



DIRECTORS – CODE OF CONDUCT

In accordance with the By-Laws, Directors shall:

1. Act honestly and in good faith with a view to the best interests of the Corporation.
2. Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

They meet these duty of care requirements by:

- Actively participating in Board and assigned Committee meetings.
 - Attending major Rugby Ontario events whenever practical to do so.
 - Avoiding any behaviour that would bring Rugby Ontario into disrepute.
 - Being collaborative and open to change when dealing with the different perspectives of Board members and stakeholders.
 - Being supportive of Rugby Ontario's sponsors and refrain from displaying support for their competitors when involved in Rugby Ontario events.
 - Bringing forward stakeholder concerns with suggestions as to how they might be addressed.
 - Complying with all Board policies and procedures, including but not limited to the Board's Conflict of Interest Policy and Confidentiality Policy.
 - Ensuring that Rugby Ontario complies with applicable legislation, its Letters Patent and its By-Laws.
 - Only speaking publicly on rugby matters in such a way that the comments may be perceived to be an official representation of Rugby Ontario if authorized to do so by the Board.
 - Refraining to engage in activities or accepting appointments/elections to office in any organization whose activities may conflict with Rugby Ontario's role as the governing body for rugby throughout Ontario, without the prior written consent of the Board.
 - Supporting Board decisions that benefit rugby in Ontario as a whole even when such decisions may be perceived as not being in the best interests of their 'home' rugby organizations.
 - Treating discussion and voting on motions at Board meetings as confidential, except to the extent that they are documented in the Board-approved minutes.
3. Comply with the Board's Conflict of Interest Policy.



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Compliance Procedure

If a violation of the Code of Conduct, including an undisclosed conflict of interest arises involving a director, the Board is required to investigate in an in-camera meeting, as specified in Section 4.24 of the By-laws. A determination of the Board that a violation exists or may exist shall be final and binding on Rugby Ontario and the director.

Annual Declaration

I acknowledge that I have read this Code of Conduct, the associated Conflict of Interest Policy (ref. Appendix C2) and Confidentiality Policy (ref. Appendix C3), and agree to abide by their provisions. I understand that failure to do so may result in my suspension or expulsion from the Board.

Name of Director: _____

Signed: _____

Dated: _____

Approved by the Rugby Ontario Board of Directors February 9, 2020