

## Conflict of Interest Policy

Version	Effective Date	Supersedes
2.0	April 18, 2024	Conflict of Interest Policy 2019
Policy Approver	Policy Owner	Policy Contact
Board of Directors	Policy & Governance Committee	UWOFA Vice-President
Last Reviewed	Next Review Date	Required Reviewers
April 2024	April 2026	Policy & Governance Committee

### I. PURPOSE

The purpose of this Policy is to:

- a) ensure that UWOFA's Agents perform their responsibilities in the UWOFA's best interests and comply with federal and provincial laws and regulations; and
- b) enable UWOFA's Agents to effectively identify, disclose and manage any Conflict of Interest.

This Policy establishes guidelines, processes and requirements for: (i) identifying situations that may result in an actual or apparent Conflict of Interest; and (ii) appropriately managing a Conflict of Interest in accordance with legal requirements and the goals of accountability and transparency.

### II. DEFINITIONS

The following definitions shall apply to the Policy:

**“UWOFA”** shall mean the University of Western Ontario Faculty Association.

**“Agent”** shall mean any employee, director, officer, committee member or other person performing services for or on behalf of UWOFA.

**“Conflict of Interest”**. A Conflict of Interest arises when an Agent's direct or indirect professional, financial, or other personal interests conflict or appear to conflict with the Agent's obligations to UWOFA. Conflict of Interests may be actual (where a conflict exists) or apparent (where a reasonable person might think a conflict has occurred).

**“UWOFA Body”** shall mean any body, council or committee responsible for executing the mandate of the UWOFA and shall include (but is not limited to) the Executive Committee, Board of Directors, Grievance Committee, Faculty Representatives Council, the Librarians and Archivists Steward's Committee, and the UWOFA Caucus of Joint Committee.

### III. APPLICATION

This Policy applies to all Agents of UWOFA while they are performing services for or on behalf of UWOFA.

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This Policy is intended to supplement but not replace any provincial and federal laws governing conflicts of interest applicable to UWOFA.

### **IV. ROLES AND RESPONSIBILITIES**

#### **A. Board of Directors**

The Board is responsible for approving the Conflict of Interest Policy.

#### **B. Policy & Governance Committee**

The Policy & Governance Committee is responsible for the development and administration of this Policy.

If Agents have any questions about the Policy generally or any questions about reporting a suspected Conflict of Interest or other violation of the Policy, they may contact the Vice-President of UWOFA as Chair of the Policy and Governance Committee.

#### **C. UWOFA Body**

The Chair of each UWOFA Body is responsible for administering and enforcing this Policy within their respective UWOFA Body.

The Chair of a UWOFA Body shall receive declarations of Conflicts of Interest and make recommendations to the UWOFA Body for how to resolve any such Conflicts of Interest. The UWOFA Body shall decide if a Conflict of Interest exists and, if so, how to resolve it.

#### **D. Agents**

Every Agent shall:

- conduct themselves with personal integrity, ethics, honesty and diligence in performing their duties;
- familiarize themselves with this Policy;
- when they join UWOFA, and on an annual basis thereafter, provide an acknowledgment, in the form below, that they have read the Policy, understand it, and will comply with it;
- attend any required training sessions relating to the Policy;
- declare any Conflicts of Interest and strictly adhere to the terms of any Conflict of Interest resolution, approved by the UWOFA Body; and
- report to the chair of the UWOFA Body, the President, or the Board any suspected violation of this Policy by any other Agent, regardless of position.

### **V. POLICY STATEMENT**

Agents shall take all proper and reasonable steps to identify and address conflicts of interest in compliance with this Policy.

#### **A. Types of Conflicts of Interest**

The situations in which an actual or apparent Conflict of Interest may arise cannot be exhaustively set out but listed below are scenarios that can lead to conflicts of interest:

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- *“Wearing Two Hats”*: When an Agent’s outside professional activities or affiliations (e.g., other board memberships) may have an impact on their duties to UWOFA.
- *Personal Benefit*: When an Agent or related party would receive a benefit from a transaction or arrangement involving UWOFA, whether financial or otherwise.
- *Close Personal Relationships*: When an Agent uses their position to benefit their close family or friends, or their personal relationships could influence their professional responsibilities.
- *Gifts and Favours*: Acceptance of gifts, gratuities, or favors that could influence or appear to influence decision-making.
- *Misuse of UWOFA Property*: When an Agent uses UWOFA’s premises, equipment or supplies for purposes other than UWOFA business.
- *Misuse of Confidential Information*: An Agent discloses confidential information obtained during the course of their duties to a person or organization not authorized to have such information, or the Agent uses the information for purposes unrelated to UWOFA.

