



RANDONNEURS NOVA SCOTIA (RNS)

Rules, Policies & Procedures

Date Created: 17th Feb 2021
Last Review Date: 7th Mar 2021

TABLE OF CONTENTS

RNS Leadership Team.....	3
RNS Code of Conduct.....	4
RNS Respectful Behaviour Policy.....	5
RNS Policy Statement on Harassment and Sexual Harassment.....	6
RNS Vulnerable Persons Policies and Procedures.....	8
RNS Conflict of Interest Policy and Annual Statement for Directors and Officers and members of a Committee with Board Delegated Powers.....	9

RNS's LEADERSHIP TEAM

Randonneurs Nova Scotia (RNS) Leadership Team for 2021:

- President – Kray Robichaud
- Vice President – Alan Power
- Secretary/Treasurer – Harry Henteleff
- Two(2) Member at Large – Gordon Launcelott and Seana Brackett-Mills

Individuals are nominated at the Annual General Meeting held every January or February. Successful candidates receive at minimum 50% +1 of votes from the general membership. The Leadership Team is responsible for club functions and communications.

The term for each is one year.

RNS's CODE OF CONDUCT

Randonneurs Nova Scotia (RNS) is dedicated to the promotion of long-distance non-competitive cycling in Nova Scotia. Club members who engage in RNS events and/or activities routinely interact with fellow club members, non-club members, mentors, volunteers, spectators, general public, media, sponsors and/or advertisers. Conduct of each member engaging in events and/or activities on behalf of RNS reflect on cycling as a whole. As such, participation in RNS is subject to the observance of the organization's rules, policies and procedures.

The activities outlined below are strictly prohibited - any individual engaged in RNS activities who violate this Code of Conduct is subject to discipline, up to and including termination, board dismissal and/or removal from committees:

- Abusive or discriminatory language or hate speech towards fellow club members, non-club members, mentors, volunteers, spectators, general public, media, sponsors and/or advertisers.
- Discourtesy or rudeness to fellow club members, non-club members, mentors, volunteers, spectators, general public, media, sponsors and/or advertisers.
- Verbal, physical or visual harassment of fellow club members, non-club members, mentors, volunteers, spectators, general public, media, sponsors and/or advertisers.
- Actual or threatened violence toward any individual or group.
- Conduct endangering the life, safety, health or well-being of others.
- Failure to follow organization's rules, policies or procedures.
- Willful blindness that may result in injury or risk of injury to any individual or group.
- Bullying or taking unfair advantage of fellow club members, non-club members, mentors, volunteers, spectators, general public, media, sponsors and/or advertisers.
- Participation in activities that can reasonably be expected to impact negatively on the reputation of RNS and/or cycling in Nova Scotia.

RNS's RESPECTFUL BEHAVIOUR POLICY

RNS believes in long-distance non-competitive cycling and respect for Cycling, respect for Yourself, and most importantly, respect between club members, non-club members, mentors, volunteers, spectators, general public, media, sponsors and/or advertisers. With this in mind, RNS expects the following respectful behaviour at all RNS events and/or activities:

- All club members, non-club members, mentors, volunteers and/or spectators shall act in a respectful manner.
- All club members, non-club members, mentors, volunteers and/or spectators who engage in fighting, harassment, or other violent behaviour may be ordered to leave the event and/or activity.
- Club members, non-club members, mentors, volunteers and/or spectators who engage in violence or who harass other club members, non-club members, mentors, volunteers and/or spectators may face further penalties, including but not limited to disqualification from the event by RNS or termination of club membership. This can be in addition to any penalties levied by the Event Organizers or sanctioning bodies.
- For serious incidents, such as incidents resulting in criminal charges or serious injuries, or incidents involving sexual assault, harassment, or hate crimes, RNS may suspend member(s) from scheduled RNS events/activities for a period of time beyond the current season. The length of the suspension is to be determined by the leadership team and may include permanent suspension.
- Disciplinary decisions will be made by the leadership team. Decisions are final and are not subject to appeal.
- In respect to Fair-Play and the Honour Code, RNS has a zero-tolerance policy for circumvention of any rules, regulations, policies and/or procedures by any participant at any RNS event/activity.

