

Bobsleigh CANADA Skeleton
Board of Directors Meeting 709, Minutes
Tuesday July 21, 2009 17:30 – 18:00
Four Points Sheraton, Jasper Boardroom

Our Mission: Bobsleigh Canada Skeleton develops Olympic and World Champions.

Call to Order – 17:30

Present: Reid Morrison, Lindsay Alcock, Chris Le Bihan and Bernie Asbell
Regrets: Bill Warren and Brent Berezowski
Staff: Don Wilson, Dwayne Dresher

1. Review and approval of agenda.

Motion 709 1: Asbell/Alcock
To approve the agenda as presented.

CARRIED

2. Review and approval of June 16, 2009 609 BCS BOD Minutes.

Motion 709 2: Le Bihan/Alcock
To approve the 609 BCS BOD Minutes.

CARRIED

3. Finance

Motion 709 3: Asbell/Le Bihan
To accept the Audited Financial Statement as prepared by McKinnon and Co for the year ending March 31, 2009.

CARRIED

4. Policy

Motion 709 4: Alcock/Asbell
To accept the policy Board of Director Code of Conduct which is inclusive of the Bobsleigh CANADA Skeleton Conflict of Interest statement. (Attachment 1)

CARRIED

5. Adjournment

- Meeting adjourned 18:00

TUESDAY SEPTEMBER 22
BOB NIVEN TRAINING CENTRE
18:00 – 20:00

Code of Conduct
BCS Board of Directors and Committees of the Board

Preamble:

The Board of Bobsleigh Canada Skeleton is elected by and responsible to the membership of BCS as defined in the Bylaws of BCS. Members of the Board, members of any committee of the Board, or any person appointed by the Board to serve on any committee of BCS, shall at all times be governed by applicable federal and provincial statutes, by the Bylaws, and by any Policies adopted by BCS for the governance and management of its affairs. Members of the Board and of committees shall ensure that none of their actions or decisions conflict with the rules of bobsleigh and skeleton.

General Standards of Personal Conduct:

Members of the Board of BCS or any member of a committee of the Board or member of a committee appointed by the Board shall:

1. Respect the rights, dignity and worth of all other persons;
2. Regardless of how he/she becomes a board or committee member, be responsible first and foremost to the welfare of BCS and must function primarily as a member of the board, not as a member of any particular constituency. Conduct themselves openly, professionally, lawfully and in good faith in the best interests of BCS;
3. Behave with appropriate decorum;
4. Be fair, equitable, considerate and honest in all dealings with others;
5. Exercise due diligence in upholding their fiduciary responsibility to the membership of BCS;
6. Respect the confidentiality appropriate to issues of a sensitive nature;
7. Ensure that all members are given sufficient opportunity to express opinions, and that all opinions are given due consideration and weight;
8. Respect the decisions of the majority and resign if unable to do so;
9. Commit the time to attend meetings and to be diligent in their preparation for and participation in discussions.

General Duties/Responsibilities of Members of the Board of Directors:

The Board of Directors of BCS shall:

1. Establish the strategic purpose and values of the organization.
2. Exercise financial oversight and fiduciary responsibility for the organization on behalf of its members.
3. Exercise risk management oversight on behalf of the organization.
4. Establish formal and informal reporting requirements between the Board and any committees of the Board, between the Board and the CEO, and (through the CEO) between the Board and any operational/management committees.
5. Establish, approve and review policies, particularly those related to governance of the organization or its members.
6. Avoid real or perceived conflicts of interest. Where a potential conflict of interest exists, a member of the Board is expected to declare the conflict and to act in accordance with established policies for resolution or avoidance of the conflict.
7. Engage in developmental activities to improve Board performance and ensure "best practices" in Board procedures.
8. Review the performance of Board members and of the Chairperson of the Board.

9. Respect the authority of the Chair, and exercise only such authority as is granted individually or collectively by Board governance policies.
10. Respect the relationship between the Board and CEO, and the authority of the CEO over management/administration.
11. Ensure that only the Chairperson of the Board or the CEO speaks publicly on behalf of BCS, unless another spokesperson has been specifically authorized by the Board.
12. Establish clear performance criteria (including key results and time frames) for the periodic evaluation of the performance of the CEO. Performance criteria should be objective, measurable, and in accordance with the strategic purpose and values established by the Board.

General Duties/Responsibilities of Members of Committees:

Members of committees of the Board of BCS and persons appointed by the Board to serve on operational or other committees of BCS shall:

1. Review and be guided by the Terms of Reference for the committee.
2. Develop, in conjunction with the Board or with the appropriate staff person, an annual program of work for the committee, including performance outcomes and timelines.
3. Respect the authority of the chair of the committee, and communicate to the Board and to staff through the chair or through such lines of communication as may be established by the Board or by management.
4. Avoid and declare potential conflicts of interest, according to Board policies and procedures.
5. Prepare for and participate fully in all discussions and decisions of the committee.
6. Ensure that decisions that create budgetary implications or expose the organization to potential risk are flagged for specific attention by the Board.
7. Ensure that budgetary constraints are known and respected.

Conflict of Interest:

Interest in Contracts. Subject to compliance with the Act and with the exception of any contract of employment between BCS and its Chief Executive Officer, no Director or Officer of BCS may in any way, either directly or indirectly, have an interest in a contract or arrangement or a proposed contract or proposed arrangement with BCS. Every Director or Officer of BCS who is in any way, either directly or indirectly, interested in such a contract or arrangement or proposed contract or proposed arrangement with BCS, must declare such interest to the President and either: satisfy the President as to the manner in which said interest in the contract or arrangement shall be extinguished; or resign their position as Officer or Director of BCS.

I certify that I have read and agree to comply with the Code of Conduct for members of the Board and Committees of BCS.

Name: _____

Position(s): _____

Signature: _____

Date: _____