

## **Conflict of Interest Policy**

### **(1) Purpose**

1(1) Each member of the Board of Directors, the Executive, and other delegated representatives have a duty to ensure that the trust and confidence is maintained through decision-making that is founded on integrity and transparency and is free from conflicts of interest. This includes recognizing that conflicts of interest exist and have the potential to inhibit the integrity of particular decisions and damage the Association's<sup>1</sup> reputation.

1(2) The purpose of the conflict of interest policy is to:

- (a) minimize the impact on decision-making of potential conflicts arising between the private interests of any member of the Board of Directors, the Executive, and other delegated representatives in the execution of their responsibilities to the Association;
- (b) establish conflict of interest rules for the Association that do not frustrate its ability to manage its day-to-day operations and obtain necessary funding and resources for its long-term sustainability.

### **(2) Interpretation**

2(1) A conflict of interest exists where a Director, Officer or Coordinator:

- (a) has, or is perceived to have, personal, family or business interests that might benefit from a decision in which they are involved or is able to influence those making it;
- (b) is involved with a competing or sister organization that may result in a divided loyalty in the context of making a decision.

2(2) For the purposes of this conflict of interest policy, "Coordinator" means a person, other than a Director or an Officer, who has been delegated decision-making authority by the Board to perform certain functions on behalf of the Association, such as organize or deliver programming and events.

### **(3) Application**

3(1) This conflict of interest policy applies to:

- (a) Directors of the Association;
- (b) Officers of the Association; and
- (c) Coordinators of the Association.

3(2) All Directors shall sign the Association's Conflict of Interest Policy and Disclosure Form no later than the first meeting of each new Board. Original copies shall be held by the Vice-President (Administration).

3(3) All Officers and Coordinators subject to this policy shall sign the Association's Conflict of Interest Policy and Disclosure Form within thirty (30) days of their appointment. Original copies shall be held by the Vice-President (Administration).

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<sup>1</sup> For the purposes of this policy, "Association" and "League" are to mean Gay Ottawa Volleyball

#### **(4) Policy**

##### **Disclosure of Conflict of Interest**

4(1) A Director, Officer or Coordinator of the Association who,

- (a) is a party to a contract or transaction, or a proposed contract or transaction with the Association; or
- (b) is a director or an officer of any party to a contract or transaction or proposed contract or transaction; or
- (c) has a material interest in a party to the contract or transaction,

shall disclose this interest to the Board and request that the nature and extent of the interest be included in the meeting minutes.

##### **Disclosure by a Director**

4(2) The disclosure required by subsection (1) must be made in writing, in the case of a Director,

- (a) at the beginning of the Board meeting during which the contract or transaction or proposed contract or transaction is to be considered;
- (b) if the Director did not have an interest in the contract or transaction or proposed contract or transaction at the time of its consideration, at the first Board meeting after they become interested;
- (c) if the Director becomes interested in a contract after it has been made or in a transaction after it has been entered into, at the first Board meeting after they become interested; or
- (d) if the person who is interested in the contract or transaction or proposed contract or transaction later becomes a Director, at the first Board meeting after they become a Director.

##### **Recusal of Director at Board Meeting**

4(3) A Director referred to in subsection (1)

- (a) shall recuse themselves from any part of a Board meeting in which the contract or transaction is considered;
- (b) shall not take part in any vote regarding the contract or transaction;
- (c) shall not attempt to influence other directors on the matter; and
- (d) shall not negotiate the contract or transaction on behalf of the Association.

##### **Quorum**

4(4) Should no quorum exist pursuant to Bylaw 1 because of the recusal of one or more Directors under the provisions of this policy, the remaining directors are deemed to constitute a quorum for the purposes of voting on the resolution.

##### **Disclosure by an Officer or Coordinator**

4(5) The disclosure required by subsection (1) must be made, in the case of an Officer or Coordinator, immediately and in writing to the Chair of the Board of Directors of the Association.

### **Receipt of Disclosure from an Officer or Coordinator**

4(6) The Chair of the Board of Directors of the Association shall request that the Officer or Coordinator's disclosure under subsection (5) and the nature and extent of the interest be included in the minutes of the first meeting of the Board following the disclosure.

### **Effect of Disclosure by an Officer or Coordinator**

4(7) Where an Officer or Coordinator makes a disclosure under subsection (5), the Board of Directors shall determine to what extent the Officer or Coordinator is to recuse themselves from negotiating the contract or transaction on behalf of the Association.

4(8) Should the Board of Directors determine that an Officer or Coordinator is to recuse themselves from negotiating a contract or transaction, the Board may appoint someone to continue negotiating the contract or transaction on behalf of the Association in the Officer or Coordinator's place.

4(9) The effects of disclosure from an Officer or Coordinator shall be recorded in the minutes of the meeting during which the determination under this section is made.

### **Access to Disclosures**

4(10) The members of the Association may examine the portions of any minutes of meetings of the Board that contain disclosures under this policy, and of any other documents that contain those disclosures. Said portions of minutes or other documents shall be provided to the requesting member by the Vice-President (Administration) within 30 business days of the request.

### **Members' Approval**

4(11) Should all Directors be required to make disclosure under subsection (1), the contract or transaction may be approved only by the members of the Association by ordinary resolution at a members meeting.

### **Effect of Disclosure**

4(12) A contract or transaction for which disclosure is required under subsection (1) is not void or voidable, and the Director, Officer or Coordinator is not accountable to the Association or its members for any profit or gain realized from the contract or transaction, because of the Director's, Officer's, or Coordinator's interest in the contract or transaction, if,

- (a) disclosure of the interest was made in accordance with this policy;
- (b) the Directors, Officers or Coordinators approved the contract or transaction; and
- (c) the contract or transaction was reasonable and fair to the Association when it was approved.

### **Breach of Duty to Disclose and Removal**

4(13) Should the Board determine that a breach of duty to disclose has occurred by any Director, members may proceed to the removal of the Director pursuant to section 3.06 of Bylaw 1.

4(14) Should the Board determine that a breach of duty to disclose has occurred by any Officer who is not a member of the Board, the Board may proceed with the removal of the Officer from their role as Officer.

4(14) Should the Board determine that a breach of duty to disclose has occurred by any Coordinator who is not a member of the Board, the President may proceed with the removal of the Coordinator from their role as Coordinator.

**(5) Gifts and Donations**

5(1) A member of the Board or Officer may accept a gift or donation on behalf of the Association, if,

- (a) the Director or Officer discloses the gift or donation at the first meeting of the Board following receipt of the gift or donation;
- (b) the Board determines that the Director or Officer is not influenced in any way by the gift or donation in their duties within the Association; and
- (c) the disclosure of the gift or donation is recorded in the meeting minutes.

5(2) A Coordinator may accept a gift or donation on behalf of the Association, if,

- (a) the Coordinator discloses the gift or donation to the Chair of the Board immediately following receipt of the gift or donation;
- (b) the Chair of the Board determines that the Coordinator is not influenced in any way by the gift or donation in their duties within the Association; and
- (c) The disclosure of the gift or donation is recorded in the minutes of the first meeting of the Board of Directors following the disclosure.



Tim Klodt, Chair of the Board

18 June 2019

Date



James Clemens, Secretary of the Board

18 June 2019

Date