairs of Hockey New Brunswick obtained by reason of their status as a HNB volunteer and not generally available to the public. A volunteer shall not use information obtained as a result of their involvement with HNB for personal benefit. Each volunteer shall avoid activities which may create the perception that they have benefitted from confidential information received during the course of their duties with Hockey New Brunswick.
- 5.02 Review of Code. All HNB volunteers, forthwith after being elected / appointed, shall meet with a duly designated representative of Hockey New Brunswick, to review this Code and such other policies of Hockey New Brunswick that apply to HNB volunteers.
- 5.03 Oath of Office. Each volunteer is required to sign and agree to comply with the *Oath of Office* including the confidentiality clause contained therein, in the form attached hereto as Schedule "A".

Schedule "A"

Oath of Office

I, _____, a volunteer of Hockey New Brunswick, declare that I have read, understood and agree to comply with Hockey New Brunswick's Code of Conduct, Policy on Conflicts of Interest and other applicable policies, and that in carrying out my duties as a volunteer,

I will:

1. Exercise the powers of my office and fulfill my responsibilities honestly, in good faith and in the best interests of Hockey New Brunswick.
2. Exercise these responsibilities, at all times, with due diligence, care and skill in a reasonable and prudent manner.
3. Respect, support, and comply with Hockey New Brunswick's By-Laws, policies, Code of Conduct, Policy on Conflicts of Interest and decisions of the Board of Directors, Councils, Commissions and Committees, including decisions made under the Code of Conduct.
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, funding, and personal information, and matters dealt with during *in camera* meetings of Hockey New Brunswick.
5. Conduct myself in a spirit of collegiality and respect for the collective decisions of the Hockey New Brunswick and subordinate my personal interests to the best interests of the organization.
6. Immediately declare any personal conflict of interest that may come to my attention.

Signature: _____

Date: _____

Witness: _____

Date: _____