

# Cataraqui Conservation Foundation

## Conflict of Interest Policy

### Article I: PURPOSE

The effectiveness of the **Cataraqui Conservation Foundation** (CCF) depends upon maintaining the highest level of credibility, confidence and trust with the community it serves, with its donors, and with everyone with whom it works.

All members of the Board of Directors and other volunteers associated with the CCF, must act honestly and with good faith at all times, and must respect the terms of this Policy.

This policy supplements but does not replace any applicable provincial or federal laws governing Conflicts of Interest applicable to registered charities.

### Article II: DEFINITIONS

#### **1. Conflict of Interest:**

A Conflict of Interest exists when a Covered Person (as defined below):

- (a) has a material Financial Interest (as defined below) in a transaction or project under consideration by the Board or a committee of the CCF or
- (b) proposes to act on any issue, matter or transaction in which the CCF has an interest, and in which the Covered Person may have an interest separate from that of the CCF.

A Conflict of Interest may also exist in situations in which there is an appearance that a Covered Person is:

- (a) utilizing, for his or her own benefit, inside information that is proprietary to the CCF
- (b) is acting in his or her own interest rather than the best interest of the CCF
- (c) has the ability to exercise undue influence over the CCF decisions, or
- (d) is receiving favourable treatment by the CCF because of his or her status as a Covered Person.

#### **2. Covered Persons:**

A Covered Person is:

- a. Any director or officer of CCF.
- b. Any volunteer member of CCF.
- c. Any substantial contributor to CCF with an ability to substantially influence the financial and transactional decisions of the CCF.

#### **3. Financial Interest:**

A Covered Person has a Financial Interest if the person has, directly or indirectly, through business, investment or family, including a spouse or domestic partner, or a child, sibling or parent and their spouses:

- a. an ownership or investment interest in any entity with which the CCF has a transaction or arrangement;
- or
- b. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the CCF is negotiating a transaction or arrangement.

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### Article III: PROCEDURES

**1. General Guidelines:** All Covered Persons must avoid a Conflict of Interest involving their duties to the CCF. It is expected that all Covered Persons will conduct themselves under strict rules of honesty and fair dealing between themselves and the CCF. Such persons must not use their position or knowledge gained during their association with the CCF for their private benefit (or the benefit of their family or friends) nor to obtain an unfair advantage over any aspect of their dealings with the CCF.

**2. Duty to Disclose:** In connection with any actual or possible Conflicts of Interest, a Covered Person must disclose the matter to the CCF in writing, or in person at a meeting (for recording in the minutes).

**3. Determining Whether a Conflict of Interest Exists:** After disclosure of the actual or potential Conflict of Interest, and after any discussion with the disclosing person, he or she must leave the board or committee meeting while the determination of a Conflict of Interest is discussed. The remaining Board or committee members will vote as to whether or not they believe a Conflict of Interest exists.

**4. Procedures for Addressing the Conflict of Interest:** When a transaction or arrangement of CCF involves an actual, potential or perceived Conflict of Interest with a Covered Person, the person with the Conflict of Interest must not:

- (a) be in the room when discussions concerning the matter take place
- (b) participate in any discussions or votes relating to the matter.

**5. Violations of the Conflict of Interest Policy:** If the Board or committee has reasonable cause to believe that a Covered Person has failed to disclose an actual or potential Conflict of Interest, the President of the Foundation will inform the Covered Person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose. If, after hearing the response of the Covered Person and making such further investigation as may be warranted under the circumstances, the board or committee determines that the Covered Person has in fact failed to disclose an actual or potential Conflict of Interest, it will ensure that the person is not present during any discussions or decisions about the matter.

### Article IV: RECORDS OF PROCEEDINGS

The minutes of the Board and its committees will report on the declaration of any Conflict of Interest by a Covered Person or any Board or Committee decision with respect to a Conflict of Interest.

### Article V: ANNUAL COMPLIANCE STATEMENT

All Covered Persons must sign the following statement on becoming a Board or committee member or taking on a role which falls under the Covered Persons definition. The statement must thereafter be signed annually, at the first applicable meeting following the Annual General Meeting.

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**COMPLIANCE STATEMENT**

I have received and read a copy of the CCF Conflict of Interest Policy. I agree to comply with this policy.

I understand that the CCF is a charitable organization and that in order to maintain its federal tax exemption it must engage in activities which accomplish its tax-exempt purposes.

Covered Person's Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Approved by Board of Directors of the CCF this 11th day of September, 2012.

Signed: *Michael Bell*

Michael Bell, Secretary, CCF

Reviewed by Board of Directors of the CCF this \_\_\_ day of \_\_\_\_\_, 20\_\_.

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Signed: \_\_\_\_\_

\_\_\_\_\_, Secretary  
CCF