

## Conflict of Interest and Conflict of Commitment

Policy owner: President, URSU

Audience: URSU Board of Directors, Members

Approved: Board of Directors (Meeting, November 5<sup>th</sup>, 2014)

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### 1 - Introduction

This policy applies to the all Board Members of the University of Regina Student Union (URSU)

The URSU encourages Board Members' involvement in the community and in outside professional activities compatible with the URSU's mission, values, and commitments. The URSU also respects Board Members' right to privacy in their personal activities. It has no interest in interfering with Board Members' activities as long as the activities do not conflict or interfere with their obligations and responsibilities to the URSU.

Occasionally, however, Board Members' personal interests may conflict or may be perceived to conflict with the URSU's interests. The conflict does not mean Board Members have done anything wrong, but to protect the URSU's reputation and the integrity of URSU's programs and services, the URSU and Board Members shall assess the matter to determine if a real perceived, or potential conflict exists, and if so, how it may develop a plan to avoid or to manage the conflict.

This document sets out the URSU's policy on Conflict of Interest and Conflict of Commitment and its processes for addressing these conflicts when they occur. In Conflict of Interest and Conflict of Commitment situations, this policy shall be used along with any applicable collective agreement of the URSU and related URSU policies.

Note: If this policy and the collective bargaining agreement of the URSU are in conflict, the collective bargaining agreement shall be upheld.

### 2 - Definitions

- **Board Members** - members of the URSU Board of Directors and its committees (including the Executive Committee). Usually these members are elected or appointed.
  
- **Closely Associated Person** – means;
  - A member of the Board Member's immediate family including:
    - spouse or common-law partner;
    - child (including adopted and foster child);
    - parent;
    - siblings (including step-sibling and half-sibling);
    - spouse or common-law partner's parent and sibling;
    - sibling's child (including adopted and foster child);

- Any other person who resides in a Board Member's home and if that person depends on the Board Member or the Board Member's spouse or common-law partner for financial support; and
  - A person with whom a Board Member has a close friendship or a sexual relationship. This could include someone with whom a Board Member has had such a previous close friendship or sexual relationship.
- **Common-law partner** - means one of two persons who have lived together for at least one year in a close personal relationship that is of primary importance in both persons' lives.
  - **Conflict of Interest** - means any situation where:
    - (a) a Board Member's personal or financial interest, or
    - (b) those of a Closely Associated Person,
 could influence or be reasonably apprehended to influence the Board Member's decisions or impair the Board Member's ability to:
    - (i) act in the URSU's best interests, or
    - (ii) represent URSU fairly, impartially and without bias.

A conflict of interest may be real, perceived or potential. A "real conflict of interest" occurs where it can be demonstrated that a Board Member's action or decision has been influenced by a personal or financial interest. A "potential conflict of interest" arises in a situation where a real conflict of interest could occur. A "perceived conflict of interest" arises when an impartial observer might reasonably conclude that a real conflict of interest has occurred or that a potential conflict of interest has arisen.

- **Conflict of Commitment** - means any situation where a Board Member's external or personal activities and undertakings are, or might reasonably be perceived to be, so substantial as to interfere with the Board Member's primary commitment and responsibilities to the URSU.
- **Executive Committee** - means a group of individuals comprising the URSU's executive members. Currently the executive members include the Vice Presidents of Student Affairs, External Affairs, and Operations and Finance as well as the President.
- **Impartial Observer** - means a hypothetical individual who has knowledge of the facts which the Board Member knew or ought to have known and applies judgment objectively with integrity and due care.

## 3 - Policy

### *3.1 - Conflict of Interest*

Board Members shall not be placed or place themselves in situations where they have a Conflict of Interest, i.e. they shall not participate in URSU decisions and processes where they have a professional obligation to act in the best interests of the URSU but have a

personal or financial interest that could interfere or be reasonably apprehended to interfere with that professional obligation.

When Board Members find themselves in a Conflict of Interest, they shall disclose it to the Chair and the Board Members present at the Board meeting shall immediately develop a plan to avoid or to manage the conflict.

Examples of Conflict of Interest include, but are not limited to:

- **Personal relationships**

Board Members shall not participate in URSU decisions or activities that may affect or directly benefit them or a Closely Associated Person. For example:

- Board Members shall not participate in a decision to bind the URSU to a contract or transaction that may advance their personal interest or a Closely Associated Person's interests.
- Board Members shall not participate in a decision to hire or contract a Closely Associated Person.

- **Financial interests**

- Board Members shall not participate in the URSU's negotiations or discussions with an entity if they have or a Closely Associated Person has a financial interest in the entity.
- Board Members shall not participate in the URSU's negotiations or discussions with any entity that employs them or a Closely Associated Person or has a contract with them or a Closely Associated Person.

