



**Type:** Board Management

**Authority:** Board

**Related Documents:** Board Member Agreement

### Preamble

It is the policy of the Grey Bruce Hospice Inc. (GBH) Board to require Directors to declare conflicts of interest.

### Policy Statement

All Directors have a duty to ensure that the trust and confidence of the public in the integrity of the decision-making processes of the Board are maintained by ensuring that they and other members of the Board are free from conflict or potential conflict in their decision-making. It is important that all Directors understand their obligations when a conflict of interest or a potential conflict of interest arises.

This policy applies to all Directors including ex-officio Directors and all non-board members of committees.

Directors and non-board committee members shall avoid situations in which they may be in a position to declare a conflict of interest. The by-laws contain provisions with respect to conflict of interest that must be strictly adhered to. In addition to the by-laws, the process set out in this policy shall be followed when a conflict or a potential conflict arises.

### 109.01 Description of Conflict of Interest

1. Staff and Board Members will not:
  - a. Use connections/relationships established with GBH clients/families/caregivers and/or use contacts in the context of their employment with the agency to solicit employment (contract or permanent);
  - b. Actively solicit/carry out remunerable private business of any kind during working hours or, associate therewith, use GBH office space, telephone, secretarial services, stationery and/or supplies etc;
  - c. Provide outside services using proprietary information, which is the property of GBH (i.e. in competition with GBH); and
  - d. Compete directly with GBH with respect to services that GBH provides.
2. The Executive Director may approve exceptions to this policy on an individual basis, and this approval must be documented in writing.
3. GBH Staff and Board members cannot accept recognition from clients, which contributes to personal gain (i.e. Special gifts of any value, deals/discounts etc.). Clients include any family member (traditional, extended, non-traditional, partnerships, etc.). A nominal gift such as a plant, box of chocolates may be accepted. If in doubt the staff member or board member should discuss with the Chair of the Board or Executive Director.
4. Board Members are required to sign a Conflict of Interest Disclosure annually.

### **109.02 Disclosure of Conflicts**

A Director who is in a position of conflict or a potential conflict shall immediately disclose such conflict to the board by notification to the chair or any vice chair of the board. The disclosure shall be sufficient to disclose the nature and extent of the Director's interest. Disclosure shall be made at the earliest possible time and prior to any discussion and vote on the matter.

### **109.03 Abstain from Discussions**

The Director shall not participate in the discussion of the matter in which he or she has a conflict and shall not attempt in any way to influence the voting. It shall be decided by the Chair if the Director will be asked to leave the portion of the meeting during the discussion, or be allowed to remain.

### **109.04 Process for Resolution of Conflicts and Addressing Breaches of Duty:**

All Directors shall comply with the requirements of the by-laws. It is acknowledged that not all conflicts or potential conflicts may be satisfactorily resolved by strict compliance with the by-laws. There may be cases where the perception of a conflict of interest or breach of duty may be harmful to the corporation notwithstanding that there has been compliance with the by-laws.

A Director may be referred to the process outlined below in any of the following circumstances:

1. Circumstances for Referral
  - a. Where any Director believes that the Director or another Director:
  - b. Has breached their duties to the corporation;
  - c. Is in a position where there is a potential breach of duty to the corporation;
  - d. Is in a situation of actual or potential conflict of interest; or
  - e. Has behaved or is likely to behave in a manner that is not consistent with the highest standards of public trust and integrity and such behaviour may have an adverse impact on the corporation.
2. Process for Resolution
  - a. The matter shall be referred to the following process:
  - b. Refer the matter to the chair or where the issue may involve the chair, to any vice chair, with notice to the Executive Director.
  - c. The Chair (or vice chair as the case may be) may either (i) attempt to resolve the matter informally, or (ii) refer the matter to an ad hoc sub-committee of the board established by the chair with the member in question not present. This sub-committee shall report to the board.

It is recognized that if a conflict, or other matter referred cannot be resolved to the satisfaction of the board (by simple majority resolution) or if a breach of duty has occurred, a Director may be asked to resign or may be subject to removal pursuant to the by-laws and the Corporations Act.

### **109.05 Review Cycle**

This policy will be reviewed at least every three years.

<b>Original Approval:</b> 11-23-2022
<b>Reviewed On:</b>
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