

Amabile Choirs of London, Canada

SCHEDULE 1

Code of Conduct

Current as of January 22, 2020

I. INTRODUCTION

The within Code of Conduct is applicable to all members of the Amabile Choirs of London, Canada organization (“**Amabile**”) that are in a position of leadership. This includes members of the Board of Directors and artistic staff/contractors (“**Leader**” or “**Leaders**”). This Code of Conduct, while specific to Leaders as defined previously, also is applicable to volunteers with the organization. Volunteers are also expected to follow, in principle, conduct consistent with that outlined herein.

II. CONFLICTS OF INTEREST

Leaders will act in accordance with Amabile’s Conflict of Interest Policy.

See Schedule A.

III. CONDUCT OF LEADERS

Amabile strives to maintain an environment free from discrimination and harassment, and in which individuals are accorded equality of opportunity based on merit and ability. Discriminatory practices based on race, ancestry, place of origin, colour, national or ethnic origin, citizenship, creed, sex, sexual orientation, religion, marital status, family status, same-sex partnership status, age, record of offences, disability or other prohibited grounds of discrimination under applicable law will not be tolerated.

It is the responsibility of all Leaders to help Amabile provide an atmosphere free from harassing, abusive, disrespectful, disorderly, disruptive or other non-professional conduct, and to ensure that all members of the Amabile community are treated with respect and dignity. Amabile requires all Leaders to exercise sound judgment and respect for the feelings and sensibilities of all members of the organization.

Leaders are the public face of Amabile and their conduct and actions reflect on the organization. Leaders are expected to act with sound judgment and in accordance with this Code of Conduct at all times. In particular,

- Leaders are to treat all members of the Amabile community with respect and dignity.
- Leaders represent Amabile and are expected to behave and perform in a manner that is mature, respectful and dignified.
- Aggressive behaviours, verbal abuse such as insults, disrespect and hurtful acts, as well as the use of profane language are not a responsible way to interact with others and will not be tolerated.
- Leaders are responsible for maintaining a safe, productive and welcoming environment where conflict and difference can be addressed with respect and civility.

All Leaders must act, and must be seen to act, in accordance with these principles at all times. These principles are intended to:

- maintain and reinforce Amabile’s reputation for integrity, inclusivity, and trust in the community
- establish the minimum standard of conduct; and
- ensure Amabile complies with all applicable legal obligations.

Leaders are reminded that their off-duty conduct continues to reflect on Amabile. Sound judgment and due care should be exercised in all circumstances, not merely while at organization- sanctioned events. Leaders’ online presence and social media use, in particular, reflects on Amabile. Amabile expects Leaders to abide by the following guidelines in respect of social media use:

- exercise good judgment and behave in a professional manner in accordance with the within Code of Conduct;
- regularly monitor content that appears on their social media platforms, including information or posts by others in which they may be mentioned or “tagged”;
- consider whether any posting may reflect poorly on them, the choir or Amabile;
- remove and report any content that is inappropriate;

IV. COMPLIANCE

Each Leader, both existing and new, will be provided with a copy of this Code of Conduct. To ensure proper understanding of this Code of Conduct, any questions pertaining to its application should be directed to the Board of Directors.

This Code of Conduct will be provided to all existing and new Leaders before they commence their involvement with Amabile, and then again with any contract renewals. A copy of the Code of Conduct will be made available online for ongoing reference for Leaders, Amabile members, guests of Amabile, and volunteers.

Every Leader has a duty to report any violation of this Code of Conduct to the Board of Directors. Leaders may be subject to disciplinary action if they engage in or condone misconduct, or do not demonstrate compliance with the Code of Conduct. Reports of a violation may be made on an anonymous basis directly to the Chair of the Board of Directors via email. The Chair, when so directed by the complainant, will not reveal the identity of the complainant without prior authorization.