- **Gifts and Gratuities**

- Board Members shall not ask for or seek gifts or gratuities from URSU vendors, contractors, donors, students, or parents.
- Board Members shall not accept gifts or gratuities, regardless of the amount or value if an Impartial Observer could perceive it as a bribe, pay off, or improper payment, such as a gift that could unduly influence a decision.
- Gifts and gratuities include, but not limited to, articles of value such as cash, personal loans, offers of travel, accommodations, meals, entertainment, equipment, equities and other securities, the right to receive any of the foregoing, or other special considerations.

An exception or special consideration from any of the above shall only be approved in writing by the Board of Directors.

- **Use of the URSU's name and reputation**

- Board Members shall not use the URSU letterhead for other than its intended purpose.
- Board Members shall not use the URSU's name for personal interest or gain or to advance the interests of a Closely Associated Person. (This does not include reasonable uses, such as using URSU Board of Directors on the Board Member's resumes).

### ***3.2 - Potential and Perceived Conflict of Interest***

Occasionally Board Members may find themselves in situations that have the **potential** to create a Conflict of Interest or that could be **perceived** as a Conflict of Interest. In these situations, Board Members shall disclose the potential or perceived Conflict of Interest to the Chair and the Board Members present and the Chair shall determine whether there is, in fact, a potential or perceived Conflict of Interest, and if there is, develop a plan to avoid or to manage the conflict.

Board Members shall not participate in activities that have the potential to create a Conflict of Interest or that could be perceived as a Conflict of Interest until they have written permission from the URSU Board of Directors. If the URSU Board of Directors authorizes a Board Member's participation in the activities, they shall comply with any terms or conditions the URSU Board of Directors sets in writing to avoid or to manage the conflict.

Examples of potential or perceived Conflict of Interest include, but are not limited to:

#### **Financial interests**

Board Members shall disclose to the URSU a financial interest in any entity that does business with the URSU.

#### **Outside employment**

Board Members shall disclose to the URSU any work they do for an outside entity that may give the entity a preferred position with respect to contracts or transactions with the URSU.

#### **Reporting Conflicts of Interest**

Board Members who have reason to believe that an undisclosed Conflict of Interest could exist shall report the nature and extent of any Conflict of Interest to the Board of Directors or the Chair in writing, as soon as is practical.

### ***3.3 - Conflict of Commitment***

Members of the Executive Committee shall not engage in external employment or professional activities that interfere with their responsibilities and obligations to the URSU. They shall discuss the employment or specific activity that may result in a Conflict of Commitment with the Board of Directors and work with the Board of Directors to avoid or to manage the conflict. If the Board of Directors allows the members of the Executive Committee to engage in the external employment or activity, they shall comply with any terms and conditions set out in writing by the URSU to avoid or to manage the conflict.

Board Members are encouraged to discuss any commitments they feel may conflict with their commitment to URSU with the Board of Directors in order to avoid or to manage the conflict, whether real, potential or perceived.

Examples of Conflict of Commitment include, but are not limited to:

#### **Board and committee appointments**

Members of the Executive Committee shall obtain the Board of Directors' permission before they accept an appointment to the board of directors or formal committee of any other entity that may cause a Conflict a Commitment.

### **Outside or additional professional activities**

Members of the Executive Committee shall obtain the Board of Directors' permission before they accept external or additional employment that has the potential to impact their URSU employment or compete with their obligations and responsibilities to the URSU.

### **Reporting Conflicts of Commitment**

Board Members who have reason to believe that an undisclosed Conflict of Commitment exists shall report the nature and extent of any Conflict of Commitment to the Board of Directors or the Chair in writing, as soon as is practical.

### ***3.4 - Confidentiality of Disclosures and Reports***

The URSU handles all disclosures of Conflict of Interest and Conflict of Commitment with discretion. Any discussion of Conflict of Interest or Conflict of Commitment beyond disclosure shall typically be done *in camera* at Board meetings. In some circumstances, however, the law or policy may make it necessary to give people internal and/or external to the URSU access to information about a disclosure and the terms and conditions set by the URSU. The URSU shall make reasonable efforts to advise the Board Member in writing before providing information about a disclosure or the terms and conditions set by the URSU to anyone external to the URSU.

### ***3.5 - Appeals***

Board Members may appeal the URSU's decision regarding a Conflict of Interest or a Conflict of Commitment. The appeal must be registered in writing and be submitted to the Front Desk of URSU located at 221 Dr. William Riddell Centre Building, Regina, SK, S4S 0A2 within thirty (30) days of receiving written notice of the decision. Refer to the process "5.3 Appealing a Conflict of Interest or Conflict of Commitment Decision."

