

CONFLICT OF INTEREST POLICY

1. Policy Statement

This document outlines the Board of Directors' expectations of one another and of the Board as a whole. It goes beyond the Board of Directors job description and focuses on behaviors as opposed to specific duties. It is important to note that the policy will apply not only to the Directors but may also apply to others including the Treasurer and Executive Director & CEO.

Whenever a Board member has a conflict of interest or perceived conflict of interest with the Council, they will advise the Board of Directors.

After identifying the issue, matter, or transaction with respect to which a conflict exists, a Director or Officer with a conflict shall withdraw from any further involvement in that issue, matter or transaction unless a majority of the disinterested Directors shall determine that the conflict is:

- i) immaterial or not adverse to the interests of CMIC or;
- ii) the participation of the person with the conflict is considered beneficial, in which case the person may participate in the discussion, study or consideration of the issue, matter or transaction, but not in the final discussion, decision or vote.

It is the duty of each Board Director or officer to disclose any conflict of interest they are aware of to the Board of Directors.

A Director who is uncertain whether they may have a conflict should ask the Chair or the Vice-Chair for an opinion. The Chair or Vice-Chair shall issue a written statement which shall be presumed correct and may be relied upon unless challenged by another Board Director, in which case the final decision as to whether a conflict exists shall be made by the Board of Directors. The Chair, Vice-Chair and Executive Director & CEO shall be advised of every opinion issued. To the extent possible opinions shall avoid the disclosure of personal information while, at the same time, disclosing the basis for the opinion. Copies of all opinions will be retained and made available to the Board upon request to permit and encourage consistency.

The meeting minutes shall reflect that the disclosure was made and whether the person after making full disclosure of the conflict withdrew and was not present for final discussion and any vote thereon.

A conflict of interest exists when:

- a) Any Director or close relative of a Director or the employer of either of the foregoing has an interest in an issue or transaction in which CMIC has an interest; or
- b) When any Director or a close relative of a Director acts as an agent, representative or spokesperson for any person, business, group or organization, to influence CMIC on any issue or transaction.

An individual or organization has an interest for purposes of this policy if he/she is an agent for a person or organization with an identified goal of influencing a decision by the Council; or would experience a material economic gain or loss from a decision by the Council on a matter or transaction identifiably different from the economic gain or loss that would be experienced by (a) a member of the general public, (b) the holder of less than five percent (5%) of the equity in any business entity, or (c) a non-exempt employee of the Council.

Someone is considered a close relative of a Director if they are a spouse, a biological or adopted child, parent, grandparent, grandchild, brother or sister or by marriage. The term also includes any family member who resides in the same household as a Director or shares living quarters under circumstances that resemble a marital or partner relationship.

In addition to the preceding, Directors and officers should not:

- (a) Use inside information (i.e., information made available to them because of their position as a Director or officer which is proprietary, confidential, or otherwise not known to the public) for their advantage or that of any close relative.
- (b) Accept any discount, concession, fee for advice or service or thing of value from any person or organization with an interest in a matter or transaction in which the Council also has an economic or programmatic interest under circumstances that would suggest an obligation of the part of the Director or officer to exert any influence on the Council to enter into a transaction or adopt, alter or abolish any policy on position.

Upon joining all Board Directors will be given a copy of this policy and asked to read and sign it.

2. Reason for Policy

To ensure that the Board of Directors and officers are clear on what constitutes a conflict of interest.

3. Who Should Know This Policy

The Chair, the Vice-Chair, the Secretary, and the Board of Directors, the

Executive Director & CEO, and other delegated staff and volunteer authorities as appropriate.

4. Procedures

The Governance Committee and staff will review this policy regularly. The Board of Directors will review this policy on an annual basis.

5. Related Information

This policy replaces all previous policies established by the Board of Directors or its designate.

6. Special Situations

It is not anticipated that a critical circumstance or circumstances will negate or invalidate this policy. If this happens, the Board of Directors has sole responsibility and authority to invalidate this policy and replace it with a relevant policy.

