

**UNICAMP OF ONTARIO  
BOARD OF DIRECTORS**

**CONFLICT OF INTEREST POLICY AND PROCEDURE**

**I. PURPOSE**

1. It is inherent in a Director's fiduciary duty that conflicts of interest be avoided. The purpose of this Policy is to establish rules of conduct governing the responsibilities of the Board members of UNICAMP OF ONTARIO (Unicamp) with regard to conflicts of interest. It is important that all Directors and Officers understand their obligations when a conflict of interest or potential conflict of interest arises.
2. This Policy has been developed in recognition of the trust-like obligations of each Board member under the law of Ontario and the fundamental responsibility of each:
  - a. to ensure that 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;
  - b. to act loyally, honestly, and in good faith with a view to the best interests of Unicamp;
  - c. not to profit from their dealings with Unicamp, directly or indirectly;
  - d. to make decisions that are in the best interest of Unicamp and not to further their personal interests (including non-monetary interests);
  - e. to ensure that the funds and property of Unicamp are being used in support of Unicamp's charitable purposes; and
  - f. to be transparent with the organization and fellow Board members about any current, past, or future contract or position with Unicamp of Ontario that may impact their decision-making.
3. This Policy recognizes the importance of enhancing confidence in the integrity and activities of Unicamp and establishes rules for the appropriate standards of conduct of the Board and for preventing and resolving conflicts of interest that involve Board members.
4. This policy applies to all Board members, including the Executive Committee, ex-officio Directors, and all non-Board members of committees.

**II. DEFINITIONS**

1. **Board** means the board of Directors of Unicamp of Ontario.

2. A **Conflict of Interest** is any situation or circumstance where:
  - a. a Director's personal, professional, business or volunteer interests, or
  - b. those of a close friend, family member, business associate, corporation, or partnership in which a Director holds a significant interest, or a person to whom a Director owes an obligation, could influence the Director's decisions and impair the Director's ability to:
  - c. act in Unicamp's best interests, or
  - d. represent Unicamp fairly, impartially and without bias.
3. A Conflict of Interest could arise as a result of an apparent, potential, or real Conflict of Interest for a Director, whether personal or professional or business or volunteer, and may be financial or otherwise:
  - a. An **Apparent Conflict of Interest** exists when there is a reasonable apprehension, which a reasonably well-informed person could properly have, that a **Real Conflict of Interest** or **Potential Conflict of Interest** exists on the part of a Director;
  - b. A **Potential Conflict of Interest** occurs when there exists some private, personal interest that may or may not involve money that could influence the performance of a Director's duty, decisions, functions or the exercise of power provided that the Director has not yet exercised that duty or function or made that decision;
  - c. A **Real Conflict of Interest** occurs when a Director exercises an official power, makes a decision, or performs a duty or function and knows that in the performance of this duty or function, or in the exercise of this power, or in the making of the decision, there is a furtherance, directly or indirectly, of their private, personal interest.
4. **Unicamp Information** is any information or document that is disclosed to a Board member, or which a Director receives, whether in writing, orally or through some other medium of communication, solely by reason of their involvement with Unicamp, and which is not otherwise available publicly.
5. **Director** means an individual who is elected to the Board and includes an Officer of Unicamp, and **Officer** means president, chair of the Board, if any, vice-president, secretary, treasurer, or any other person designated an officer in a by-law of Unicamp.
6. **Family Member** includes a parent, spouse or partner, household member, child, sibling, uncle, aunt, niece or nephew, brother-in-law or sister-in-law. A **household member** means any person who lives in the same household with another person, whether they are related or not, but it does not include tenants in the household.

7. **Indirect Benefit** (or **indirectly**) means:
- a. a benefit received by a close friend, family member, business associate, or a corporation or partnership in which the Director holds a significant interest or is involved as a volunteer (including, without limitation, as a director or officer); or
  - b. a benefit that protects or advances the interests of a Director, although the benefit may not involve money.

### **III. GENERAL PRINCIPLES AND GUIDELINES FOR THE APPLICATION OF THE POLICY**

1. At each meeting of the board, each Director shall declare any Conflict of Interest that he or she has with respect to any item on the agenda for the meeting.
2. Directors shall carry out their responsibilities for Unicamp and arrange their private affairs in such a manner that the public's confidence and trust in the integrity, objectivity, and impartiality of Unicamp are maintained and strengthened.
3. Directors must carry out their responsibilities for Unicamp and arrange their private affairs in such a manner that any Conflict of Interest is prevented.
4. In observing the rules of conduct under this Policy, each Director shall act in a manner that will withstand the closest of public scrutiny, an obligation that is not fully discharged by simply acting within the law.
5. Directors shall not directly or indirectly use, or allow the use of, Unicamp's property of any kind, including property leased to Unicamp, for anything other than approved activities of Unicamp.
6. No Director may apply directly or indirectly for funding of any kind from Unicamp or receive remuneration in any form from Unicamp-funded project(s) while serving as a Director. As well, no Director may be involved in the management or control, directly or indirectly, or be involved in the day-to-day operations of any Unicamp-funded project(s) or applicants for funding while serving as a Director.
  - a. Notwithstanding the foregoing, it is acknowledged that a Director may, on an irregular basis, provide volunteer services<sup>1</sup> to Unicamp or a funded project of Unicamp, so long as such volunteer services are performed without any form of remuneration. Under no circumstances shall a Director make representations to Unicamp on behalf of applicants or projects while providing such volunteer services.