### ***3.6 - Declaration/Disclosure Forms***

Board Members shall complete the URSU's, Conflict of Commitment, and Confidentiality Declaration (Appendix 1) at the time they are elected or appointed, and thereafter, at least once per year.

### ***3.7 - Roles & Responsibilities***

#### **Chair**

The Chair of the URSU shall be responsible for:

- Ensuring that Board Members are given an opportunity to declare Conflict of Interest and Conflict of Commitment during Board meetings;
- Ensuring that Conflict of Interest and Conflict of Commitment disclosures are correctly captured in minutes of Board meetings; and
- Managing their own individual Conflict of Interest and/or Conflict of Commitment.

#### **Executive Committee**

The Executive Committee of the URSU shall be responsible for:

- Investigating Conflict of Interest and Conflict of Commitment situations as delegated by the Board of Directors;
- Ensuring appeals are handled in a timely manner;

- Assisting Board Members manage situations where a Conflict of Interest or Conflict of Commitment arises, could potentially arise, or perceived to arise; and
- Managing their own individual Conflict of Interest and/or Conflict of Commitment.

### **Board of Directors**

The Board of Directors of the URSU shall be responsible for:

- Investigating Conflict of Interest and Conflict of Commitment situations as necessary, when the Executive Committee is unable to undertake the investigation; and
- Managing their own individual Conflict of Interest and/or Conflict of Commitment.

### **3.8 - Exception**

Notwithstanding anything else to the contrary herein, it shall not be considered a real, potential, or perceived Conflict of Interest or Conflict of Commitment by reason of any of the following:

- (a) that a Board Member or a Closely Associated Person is a member of URSU or receives the benefits of being a member of URSU;
- (b) that a Board Member or a Closely Associated Person may have by reason of being appointed by the URSU Board of Directors as a representative of that Board or URSU to any other body;
- (c) that a Board Member or a Closely Associated Person may have with respect to any allowance, honorarium, remuneration or benefit to which the member or person may be entitled by being a Board Member or by being elected or appointed by the URSU Board of Directors to any position;
- (d) that a matter affects a Board Member or a Closely Associated Person in a manner that is common with all or a majority of the URSU members (ex. determining URSU fees and charges to URSU members); or
- (e) that a matter is so remote or insignificant that an Impartial Observer could not reasonably conclude that the matter is likely to influence a Board Member.

## **4 - Consequences for Noncompliance**

The existence, possibility, or the perception of a Conflict of Interest or Conflict of Commitment does not imply wrongdoing on anyone's part. It means a Conflict of Interest or Conflict of Commitment must be disclosed to develop a plan to avoid or to manage the conflict.

Failure to disclose a Conflict of Interest or Conflict of Commitment or otherwise comply with this policy may result in a disciplinary action up to and including termination of the Board Member's position with the URSU (through the mechanism(s) described in Article III & VIII of the URSU Constitution).

## 5 - Processes

### *5.1 - Regular Disclosure of a Conflict of Interest or Conflict of Commitment*

1. At the start of a Board meeting, the Chair shall ask all Board Members if they identify anything that could cause a Conflict of Interest or Conflict of Commitment on the agenda. Board Members shall be responsible for ensuring that they are not in a Conflicts of Interest and Conflicts of Commitment.
2. If a Board Member discloses a Conflict of Interest or a Conflict of Commitment in a Board meeting, he or she shall excuse himself or herself from the portion of the Board meeting that creates the conflict. If a Board Member excuses him or herself, the Chair shall consult with the remaining Board Members present (or the committee members in the case of a committee meeting) and determine if a Conflict of Interest or a Conflict of Commitment exists. Together they shall decide how to resolve the situation. If the Chair and the remaining Board Members determine that the Conflict of Interest or Conflict of Commitment is not relevant, then they may choose to invite the concerned Board Member to rejoin the Board meeting. The person responsible for the minutes shall capture the disclosure and the Chair and the Board Members' or the committee's decision in the minutes of the Board meeting.

### *5.2 - Investigating a Conflict of Interest or Conflict of Commitment*

Sometimes it may be necessary to undertake further investigation into a Conflict of Interest or Conflict of Commitment. In such situation, the following steps may be followed:

1. A group of up to four (4) Board Members, with whatever resources deemed necessary, shall investigate the situation and decide if a Conflict of Interest or Conflict of Commitment exists, whether the activity shall be permitted to continue, and if so, under what terms and conditions. The following steps may also be taken, if necessary, to complete the investigation;
  - a. The group shall consult with the concerned Board Member and other persons as necessary and shall consider the following factors when making a decision:
    - i. If it is possible to arrange an alternative that does not involve a Conflict of Interest or Conflict of Commitment,
    - ii. If the activity or conflict is allowed to continue, the possible harm that may come to those served by the URSU,
    - iii. If the activity or conflict is allowed to continue, the possible consequences to the URSU, including its reputation and future activities,
    - iv. If the activity or conflict is not allowed to continue, the possible consequences to the URSU, including its reputation and future activities,
    - v. The URSU's economic, service, and other interests,
    - vi. The rights and interests of the concerned Board Member, and
    - vii. Guidelines set out in all applicable policies.
2. The group shall communicate its decision in writing to the concerned Board Member.

