

## APPENDIX C:

# CODE OF CONDUCT PRINCIPLES & PRACTICES

**PURPOSE:** To provide PAEX Board members with principles and practices that will guide them in their efforts to provide leadership and direction to the exhibition association.

**PRIMARY FOCUS & COMMITMENT:** PAEX Manager and PAEX Staff will work together to provide services to the PAEX Membership and Public in a manner that places the overall interests of the PAEX ahead of the interests of Affiliated Organizations and other parties. They will do so in a manner that conveys and communicates a positive image for the PAEX. They will also do so in a manner that is consistent with and in support of the policy and other direction set by the PAEX Board.

**SUSTAINABILITY:** The PAEX Board, PAEX Manager and PAEX Staff will work together to proactively ensure that both operating activities and capital plans reflect the intent to provide services for today as well as for the future.

**FINANCING:** The PAEX Board, PAEX Manager and PAEX Staff will work together to effectively, economically and efficiently manage available funds in a manner that features balanced annual operating and capital budgets, the retention of cash flow liquidity for day-to-day operations and minimal reliance on interim and long-term borrowings to finance operating costs and capital projects.

**CONFLICTS OF INTEREST:** The PAEX Board, PAEX Manager and PAEX Staff will conduct themselves in a manner that avoids situations and instances in which their personal gain, or the benefits to other Affiliated Organizations, Competing Organizations or Organizations they may dually serve on the board of, takes precedence over the interests of the PAEX Board, Membership and Facilities. In those situations, and instances where PAEX Board Members are aware of potential conflicts of interest, they are to declare these conflicts to the PAEX Executive prior to related matters being considered by the PAEX Board. The PAEX Executive will then determine if any conflict does exist and if so, will direct that the PAEX Board Member(s) will be excused from participating in the review of and voting on related matters.

## PROTOCOL PRINCIPLES & PRACTICES:

**POLICY DEVELOPMENT & IMPLEMENTATION:** The PAEX Board retains primary responsibility for developing and approving policy. This role is fulfilled in a number of ways, including formally approving policies, establishing operating and capital budgets, facilitating long-term capital plans, setting Facility Rental Rates and adopting motions during PAEX Board meetings. The PAEX Manager and PAEX Staff retain primary responsibility for implementing policies.

**DAILY OPERATIONS:** The PAEX Manager and PAEX Staff retain overall responsibility for managing and operating the Facility on an ongoing basis. PAEX Staff are accountable to the PAEX Manager for completing their duties pursuant to the direction they receive from the PAEX Manager or PAEX Committees to which PAEX staff serve as secretary. As a part of the PAEX Manager's accountability to the PAEX Executive Committee and Board, reports will be regularly presented that include operating activity highlights, financial updates and response to service and information requests received from the PAEX Membership and other parties.

## APPENDIX C:

### CODE OF CONDUCT PRINCIPLES & PRACTICES - CONTINUED

**COMMUNICATIONS PROTOCOL:** To ensure that effective communications are consistently maintained between the PAEX Board, the PAEX Manager and PAEX Staff, the following protocols will be implemented:

