



<b>Policy Type:</b>	Governance Process
<b>Policy Title:</b>	Conflict of Interest
<b>Reference:</b>	GP12
<b>Date Prepared:</b>	December 2009
<b>Date Revised:</b>	March 2010, October 2012, June 2015, January 2019, October 2021, January 2024
<b>Date Reviewed:</b>	January 2016

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## **Purpose**

This policy defines conflict of interest as it relates to College work and provides guidance to Directors and Committee Appointees with respect to their duties.

## **Why this Policy is in Public Interest**

The Board Directors and Committee Appointee need to understand when and how to avoid or manage a conflict of interest, to effectively serve in the public interest.

## **Application**

This policy applies to:

- All Board Directors and Committee Appointees, who are expected to read and understand this policy and sign the Conflict of Interest questionnaire.
- The Governance Committee, who are expected to consider what action is required when the conflict of interest is not disclosed.
- The Board Chair and the Registrar & CEO, who will oversee investigations and sanctions process, if necessary.

## **Definition**

1. A conflict of interest exists where a reasonable member of the public would conclude that a Director or Committee Appointee's personal, professional or financial interest, relationship or affiliation may affect their judgement or the discharge of their duties to the College. A conflict of interest may be real or perceived, actual or potential, direct or indirect.
2. For the purposes of this policy, a family or close personal relationship could be a spouse, partner, family member or anyone with whom they have a direct financial relationship such as a business partner, employer or employee.
3. Directors and Committee Appointees must disclose all involvements with other organizations, vendors, or associations that might give rise to, or might reasonably be seen as giving rise to, a conflict of interest.
4. The situations in which a potential conflict of interest may arise cannot be exhaustively set out. Conflicts of interest generally arise in the following situations:



- a. **Director or Committee Appointee self-interest** – when a Director or Committee Appointee directly or indirectly engages in any business arrangements with the College, or has a significant interest in a transaction or contract with the College;
- b. **Interest of a close personal relationship or association** – when a Director or Committee Appointee’s family member or practice/business partner(s) engages in any business arrangement with the College;
- c. **Gifts** – when a Director or Committee Appointee or a family or close personal relationship or any other person, company or organization chosen by the Director or Committee Appointee, accepts gifts, credits, payments services or anything else of more than a token or nominal value (\$50 or less) from a party with whom the College may enter into a business arrangement (including a supplier of goods or services).
- d. **Competing Interests** – when a Director or Committee Appointee owes obligations (including fiduciary obligations) to another organization that are competing or inconsistent with those of the College and its duty to act in the public interest.
- e. **Failure to Disclose Information** – when a Director or Committee Appointee fails to disclose information that is relevant to the affairs of the College.

## Policy

1. All Directors and Committee Appointees have a duty to act solely in the best interest of the College and to maintain the trust and confidence of the public in the integrity of the decision-making processes of the Board and College committees.
2. Directors and Committee Appointees must avoid or resolve conflicts of interest while performing their duties for the College. Even if there is no actual conflict of interest, they must make best efforts to avoid situations that a member of the public or a registrant might consider or perceive as a conflict of interest.
3. Directors and Committee Appointees recognize that a conflict of interest or an appearance of a conflict of interest by a Director or a Committee Member:
  - a. Could bring discredit to the College;
  - b. Could amount to a breach of the fiduciary obligation of the person to the College; or
  - c. Could create liability for either the College and/or the person involved.
4. Both prior to serving on the Board or Committee, and annually during a Director or Committee Member’s term of office, each Director or Committee Appointee shall disclose in writing to the Registrar any professional, business or personal interests. They should also notify the Registrar as soon as possible of any changes to this information.

## Interests that Require Declaration

5. Each Director and Committee Appointee should declare any of the following interests that relate to them or a family or close personal relationship:
  - a. Any paid or unpaid employment or professional practice;
  - b. Ownership of any company, business or consultancy;
  - c. Appointments, offices and memberships of other professional bodies or associations, voluntary or otherwise;



- d. Any close personal ties with other College Directors, Committee Appointees or College employees; and
- e. Any other interest which may be relevant and not covered above.

