

Canadian Science Fiction and Fantasy Association (CSFFA)

Code of Conduct

For Members of the Board of Directors

VISION AND MISSION STATEMENTS

CSFFA envisions a Canada in which many high quality science fiction and fantasy works and activities are created by and for Canadians. To support that vision, CSFFA encourages those creations through the Prix Aurora Awards and the Prix Aurora-Boreal Awards.

PURPOSE

The Code of Conduct is intended to provide guidance on the appropriate standards of conduct for CSFFA directors and to set out reasonable expectations of directors and procedures to identify and address situations which may arise in the course of directors carrying out their duties.

CONDUCT EXPECTED

The directors are elected to hold a public trust on behalf of its members, drawn from professionals in the field and from Canadian fandom. As directors of a nonprofit, they are expected to:

1. Provide leadership in the achievement of the Vision and Mission;
2. Put the Vision and Mission before their personal interests in carrying out their responsibilities;
3. Ensure that CSFFA takes all necessary and reasonable steps to comply with laws, regulations and policies that apply;
4. Be accountable and transparent regarding decisions, in a manner which can withstand public scrutiny;
5. Maintain the privacy of personal information obtained through involvement with CSFFA;
6. Maintain confidentiality about discussions at the board and the board dynamics leading to decisions, while being forthcoming about its decisions, subject to board decisions regarding who will speak for CSFFA on particular matters;
7. Be respectful of the full diversity of the industry and fandom;
8. Be aware that their words and actions may reflect on the reputation of CSFFA even when not on official duties of CSFFA;
9. Carry out their duty of care, including preparing for and attending all board meetings and meetings of the committees and task forces to which they have been appointed, unless prevented by an emergency or unavoidable conflict, and take prompt action to learn and understand the deliberations and decisions of any missed meetings;

10. Carry out their fiduciary duties to oversee the management and use of resources available to CSFFA, protect its assets and participate in acquiring resources;
11. Avoid engaging in any conduct that may, or may be perceived to constitute an abuse of their office or to confer an improper benefit of the office;
12. Treat colleagues with respect and conduct themselves in a manner that promotes a supportive and co-operative environment free of harassment and discrimination;
13. Raise criticisms and concerns about CSFFA in board or committee meetings, or private discussions with the Chair, not in public unless raising an unresolved legal matter directly with the justice system;
14. Avoid accepting gifts other than nominal (e.g., items with logos, coffee) in relations to CSFFA duties and report all gifts and gift offers to the Chair. If the Chair accepts gifts or receives gift offers, the Chair shall report same to the Board. A director will normally be allowed to accept a small token gift offered as an honorarium for a speaking engagement on behalf of CSFFA, and may accept hospitality extended to all CSFFA members along with other guests at an event;
15. Use CSFFA assets (e.g., logo, seal) only for the purposes of CSFFA, and return any CSFFA assets provided for use on behalf of CSFFA on completion of the term as officer or director;
and
16. Be trustworthy and honest in all dealings with CSFFA.

The situations described in the Code are not exhaustive and directors may be called upon to exercise judgement as to the appropriate standard of conduct in each instance.

Directors shall continue to observe obligations of confidentiality after leaving office, subject to any requirements under the law.

CONFLICT OF INTEREST

Public confidence in CSFFA and in particular in its awards depends on the actual and perceived integrity, objectivity and impartiality of CSFFA Directors.

Directors must take all reasonable steps to avoid an ongoing conflict of interest and must seek to avoid participation in any area where they are reasonably perceived to be in a temporary conflict.

A conflict of interest is any interest, relationship, association, or activity that is incompatible with the director's obligations to CSFFA. A conflict of interest can include both pecuniary and non-pecuniary interests. Directors shall treat the known interests of their close family members as if those interests were their own interest.

A pecuniary conflict of interest will exist where a Director has a financial interest that may be affected by a CSFFA decision or action, such as a determination of eligibility for an award. A non-pecuniary conflict of interest will arise where an adjudicator has an association, relationship or non-financial interest or activity that is incompatible with his/her responsibilities as an impartial decision maker within CSFFA.

The following rules of conduct respecting perceived conflicts of interests shall be followed:

1. Any real or perceived conflicts of interest shall be disclosed to the Chair when they are identified, and the Chair shall review each situation on a case-by-case basis and report the situation to the board. If the conflict has not been declared before the board or committee meeting, it shall be disclosed at the board or committee meeting. In either case, the disclosure and the reasons for the conflict shall be noted in the minutes. If a conflict situation is perceived by another director that has not been raised by the director in question, any director may raise the issue.
2. If the situation is deemed to be one of Conflict of Interest, the director shall declare the reason for the conflict, withdraw from all discussions of the matter (inside or outside of meetings), leave the meeting for any discussion or vote on the matter and abstain from voting. The board or committee may designate relevant information about the matter as not to be provided to the director in conflict, such as legal opinions or competing bids.
3. If the conflict of interest situation is ongoing, the director shall resign from the committee, task force or officer role where the conflict is relevant.
4. If the board decides to engage in one-time business dealings with a director to save significant monies or receive better value, the procurement shall be documented including the efforts made to solicit quotes from other suppliers and confirm the savings. The full procurement file shall be made available to the Audit Committee and any external auditor or financial reviewer. The reasons for choosing the director as a one-time supplier shall be documented in the minutes.
5. No director shall be permitted to be an ongoing supplier to CSFFA other than on a fully pro bono basis.

VOLUNTEERS, MEMBERS AND AGENTS

While this Code is binding only for directors, directors shall encourage all volunteers and members to abide by the same principles. All committee and task force members shall be provided with a copy. Any agent engaged by CSFFA, including any employee, shall be required by their contract to abide by the principles of the Code.

DIRECTOR COMMITMENT

I understand the provisions of the Code of Conduct For Directors of the Governing Board of CSFFA, including conflicts of interest and undertake to observe them.

Print Name

Date

Signature