



POLICY NO. 1	POLICY TITLE: Board of Directors Policy
--------------	---

## Board of Directors Policy

### Purpose

This policy outlines the expectations and responsibilities of the Board of Directors of Hamilton Challenger Sports Association (HCSA). It guides how Directors should behave in meetings, events, and all HCSA activities, including acting in the best interest of the organization, respecting others, keeping information confidential, and using resources properly. This policy helps board members work together to support HCSA's mission and to create a safe, inclusive, and positive environment for everyone.

### Scope and Application of this Policy

This policy applies to those who are members of the Board of Directors until such time that they cease to be a member of the Board of Directors.

### Expectations

Directors of the Board of the Hamilton Challenger Sports Association (HCSA) must demonstrate a commitment to the organization and the Board through meeting the following expectations:

#### ***Demonstrate prioritization of Board and Committee meetings through:***

- Consistent Committee of the Board meeting attendance, without an authorized reason for absence.

- Familiarization of meeting's agenda and background materials with the goal of discussing the issues and business to be addressed at the meeting.
- A focus on matters at hand and be prepared to navigate and solve issues that may involve complexity.
- Participate in strategic planning and orientation workshops that may include and are not limited to: Board development workshops, seminars, and other educational events that may enhance skills as a Board Member.

***Demonstrate commitment to governance through:***

- Ensuring that the Board performs its duties of governance.
- Possess an understanding of legal obligations to the organization and ensure these obligations are upheld.
- Place the organization and its Board's interests before personal interests, act in accordance with fiduciary obligations owed to HSCA, and immediately declare any conflicts of interest that may arise.
- Be loyal to mission, vision and values of the organization

***Respectful Conduct***

- Expressing opinions while remaining open to opposing viewpoints shall take place in an atmosphere of mutual respect and courtesy and demonstrate the values of HSCA.
- Directors shall work with and respect the opinions of their peers and leave personal prejudices out of all Board and Committee discussions.
- Directors shall observe parliamentary procedures and display courteous conduct in all Board and Committee meetings toward each other and toward staff/volunteers.

### ***Support***

- Support, in an affirmative manner, all actions taken by the Board, even when Directors are in a minority position with respect to any such action.
- Represent the organization and the Board in a positive and supportive manner at all times.
- Exercise the duties and responsibilities of their office with integrity, collaboration, and care.

### ***Policy***

- Using judgement to balance the relative importance of issues to be determined by the Board in setting policies and avoiding operational matters.
- Educate other Board members on those matters within their own area of expertise with a goal of having the Board make decisions collectively.

### ***Confidentiality***

- Not revealing confidential information or records except in the course of performance of their duties or unless the documents or information become a matter of general public knowledge.
- Not misusing confidential information obtained through their association with the organization to further their private interests or the private interests of their friends or relatives.
- Compliance with any policies and procedures that guide the storage, use and transmission of any information of the Corporation, including the use of computer data bases or email systems.

- The members owe to the organization a duty to not disclose or discuss with another person or entity, or to use for their own purpose, confidential information concerning the business and affairs of HCSA received in their capacity as a board member, unless authorized by the Board.

### ***Media***

- The Board Chair or delegate is the only person who may speak on behalf of the Board.
- Directors shall not, in the context of the organization's business and practices, make comments to the media or make themselves available for interviews by the media on behalf of the organization without prior approval and briefing by the Board Chair. When authorized, the Board member's representation must be consistent with the accepted positions and policies of the Board.
- Directors shall ensure that any comments made by them to the media outside of the context of the organization's business and practices is attributed to them in their personal capacity and not in their capacity as Directors.

### ***Property***

- Directors shall not misappropriate the organization's assets for personal use.
- Directors are entrusted with the care, management and cost-effective use of the organization's property and resources, including the use of the organization's name, and should not make significant use of these resources for their own personal benefit or purposes.
- Directors shall ensure that all organization property assigned to them is maintained in good condition, and shall be accountable for such property.