### B. Duty to Disclose

As soon as an Agent becomes aware of a Conflict of Interest, the Agent shall disclose, in writing, such conflict of interest to their appropriate UWOFA contact as follows:

- members of a UWOFA Body to the chair of that UWOFA Body;
- chair of the UWOFA Body to the President;
- board members to the President;
- President to the Vice-President;
- employees to the President (as Chair of the Executive Committee);
- representatives of UWOFA to other bodies to the President.

The Agent shall not participate in any decision-making process in which the Conflict of Interest arises until it has been disclosed and resolved in accordance with this Policy.

The Agent shall continually disclose to the appropriate representative as identified above any relevant information that may impact an actual or apparent Conflict of Interest.

A Conflict of Interest may be asserted by any third party with knowledge of the matter. Where a Conflict of Interest has been asserted by a third party, the Agent involved shall be promptly notified, in writing, of the assertion, and shall be invited to provide written submissions in response to the assertion before any decision is made with respect to the alleged conflict of interest.

### C. Determination of a Conflict of Interest

Following receipt of a notice of a Conflict of Interest, or in the case of a third party assertion of a Conflict of Interest, following receipt of the assertion of Conflict of Interest and any submissions by the involved Agent, the chair of the applicable UWOFA Body shall, in a timely manner, determine whether an actual or apparent conflict of interest exists by:

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- a) reviewing the disclosure to assess the nature and significance of the Conflict of Interest and potential harm to UWOFA; and
- b) determining the extent to which the Conflict of Interest may impair, or be seen to impair, the individual's judgment or integrity.

The chair shall apply an objective standard in determining whether an actual or apparent Conflict of Interest exists.

### D. Management of Conflicts of Interests

If the chair determines that an actual or apparent Conflict of Interest exists, the chair shall determine whether the Agent may remain involved in the matter giving rise to the Conflict of Interest or if any measures need to be put in place to manage the Conflict of Interest (a "**Conflict Management Plan**"). The existence of an actual or apparent Conflict of Interest does not necessarily preclude the Agent's involvement in the matter which has given rise to the actual or apparent Conflict of Interest.

Resolution of a Conflict of Interest is situation-specific and depends on the circumstances. The following terms and conditions are examples of measures that may be appropriate to manage the Conflict of Interest:

- prohibiting the Agent from attending or participating in any meeting or discussion with respect to the matter giving rise to the Conflict of Interest;
- prohibiting the Agent from voting with respect to the matter giving rise to the Conflict of Interest; and/or
- sequestering any and all information and documentation related to the matters giving rise to the Conflict of Interest, such that any such information and documentation are inaccessible to the Agent(s) with the Conflict of Interest. This could include sequestering information within agendas, minutes and other communications such as email correspondence.

Any resolution of a Conflict of Interest involving a director or officer of UWOFA must comply with UWOFA's bylaws and the *Canada Not-for-Profit Corporations Act*, SC 2009, c. 23.

Any resolution of a Conflict of Interest involving an employee of UWOFA must comply with the CUPE 2361.2 Collective Agreement.

### E. Resolution of a Conflict of Interest

The determination of a Conflict of Interest, and the proposed resolution of it, is the responsibility of the chair of the UWOFA Body in which it arose. The chair shall determine if a Conflict of Interest exists and, if so, how to resolve it, and present the recommendation to the UWOFA Body, in the form of a motion. In the case that the chair determines that there is no Conflict of Interest and no resolution is required, this shall also be presented to the UWOFA Body in the form of a motion. The members of the UWOFA Body, other than the conflicted person, shall decide by vote how to resolve the Conflict of Interest based on a review and consideration of the recommendation from the chair. The discussion and final determination shall be documented in accordance with Section VI.

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The chair may call for the re-evaluation of the status of a Conflict of Interest if the conditions of the actual or apparent Conflict of Interest change. Any re-evaluation of a Conflict of Interest shall follow the process outlined above.

Following the determination, the chair of the respective UWOFA Body shall immediately communicate their decision in the matter, in writing, giving reasons, to the Agent. Where appropriate, the chair may need to report the resolution of the Conflict of Interest to any third parties involved in the matter, in accordance with applicable confidentiality obligations.

