By Pierre Gauthier, Lawyer
Cain Lamarre Casgrain Well
LLP/Barristers and Solicitors

GOVERNANCE AND CODES OF ETHICS IN BUSINESSES AND ASSOCIATIONS

The superintendent is expected to abide by his code of ethics at all time

In recent years, ethics and good governance have become hot topics. Recent financial scandals have forced large corporations, small and medium-sized enterprises (SMEs), non-profit organizations, associations like the ASGQ, cooperatives and governments alike to demonstrate greater transparency in their management policies.

When it comes to the governance of businesses, the responsibilities of employees, directors and managers—superintendents among them—have grown considerably in recent years. The board of directors, its committees and managers bear primary responsibility for putting governance structures in place and ensuring their ongoing development in parallel with that of the business or association itself. These measures are implemented by senior management, while the board of directors is in charge of enforcing them.

No matter whether they are big, medium or small, businesses, golf clubs, associations and other organizations face problems of ethics, professional conduct and legal issues that call into question their values, obligations and responsibilities.

Problems such as the use of confidential information, conflict of interest, the disclosure of false information and gifts or services given by suppliers come up even more often in times of economic slowdowns, when contracts are harder to come by.

Many organizations draw up a set of rules called a "**code of ethics**" or "**code of professional conduct**," which may govern the actions of administrators as well as employees. These rules define the organization's mission, its principles, its values and the roles of conduct that guide its members'

actions and ultimately serve to penalize any wrongdoing.

Such codes can cover other topics too, including confidentiality, honesty and the equitable treatment of various stakeholders (clients, suppliers, members, shareholders, etc.) as well as compliance with the various legal and accounting standards in effect.

Although the frameworks, contents and forms of codes of ethics can vary according to the specific circumstances of each business or association, they usually define the obligations and responsibilities of the board of directors, board committees and any other person or body covered, specifically the senior management team. That of course includes **golf course superintendents**.

Finally, these codes include control, communication and consultation mechanisms, including for instance the creation of governance committees in charge of enforcing the code of ethics and the appointment of ethics or professional conduct advisors.

While many SME executives believe that good governance is merely a matter of creating a code of conduct to discourage organization members from putting themselves in a situation of conflict of interest or a situation appearing to be a conflict of interest, the actual concept of governance for any SME, association or other large or small, private or public organization goes much further.

For an organization's good governance practices to be well received by all stakeholders, especially its executives, directors and members, it must **CREATE VALUE** within the organization.

This function of creating value extends far beyond the golf course's borders. In fact, it is of critical importance wherever employees are representing their organization because a golf club's values are often perceived or identified through the behaviour of its employees.

It is clear, however, that adopting a code of ethics or a series of documents setting out the organization's governance practices will not produce any results or create any value if the board of directors and employees are not onboard. Raising employee awareness of the importance of ethical conduct in today's business world is vital, especially at a time when the economy and business environment are becoming increasingly competitive.

However you choose to proceed, always remember that good governance is not merely about having an effective structure in place: it's also about adhering to good business practices at all times and in all situations.

You are a superintendent, a mentor, one of the main drivers of your golf club's success, both on your home course and in public, as a member of various associations. Never forget that your behaviour reflects on your club and your profession at all times.

To be a golf course superintendent and an ASGQ member is to be a professional, with everything that entails.

Take the time to read through your association's code of ethics. ◗

OUR CODE OF ETHICS

Whereas, this code of ethics and conduct is established to act as a guide to appropriate conduct for the members of the Association, and to promote a high level of professional standards of service and conduct amongst those members;

Whereas one uniform code of ethics and conduct, closely adhered to and enforced, will help develop individual responsibility, character and professionalism within the Association;

Whereas failure of a member to comply with the rules set out in this code of ethics and conduct may result in disciplinary action, including imposition of fines, suspension of privileges and termination of membership in accordance with the by-laws of the Association;

Therefore, the Association enacts and each member subscribes to and agrees to abide by the following code of ethics and conduct:

Members shall maintain courteous relations with the Association and with their follow members.

Members shall recognize and discharge all their responsibilities and duties to the best of their ability and knowledge, and shall apply sound principles of business management and turf management in all their professional endeavours.

Members shall endeavour to expand their professional knowledge at every practical opportunity, in order to improve themselves and their profession.

Members shall maintain the highest standards of personal and profession of golf course management.

No member shall initiate or engage in correspondence or discussion with a Director, member or official of another club or provide professional or consulting services to another club without first notifying the golf superintendent associated with that club.

No member shall seek to obtain employment or career advancement by applying for or otherwise seeking to secure a position already filled by a member of the Association.

Members who become aware that an employment vacancy for a golf superintendent exists shall make every effort to encourage the potential employer to retain a golf superintendent who is a member in good standing of the Association.

Members shall not offer any endorsement on behalf of the Association, exploit their affiliation with the Association in connection with any endorsement or otherwise discredit the name, goodwill or reputation of the Association to be mentioned in connection with any endorsement without the written approval of the Association.

Members shall support and actively participate in the efforts of the Association to improve public understanding and recognition of the profession of golf course management.

Members who become aware of any wilful violation of this code of ethics and conduct shall promptly report such violation in writing to the Association at its head office or to any one or more of the Directors of the Association. ◗