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<sup>1</sup> Examples of "volunteer services" include assisting with fundraising campaigns, assisting with public events, participating in *ad hoc* committees or task forces.

7. Any conflict between the personal interests of a Director, whether those interests result in a direct or indirect benefit to the Director, and their responsibilities as a Director of Unicamp, shall be resolved in favour of Unicamp.

**V. USE OF UNICAMP INFORMATION**

1. With respect to Unicamp Information:
  - a. a Director may use Unicamp Information only for Unicamp's purposes and to advance the best interests of Unicamp;
  - b. a Director may not use Unicamp Information for their own benefit or interest, whether directly or indirectly;
  - c. a Director is obligated to take reasonable measures to protect Unicamp Information from improper disclosure; and
  - d. a Director must report to the Board, or to a person the Board designates, any incident of the use or disclosure of Unicamp Information that is likely to result in harm to Unicamp or a benefit, whether director or indirect, to a Director.
2. A Director may disclose Unicamp information if:
  - a. the Director is authorized by the Board or by a person designated by the Board to disclose it and such disclosure is to a person who has a lawful right to the information; or
  - b. it is necessary so that the Director may discharge their duties as a Director.

**V. RESOLVING CONFLICTS OF INTEREST: PROCEDURES**

**A. DISCLOSURE**

1. Any Director who has an interest, directly or indirectly, must not participate in decision-making where their duty to Unicamp is in conflict with the duty they owe to another entity (corporation, partnership, community, trust, or organization).
2. A Director must not participate in decision-making where the result of the decision could be of direct or indirect benefit to them.
3. Any Director who has an interest, directly or indirectly, shall disclose it during a Board meeting so that the disclosure may be entered in the minutes of meetings of the Board. The Director shall disclose the nature and extent of their interest, whether the contract (or agenda item) requires the approval of the Board or not.
4. Any Director who perceives another Director to be in a Conflict of Interest must disclose the perceived conflict to the president of the Board as soon as it comes to their attention. If

- the perceived conflict concerns the president of the Board, then the disclosure can be made to any Director or Officer. The president or the Director or Officer to whom disclosure has been made shall bring the matter to the next meeting of the Board and the Board shall decide if there is a Conflict of Interest. If the disclosure is made during a meeting of the Board, then the Board shall decide if there is a Conflict of Interest and the result of the decision is to be documented in the minutes.
5. If the Director with the potential conflict of interest disagrees that one exists and/or does not withdraw from participation in the decision-making, it is up to the Board to determine the issue before proceeding with the item of business. If the Board decides that a conflict of interest exists, the Director is excluded from participation in the decision-making.
  6. As soon as possible after someone becomes a Director, that person shall:
    - a. sign a declaration acknowledging that they have received and read this Policy and agree to disclose to the Board any Conflict of Interest that they have.

#### **B. PROCEDURE FOR RESOLVING CONFLICT OF INTEREST**

1. If the Board decides that there is an apparent or real Conflict of Interest, then the Director shall not vote on the contract or the decision to be made.
2. A Director who discloses a Real Conflict of Interest or is found to be in a Real Conflict of Interest that results, directly or indirectly, in a monetary or personal or other benefit to the Director, shall not vote on any resolution to approve the contract or the decision. This rule does not apply to a decision by the Board concerning a contract for Directors' indemnity or Directors' insurance.

#### **VI. CONSEQUENCES OF BREACH OF POLICY**

1. Upon determining that a Director has breached the provisions of this Policy, the Board may impose appropriate disciplinary action, in addition to any other sanctions required by law, up to and including removal from the Board or office within Unicamp.
2. Disciplinary Action:
  - a. First Occurrence: A warning letter will be issued to the Director.
  - b. Second Occurrence: The Board shall vote on whether the Director shall be removed from the Board.
3. Any Director who fails to disclose a Conflict of Interest or otherwise breaches this Policy, shall not be entitled to any indemnification or compensation from Unicamp in the event of any action of any kind related to such failure or breach being successfully brought against

any one or more Directors or Unicamp, or all of them, by a third party; and such Director shall further indemnify Unicamp for any and all damages, costs, expenses, and other losses which may be incurred by Unicamp as a result of a successful action having been brought for the failure of the Director to declare the conflict or as a result of any breach of this Policy by the Director.

## SCHEDULE A

### Declaration of Understanding of Conflict of Interest

I, \_\_\_\_\_, a Director of Unicamp,

(please print full name)

have read and understood the Conflict of Interest Policy that is applicable to the directors of Unicamp. Immediately upon suspecting that I may be in a conflict of interest position, I agree to inform the President of the Board as soon as possible of such apparent or actual conflict of interest, in accordance with the conflict-of-interest policy, indicating the nature and extent of the interest and potential benefit.

I realize that a conflict of interest would occur if I participated in decision-making on behalf of Unicamp about a matter in which I have an interest, either directly or indirectly.

I also realize it is incumbent upon me to be constantly aware of and declare any conflict of interest of my own or others on the Board.

I further realize the consequences of not declaring any apparent or real conflicts of interest as outlined in the policy

Please sign your full name here: \_\_\_\_\_

Date (dd/mm/yy) \_\_\_\_\_