

**Appendix Name:** C. Procedure for Handling Conflict of Interest

**Policy Section:** Appendices

**Effective Date:** November 23, 2023

**Revised Date:**

- 1) Disclosure: Trustees of the Board have a duty to disclose any personal, family, or business interests, or other community involvements, that may, in the eyes of another person, influence their judgment. Trustees shall disclose conflicts of interest to the Board. In addition, if a Trustee perceives another Trustee may be in a potential conflict of interest, they should also bring this to the attention of the Board in accordance with the Duty of Loyalty.
- 2) Trustees are expected to disclose potential conflicts, if anticipated, prior to their nomination or election. Otherwise, they are obliged to disclose annually in the declaration of conflict of interest and when a circumstance may arise. They should be disclosed to the Board Chair and/or to the whole Board.
- 3) The Board itself may want to disclose specific Trustees conflicts of interest to members, staff, funders, and external stakeholders where that interest may, in their judgement, affect the reputation or credibility of the organization. Such disclosure may be made publicly not just in confidential communication.
- 4) Determination of Conflict: The Board with the Director should assess the presence of a conflict of interest, or the perception of one, and determine what actions, if any, are appropriate to address the situation. If a breach is perceived to have occurred, the Board will address it as outlined in the Resolutions and Sanctions for Breaches of Code of Conduct, section 2 of Trustee Code of Conduct Identification, Investigation and Resolution Sanctions (Appendix B).
- 5) Stepping Out: Trustees have a duty to exempt themselves from participating in any discussion and voting on matters where they have, or may be perceived as having, a conflict of interest. Normally they may be asked to step out.
- 6) Minutes of Board or meetings should reflect when a Trustee steps out because of a conflict.
- 7) Perceived Conflict of Interest: It is acknowledged that not all conflicts or potential conflicts may be satisfactorily resolved by strict compliance with the bylaws and policy. There may be cases where the perception of a conflict of interest or breach of duty (even where no conflict exists or breach has occurred) may be harmful to the organization notwithstanding that there has been compliance with the bylaws. In such circumstances, the process set out in this policy for addressing conflicts and breaches of duty shall be followed.

**Reference:**

*The Ontario Organizational Development Program (OODP) 2014  
Conflict of Interest Policy, Good Governing 2021*