3. The group may set any terms and conditions before permitting an activity to continue. The group may also flag a decision for review at set intervals and may reverse or vary the original decision at any interval.
4. The concerned Board Member may either accept or appeal the decision. Refer to "5.3 Appealing a Conflict of Interest or Conflict of Commitment Decision".

### ***5.3 - Appealing a Conflict of Interest or Conflict of Commitment Decision***

1. Within thirty (30) days of receiving the group's decision regarding a Conflict of Interest or Conflict of Commitment, the concerned Board Member may submit a **written statement** outlining the grounds for the appeal and any relevant documentation to the Board of Directors.
2. The Board of Directors (or relevant committee) shall investigate the situation. The concerned Board Member and the group of Board Members who originally made the decision shall be excluded from the investigation process. The Board of Directors shall discuss and render a decision on the appeal. The decision may be tabled pending further information. The Board of Directors may:
  - a. ask the concerned Board Member for further information that relates directly to and is necessary to assess and decide the issue; and
  - b. consult with others as required to make the decision on the appeal.
3. The Board of Directors shall communicate the decision in writing to the concerned Board Member within thirty (30) days of receiving the appeal.
4. The Board of Directors may extend the thirty-day period. If an extension is required, the Board of Directors shall provide a notice of and reasons for the extension to the concerned Board Member.
5. The decision of the Board of Directors shall be final and binding on the concerned Board Member. There will be no further appeal mechanism available.

## **6 - Resources**

URSU Board of Directors Conflict of Interest and Conflict of Commitment Form (Appendix 1); URL it is available at goes here

This policy was based off of the University of Regina Conflict of Interest and Conflict of Commitment policy available here; <http://www.uregina.ca/policy/browse-policy/policy-GOV-022-010.html>

## Conflict of Interest, Conflict of Commitment, and Confidentiality Declaration (Board, Executive and Committees)

### Personal Identification

Name \_\_\_\_\_ E-mail address \_\_\_\_\_  
Title or Role \_\_\_\_\_ Phone number \_\_\_\_\_  
Committee \_\_\_\_\_

### Type of Declaration (please check one)

- New Board Member declaration
- Annual renewal
- Declaration regarding a particular matter

### Declaration of Conflicts

1. Have you read the URSU's Conflict of Interest and Conflict of Commitment policy?
  - Yes
  - No
2. Does the URSU employ a Closely Associated Person (as defined in the Conflict of Interest and Conflict of Commitment policy)?
  - Yes (please describe below)
  - No

Name of Person	Specific Relationship	Position at URSU
_____	_____	_____
_____	_____	_____
_____	_____	_____

3. Do you serve as a board member, employee, or consultant for any other entity (profit and/or non profit)?
  - Yes (please describe below)
  - No

Name of Entity	Position Held
_____	_____
_____	_____
_____	_____

4. To the best of your knowledge, do you or a Closely Associated Person have a personal or financial interest in any entity that does business with or competes with the URSU?
- Yes (please identify below)
  - No

Name of Entity	Description of Interest

5. To the best of your knowledge, do you or a Closely Associated Person engage in any other activity or have a personal or financial interest that could be regarded as a Conflict of Interest or Conflict of Commitment for you in your role with the URSU (as defined in the Conflict of Interest and Conflict of Commitment policy)?
- Yes (please describe below)
  - No

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**Undertaking Regarding Conflict of Interest, Conflict of Commitment, and Confidentiality**

I understand and agree to the following:

- Other than noted above, I am not engaged in any activity and have no interest that is or could be perceived as a Conflict of Interest or Conflict of Commitment.
- I will not participate in any URSU activity that involves a real, perceived, or potential Conflict of Interest or Conflict of Commitment. I will declare any conflict that may arise and remove myself from the activity in question.
- I will keep in strictest confidence all confidential and proprietary information I receive as a Board Member of the URSU. I will use this information for URSU business only.
- I will update the information in this declaration if/when circumstances change.

Signature \_\_\_\_\_ Date \_\_\_\_\_

**URSU Review and Action (Description of Action taken Attached)**

President/  
Chair \_\_\_\_\_ Date \_\_\_\_\_

