

CONFLICT OF INTEREST POLICY

Purpose: To ensure that all dealings of the Kerrisdale Community Centre Society are conducted openly, fairly, and honestly with the primary objective of achieving the best outcomes for the Centre and the Society.

Context: Each year the Kerrisdale Community Centre Society and its staff make a number of decisions about hiring and contracting with personnel, purchasing or leasing goods and services, and supporting community initiatives. In order to maintain the high level of public support and respect that it enjoys, the affairs of the Kerrisdale Community Centre Society must be conducted professionally, objectively and without interference, or the appearance of interference, arising from personal interests of the individuals involved in making decisions for the Society.

Definitions: Conflict of interest arises when a personal or financial interest exists or appears to exist that is potentially at odds with achieving the best outcomes of the Kerrisdale Community Centre and the Society. This can include the interests of the individual's family members, friends, business associates, or business interests as well as the individual's personal interests. Such interests include any benefit, not limited to money, which advances or protects the interests of the individual.

Following are some examples of situations which are also encompassed by this policy:

- a. using the Society's resources to benefit another organization not formally affiliated with the Society;
- b. accepting any item of economic benefit arising from involvement with the Society. Any gift with a value of more than \$50 received by an individual because of his or her involvement with the Society is considered the property of the Society.
- c. accepting invitations to events, apart from customary hospitality, arising from the individual's involvement with the Society;
- d. using to the benefit of the individual or close family member any information which is obtained in the course of the individual's duties and responsibilities for the Society and is not generally available to the public.
- e. disclosing confidential information obtained through the course of the individual's duties and responsibilities for the Society.

The **appearance of a conflict of interest** occurs when a reasonably well-informed person could justifiably perceive that an individual making decisions on behalf of the Society is influenced by the individual's personal interests rather than those of the Society. It is not necessary that decisions were actually influenced; it is enough if it could be, or could appear to be influenced.

Responsibility: The President of the Society, or delegate, is responsible for ensuring that the policy's provisions are adhered to.

Scope and Limits of the Policy:

This policy applies to all members of the Society's Board of Directors and Board committees and Kerrisdale Community Centre Society staff.

Park Board staff working at the Kerrisdale Community Centre are expected to abide by the City of Vancouver's conflict of interest policies

Provisions of the Policy:

1. **Duty of loyalty:** All Board members, Committee members and Society staff persons must conduct their affairs in such a manner that the existence or appearance of conflict of interest is avoided.

2. **Obligation of each Board member, Committee member and Society staff person**

Every Board member, Committee member and Society staff person must:

a. Acknowledge Awareness and Understanding of the Policy

At the beginning of their terms of service all Board members, Committee members and Society staff persons shall acknowledge their receipt and their understanding of this policy by signing and dating a copy of the Acknowledgement Form. Signed forms will be held by the Society's President. Failure to sign does not nullify the policy.

b. Disclose Any Real or Apparent Conflict of Interest

b.1 Disclosure by the person with the conflict:

All Board members, Committee members and Society staff persons shall disclose all actual or potential conflicts of interest that may arise between their duty to the Society and their personal situation as described in the definition of conflict of interest. This includes the listed situations.

Such conflicts shall be reported to the Board either in writing or verbally at a minuted Board or committee meeting as soon as the person first becomes aware of the conflict. Disclosure of the conflict is required even if the person does not become aware of the conflict until after the potentially conflicting matter is concluded. Disclosures made at a committee meeting must be reported to the Board of Directors; this may be done by including them in committee minutes.

b.2 Disclosure by another person

If a Board member, Committee member or Society staff person has reasonable cause to believe that another Board member, Committee member or Society staff person has failed to disclose a real or perceived conflict of interest, this information shall be given to the Executive Committee. The person identified shall be informed of supposed conflict of interest and the basis for such assumption and be given the opportunity to explain to the Executive Committee the alleged failure to disclose the conflict.

c. Obligation to Inform the Board

The Board must be fully informed about any transactions or arrangements which the Society is considering which could present a Board member, Committee member or Society staff person with a real or apparent conflict of interest.

3. **Response of the Society to the Existence or Appearance of a Conflict of Interest**

The Executive Committee will evaluate any disclosures to determine whether they involve real or apparent conflicts of interest. Should the Executive Committee determine that a real or apparent conflict of interest exists, the Executive Committee will recommend that the Board take some or all of the following actions to remove the conflict from the situation:

- a. A Board member, Committee member or Society staff person who is found to have a real or apparent conflict shall not be present at any discussion or debate of the Board of Directors, or of any committee or subcommittee thereof and shall not be included in any correspondence (whether written, electronic, or otherwise) among the Board or Committee members in which a contract, transaction, or situation in which there may be a real or apparent conflict of interest is considered or debated.

- b. Under no circumstances may a Board or Committee member with a real or apparent conflict of interest vote on any matters giving rise to the conflict of interest at any meeting of the Board or Committee.
- c. The person with the conflict must leave the meeting for a period of discussion amongst the Board. In this instance the existence of a quorum shall not be broken by the non-participation of a Member who has the conflict.
- d. Individuals who have a conflict shall not, in any situation, attempt to influence the deliberation or voting on the matter giving rise to the conflict of interest.
- e. Notwithstanding clauses 3.a – 3.d, by a unanimous vote, the Board or Committee may allow a member who has a conflict to provide the Board or Committee with clarifying information, relate additional facts, or respond to questions.
- f. The conflict of interest and associated actions must be recorded in the minutes of the meeting as described in Section 5.

4. Consequence of a Conflict of Interest

The Society may enter into a transaction or arrangement in which a Board or Committee member or a staff member has a conflicting interest only if:

- the interest has been disclosed in accordance with this Policy, and
- a majority of disinterested Board or Committee Members approve the transaction or arrangement after determining, in good faith and after reasonable inquiry, that the transaction or arrangement is fair, reasonable, and in the best interests of the Society.

5. Records of Conflict of Interest

The discussions and decisions of any Board or Committee meeting on matters related to a real or apparent conflict of interest shall be documented in meeting minutes detailing material facts and the basis for any decision. Correspondence among Board or Committee members in which a real or apparent conflict of interest is discussed shall also be entered into the minutes.

In the case of discussions and decisions made by a Committee, the minutes detailing these must be reported to the Board of Directors at the earliest opportunity.

6. Consequences of Violating this Policy

If the Executive Committee, after making such further investigation as may be warranted in the circumstances, determines that a Board member, Committee member or Society staff person has failed to comply with this Policy, it shall recommend appropriate action to be taken by the Board of Directors. This may include recommending removal from office or discharge from employment in accordance with the law.

Where one or more Board members, Committee members or Society staff persons knowingly fail to disclose a material interest in accordance with this policy, the Kerrisdale Community Centre Society reserves all rights it may have in law to revoke or rescind any contract or transaction associated with the conflict of interest.

Related Documents:

Joint Operating Agreement (2018), Section 6.1: Corporate and Governance Policies
BC Societies Act (2015), Part 5, Division 2, Section 50 and Division 4, Sections 56 - 58
KCCS By-laws (201#), By-law 11: Loss of Membership
KCCS Annual Acknowledgment Form (attached)



KCCS Conflict of Interest Policy: Acknowledgment Form

This form must be signed by every Board member, Committee member and Society staff person at the beginning of their term of service to the Society.

I, _____, acknowledge that I have received, read, and understood the Kerrisdale Community Centre's Conflict of Interest Policy approved September 2019.

Signature: _____

Date: _____

This signed form will be kept by the Society President.