### ***Political Participation***

- Directors are encouraged to participate fully as private citizens in the democratic process at any level, including campaigning in elections and running for or holding public office, however, Directors engaging in such political activity shall take care to separate their personal activities from their association with the organization.
- Directors shall ensure that any views they express in the context of their political participation is clearly and unequivocally stated to be that Director's personal views and not the views of the organization.

### **Gift Acceptance**

Board members are expected to take action and make decisions based on impartial and objective assessments of each situation, free from the influence of gifts and favours.

Members shall not accept any gifts, entertainment, services, or other favours from any person or business, for the purposes of influencing an act or decision of the Board.

### **Roles and Responsibilities**

The Board has the responsibility to manage the affairs of HCSA, planning/direction, priorities, resource allocations and financial performance. The ultimate responsibility for the success of HCSA rests with the Board of Directors. The Board sets the tone for leadership by:

- Planning future direction
- Ensuring that the needs of the membership are met
- Evaluating and approving the priorities, programs and activities

- Establishing and updating policies to guide conduct and ensure objectives are achieved
- Setting financial benchmarks and monitoring results
- Upholding HCSA By-laws
- Oversee all committee work
- Ensuring that the HCSA Mission statement, goals and values are upheld in all areas of the program.
- Acting with honesty and integrity and conducting themselves in a manner consistent with the nature and conduct of the Board's business, the associated responsibilities, and the maintenance of public confidence.
- Maintaining a level of competence and knowledge required to complete their obligations and duties.
- Acting fairly, in good faith and in the best interests of HCSA in the conduct of their duties.
- Disclosing conflicts of interest and respecting the confidentiality of all information and materials.
- Avoiding impropriety and the appearance of impropriety and by observing high standards of conduct so that the integrity and impartiality of the Board and the process they are required to follow is preserved
- Ensuring responsibility and accountability in all financial affairs of the HCSA
- Treating all interested parties with dignity and respect and in performing their duties, be collegial and assist colleagues through the exchange of views, information, and opinions.
- Always representing the Corporation and the Board in a positive and supportive manner.

- Respecting and supporting decisions of the majority, even when in a minority position.  
Resigning if unable to do so.
- Discussing Board business should be only at board meetings or with at least three board members present.
- Confirming (annually) eligibility as a board member of a charity as defined by the Canada Revenue Agency.
- Confirming (annually) awareness of and amenability with all policy and behavior guidelines.
- Adhering to the standards prescribed by this Code of Conduct, as well as the Conflict of Interest Policy.
- Adhering to all applicable legislation, as well as the by-laws that govern the organization.
- Adhering to all applicable policies of the organization while performing their duties, or while in situations which may affect their ability to perform their duties.
- Reporting any breaches or potential breaches of the Code of Conduct to the Board through the Chair.

#### Breaches in the Code of Conduct

- Directors who have breached or who are in a potential breach of this Code of Conduct may be requested to resign or may request an exemption from any such breach or potential breach, by a determination of a special majority\* of the subject Director's peers.

- Any member deemed to be in serious breach of the Code of Conduct, is entitled to be present for the Board's discussion and to provide a statement to the Board. The Board's final determination shall be made without the member being present.

**A Director shall NOT at any time:**

- State or imply authority over players, volunteers, or other Board Members.
- Act without board approval or interfere with issues/actions that are not their responsibility.
- Be influenced by self-interest, outside pressure, political considerations, or fear of criticism.
- Allow past or existing financial, business, professional, family, or social relationships or responsibilities to influence their conduct or judgment.
- Discuss issues/actions taken by the Board or committees outside of meetings, unless requested to do so.
- Expect personal gain, favours or influence because of their contribution.
- Consume or be under the influence of drugs/alcohol at board/committee meetings or while volunteering.
- Record (audio or video) other directors, staff, volunteers, participants without their knowledge and consent.

Approved by Board Nov 12, 2025