

Board Governance Policy Manual

Conflict of Interest Policy

Purpose

Board and committee members have a duty to uphold the integrity of the board or committee's activities and decision-making processes. In performing their fiduciary duties, members must act at all times in the best interest of the College. Members must set aside personal self-interest and perform their duties in a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the board or committee.

The purpose of this policy is to ensure that board and committee members are aware of situations that may create a conflict of interest.

Definition of conflict of interest

The Canadian Institute on Governance defines conflict of interest as follows:

Board (committee) members are considered to be in a conflict of interest whenever they themselves or members of their family, business partners, or close associates, may personally benefit either directly or indirectly, financially or otherwise, from their position on the board. A conflict of interest may be "real," "potential" or "perceived" the same duty to disclose applies to each. Full disclosure in itself does not remove a conflict of interest.

Examples of conflict situations

The following is a list of potential conflict situations:

- Any situation where a private interest has the potential to compromise the proper performance of a board or committee member's fiduciary duties.
- Any circumstance that may result in a personal or financial gain to a board or committee member or his/her family member, business partner, friend or close associate. This includes, but is not limited to, accepting any payment for services rendered to the College, including contracted work, or accessing financial or other resources for personal use, i.e. transportation, accommodation, training, supplies or equipment.
- Seeking, accepting or receiving any personal benefit (gift, credit, payment or service) from a supplier, vendor or other individual or organization doing or seeking to do business with the College, or attempting to influence an act or decision of the board.
- Exercising one's powers as a board or committee member motivated by self-interest or some other improper purpose.
- Being a board or committee member or staff of another organization which might have material interests that conflict with the interests of the College; and dealing with matters on one board or committee which might materially affect the other board or committee.

Process for disclosure of conflicts at meetings

A board or committee member who is in a position of conflict or potential conflict must immediately disclose this conflict to the Board or committee by notifying the president (or the committee chair). The disclosure must be detailed enough to explain the nature or extent of the member's interest. Disclosure

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must be made at the earliest possible time and prior to any discussion or vote. Unless otherwise directed by the Board or committee, the member must leave the room for the duration of the discussion or vote. The disclosure of the conflict must be duly recorded in the meeting minutes, including the time the member left and returned to the meeting.

Process for resolution of conflict

A board or committee member may be referred to the president, with notice to the registrar, if it is believed that the member is in a situation of actual or potential conflict of interest. The president may either

1. attempt to resolve the matter informally, or
2. refer the matter to an ad hoc subcommittee of the Board.

Contravention

In accordance with section 17.11 (5) of the *Health Professions Act*, the Board may review the conduct of any member, and if the Board is satisfied that the member has contravened a term of the oath of office, the Board may, by resolution passed by two-thirds of the members voting on the resolution, reprimand, suspend or remove that member from the Board or any committee.

Application

This policy applies to board members, committee members, and any other individual representing or doing work for the College.

I acknowledge that I have read and understood the College's Conflict of Interest Policy and agree to conduct myself in accordance with it.

Signature _____

Name _____

Date _____