



Directors' Code of Conduct

I have consented to act as a Director of the Erin Mills Soccer Club (the "Club"). I acknowledge and commit that as a Director I will observe the highest standard of ethical conduct as I devote my best efforts, skills and abilities to serving the best interests of the Club and its members. I agree to comply with this Directors' Code of Conduct throughout my tenure as a Director of the Club:

Honesty and Good Faith – I will act honestly and in good faith. I will perform my duties as a Director in such a manner that Members' confidence and trust in the integrity, objectivity and impartiality of the Club are preserved and enhanced. I will do nothing to violate the trust of the Board of Directors and the Club's Members.

Care, Diligence and Skill – I will exercise the degree of care, diligence and skill of a responsibly prudent person in comparable circumstances. I will make a concerted effort to attend all Director and Membership meetings. I will act responsibly and with due diligence to become familiar with the business and affairs of the Club and implement appropriate risk management processes to protect the Club and its Members.

Corporate Objectives – I will use my best efforts to implement, fulfill and achieve the Corporate Objectives of the Club and its Strategic Plan, as approved by the Board. I will act in accordance with, enforce and abide by the Club's Constitution, By-Laws, Rules & Regulations, Policies & Procedures, and the provisions of the Corporation Act or any successor legislation and any other legislation, by-laws or rules and regulations that apply to any Club Operations or Activities (the "Governing Documents").

Good Conduct – At all times, I will conduct myself in a professional and businesslike manner at meetings of Directors or Members. I will approach all Board issues with an open mind, preparing to make the best decisions on behalf of the Club. I will act ethically with integrity and in accordance with legal criteria. I will comply with rules of good conduct and will deal with others in a courteous and respectful manner. I will maintain proper decorum, comply with the principles of good governance and procedural rules of order.

Confidentiality – I will not disclose to any person information decided by the Board to be confidential or privileged or which reasonably ought to be deemed confidential. When in doubt, I will request determination by a resolution of the Board. I will respect the privacy of all Members and abide by the Club's Privacy Policy. I will not knowingly take advantage of or benefit from any information that is obtained in the course of my official duties and responsibilities as a Director, and that is not generally available to the membership.

Conflict of Interest – I am not currently aware of any actual or potential conflict of interest except as declared below. I agree to always act in accordance with the OSA's Conflict of Interest Policy. If I become aware of any conflict of interest, whether perceived or actual, I will immediately disclose it to the Board. I will not promote my own interests or those of any coach, team, player, family member, friend or contractor associated with me to the detriment of the Club. I will not seek any special benefits or privileges as a Director or Officer or accept any compensation either personally or on behalf of any other person except as permitted by the Club's Governing Documents.

I will act only in the best interests of the Club as a whole and I will not favour the interests of any individual, team, program or group of members. If the Chair or the Board decides at any time during a meeting that I have a conflict of interest, I will cooperate and refrain from participating in the discussion and I will leave the meeting at the board's request. I understand that any such decision will be recorded in the Minutes, either with or without the reasons for the decision also being recorded.

Support – I will abide by decisions of the majority of the Directors even though I may disagree, but I reserve the right to express my own views to Members upon non-confidential issues.

Defamation – I will not intentionally or carelessly make any erroneous, disparaging or defamatory statements about the Club or any coach, player, team, member, director, officer, manager, staff or contractor of the Club.

Minimize Conflict – I will attempt to prevent or minimize conflict and disruption and will promote good relations amongst persons involved in our Club and the local soccer community. I will use my best efforts to always promote a positive image of the Club, its Officers, Directors, Staff, Members, Coaches, Players and Volunteers and act in a manner that will not adversely affect the Club's name and reputation.

Education – I recognize that the governance of the Club involves complex and changing requirements. I will continue to educate myself regarding the administration of the game and technical development that relates to the game by attending relevant meetings, seminars, conferences, and reading any relevant materials related to the sport of soccer in Ontario and Canada. I will support attendance by one or more Directors at any such events at the reasonable expense of the Club.

Financial Management – I will do my utmost to make reasonable and prudent decisions regarding the budgeting, management, investment, and expenditure of any funds of the Club and help establish policies which ensure proper financial management, protection and preservation of the Club's finances, property and assets.

Expenses – I understand that I may be entitled to be reimbursed for legitimate expenses incurred by me on behalf of the Club and I will ensure that all such expenses are reasonable and justifiable. I acknowledge that proper documentation and approval of such expenses will be required in accordance with good governance and accounting practices.

Agreement – I hereby agree to comply with the provisions set out in this Directors' Code of Conduct.

DATED at _____ this _____ day of _____, 20__

WITNESS:

Signature of Director

Name of Witness

Name of Director

Declaration regarding Conflicts of Interest: _____
