



**POLICY NAME: CONFLICT OF INTEREST**

Date	Action
October 31, 2013	Approved by the Board of Directors
April & August 2021	Policy reviewed and formatted to current standard; Board of Directors advised August 30, 2021

**SCOPE**

This policy applies to The Couchiching Conservancy (CC) staff, officers, directors, and members of committees of, or reporting to, the Board of Directors (the Board).

**DEFINITIONS**

**Closely related party:** spouse or domestic partner, child, sibling, parent, other relative living in the same household, or their spouse.

**Conflict of Interest:** occurs when an insider or a closely related party of an insider has a direct or indirect pecuniary interest in a material matter arising from his/her position with CC.

**Indirect Pecuniary Interest:** for the purpose of this policy an insider has an indirect pecuniary interest in any material matter in which the Board or a committee of the Board is concerned, if the insider:

- a. is a shareholder in, or a director or senior officer of, a corporation that does not offer its securities to the public, that has a pecuniary interest in the matter,
- b. has a controlling interest in, or is a director or senior officer of, a corporation that offers its securities to the public, that has a pecuniary interest in the matter,
- c. is a member of a body that has a pecuniary interest in the matter, or
- d. is a partner, a closely related party, or is employed by a person or body that has a pecuniary interest in the matter.

**Insider:** CC staff, officers, directors, members of committees of, or reporting to, the Board.

**Material Matter:** a material contract or material transaction whether made or proposed that can reasonably be regarded as likely to influence an insider.

**Pecuniary Interest:** an interest in a material matter capable of being measured monetarily, including a gain or loss of a prospective advantage having monetary value.

## **GENERAL STANDARDS**

1. This policy supersedes all previous CC policies related to conflict of interest, which are now considered to be rescinded.
2. As a charitable organization, CC serves the public rather than private interests and strives to preserve the highest level of integrity and trust with the communities it serves and all parties with whom it interacts.
3. CC will follow its property selection criteria and approval procedures while engaging in land and conservation agreement transactions regardless of ownership or circumstances.
4. CC will deal with conflicts of interest as soon as possible as they arise.
5. CC will not accept a donation or complete a land transaction if an identified conflict of interest is not addressed.
6. Insiders shall abstain from accepting gifts or gratuities in excess of \$100.00 from individuals or organizations engaged in transactions with CC unless otherwise approved.
7. This policy is intended to supplement, but not replace, any provincial or federal legislation governing conflict of interest applicable to registered charities or not-for-profit corporations.
8. The Conflict of Interest Policy will be provided to all new staff members, directors, and to others as appropriate.

## **POLICY**

1. Insiders will identify and immediately disclose any pecuniary interest by declaring such interest to the Executive Director, the President of the Board, or to the relevant committee chairperson. The pecuniary interest shall be disclosed in writing or by requesting to have it entered in the minutes of the meetings of the Board. The disclosure shall include the nature and extent of the pecuniary interest and if disclosed at a meeting of a committee of, or reporting to, the Board, it shall be brought forward as soon as possible to a meeting of the Board.
2. In the case of a director or member of a committee of, or reporting to, the Board, disclosure required by this policy shall be made,
  - a. At the meeting at which a material matter is first considered or if the individual is absent from that meeting, then at the first meeting attended by the individual thereafter;
  - b. If the director or member was not, at the time of the meeting referred to in paragraph a. interested in the material matter, at the first meeting after the director or member becomes so interested;

- c. If the director or member becomes interested after the material matter is dealt with, at the first meeting after the director or member becomes so interested; or
  - d. If an individual who is interested in a material matter later becomes a director or member, at the first meeting after the individual becomes a director or member.
- 3. In the case of an officer or staff person who is not a director or a member of a committee of, or reporting to, the Board disclosure required by this policy shall be made:
  - a. Immediately after such individual becomes aware that the material matter is to be considered or has been considered at a meeting;
  - b. If such individual becomes interested after a decision respecting a material matter has been made, immediately after such individual becomes so interested;
  - c. If an individual who is interested in a material matter becomes an officer or staff person, immediately after the individual becomes an officer or staff person.
- 4. The chair will call the question of pecuniary interest at the beginning of each Board meeting or meeting of a committee of, or reporting to, the Board and bring forward any such interests reported since the previous meeting.
- 5. The Board will make the final determination whether a pecuniary interest exists or whether an identified interest relates to a material matter. Insiders agree to be bound by the decision of the Board.
- 6. Insiders will provide all relevant information as requested and will abstain from participating in any decisions or voting on matters where they have a pecuniary interest. Insiders will not be present while discussions and deliberations on the matter take place.
- 7. An insider may communicate with the Executive Director or with a member of the Board when that insider reasonably believes there is an apparent pecuniary interest on the part of any other insider that has not been reported to the Board or acknowledged in any way. The Executive Director or member of the Board will bring the matter forward to the Board.
- 8. Where there is a failure to declare a pecuniary interest, the Board will determine the course of action up to and including removal from employment, office, or membership. No insider will be removed unless the individual has been given fair notice and has had the opportunity to address the Board concerning the matter.
- 9. All matters related to pecuniary interests will be reflected in the minutes of meetings of the Board.