



Approved By: Board of Directors

Effective Date: June, 1997

Updated: April, 2012

Alberta Alpine Ski Association

Policy Title

2.4 Directors Code of Conduct

Policy Objective

Standardize expectations of Board member behaviour while representing Alberta Alpine by having each member sign off at the first meeting following organization meeting at AGM.

Procedure

A Director of Alberta Alpine shall, in discharging the office of Director:

- a. while pursuing his/her duties as a Director, act at all times in the best interests of Alberta Alpine, acknowledging that the interests of AASA are paramount to any personal interests or the interests of any other organization of which the director may be a member, officer, or employee
- b. exercise diligence, care, prudence, and common sense, and keep informed of the policies and affairs of Alberta Alpine and of the statutes and rules to which AASA is subject and by which it is governed
- c. deal with Directors, officers, and employees of AASA openly, honestly, and in good faith and make available to and share with fellow Directors and officers of AASA, all information as may be relevant and properly disclosed to ensure the proper conduct and sound operation of AASA
- d. treat in confidence all matters and information received from AASA, the Board, its committees, and the employees; not disclose the same where it is not in the public record of domain unless sanctioned by the Board to do so; and refrain from entering into any transaction in which the Director makes use of confidential information in order, directly or indirectly, to obtain a benefit or advantage for the Director or anyone else other than Alberta Alpine
- e. as a general rule, refer questions from the media to the President
- f. exercise diligence in ensuring that the actions and conduct of the business and affairs of AASA are carried out in accordance with the strategic plan adopted the Board of Directors
- g. request such information through the Board from officers and employees of AASA as may be necessary to permit the full discharge of the duties of a Director and ensure that accurate records, minutes, and memoranda are maintained with respect to the conduct and discharge of the business of the Board
- h. be mindful of the basis upon which Alberta Alpine is founded as a member organization and that the stewardship of its affairs and business have been entrusted to the Board, to be undertaken and conducted so as to meet the needs of the member clubs and the paid up members collectively
- i. Ensure that Alberta Alpine Ski Association procedures for regulating the conduct of its members are fair, effective, and instill confidence in AASA among the membership, corporate partners, volunteers and the public.
- j. A Director or Officer who is a party to, or a Director or Officer who has a material interest in any person who is a party to, a material contract or proposed material contract with the Association



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shall disclose the nature and extent of his interest to the Board immediately upon becoming aware of such contract or proposed contract. Any such contract or proposed contract shall be referred to the Board for approval even if such contract is one that in the ordinary course of the Association's business would not require approval by the Board, and a Director interested in a contract so referred to the Board is not entitled to move or second any motion at or to vote at any meeting or other proceeding to consider such contract.

I ACKNOWLEDGE that I have read and considered the Code of Conduct for Directors of AASA and agree to conduct myself as a Director in accordance with the Code of Conduct.

I FURTHER ACKNOWLEDGE that, should I become privy to insider information of a sensitive nature while in my capacity as a Director of Alberta Alpine, I am strictly prohibited from revealing any such information to any person or organization other than Alberta Alpine at any further time.

DATED at the City of _____, in the province of Alberta, the ____ day of _____, 201x.

Signature

Print Name

Scope

All Board members

Related Policies