

**Policy:** Governance  
Conflict of Interest  
**Policy #** GOV-002

**Approved:** Board of Directors  
**Date:** January 22, 2025  
**Reviewed:**

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**Policy: Conflict of Interest for the Board of Directors**

**Purpose:**

- Ensure the conflict of interest by board directors are declared and there are guidelines and procedures in place for declaring the said COI a process to address conflicts which are perceived but not declared.

**Procedure:**

- The board members sign the Conflict of Interest questionnaire and Code of Conduct agreement annually following the Annual General Meeting (AGM).
- A copy of it to be kept at RCC and a copy given/returned to the individual.
- Review regularly to ensure awareness, acceptance and compliance.
- Agenda item at every board meeting to allow directors to declare conflict of interest.

1. Directors will always act in the best interests of the RCC. Any director who is directly or indirectly interested in any matter before the board or any of its committees shall declare his or her interest and shall excuse himself/herself from the meeting until discussion and voting (if applicable) on the matter has been completed.
2. When a director of the board of RCC has an interest in any matter which comes before the board or any board committee which may impair the director's ability to carry out his/her fiduciary role and his/her ability to put the interest of RCC above other interests, the director will disclose the possible conflict to the board. The board, independent of the individual in question, will then decide as to whether, in its opinion, a possible conflict exists.
3. The board will establish the level of the conflict and determine whether the director must depart the meeting until such time as the matter has been fully discussed.
4. Conflict of Interest Protocol
  - 4.1 When the board agenda is formulated and, if the chair has concerns regarding a potential conflict of interest issue, the chair will raise the issue with the director prior to the meeting. If a complaint is made in writing to the chair, the chair will raise it with the director prior to the meeting.
  - 4.2 At the start of each board meeting, the chair will ask directors to review the agenda and all directors shall "declare/disclose" if they believe they will be in conflict of interest

with regard to an agenda item. The director in conflict has the onus to declare the conflict of interest.

- 4.3 If a director does not raise the conflict, but one is perceived by another director or any other person who notifies the board of such perception, then:
- 4.4 The chair, or a director through the chair, will raise the matter with the director in question.
- 4.5 If a complaint has been received, the chair will raise the matter with the director in question.
- 4.6 If a director perceives the chair is in conflict, then the director will raise it with the chair.

5. If the director agrees there is a conflict of interest, then he or she would withdraw from the discussion and decision.

- 5.1 If there is a dispute regarding whether a director is in conflict, the board should hold an in-camera meeting to discuss the situation.
- 5.2 If there is a dispute regarding whether a director is in conflict of interest, a vote shall be held to ascertain the position of the board.
- 5.3 If the dispute conflict of interest involves the chair, then the vice-chair should conduct the discussion and/or vote.

6. If after voting, the board's position is that a director is in a conflict of interest position regarding the matter under consideration, the director shall withdraw from the discussion and decision.

7. If a written complaint from a member of the public brought the matter to the attention of the Board, a written response shall be provided to the complainant outlining the Board's position and any actions taken.

8. Deemed Conflict Situations

- 8.1 Employees of the Regina Community Clinic are in a conflict of interest situation when the following are being discussed or decided which would or could have financial implications for the employee-director:
  - 8.1.1 Wage/compensation matters
  - 8.1.2 Labour contract negotiations
  - 8.1.3 Grievances/arbitrations
  - 8.1.4 Personnel policies
  - 8.1.5 Program decisions (e.g., closures, enhancements, staff reductions)
  - 8.1.6 Organizational restructuring
- 8.2 Businesspersons or professionals who contract or render services to the Association are in a conflict of interest situation when the following are being discussed or decided:
  - 8.2.1 Contracts for which the director is the contractor
  - 8.2.2 The awarding of a contract for which the director is in competition

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- 8.2.3 A district service with which the director is in competition
- 8.2.4 An issue in which the director acts in an adversarial role with respect to the Association (e.g., lawyer, C.A., union official, etc.).
  
- 8.3 Relatives/associates of individuals in the above categories:
  - 8.3.1 The term “relative” includes the director’s spouse, parents, children, or another person who has the same residence who could be financially affected by a decision of the board.
  - 8.3.2 The term “associates” includes employees of a corporation that has a contract with the Association, as well, those individuals who hold more than ten percent of the shares of such a corporation.
  - 8.3.3 Conflict of interest is possible when directors have relatives or associates in any of the situations described.
  
- 8.4 Where the board is considering some manner of service contract for which a director is not but could potentially be, in competition for the contract. (In this situation the identification of financial implications for the director may not be straightforward. However, questions may arise from other Directors or the public regarding a perceived conflict of interest).
  
- 8.5 When the board is discussing collective bargaining matters pertaining to a particular collective agreement and a director is a member of another union, which has a historical relationship, in general, with terms and conditions of employment to the collective agreement in question. (In this situation the identification of financial implications for the director may not be straightforward. However, questions may arise from other directors or the public regarding a perceived conflict of interest).
  
- 8.6 When the board is dealing with the Executive Director’s evaluation or the termination of a director who is also an employee of RCC, the director will be considered to be in a conflict of interest situation.

<b>Approval/Implementation/Evaluation Process</b>	
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Approved by:	Board of Directors
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