



## **Terms of Reference: CONDUCT AND ETHICS COMMITTEE**

### **Terms of Reference**

The Alberta Taekwondo Association Board (the Board) has established a committee of the Board, known as the Ethics committee, with terms of reference as set out below.

The Board of Directors of the ATA may, establish, repeal or amend the Terms of Reference of the standing committees of the Association at their discretion. The Conduct and Ethics Committee is a standing subcommittee of the ATA.

No rule, policy or terms of reference will be inconsistent with anything contained in the Bylaws, but in the event of any inconsistency, the Bylaws will prevail.

### **Authority:**

The committee is authorised by the Board to:

- investigate, or cause to be investigated, any activity within its terms of reference.
- seek any information that it requires from any member of the Association to perform its duties and require all members to co-operate with any request made by the committee.

### **Committee Chair and Members:**

The chair of the Conduct and Ethics Committee shall not be a director of the ATA and shall be appointed to serve as Chair of this Committee by the Board.

The Conduct and Ethics Committee shall be made up of at least three (3) individuals acceptable to the Board of Directors. These appointments will be based on recommendations made by the Conduct and Ethics Committee and the Board of Directors.

The Board shall also have the authority to invite individuals to serve as seconded members to the Committee. The nature and length of the secondment shall be at the discretion of the Board.

### **Committee's Role:**

The Committee shall perform the following functions:

- Monitoring the application of the rules and processes set out in the Code of Ethics.
- Providing guidance and recommendations to the Board on all aspects related to the rules and processes set out in the Code of Ethics.
- Providing advice to the Board on ethical questions related to the Code of Ethics;
- Evaluating potential conflicts of interest where it is requested to do so by the Board.
- Reviewing suspected breaches of the Code of Ethics referred to the committee before making a recommendation to the Board on possible sanctions.
- Investigate complaints made against members of the ATA, related to their activities as members of the ATA, and where appropriate make recommendations to the Board regarding sanctions, and other punitive/corrective measures.
- Such other duties as may from time-to-time be assigned to the committee by the Executive Committee.
- The committee is responsible for acting as a point of contact for members to address any concerns or issues they might have about the Board Chair and Directors.

**Reporting:**

- At each meeting of the Board of Directors, the Committee Chair shall report on the work undertaken by the Committee since the last report.
- The committee chair is responsible for reporting to the Board of Directors designate, the activities of the committee and any resolutions or recommendations of the committee are to be circulated in a timely manner to the Board.
- The committee will provide an annual report to the Board of Director prior to the AGM.

**Confidentiality:**

All business transacted by the Committee is confidential.

**Budget:**

The Committee will advise the Board of Directors on any projects and may from time to time request a budget for approval.

- obtain at the ATA's expense, so long as resources permit, external legal or independent professional advice from such advisers as the committee select, who may at the invitation of the committee attend meetings as necessary.

**Meetings:**

- The Committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in that regard.
- The Committee Chair will ensure that the following documents are circulated at least five (5) days in advance of each meeting:
  - the agenda for the meeting;
  - any other documentation related to the business to be conducted by the Committee.
- Committee members can by unanimous consent waive the requirement for the five (5) day period. However, this practice should be limited to only rare and unusual circumstances which did not allow for the information to be prepared and circulated within the prescribed time limit.
- The Committee may hold meetings in person or by teleconference or by such other electronic means that permit all persons participating in the meeting to properly communicate with each other. There should be at minimum three (3) meetings annually and wherever possible, at least one in-person meeting.

**Review:**

- The Committee chairperson at regular intervals will review the work undertaken by the committee and its performance, ensure that it is provided with sufficient resources to undertake its duties and recommend any changes it considers necessary to the Board for approval.
- Reviewing the Code of Ethics at least once a year and recommending any changes as appropriate
- These terms of reference will be reviewed and, where necessary updated, at least once a year.
- Receive, review and recommend proposals to the Board of Directors on the Association's Code of Conduct, Ethics and Disciplinary procedures and processes;
- Conduct an annual review of the complaints, investigation and disciplinary procedures of the ATA and make recommendations to the Board of Directors regarding amendments.
- Recommend new standards and mechanisms related to Conduct, Ethics and discipline and make recommendations to the Board of Directors.