**CONFLICT OF INTEREST POLICY**

**INTRODUCTION**

NAME must meet high ethical standards to merit the trust of its members, as well as partners, stakeholders, governments and the public. Board members and employees are entrusted with and are accountable for fulfilling their duties with integrity. They have a duty to serve and make decisions in the best interests of NAME. However, decision-making is sometimes affected by other interests (personal or professional) of individuals in the organization. Such conflict of interest situations are a regular part of organizational and personal life and cannot simply be eliminated.

**PURPOSE**

The purpose of this policy is to permit NAME to manage conflict of interest situations successfully and resolve them fairly. It is intended to help board members and employees to act ethically and comply with relevant conflict of interest legislation.

**DEFINITION**

A conflict of interest is a situation in which a person has or appears to have a private interest that could conflict with that person’s ability to act in good faith and in the best interests of NAME. Private interest refers to opportunities for individuals to achieve financial benefit, special advantage, improved status, etc., that benefit themselves, their immediate families, business partners, or other organizations they volunteer or work for.

There can also be private conflict in duties owed to another, where a director’s duties to the organization he or she serves conflict with duties that the director owes to another organization. This can happen when a person is a director of two organizations, or is a director of one corporation and serves as staff or in another capacity with another organization, and these two organizations have dealings with each other. The person’s duty to both entities can lead to a conflict of interest. This can arise if the interests of the two entities are not in harmony and the director cannot discharge his or her obligations to one without acting against the interests of the other.

A conflict of interest occurs when a person is able to influence decisions or policies, whether by official vote or moral and/or intellectual persuasion.

* A conflict of interest may be an actual, perceived or potential conflict:
* Actual or real, where Board members’ and employees’ official duties are or will be influenced by their private interests.
* Perceived by a reasonably-informed person, where their official duties appear to be influenced by their private interests.
* Foreseeable or potential, where their official duties may be influenced in the future by their private interests

**POLICY/STATEMENT**

When a person has an ongoing conflict of interest, he or she will disclose the conflict to the Board of Directors by completing an annual declaration of conflict of interest.

Whenever a director has a private interest in any matter coming before the Board of Directors, that person shall:

1. Fully disclose their conflict to the Board of Directors at the outset of the meeting.

2. Take no part in any discussion or vote on the matter causing the conflict and make no attempt to exert influence over the matter either formally or informally.

3. Unless asked to stay, leave the meeting while the matter is dealt with. This person may be counted to establish quorum for the meeting.

4. The minutes will record both the disclosure of the conflict of interest and the director’s absence or abstention from the vote.

The application of any part of this policy shall rely on the common sense of the group as a whole. Conflict of interest circumstances vary, and the judgment and flexibility of the Board in dealing with conflicts of interest must be preserved.

Approved by the Board: DATE