

Policy Name: Conflict of Interest Policy
Version Control: October 2024
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1. PURPOSE OF THE POLICY

1.01 NORTHERN ONTARIO CURLING ASSOCIATION (the “Corporation”) should be aware of and appropriately manage all conflicts of interest, whether actual or perceived. This conflict-of-interest policy (the “Policy”) is designed to assist the Board of Directors of the Corporation (the “Board”) to identify situations that may present potential conflicts of interest and to provide the Corporation with a procedure to manage conflicts in accordance with legal requirements.

2. DUTY OF DIRECTORS

2.01 Since the Corporation is a not-for-profit corporation, directors of the Corporation act as fiduciaries; this role imposes a very high level of responsibility on, and trust in, the Corporation’s directors. As such, a director of the Corporation is required by law to act honestly and in good faith with a view to the best interests of the Corporation. A director must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. A director may not realize a direct personal benefit from their position, even where the activity or transaction from which the director would derive a benefit might benefit the Corporation as well.

3. DEFINITIONS

- 3.01 **Conflict of Interest:** For the Policy, a Conflict of Interest is defined as a conflict between a director’s personal and/or business interests and their duty to the Corporation. Such conflict may include personal, financial, ethical or moral conflicts, whether actual or perceived.
- 3.02 A director may be in a conflict-of-interest situation that is *actual or real*, where their official duties are or will be influenced by their private interests.
- 3.03 A director may be in a conflict-of-interest situation that is *perceived or apparent*, where their official duties appear to be influenced by their private interests.
- 3.04 A director may be in a conflict-of-interest situation that is *foreseeable or potential*, where their official duties may be influenced in the future by their private interests.
- 3.05 **Related Person:** For the purposes of the Policy, a Related Person is an employer, corporation, unincorporated association, spouse, partner, child, family member or household member of a director or a person with whom the director has a business relationship.

4. DISCLOSURE OF CONFLICT OF INTEREST

- 4.01 The Board shall have Conflict of Interest as a regular agenda item at the beginning of each meeting of the Board. Any director who has a Conflict of Interest, or who has a Related Person who has a Conflict of Interest, must make full, fair and prompt declaration of the nature and extent of the interest at that time.
- 4.02 Directors must notify the Board of every potential or actual Conflict of Interest no later than the first meeting of the Board after the director becomes aware they have entered into a situation, arrangement or agreement that results in or may result in a Conflict of Interest.
- 4.03 At a meeting of the Board held prior to Board or committee action involving a Conflict of Interest, a director having a Conflict of Interest shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.
- 4.04 A director who plans not to attend a meeting at which they have reason to believe that the Board or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
- 4.05 At the time of nomination, a member has the responsibility to declare themselves free of any direct Conflict of Interest resulting from their position as a director of the Corporation.

5. PROCEDURE WHEN A CONFLICT OF INTEREST IS RAISED

- 5.01 When a potential Conflict of Interest is raised before or during a Board meeting, the director who is party to the potential conflict must leave the meeting and the Board shall decide if there is a Conflict of Interest.
- 5.02 If the Board decides that there is a Conflict of Interest, the director who has a Conflict of Interest shall not attend, participate in or be permitted to hear the Board's discussion of the matter except to disclose material facts and to respond to questions. Such director shall not attempt to exert their personal influence with respect to the matter, either at or outside the meeting.
- 5.03 The director having a conflict of interest may not vote on the matter and shall not be present in the meeting room when the vote is taken. Such director's ineligibility to vote shall be reflected in the minutes of the meeting.
- 5.04 A director who has a Conflict of Interest with respect to a matter that will be voted on at a Board meeting shall not be counted in determining the presence of a quorum for purposes of the vote.

6. CONFIDENTIALITY

- 6.01 Each director shall exercise care not to disclose confidential information acquired in connection with disclosures of conflicts of interest or potential conflicts, which might be averse to the interests of the Corporation. Furthermore, directors shall not disclose or use information relating to the business of the Corporation for their personal profit or advantage or the personal profit or advantage of any Related Person.

7. REVIEW OF CONFLICT-OF-INTEREST POLICY

- 7.01 Each director shall be provided with and asked to review a copy of the Policy and to acknowledge in writing that they have done so.
- 7.02 Annually, each director shall provide a Disclosure Form as set out in **Schedule 1** of this Policy, identifying any relationships, positions or circumstances in which they are involved that they believe could contribute to a Conflict of Interest. Any such information regarding the business interests of a director, or a Related Person thereof, shall be treated as confidential and shall generally be made available only to the chair, the Executive Director and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.
- 7.03 The Policy shall be reviewed annually by the Board. Any changes to the Policy shall be communicated to all directors.

Schedule 1
CONFLICT OF INTEREST DISCLOSURE FORM

Date	
Name	
Position	

Please describe below any relationships, transactions, positions you hold, or circumstances that you believe could contribute to a real, perceived or potential conflict of interest as defined in NORTHERN ONTARIO CURLING ASSOCIATION's Conflict of Interest Policy (the "Policy"):

___ I have no conflict(s) of interest to report.

___ I have the following conflict(s) of interest to report:

1. _____
2. _____
3. _____

For the purposes of the Policy, a **Related Person** is an employer, corporation, unincorporated association, spouse, partner, child, family member or household member of a director or a person with whom the director has a business relationship.

Please specify if you or a Related Person are a director of any not-for-profit and/or for-profit corporations:

Please specify any for-profit corporations of which you or a Related Person are an officer or a majority shareholder:

Please specify the name of your employer and any businesses owned by you or a Related Person:

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, the Conflict of Interest Policy of the NORTHERN ONTARIO CURLING ASSOCIATION.

Signature

Date