RNS'S POLICY STATEMENT ON HARASSMENT AND SEXUAL HARASSMENT

1. RNS regards the dignity and autonomy of all people as core values of the organization. Every individual has something to contribute and maintaining relationships underpinned by mutual respect, empathy, inclusivity, reciprocity, self-leadership, and shared accountability are fundamental to the success of the organization.
2. Harassment, sexual harassment, and discrimination (offensive behaviour) affect the club and the well-being of individuals and will not be tolerated. Whether from within RNS or an outside party, any allegation of offensive behaviour will be taken seriously and dealt with promptly.
3. It is the intent of this policy to promote involvement at all levels in resolving situations. Resolution through the informal process is encouraged, as is the use of mediation, at any stage.
4. The *Nova Scotia Human Rights Act* prohibits sexual harassment and discrimination on the basis of the protected characteristics set out in the Act. RNS's policy goes beyond the parameters of legislation by prohibiting other types of harassment within RNS and at club events.
5. Generalized Violence, Lateral Violence, Discrimination, Harassment (including Sexual Harassment), Mobbing, and Bullying jeopardize mental and physical well-being and will not be tolerated.
6. Members will support one another as a collective and will strive to replace disrespectful behaviour in all of its forms with acts of Lateral Kindness.

POLICY OBJECTIVES

This policy seeks to:

1. Promote awareness for members and participants and create an understanding as to what is considered offensive behaviour.
2. Provide an environment that is free from all forms of offensive behaviour.
3. Provide a mechanism to have offensive behaviour addressed and eliminated from the workplace.

APPLICATION

This policy applies to all members, participants, and any person performing work for RNS. This policy applies to any type of communication including telephone, email, text messaging, or Social Media. It also applies to interactions with members, partners, consultants, and others doing business with RNS.

DEFINITIONS

Below are definitions as they relate to cultural respect and humility, discrimination and harassment, and the parties involved in club processes, the club environment, and investigative processes.

1. **Cultural Humility:** A process of self-reflection to understand personal and systemic biases and to develop and maintain respectful processes and relationships based on mutual trust. Cultural humility involves humbly acknowledging oneself as a learner when it comes to understanding another's experience.
2. **Cultural Safety:** An outcome based on respectful engagement that recognizes and strives to address power imbalances inherent in systems. It results in an environment free of racism and discrimination, where people feel safe when together.
3. **Lateral Kindness:** Occurs when we strive to replace all forms of violence with acts of kindness.
4. **Lateral Violence:** Occurs when feelings of dissatisfaction are directed towards one another. Lateral violence is expressed in many forms, such as gossip, verbal and non-verbal assaults, passive and aggressive behaviours blaming, shaming, attempts to socially isolate others,

demeaning activities, bullying, and threatening or intimidating behaviour.

5. **Generalized Violence:** Any action, conduct, threat or gesture of a person towards a person that can reasonably be expected to cause harm, injury, or illness to that person.
6. **Discrimination:** Means discrimination as defined under the Nova Scotia *Human Rights Act*. A person discriminates where the person makes a distinction, whether intentional or not, based on a characteristic, or perceived characteristic, that has the effect of imposing burdens, obligations or disadvantages on an individual or a class of individuals not imposed upon others or which withholds or limits access to opportunities, benefits and advantages available to other individuals or classes of individuals in society. Currently, under the *Human Rights Act*, those grounds are age, race, colour, religion, creed, sex, sexual orientation, gender identity, gender expression, physical disability, mental disability, an irrational fear of contracting an illness or disease, ethnic, national, or aboriginal origin, family status, marital status, source of income, political belief, affiliation, or activity, or that individual's association with another individual or class of individuals referred to above. RNS also recognizes that a person who has been convicted of a criminal or summary conviction offence that is unrelated to the sport of cycling as grounds.
7. **Harassment:** Derogatory (e.g. condescending, insulting, belittling) or vexatious (e.g. aggressive, angry, antagonistic) conduct or comments that are known or ought reasonably to be known to be offensive or unwelcome and includes actions or comments that are directed at no person in particular but that create an intimidating, demeaning, or offensive environment. Bullying is a form of harassment. Harassment detrimentally affects a person or has adverse consequences.
8. **Sexual Harassment:** A form of harassment based on sex, sexual orientation, sexual activities, gender, gender identity, or gender expression that involves unwelcome conduct of a sexual nature, including making suggestive or inappropriate comments, inappropriate touching, or making or threatening reprisals after a negative response to sexual advances. This includes:
 - Vexatious sexual conduct or a course of comment that is known or ought reasonably to be known as unwelcome,
 - A sexual solicitation or advance made to an individual where the other individual is in a position to confer a benefit on, or deny a benefit to, the individual to whom the solicitation or advance is made, where the individual who makes the solicitation or advance knows or ought reasonably to know that it is unwelcome, or
 - A reprisal or threat of reprisal against an individual for rejecting a sexual solicitation or advance
 - Comments, gestures or physical conduct of a sexual nature, or actions or comments with a sexual connotation or component that are directed at no person in particular but that create an intimidating, demeaning or offensive club environment, where an individual knows or ought to reasonably know that the behaviour is unwelcome.
9. **Bullying:** Persistent, unwanted, offensive, or intimidating behaviour (verbal comments, actions, or gestures) that ought reasonably to have been known as behaviour that would adversely affect a person's self-confidence, dignity, or psychological or physical integrity, and which results in a harmful environment for the individual. Mobbing is a form of Bullying undertaken by a group against one person to cause physical and/or psychological harm.
10. **Offensive Behaviour:** Means harassment, sexual harassment, or discrimination.
11. **Unwelcome and Unwanted:** Any action or attitude which are undesired by the person(s) experiencing the harassment and which the harasser(s) knows, or ought to reasonably know, are not desired by the victim(s).
12. **Retaliation:** Taking or threatening to take an unjustified club action against a club member who has made a complaint or participated in an investigation under this policy. Retaliation may include any negative changes in the terms and conditions of the member's club status, including club duties, responsibilities, assignments, unwarranted discipline, harassment, or denial of participation in club events and activities. Retaliation may also include any offensive behaviour towards the member by another member. Retaliation does not include a complaint or a response