### **VI. RECORD KEEPING**

Documentation of the disclosure, discussion, and determination of whether a Conflict of Interest exists and whether to approve or deny the Conflict Management Plan should include:

- The name of the interested person, the chair of the UWOFA Body and the name of the UWOFA Body.
- Date of the declaration of the Conflict of Interest.
- A description of the actual or apparent Conflict of Interest.
- A record of the chair's decision whether there is a Conflict of Interest or not.
- The terms of the Conflict Management Plan, or the recommendation that no plan is required, including the wording of the motion, the date it was approved or denied, and the basis for the decision.
- The names of the members of the UWOFA Body present during the discussions of the possible Conflict of Interest and the Conflict Management Plan and the date of those discussions.
- A summary of the content of the discussions.
- The names of the members who voted and the result of the vote and the date of the vote.
- Any actions by any members who had a Conflict of Interest (e.g., leaving the meeting before the debate or vote occurred).

Documentation shall be forwarded by the Agent responsible for managing the Conflict of Interest to the Vice-President, Chair of the Policy and Governance Committee for secure storage according to UWOFA's policies.

### **VII. CONFIDENTIALITY**

Agents shall maintain the confidentiality of any disclosures made in connection with this Policy and limit access to the information. Each Agent shall exercise care not to use, publish or disclose confidential information acquired in connection with disclosures of actual or apparent Conflicts of Interest during or subsequent to their engagement with UWOFA.

### **VIII. TRAINING & AWARENESS**

The chair of each UWOFA body shall review the contents of the Policy with all new Agents appointed to their respective UWOFA Body, within ten (10) business days of the appointment, and obtain the signed acknowledgment, as set out below, from the Agent.

All Agents must review the Policy and sign the acknowledgment on an annual basis and participate in any training on this Policy implemented by UWOFA.

#### **IX. COMPLIANCE AND ENFORCEMENT**

Any Agent who fails to abide by the terms of the within Conflict of Interest Policy or the terms of an applicable resolution may be subject to appropriate disciplinary and correct action, up to and including termination of employment, in the case of employees of UWOFA, or removal from the respective UWOFA Body by resolution of the Board of Directors. Record of failure to abide by the terms of this policy shall be maintained by UWOFA for three (3) years and made available to the Nominating Committee.

Any reprisals, retaliation or threats of reprisals or retaliation for pursuing rights under this Policy, for having participated in procedures, or for acting in any role under this Policy are prohibited. If an Agent is found by the President or Vice-President of UWOFA to have engaged in reprisal or retaliation or threat thereof, they may be subject to appropriate disciplinary and corrective action, up to and including termination of employment, in the case of UWOFA employees, or removal from the respective UWOFA Body by resolution of the Board of Directors.

#### **X. RELATED POLICIES, PROCEDURES, FORMS, GUIDELINES, AND OTHER RESOURCES**

- a. By-law 1
- b. Confidentiality Policy
- c. Documents Management Policy
- d. Canada Not-for-Profit Corporations Act, SC 2009, c23
- e. CUPE 2361.2 Collective Agreement

#### **XI. REVIEW & APPROVAL**

This Policy shall be reviewed by the Policy and Governance Committee every two years. If revisions are required, the Committee shall recommend them for approval to the Board of Directors.

**Acknowledgement of Receipt and Review**

I, \_\_\_\_\_ (name), acknowledge that on \_\_\_\_\_ (date), I received a copy of UWOFAs Conflict of Interest Policy and I read it, understood it and agree to comply with it.

**EXECUTED in the presence of:** )

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\_\_\_\_\_  
Witness Name (Print)

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\_\_\_\_\_  
Witness Signature

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## Conflict of Interest Policy

Previous Policy – for reference

### **Conflict of Interest Policy**

1. In this policy, “Agent” includes any employee, director, officer, committee member or other person performing services for UWOFA.
2. A conflict of interest exists when there is a divergence between an Agent’s obligations to UWOFA and the Agent’s personal, professional or other interests. The standard to determine whether a conflict of interest exists is that of an independent observer.
3. Agents shall seek to avoid a conflict of interest.
4. Agents shall make full, timely and ongoing disclosure of a conflict of interest or a potential conflict of interest.
5. The existence of an actual or potential conflict of interest does not preclude the involvement of the Agent in the situation in which the conflict has arisen or may arise, but it does mean that the conflict must be resolved. Resolution of a conflict is situation-specific and depends on the circumstances. Resolution options include refraining from voting, refraining from participation in discussion and being absent from discussion.

Approved:  
Board of Directors – April 23, 2019