



<b>Category:</b> Governance	<b>Responsible Owner:</b> Chair – Board of Governors	<b>Effective Date:</b> June 1, 2020
<b>Policy Number:</b> 10.2	<b>Final Approval Body:</b> Board of Governors	<b>Proposed Review Date:</b> June 30, 2021
<b>Policy Name:</b> Conflict of Interest Policy – Board Members	<b>Forms:</b> Conflict of Interest Declaration Form	<b>Amendment History:</b>

**A. POLICY:**

**PURPOSE:**

The *Conflict of Interest* policy ensures that Board members of the College are equipped to recognize, disclose, and avoid any real or perceived conflicts of interest during their tenure on the Board.

**SCOPE:**

This policy applies at all times to all members of the Board of Governors including member Governors, independent Governors, and ex-officios.

**WHEN TO USE THE POLICY:**

As part of the annual orientation of Board members, and on an ongoing basis to ensure that any real or perceived conflicts of interest are recognized, disclosed, and avoided.

**DEFINITIONS:**

1. A **conflict of interest** is any situation where a Board member’s personal or professional interests may interfere with or impede that Board member in discharging the duties in accordance with the *Code of Conduct* policy (10.1). This includes, but is not limited to, situations in which:
  - a. The personal interests of a Board member may prevent the Board member from acting in the College’s best interests, and on behalf of the College in a fair, impartial, and unbiased manner.
  - b. The interests of a Board member’s family, close friend, business associate, corporation or partnership in which a Board member holds a significant interest, or a person to whom a Board member owes an obligation, may prevent the Board member from acting in the College’s best interests, and on behalf of the College in a fair, impartial, and unbiased manner.
  - c. The Board member has a direct or indirect material interest in a contract or transaction, or a proposed contract or transaction, in which the Society or College are engaged.
  - d. Board Members having a direct association with a supplier organization, or who may directly benefit from a decision of the Board.
  - e. The Board member has a direct or indirect material interest in a matter under consideration by the Board.
2. A **material interest** is an actual or potential benefit that could be obtained by the person or people involved.

**POLICY STATEMENTS:**

1. Board members must arrange their affairs and conduct themselves in a manner to avoid any conflict of interest, or the appearance of any conflict of interest.
2. Unless authorized to do so, Board members may not:
  - a. Act on behalf of the College or deal with the College in any matter where they are in a conflict of interest or appear to be in a conflict of interest.

- b. Use their relationship with the College to pursue or advance personal interests or those of a close friend, family members, business associate, corporation or partnership in which they hold a significant interest, or a person to whom they owe an obligation.
3. In all cases, Board Members will disclose any and all interests that may give rise to an actual or perceived conflict of interest to the Board Chair without delay.
4. While it is recognized that Board members may work for, be granted practice privileges by, or have associations with organizations relevant to the work of the Board, they serve on the College Board as individuals and not as representatives of those other organizations.
5. The Board may, at its discretion, delegate accountability for compliance with this policy to a Committee of the Board, with final accountability and authority being retained by the Board at all times.

**PROCEDURES:**

1. A Board member who has identified a potential perceived or actual conflict of interest has the responsibility to report this situation to the Chair of the Board in writing, or verbally, without delay.
  - a. A Board member who has a conflict of interest must declare this prior to discussion of this associated issue.
2. When the Board Chair becomes aware of a conflict of interest, they must identify the conflict to the Board.
3. With the Member perceived to be in conflict refraining from voting, the Board shall determine by majority vote whether or not a conflict of interest exists.
4. If a Member is declared either by the Chair's ruling or by majority vote to be in a conflict of interest, they will absent themselves from the proceedings during discussion or voting on that particular matter, contract or arrangement.
5. The Board Secretary, in consultation with the Board Chair, will ensure that confidential materials relating to such decisions are not circulated to any Board member with a known conflict of interest.
6. Annually in September, Board members will be asked to make a declaration regarding any perceived or actual conflicts of interest.
7. New Board members must submit a completed *Conflict of Interest Declaration* to the Chair before that Governor or Director takes part in any Board or committee meetings for the first time.

**LINKS TO SUPPORTING FORMS, DOCUMENTS, WEBSITE:**

Conflict of Interest Declaration Form

Division 4 – Director Conflicts of Interest. BC Societies Act:

[http://www.bclaws.ca/civix/document/id/complete/statreg/15018\\_01#division\\_d1e4256](http://www.bclaws.ca/civix/document/id/complete/statreg/15018_01#division_d1e4256)

**REFERENCE TO EMPLOYMENT AGREEMENT CLAUSES:**

**REFERENCE TO BYLAWS or ARTICLES:**

**RELATED ACTS AND REGULATIONS:**

BC Societies Act, Division 4: Director Conflicts of Interest

**RELATED POLICIES:**

10.1 Board of Governors Code of Conduct

**APPROVALS:**

<b>Responsible Owner:</b>	<b>Date:</b>
<b>Principal or Designate:</b>	<b>Date:</b>
<b>IF APPLICABLE:</b>	
<b>Chair, Academic Board</b>	<b>Date:</b>
<b>Chair, Marketing and Recruitment Committee:</b>	<b>Date:</b>
<b>Chair, Finance Committee:</b>	

**APPROVAL FOR ALL POLICIES**

<b>Chair, Board of Governors</b>	<b>Date:</b>
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<b>Revision Date(s):</b>	<b>Replaces Policy Number:</b>
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**Note:** The Policy Font is Calibri size 10.