



Calgary Immigrant Women's Association

Policy Section:	Policy Subject:	Date Enacted:	Last Review Date:
Governance	Conflict of Interest	October 2016	February 2021
Policy <p>The Board of Directors (Board) of the Calgary Immigrant Women's Association (CIWA) shall act at all times in the best interest of CIWA rather than a particular interest or constituency. This means setting aside personal self-interest and performing their duties in transacting the affairs of CIWA in such a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the Board and of CIWA.</p> <p>Members of the Board of CIWA (Board Director) shall serve without remuneration. No Board Director shall directly or indirectly receive any profit from his/her position as such. The pecuniary interests of immediate family members or close personal or business associates of a Board Director are considered to also be the pecuniary interests of the Board Director.</p> <p>It is the duty of all Board Directors and staff to be aware of this policy and to identify conflicts of interest and situations that may result in the appearance of a conflict and to disclose those situations (conflicts or potential conflicts) to the Board Chair and Chief Executive Officer (CEO) respectively.</p> <p>Full disclosure of a conflict of interest does not, in itself, remove a conflict of interest.</p>			
Procedure <p>1.0 Definition of a Conflict of Interest A conflict of interest arises when a Board Director or staff member has a personal interest that conflicts with the interests of CIWA, or where a Board Director or staff member has divided loyalties, (also known as duality of interest). This can result in an inappropriate financial gain to people in authority at CIWA, which can lead to financial penalties and violations.</p> <p>The following are definitions pertaining to a Conflict of Interest for the purpose of this policy:</p> <p>a) In this policy, a person with a conflict of interest will be referred to as an "Interested Person." An "Interested Person" is any Board Director, employee of CIWA, major donor to CIWA or anyone else who is in a position of control over CIWA who has a personal interest that is in conflict with the interests of CIWA.</p> <p>b) A "Family Member" is a spouse, parent, child or spouse of a child, brother, sister or spouse of a brother or a sister of an Interested Person.</p> <p>c) A "Material Financial Interest" in an entity is a financial interest of any kind, which is substantial enough that it would, or could affect an Interested Person's or Family Member's judgement with respect to a transaction involving CIWA.</p> <p>d) A "Contract or Transaction" is any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan, or grant, the establishment of any other type of financial relationship. The making of a gift to CIWA is not a Contract or Transaction.</p>			

2.0 Who might be affected by this policy?

Typically people who are affected by a Conflict of Interest policy are the Board Director, senior staff and the CEO. In some cases a major donor could also be in a conflict situation.

3.0 Examples of Conflict of Interest.

The following are circumstances where a possible Conflict of Interest could arise:

- a) A Board Director, employee or volunteer, (or a Family Member of any of these) is a party to a contract, or involved in a transaction with CIWA for goods or services.
- b) A Board Director, employee or volunteer (or a Family Member of any of these) has a material financial interest in a transaction between CIWA and an entity in which the Board Director, employee or volunteer, or a Family Member is a Director, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, or legal representative.
- c) A Board Director, employee or volunteer (or Family Member of any of these) is engaged in some capacity or has a material financial interest in an organization or enterprise that competes with CIWA.
- d) Other situations may create the appearance of a conflict, or present a duality of interests in connection with a person who has influence over the activities or finances of the non-profit organization. These circumstances should be disclosed to the Board and CEO, and decision made as to what course of action the organization or individual should take so that the best interests of CIWA are not compromised by the personal interests of stakeholders in the non-profit organization.
- e) Gifts, Gratuities and Entertainment. Accepting gifts, entertainment or other favours from individuals or entities can also result in a conflict or duality of interest when the party giving these gifts does so under circumstances where it might be intended to influence or persuade an Interested Person into doing something. This does not include the acceptance of items of insignificant value or entertainment which are not related to any particular transaction or activity of CIWA.

4.0 Procedure for Addressing Conflict

4.1 Each Board Director is required to review and abide by the Board Directors' Code of Conduct.

4.2 Disclosure of Conflicts - Board Directors and senior staff will annually disclose and promptly update any disclosures previously made to CIWA's Conflict of Interest form which requests them to identify their interests that could give rise to conflicts such as a list of family members, substantial business or investment holdings and other transactions or affiliations with businesses or other organizations. Board Directors are urged to disclose conflicts as they are presented as well as those situations that may evolve into a conflict of interest.

4.3 A transparent and consistent process shall be developed by the Board to determine if a potential conflict of interest is, in fact, a conflict and then how to manage the conflict.

4.4 Refraining from Participating - In some cases the person with the conflict may be asked to refrain from participating in sensitive discussions so as not to unduly influence the discussion of the conflict.

4.5 Refraining from Voting - A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a Board meeting will not be counted in the vote.

4.6 Documentation - The fact that a conflict was managed and the outcome will be documented in the minutes of Board meetings if the conflict was related to a Board Director, and reported by the CEO to the Board Chair if the conflict was related to a staff member.

5.0 Organizational Procedures

The CEO will establish procedures, such as program policies, competitive bids, and formal hiring practices, which ensure that the organization is acting without any conflicts of interest.

6.0 Confidentiality

Each Board Director and staff member will exercise care not to disclose confidential information acquired in connection with disclosures of conflicts of interest or potential conflicts, which might affect the interests of CIWA. Board Directors, employees and volunteers will not disclose or use information relating to the business of CIWA for their personal profit or advantage or personal profit or advantage of their Family Member.

7.0 Review of Policy

Each Board Director shall be provided electronic access to this policy.

Each Board Director, employee and volunteer shall complete CIWA's Conflict of Interest form identifying any relationships, positions or circumstances in which she/he is involved in or that could become a Conflict of Interest. If circumstances are to change, the onus is on the Board Director to inform the Board immediately of any changes to conflict. Examples of this could be service as a director or member of or consultant to another nonprofit organization, or ownership of a business that might provide goods or services to CIWA. Any such information regarding the business interests of a Board Director, employee or volunteer, or a Family Member will be treated as confidential and will generally be made available only to the Board and CEO.

This policy should be reviewed annually by the Governance Committee for any changes to the policy, and then communicated to the rest of the Board and CEO of CIWA.

Approved by: Motion recorded in minutes of the Board on October 20, 2016. (The motion to approve the revised policy was recorded in the minutes of the Board on February 17, 2021.)

Review Period: Annually

Tracking Process: The Governance Committee will monitor the use and revision of this policy.