A report of a breach of the Code of Conduct will be brought to the attention of the Board of Directors and placed on the agenda for the next Board meeting. The Board will advise the identified Leader of alleged misconduct or the complaint made against them. The identified Leader will be provided with an opportunity to make representations in writing or in person regarding the issue of breach at or before this next meeting of the Board of Directors.

All Leaders are expected to cooperate in any investigation of a suspected breach of this Code of Conduct. This includes providing such information as may be relevant to the issue at hand and answering questions fully and truthfully.

The Board of Directors, after a discussion of the issue of the breach of the Code of Conduct, shall hold a vote to take one of the following steps:

- a) take disciplinary action against the identified Leader;
- b) commence a comprehensive investigation into the alleged breach;
- c) decline to take further action; or,
- d) any other reasonable steps as the Board of Directors, in its sole discretion, may deem appropriate.

If the identified Leader is a member of the Board of Directors, they will abide by the Conflict of Interest policy and excuse themselves from any discussion or subsequent voting on the issue of their breach of the Code of Conduct.

Disciplinary action may include, among other things:

- a) letters of reprimand, including warnings of further disciplinary action if the Leader fails to rectify their offending behaviour;
- b) suspension or termination of the identified Leader's employment or contract; or,
- c) removal from the Board of Directors.

The Board of Directors is responsible for, among other things, implementing this Code of Conduct, reviewing this Code of Conduct as reasonably required, and approving amendments to this Code of Conduct, as necessary or desirable. The Board of Directors retains ultimate discretion in interpreting and applying this Code of Conduct and may update, modify or withdraw this Code of Conduct at any time in its sole discretion.

Honorary Patrons

Bob Chilcott * Howard Dyck
 Stephen Hatfield * Don Wright 1908-2006
 Lowell Barron * John Barron 1939-2014



Amabile Choirs of London, Canada

SCHEDULE A

Conflict of Interest Policy For Board Members, Executive Committees, and Contractors

Current as of January 22, 2020

WHAT IS A CONFLICT OF INTEREST (CoI)?

A conflict of interest is a situation where a reasonable person would or could be considered to have a personal, business or other interest that may conflict with the person's ability to act in good faith and in the best interest of the AMABILE CHOIRS OF LONDON, CANADA (hereafter referred to as "Amabile"). Board members, executive committee members, and Amabile contractors (hereafter referred to as "covered persons") have a fiduciary duty to conduct themselves without conflict to the interests of Amabile. In their capacity as covered members, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of Amabile.

A potential conflict of interest exists when a covered person has an existing or potential interest in any entity, transaction, or arrangement, or when such person (or family, or friend) will derive a financial or other benefit directly or indirectly.

In the course of their duties, covered persons may receive **confidential information** about administration, financial transactions, funding recipients, donors, personnel, etc. Such information shall be used only for direct purposes related to the activities and welfare of the Amabile organization and shall not be disclosed to any unauthorized third parties. (NOTE: this paragraph should refer to any non-disclosure agreements for confidential information)

PURPOSE OF THE POLICY.

The purpose of this policy is to inform what constitutes a Conflict of Interest (COI), assist persons in identifying and disclosing actual and potential conflicts, and help ensure the avoidance of conflicts of interest.

TO WHOM DOES IT APPLY?

This policy shall apply to all covered persons who are acting on behalf of Amabile in their capacity as directors, committee members, or covered persons whether or not such persons are remunerated. The policy does not include members of the Amabile choirs in-so-much as their participation as choristers. Any activity by a chorister to become an actor directly or indirectly with the Amabile organization by providing a service or business connection should be evaluated by a regular Executive or Board Member for any potential COI. The evaluation and declaration of a COI is conducted and disclosed using the procedures outlined below.

Covered persons shall avoid:

- i) receipt of benefits, favors, gifts, or entertainment that may influence the performance of their duties
- ii) promoting their personal interests by reason of their connection with the organization.

In brief, they must not participate in discussions or decision-making about events that could compromise their ability to be impartial.

