Board Members Code of Conduct Policy

INTRODUCTION

This policy is to be considered a list of expectations in the conduct of members of the High Prairie Agricultural Society. This policy is used as guidance to any and all present and future board members, staff and volunteers.

PURPOSE

The purpose of this policy is to ensure good behavior and respectful treatment of people associated with the High Prairie Agricultural Society. This policy sets out guidelines for acceptable behavior and conduct.

POLICY

The High Prairie Agricultural Society expects their Directors and Employees to conduct themselves in an ethical and businesslike manner and to display decorum in group and individual behaviour.

1. Directors and staff should be committed to the mission & vision statement, the philosophy of the society, know the appropriate policies and be willing to support them externally.
2. Board Members must not exert any individual authority over the Society except as stated in the Ag Society's policies
    a) Individual Board Members do not have any authority to speak for the Society when they interact with staff, the public, the press and other entities unless granted this authority by the whole Board
    b) Board Members must not make any judgements of staff performance except if the performance is officially assessed against the Society policies.
3. Directors and staff are required to disclose any potential conflict of interest to the Board & refrain from participating in motion, discussion or decisions with respect to those matters
4. Directors are expected to attend Board meetings and those who are absent from consecutive three (3) meetings in a year will have their circumstances reviewed by the Selection Committee.
5. Immediate family members cannot work in a permanent full time or part time paid position for the High Prairie Agricultural Society.
6. Directors must treat as confidential any information obtained as a Director about the society, including members, employees and volunteers
7. Directors and staff deal with outside entities or individuals, with clients and staff, and with each other using fair play, ethics and straightforward communication.
8. Directors and staff will not accept tips, gratuities or rewards from any sponsor or contributor. Directors and staff must not participate in draws or ticket sales.

Ratified by the Board of Directors November 2021

Code of Conduct Concerns and Violations

RESPONSIBILITIES

It is the responsibility of the Board to review and update the Code of Conduct for the staff and Directors of the organization.

The Selection Committee shall be responsible for disseminating the Code of Conduct and of ensuring its observance.

PROCEDURES

The HPAS Board is committed to upholding this Code of Conduct in a manner that is fair, respectful, and consistent with good governance. Concerns regarding a Board member's conduct will be addressed through the following process. This process is intended to support constructive governance and shall be applied with fairness, discretion, and respect for all individuals involved.

1. Informal Resolution

Where appropriate, concerns regarding a Board member's conduct should first be addressed through an informal resolution process. A concern may be raised with the Board Chair or with the Selection Committee. The purpose of this step is to clarify expectations, address misunderstandings, and resolve concerns constructively without unnecessarily escalating the matter. The Board Chair, or a member of the Selection Committee designated for that purpose, may speak with the individuals involved and attempt to resolve the matter informally. Serious concerns, or concerns that are not suitable for informal resolution, may proceed directly to Step 2.

In general, concerns that may proceed directly to Step 2 include situations where the conduct could reasonably affect the integrity of the Board, the wellbeing of Board members and staff, or the reputation or effective functioning of the High Prairie Ag Society. Examples may include potential breaches of confidentiality or fiduciary duty, undisclosed conflicts of interest, harassment or disrespectful conduct, misuse of the Society's name or authority, or unauthorized public statements made on behalf of the organization. These examples are intended as guidance rather than an exhaustive list. Where there is uncertainty, the Selection Committee may determine whether a matter should proceed through informal resolution or formal review.

2. Selection Committee Review

If a concern is not resolved informally, or if the matter is more serious, it shall be referred to the Selection Committee for review.

The Committee shall

- review the concern and any relevant information
- provide the Board member who is the subject of the concern with an opportunity to respond;
- determine whether the matter appears to involve a breach of the Code of Conduct; and
- make a recommendation to the Board regarding whether any further action is warranted.

The Selection Committee may meet with the parties involved, request written information, and take any other reasonable steps necessary to understand the matter fairly. If a member of the Selection Committee is the subject of the concern, or is otherwise in a conflict of interest, that member shall not participate in the review and the Board shall appoint an alternate for that matter.

3. Board Decision

If the Selection Committee determines that further action is warranted, the matter shall be considered by the Board in a closed session, without the participation of the Board member who is the subject of the concern.

After considering the recommendation of the Selection Committee, the Board may decide on an appropriate response, which may include

- no further action;
- a verbal or written reminder of expectations;
- a formal warning;
- a requirement for corrective action or conditions on participation;
- removal from a Board role or committee assignment
- probation; or
- suspension or removal from the Board, in accordance with the HPAS bylaws.

The Board's response should be proportionate to the circumstances, taking into account the nature of the conduct, whether the conduct is repeated, and whether it has affected the Board's ability to function effectively or the HPAS's integrity and reputation.

4. Documentation and Confidentiality

Concerns, reviews, recommendations, and decisions under this process shall be documented and retained in the Board's internal records. All matters arising under this section shall be handled confidentially to the extent possible, except where disclosure is required by law or necessary to carry out a fair review and decision-making process.

Ratified by the Board of Directors: June 15, 2026