to a complaint, made in good faith, under this policy.

13. **“Reasonably Ought to Know or Have Known”**: The “reasonably ought to know or have known” standard refers to an objective assessment of how a specific behaviour might generally be received.

RNS’S VULNERABLE PERSONS POLICY AND PROCEDURES

1. RNS delivers services to its members in a non-competitive and recreational capacity. We are thankful that we are able to inspire our members to start or continue to enjoy cycling as a means to stay fit and use as a form of transportation and recreation.
2. RNS acknowledges that club leaders may work with vulnerable persons. The aim of this Vulnerable Person’s Policy is to support the following goals:
 - Provide children and vulnerable adults with an expectation of safety while engaging with RNS.
 - Establish reporting expectations of Volunteers and Staff when abuse is suspected or observed.
3. **Screening Requirements, Records and Storage:**
 - All members working directly with youth in a RNS program (i.e. Community Coach) will need to submit a current Criminal Record Check and Child Abuse Registry.
 - This Documentation will be held in a password protected or locked file.
 - Files are to be accessed only by RNS’s Leadership Team, and only when required.
 - RNS’s Leadership Team will sign a contract that the information is strictly private and confidential and will not share information unless required to do so by the nature of the program and/or required by law.
4. **Zero Tolerance Statement:** RNS maintains a zero tolerance stance on verbal, emotional, mental, physical or sexual abuse of vulnerable persons by staff, volunteers, or members. Anyone found guilty of such an offence will be subject to immediate dismissal from the organization.
5. **Duty to Report:**
 - RNS’s volunteers and leadership team have a duty to formally report any suspicions, allegations or incidences of abuse of vulnerable persons to proper authorities.
 - RNS’s volunteers and leadership team do not have training to engage in situations of abuse or to decide that abuse has occurred.
 - Allegations or observations should be recorded as thoroughly as possible and reported to RNS’s leadership team as soon as possible
 - Volunteers should likewise record allegations or observations as thoroughly as possible and report to RNS’s leadership team as soon as possible.
 - Staff and volunteers should not ask others to help determine if abuse has occurred; they must report to RNS’s leadership team as soon as possible.
 - If staff or volunteers suspect that a vulnerable person under their care is in immediate danger, call the police and to report to RNS’s leadership team as soon as possible.
6. **Practices to be avoided by RNS’s Volunteers and Staff:**
 - Avoid spending time alone with children or vulnerable adults away from others
 - Avoid taking or dropping-off a child or vulnerable adult to an event or activity without another club volunteer or witness (preferably a parent or guardian) accompaniment.
7. **Documentation Guidelines:**
 - Documentation must be hand-written and legible if not typed
 - Documentation must be written by the person who reported the suspected or actual abuse
 - Documentation must be objective; do not include personal thoughts or theories about how the abuse may have occurred, or what you think may have led-up to the abuse – record only what was observed
 - You may record what someone told you, as long as it is relevant to the situation at hand, and you include the name of the person who shared information

- Sign and date the record and, when able, place in an envelope with the child’s name on it and marked as CONFIDENTIAL
 - Deliver the envelope to RNS’s leadership team as soon as possible. This can be done by mailing the envelope to RNS’s address or delivering the envelope the RNS’s leadership team personally.
8. **Penalties:** upon review, RNS may choose to pursue, but is not bound strictly to, the following actions:
- Notifying the authorities of suspected or observed abuse
 - Notifying the parents or guardians of vulnerable persons in situations where abuse is suspected or observed
 - Consulting with a third party in regard to situations where abuse is suspected or observed.
 - Termination volunteers or club members if abuse is determined to have occurred

RNS’S CONFLICT OF INTEREST POLICY AND ANNUAL STATEMENT FOR DIRECTORS, OFFICERS, AND COMMITTEE MEMBERS

ARTICLE I -- PURPOSE

1.1 The purpose of this conflict of interest policy is to protect RNS’s interests when it is contemplating entering into a transaction or arrangement that might benefit the private interests of RNS’s leadership team or might result in a possible excess benefit transaction.

