

## BOARD OF DIRECTORS CODE OF CONDUCT

(Approved June, 2009 – Includes revisions as of April, 2014)

**1. Purpose** The purpose of this policy is to establish general standards of conduct required of members of the Minnesota Hockey (MH) Board of Directors (Board). Board members ("Members") are required to annually sign MH's Conflict of Interest Policy. Any other applicable federal, state and/or local law, including MH Bylaws, shall govern in the event of any conflict between such applicable law and this policy.

**2. General Standards of Conduct** In order to fulfill its responsibility and support the vision, mission, values and goals of MH, the Board functions as a collegial unit. The Board functions well as a unit when the individual members act ethically, are committed to working together, operate in a non-partisan manner and speak with one voice. The Board creates a positive climate when it focuses on the future, acts with integrity and civility and uses its influence appropriately.

**3. Authority To Act** Each Member is strongly encouraged to contribute his or her perspectives and talents to the Board. Although Members are free to respectfully voice their personal opinions, no Member has the authority to act on their own to further a personal agenda. Further, no Member has the authority to direct MH employees, volunteers or operations, unless otherwise provided for in the MH Bylaws.

**4. Informed Decision-Making** Members strive to make informed decisions based on sufficient information, thoughtful deliberation and comprehensive understanding of issues. To achieve that goal, Members gather information by listening, asking questions, analyzing materials and exploring issues thoroughly in conjunction with other Members, employees, volunteers and other constituency groups.

**5. Support for MH Rules As Presented In the MH Handbook** MH administrative and playing rules are detailed in the MH Handbook under Articles of Incorporation, By-Laws, Youth Rules and various policies and procedures. In addition, MH, as an affiliate of USA Hockey, follows the USAH rules as outlined in its handbook. Members are to uphold the rules adopted by both organizations and outlined in each handbook. However, as MH evolves, changes to the rules outlined in these handbooks may be necessary and, to that end, expression of ideas and opinions are also necessary. Expression of such ideas and opinions should be done with respect for the existing rules, their creators and current board members.

**6. Official Spokesperson** Members are the stewards of the organization and advocates of its policies and programs. The official spokesperson for the Board is the chair of the Board or the chair's designee. Whenever a Member issues a statement verbally, in writing or via a social media platform that could conceptually become public information, the statement should be identified as the personal opinion of the Member and not the official position of MH, unless specific permission to speak officially was granted by the Board. In the case of social media, the above holds true regardless of whether the Board member's or representative's name is visible on the account or not.

**7. Removal** If the Board determines that the conduct of a Member has violated the member's professional or fiduciary responsibilities, Board policies or other governing law, the Board may recommend that the member be removed from the Board, for cause, under MH Bylaws, Article 7, or establish such other discipline as the Board deems appropriate.

## WHISTLEBLOWERS POLICY

(Approved September, 2011)

Minnesota Hockey has a Whistleblowers Policy in compliance with the Sarbanes-Oxley Act of 2002.

If any associate, officer or director of Minnesota Hockey (MH) reasonably believes that some policy, practice, or activity of MH is in violation of law, a written complaint may be filed by that associate, officer or director with the President of MH.

It is the intent of MH to adhere to all laws and regulations that apply to the organization, and the underlying purpose of this Policy is to support the organization's goal of legal compliance. The support of all associates, officers or directors is necessary to achieving compliance with various laws and regulations. An associate, officer or director is protected from retaliation only if the associate, officer or director brings the alleged unlawful activity, policy, or practice to the attention of MH and provides MH with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to employees that comply with this requirement.

MH will not retaliate against an associate, officer or director who, in good faith, has made a protest or raised a complaint against some practice of MH, or of another individual or entity with whom MH had a business relationship, on the basis of a reasonable belief that the practice is in violation of law or a clear mandate of public policy.

MH will not retaliate against an employee who discloses or threatens to disclose to a supervisor or a public body any activity, policy, or practice of MH that the employee reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate or public policy concerning health, safety, welfare, or protection of the environment.

All Board Members are required to sign-off that they received a copy of this policy and understand it. Further, Board members shall be provided with an opportunity to ask questions about the Policy.