- (i) PAEX staff will obtain their direction exclusively from the PAEX Manager, or from the PAEX President in the PAEX Manager's absence or in the absence of both, a member of the executive committee and also from the director in charge of PAEX committees to which PAEX staff serve as secretary.
- (ii) PAEX Board Members will direct their inquiries and comments, or those received from other parties, regarding PAEX actions or operations directly and exclusively to the PAEX Manager or the designated PAEX Public Relations Officer.
- (iii) PAEX Board Members will direct their inquiries and comments, or those received from the PAEX Membership, regarding policy implementation directly and exclusively to the PAEX Manager, PAEX President, or in their absence, a member of the Executive Board.
- (iv) The PAEX President and PAEX Manager, or designated PAEX Staff Member, will work directly with PAEX Committees, representative of Affiliated Organizations, the City of Prince Albert, other parties to schedule operating activities and arrange for related rental payments.
- (v) The PAEX Manager will address all aspects of PAEX Staff performance, Facility maintenance, appearance, security, risk management and customer conduct on behalf of the PAEX Board. If the PAEX Board Members wish to address any concerns or successes pertaining to any of the above noted items they may observe, or that have been drawn to their attention by other parties, they will do so by communicating with the PAEX Manager or in the absence of the PAEX Manager, the PAEX President.
- (vi) The PAEX Board will rely on the PAEX Executive Committee to assume a lead role on its behalf with regards to working with the PAEX Manager to review and plan for the Facility's operations, finances, upkeep and capital enhancements. The PAEX Executive Committee will provide regular reports to the PAEX Board that highlight key initiatives, as well as related recommendations, for each of the above noted items. The PAEX Executive Committee will make available to the PAEX Board, all minutes from any PAEX Executive Committee Meetings.
- (vii) The PAEX President reserves the right to call meetings of various PAEX Executive Committee, PAEX Board and the PAEX Manager to review specifically identified matters and future planning initiatives (without making final decisions that are within the PAEX Board of Directors mandate). The PAEX Board will be kept informed by the PAEX Executive Committee of all these meetings.

## APPENDIX C:

### CODE OF CONDUCT PRINCIPLES & PRACTICES - CONTINUED

- (viii) The PAEX Manager and the PAEX Executive Committee will keep the PAEX Board informed on an ongoing basis of the status of the Annual Budget via the issuance and presentation of Financial Reports at PAEX Board meetings. During these presentations, budget variances, as well as plans to address these variances will be highlighted along with year-end projections for the PAEX Board's consideration. In addition, costs and financing plans for new initiatives or projects not included in the Annual Budget will be presented to the PAEX Board for approval before related expenditures are incurred.

**EXPENDITURE APPROVAL:** The PAEX Executive Committee and the PAEX Manager are responsible for regularly informing the PAEX Board of cheque, automated bank payments and E-transfer disbursements that have been approved in compliance with PAEX signing authority protocols. The PAEX Manager is authorized to release such payments. The Payment Disbursement Reports presented to the PAEX Board, are intended to be received as information items. In conjunction with reviewing these Reports, the PAEX Board is entitled to seek clarifications and other information that will assist with identifying the purposes for payments.

**CONSISTENCY & COMPLIANCE WITH PAEX BYLAWS AND APPLICABLE ACTS:** The Bylaws of the PAEX take precedence over the application of this document (Appendix C) in the event the PAEX Board determines that there may be a conflict or inconsistency between the Bylaws and this document (Appendix C). The "Agricultural Societies Act of Saskatchewan" and the "Not for Profit Act of Saskatchewan" will take precedence over conflicting Bylaws. The "Not for Profit Act of Saskatchewan" will take precedence over the "Agricultural Societies Act of Saskatchewan". The Bylaws of the PAEX must fully comply with the "Not for Profit Act of Saskatchewan".

#### **DEFINITIONS:**

**PAEX MEMBERSHIP:** Based on the payment of their annual membership fees, the Residents of Prince Albert and area as well as other Communities who are the primary recipients of events and other services organized or provided by the PAEX Board, Manager and Staff.

**PAEX BOARD MEMBERS:** Those individuals who are formally elected or appointed to serve on the PAEX Board.

**PAEX PRESIDENT:** The President of the PAEX Board.

**PAEX MANAGER:** The hired individual or appointed Board Member who retains responsibility for managing the PAEX Facility's Operations, as well for being accountable to the Board.

**PAEX STAFF:** Those individuals who are responsible for operating the PAEX Facilities on an ongoing basis, as well as for being accountable to the Manager.

**AFFILIATED ORGANIZATIONS:** Other non-profit Organizations that work with the PAEX to organize events, provide recreational and other services to the PAEX Membership and/or Public within PAEX Facilities or their grounds.

**PAEX:** Prince Albert Exhibition Inc. (Legal Name) & Prince Albert Exhibition Association (Known as)

**FACILITIES:** The physical buildings, equipment, structures and other assets owned by the PAEX.