

## **Board member Code of Conduct for Kew Gardens Tennis Club**

### **As a member of the Board I will:**

- Consider and represent the interest of all members of the club.
- Represent the needs of my portfolio while being considerate of the needs of the Club as a whole.
- Be respectful of my fellow Board members at all times.
- Act with vigilance and integrity to ensure that the Club is managed in a proper manner complying with laws and regulations and consistent with the objectives of the Club.
- Exercise due care, diligence, and skill.
- Not use the Club or my service on this Board for my own personal advantage or for the advantage of my family, friends, and supporters (refer to Conflict of Interest guidelines).
- Keep board discussions confidential unless otherwise determined by the board.
- Carefully listen, consider and respect the opinions of my fellow Board members.
- Respect and support all majority decisions of the Board.
- Do nothing to violate the trust of the membership.
- Recognize that only the President has the authority to direct Staff or Management.
- Recognize and respect the authority of the President and his/her responsibility to lead an efficient and effective meeting.

- Attend all Board meetings unless prevented by good cause, be on time, and expect to stay for the duration of the meeting.
- Bring to the attention of the Board any issues that will have a significant impact on our Club or those we serve.
- Work with members of the staff, management and Board to refer complaints to the proper level in the chain of command.
- As a Board member representing the Club, embody qualities of courtesy, congeniality, vitality and enthusiasm when at the club.

**As a member of the Board, I will not:**

- Criticize fellow Board Members or their opinions outside of Board meetings;
- Decide how I will vote on an issue before hearing the discussion and becoming fully informed on that issue.
- Speak for, or on behalf of, the Club unless specifically authorized to do so.

**The Board of the Kew Gardens Tennis Club:**

- Will respond to any member written concerns or complaints within 30 days in writing.
- If a Board member is the subject of a complaint, said complaint will be investigated by the independent standing Board Code of Conduct Committee comprised of up to 5 non-board volunteer club members.

I agree to adhere to the Code of Conduct.

As a member of this Board, by my execution of this acknowledgement, agree to perform my duties and carry out my responsibilities as a member of the board, in compliance with the standards set out above.

Dated as at

Print name: \_\_\_\_\_

Signature: \_\_\_\_\_

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**Acknowledgement to be held by the Secretary**

I agree to adhere to the Code of Conduct.

As a member of this Board, by my execution of this acknowledgement, agree to perform my duties and carry out my responsibilities as a member of the board, in compliance with the standards set out above.

Dated as at

Print name: \_\_\_\_\_

Signature: \_\_\_\_\_

## **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, act in the best interests of Kew Gardens Tennis Club 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 Kew Gardens Tennis Club in a manner that promotes member 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 Kew Gardens Tennis Club. 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. No Financial Benefit:**

- a. No Director shall, either directly or indirectly, receive any profit from her/his position, with the exception that, notwithstanding anything herein to the contrary, Directors may receive reimbursement for reasonable expenses incurred by them in the performance of their duties as permitted in the bylaws and approved by the Board.

b. 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.

#### 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. Any circumstance that may result in a personal or financial benefit to a Director or his family, business associate or friend. This includes, but is not limited to, accepting any payment for services rendered to the Kew Gardens Tennis Club other than reimbursement of expenses as outlined in this Policy, including contracted work or an honorarium, or accessing financial or other resources for personal use, i.e. transportation, training costs, supplies, equipment, etc.
- b. Personal interests which conflict with the interests of the Kew Gardens Tennis Club or are otherwise not in the best interests of the Kew Gardens Tennis Club.
- c. Seeking, accepting or receiving any personal benefit from a supplier, vendor or any individual or entity doing or seeking business with the Kew Gardens Tennis Club.
- d. Being a member of the board or staff of another organization, which might have material interests that conflict with the interests of the Kew Gardens Tennis Club and participating in matters on one board which might materially and adversely affect the other board.
- e. 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.

#### 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 President 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.
- 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 Kew Gardens Tennis Club. 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 disclosure of any such gifts is made.