REQUIREMENT TO DISCLOSE.

A covered person must make a timely and full disclosure in any situation where they have a conflict of interest or an appearance of a conflict of interest. Other covered persons have a duty to report suspected violations without sanction.

DECLARING A CONFLICT OF INTEREST – BOARD MEMBERS.

Whenever a member of the board determines that a conflict of interest, or an appearance of a conflict of interest exists, or is in doubt about the appropriate application of the Policy, the person shall report the facts and circumstances of the matter to the Chair or designate to be recorded.

The person shall not participate in any formal or informal discussion of, any decision or vote on, or attempt to exert influence over the contract, relationship, person or organization with respect to which the conflict or appearance of a conflict may relate.

Unless invited to answer questions or participate in discussions, the covered person shall temporarily recuse himself/herself from meetings in order to allow the remaining persons or members of the Board or Committee to engage in a full discussion regarding the contract, relationship, individual or organization in question. If the covered person is a director and a vote is taken, then such director shall abstain from voting and the minutes of the Committee or the Board meeting shall record this fact.

Such a person who is a director may be counted to establish a quorum for meetings.

DECLARING A CONFLICT OF INTEREST – EXECUTIVE MEMBERS or AMABILE CONTRACTORS.

Whenever an Amabile contractor, or a member of an executive committee (e.g. choir executive committees or artistic director meetings) determines that a conflict of interest, or an appearance of a conflict of interest exists, or is in doubt about the appropriate application of the Policy, the person shall report the facts and circumstances of the matter to the executive committee president (Choir president) to be recorded. In the case where the Choir president is the person in question, the conflict is reported to the Chair of the Board.

The person shall not participate in any formal or informal discussion of, any decision, or attempt to exert influence over the contract, relationship, person or organization with respect to which the conflict or appearance of a conflict may relate.

Unless invited to answer questions or participate in discussions, the covered person shall temporarily recuse himself/herself from meetings in order to allow the remaining persons or members of the executive committee to engage in a full discussion regarding the contract, relationship, individual or organization in question. Such instances should be recorded in the executive committee minutes (or artistic director meeting minutes).

FAILURE TO DISCLOSE CONFLICTS OF INTEREST.

If the Board or a Committee has reasonable cause to believe that a person has failed to disclose an actual or possible conflict of interest, it shall inform the Chair and the person of the basis for such belief.

The Board shall afford the person an opportunity to explain the alleged failure to disclose. If, after hearing the response and making such further investigation as may be warranted by the circumstances, the Board determines that such person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate action which may include recommendation to the Board for removal from the Board or termination of employment, as appropriate, as well as reconsideration of whether the transaction or arrangement was in the best interests of and fair and reasonable at the time it was undertaken.

DOCUMENTATION.

The minutes of any meeting at which a transaction involving a conflict of interest or an appearance of a conflict of interest is considered shall reflect that the person made disclosure, withdrew from consideration of the transaction or recused him/herself from the meeting room and abstained from voting.

EXAMPLES OF CONFLICTS.

The following illustrates types of potential or actual conflicts of interest that should be avoided and disclosed, as applicable, in accordance with this policy. The list is not inclusive and provides guidance only.

- *Self-benefit*: Using your position or relationship to promote your own interests, or that of friends/family, including using confidential or privileged information gained in the course of involvement with Amabile.
- *Influence peddling*: Soliciting benefits for yourself (friends/family) from outside organizations or individuals in exchange for using your influence to advance the interests of that organization or individual.
- *Other business relationships and dealings*: Approving grants or contracts with organizations or individuals in which you have a significant financial, familial, or other interest or relationship.
- *Property transactions*: Directly or indirectly leasing, renting, trading, or selling real or personal property to or from Amabile that could result in personal (family/friend) gain.

A FINAL NOTE.

All conflicts of interest are not necessarily prohibited or harmful; however, due diligence in recognizing and investigating a potential or actual CoI is essential.