- This policy is intended to supplement, but not replace, any applicable provincial and federal laws governing conflicts of interest applicable to nonprofit organizations.
- This policy is also intended to identify “independent” directors.

ARTICLE II -- DEFINITIONS

2.1 **Interested person** -- Any member of RNS’s leadership team who has a direct or indirect financial interest, as defined below, is an interested person.

2.2 **Financial interest** -- A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which RNS has a transaction or arrangement,
 - A compensation arrangement with RNS or with any entity or individual with which RNS has a transaction or arrangement, or
 - A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which RNS is negotiating a transaction or arrangement.
- Compensation includes direct and indirect remuneration as well as gifts or favours that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if RNS’s leadership team decides that a conflict of interest exists, in accordance with this policy.

2.3 **Independent Director** -- A director shall be considered “independent” for the purposes of this policy if they are “independent” as defined as:

- is not, and has not been for a period of at least three years, a member of RNS or any entity in which RNS has a financial interest;
- does not directly or indirectly have a significant business relationship with RNS, which might affect independence in decision- making;
- is not employed as an executive of another corporation where any of RNS’s leadership team; and
- does not have an immediate family member who is an executive officer or member of RNS or

who holds a position that has a significant financial relationship with RNS.

ARTICLE III -- PROCEDURES

3.1 ***Duty to Disclose*** – In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to RNS’s leadership team.

3.2 ***Recusal of Self*** – Any member of the leadership team may recuse themselves at any time from involvement in any decision or discussion in which they believe they have or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.

3.3 ***Determining Whether a Conflict of Interest Exists*** – After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the member believed to be in conflict shall leave the leadership team meeting while the determination of a conflict of interest is discussed and voted upon. The remaining leadership team members shall decide if a conflict of interest exists.

3.4 ***Procedures for Addressing the Conflict of Interest*** – An interested person may make a presentation at to the leadership team, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- The leadership team shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- After exercising due diligence, the leadership team shall determine whether RNS can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the leadership team shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in RNS’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, the leadership team shall make its decision as to whether to enter into the transaction or arrangement.

3.5 ***Violations of the Conflicts of Interest Policy***

- If the leadership team has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- If, after hearing the member's response and after making further investigation as warranted by the circumstances, the leadership team determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV – RECORDS OF PROCEEDINGS

4.1 Minutes of the leadership team meetings shall contain, in relation to possible conflicts of interest:

- The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the decision of the leadership team as to whether a conflict of interest in fact existed.
- The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V – COMPENSATION

5.1 A voting member of the leadership team who receives compensation, directly or indirectly, from RNS for services is precluded from voting on matters pertaining to that member's compensation.

5.2 A voting member of any leadership position whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from RNS for services is precluded from voting on matters pertaining to that member's compensation.

5.3 No voting member of the leadership team or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from RNS, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI – ANNUAL STATEMENTS

6.1 Each member of RNS's leadership team with delegated powers shall annually sign a statement which affirms such person:

- Has received a copy of the conflict of interest policy,
- Has read and understands the policy, and
- Has agreed to comply with the policy,

6.2 Each voting member of the leadership team shall annually sign a statement which declares whether such person is an independent director.

6.3 If at any time during the year, the information in the annual statement changes materially, the person in a leadership position shall disclose such changes and revise the annual disclosure form.

6.4 The leadership team shall regularly and consistently monitor and enforce compliance with this policy by reviewing annual statements and taking such other actions as are necessary for effective oversight.

ARTICLE VII – PERIODIC REVIEWS

7.1 To ensure RNS operates in a manner consistent with not for profit purposes. The periodic reviews shall, at a minimum, include the following subjects:

- Whether compensation arrangements and benefits are reasonable, based on competent survey information (if reasonably available), and the result of arm's length bargaining.
- Whether partnerships, joint ventures, and arrangements with management organizations, if any, conform to RNS's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, and do not result in inurement or impermissible private benefit or in an excess benefit transaction.

ARTICLE VIII – USE OF OUTSIDE EXPERTS

8.2 When conducting the periodic reviews as provided for in Article VII, RNS may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the leadership team of its responsibility for ensuring periodic reviews are conducted. RNS may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the leadership team of its responsibility for ensuring periodic reviews are conducted.