### **Process for Resolution of Conflicts of Interest**

6. As a standard agenda item, all Directors and Committee Appointees will be invited to declare at the beginning of each meeting any conflict of interests they have in relation to items on the agenda. The declared interests will be recorded in the Board's/Committee's minutes.
7. Where a Director or Committee Appointee believes that they have a conflict of interest in a matter, they shall:
  - a. Prior to any consideration of the matter, declare to the Board or the Committee that they have a conflict of interest that prevents them from participating;
  - b. Not take part in the discussion of or vote on any question in respect of the matter;
  - c. Leave the room (or if held virtually, log out) for the portion of the meeting relating to the matter even when the meeting is open to the public; and
  - d. Not attempt in any way to influence the voting or do anything which might reasonably be perceived as an attempt to influence other Directors or Committee Appointees or the decision relating to the matter.
8. Where a Director or Committee Appointee is in doubt as to whether they have a conflict of interest, they shall consult with an appropriate person, such as the Board Chair, the relevant Committee Chair, the Registrar, a designated member of staff, or independent legal counsel in a hearing.
9. Where a Director or Committee Appointee believes another Director or Committee Appointee has a conflict of interest that has not been formally declared, the first Director or Committee Appointee shall advise an appropriate person, such as the Board Chair, the relevant Committee Chair, the Registrar, a designated member of staff, or independent legal counsel in a hearing. The person who is suggested as having a conflict of interest is entitled to address the matter before any decision is made by the Board or relevant Committee, as appropriate.
10. Where the Board or Committee concludes that one of its Director or Committee Appointee has a conflict of interest that has not been declared, it can direct the Director or Committee Appointee to not participate in the discussion or decision, leave the room (or if held virtual log out) for the portion of the meeting, and not try to otherwise exert influence in the matter.
11. Every declaration or finding of conflict of interest, as well as any consequent action, shall be recorded in the minutes of the meeting.



### Conflict of Interest Questionnaire

Name:

Role within the College:

Director

Committee Appointee

#### Instructions:

Answer all questions.

Your response should indicate whether you are disclosing a conflict of interest for you or a family member.

For the purposes of this policy:

Family Relationship includes immediate and extended family members. Immediate family members could be spouses, same-sex partners, children, stepchildren or parents. Extended family members could include aunts, uncles, cousins, nieces, or nephews.

Close personal relationships could include close friendships, romantic relationships, or close business or financial relationships.

If any answers to questions below should change after the questionnaire has been completed, you must immediately notify the College.

Complete the questionnaire, date, and sign the affirmation at the end of the document.

1. Please list all paid employment, including full and part time work, consultancies, contract, and paid directorships.

2. To the best of your knowledge, do you or does any family or close personal relationship have a direct or indirect ownership or other financial interest in any corporation, company, or other business related to occupational therapy?

YES NO

 

If yes, please provide details.

3. Do you maintain membership in other professional bodies, associations, voluntary or otherwise? (Individuals are free to maintain membership in professional organizations. A declaration of these memberships gives assurance that there is no conflict with the College's mandate.)

YES NO



If yes, please provide details.

4. To the best of your knowledge, do you or does any family or close personal relationship hold a position of responsibility such as director, owner, board member, officer or employee of another organization where their duties may reasonably be seen as influencing their judgement in matters under consideration by the Board or its committees?

YES NO

If yes, please provide details.

5. To the best of your knowledge, do you or does any family or close personal relationship have any close personal ties with other College directors, committee members, or College staff?

YES NO

If yes, please provide details.

I understand that upon appointment or election, and annually thereafter, every director and committee member shall fully complete a conflict of interest questionnaire.

I certify the above information is true and correct to the best of my knowledge. If any matter that gives rise to, or may be perceived to rise to, a conflict of interest during my participation on the Board of Directors or any College committee, I will promptly notify the responsible staff, and provide an updated questionnaire.

I confirm I have read, considered, and understood the Conflict of Interest policy and agree to abide by its provisions.

Full Name

Signature

Date