

CONFLICT OF INTEREST

CATEGORY, SCOPE, AND AUTHORITIES		KEY DATES	
Policy category:	Governance	Approval:	June 2006
Functional area:	All	Effective:	June 2006
Applies to:	Board of Directors, employees, other volunteers	Revision frequency:	3 years
Approval Authority:	Board of Directors	Last review:	Oct 2023
Executive Champion:	CEO	Next review:	2026

I. RATIONALE

Integrity is one of the core values of Ovarian Cancer Canada (OCC) and must guide all actions of its Board of Directors, employees and volunteers. In order to maintain a high level of public support, trust and respect, and to comply with the legal requirements and industry standards, it is essential that the affairs and business of OCC are conducted professionally, objectively and without interference from the personal interests of the individuals involved in making decisions for, or acting on behalf of, the organization.

II. OBJECTIVE

This policy aims to ensure the integrity of decision-making processes at OCC by preventing conflicts of interest where possible, and where not possible, to deal with them in an ethical and responsible manner, by disclosing and mitigating their risk appropriately and consistently. The policy defines conflict of interest, the duties of Board members, staff and volunteers, and the requirements to disclose and manage any actual, potential or perceived conflict of interest that may arise between one's personal interest and their duty to act in the best interests of OCC.

III. SCOPE

This policy applies to all those working for OCC: members of the Board of Directors, employees, volunteers, interns and consultants (further referred to as "Board members, staff and volunteers"). Some of the provisions of the policy are specific to the fiduciary duties of members of the Board of Directors as outlined in the Canada Not for Profit Corporation Act.

IV. POLICY DETAILS

1. Types of Conflict of Interest

Conflict of Interest refers to a situation where the personal relationship(s) or financial interest(s) of a Board member, staff or volunteer could reasonably be seen as influencing their duty to act in the best interests of OCC.

Conflict of Interest includes any actual or potential conflict of interest, as well as a perceived conflict of interest which may be harmful to OCC, even where no conflict exists or breach has occurred (collectively referred to as “Conflict of Interest” in this policy).

Conflict of Interest generally arises in the following situations:

1.1. Transacting with Ovarian Cancer Canada

- An OCC Board member, staff or volunteer is a party to a contract or transaction, or to a proposed contract or transaction with OCC.
- A Board member, staff or volunteer has a material direct or indirect interest in an actual or proposed transaction or contract with OCC.

1.2. Interest of a relative

- A Board member, staff or volunteer has a spouse, domestic partner, child, parent, sibling or other close family member who is a party to a contract or transaction with OCC, or who has a direct or indirect material interest in an actual or proposed transaction with OCC.
- An employee is in a position to influence work allocation, performance reviews or compensation of another employee with whom the first is in a relationship or is related to.

1.3. Gifts

- When a Board member, staff or volunteer accepts gifts, payments, services or anything else more than a token or nominal value from a party with whom OCC may transact (including a supplier) for the purposes of - or that may be perceived to be for the purposes of - influencing an act or decision.

1.4. Acting for an improper purpose

- When a Board member, staff or volunteer exercises their powers motivated by self-interest or other improper purposes. As per their fiduciary duty, members of the Board of Directors must act solely in the best interest of OCC.

1.5. Appropriation of corporate opportunity

- When a Board member, staff or volunteer diverts to their own use an opportunity or advantage that belongs to OCC.

1.6. Serving on other organizations

- When members of the Board of Directors serve as directors of two organizations that are competing or transacting with one another, or a Board member has an association with another entity.

1.7. Any other such situations reasonably deemed to be a Conflict of Interest.

2. Disclosure of conflict

- 2.1. All Conflicts of Interest must be disclosed as soon as possible and in a formal manner (i.e., in writing), generally at the first opportunity the conflicted matter is being considered and prior to any discussion or vote on the matter. The disclosure must specify the nature and extent of the interest in the matter.
- 2.2. Any Board member, employee or volunteer must disclose if they have reason to believe another Board member, staff or volunteer has breached the provisions of this policy.
- 2.3. Members of the Board of Directors will disclose Conflict of Interest to the Chair of the Board. The Chair of the Board will disclose conflict to the Chair of the Governance & Nominating Committee.
- 2.4. Staff and volunteers will disclose Conflict of Interest to their functional lead (Vice-President or CEO). The CEO will disclose Conflict of Interest to the Chair of the Board.

3. Documenting conflicts

- 3.1. All disclosures of a Conflict of Interest will be formally recorded in meeting minutes or other formal documents.

4. Abstain from discussions and decisions

- 4.1. A Board member, staff or volunteer in a Conflict of Interest must not attempt to influence the outcome of a decision or vote on a matter upon which they are conflicted. This applies to behaviours within and outside the meeting or board room.
- 4.2. A Board member, staff or volunteer in a Conflict of Interest shall be absent from any part of a meeting in which the matter is discussed or voted upon.
- 4.3. A Board member, staff or volunteer in a Conflict of Interest will not vote upon or make decisions on a matter that they are in conflict with.
- 4.4. Quorum for Board of Directors' meetings where there is a declared Conflict of Interest does not include the individual(s) conflicted.
- 4.5. Abstentions from formal votes or decisions must be formally recorded in minutes of meetings.

5. Resolution of disclosed conflicts

- 5.1. It is the responsibility of:

- The Chair of the Board to ensure that members of the Board of Directors and the CEO understand and comply with the provisions of this policy, and that any declared conflicts are resolved satisfactorily.
- The CEO to ensure that staff and other volunteers understand and comply with this policy, and that any declared conflicts are resolved satisfactorily.

5.2. The Chair of the Board (for Board Members and the CEO) and the CEO (for staff and other volunteers) will determine whether a Conflict of Interest exists, the seriousness of the Conflict of Interest and what steps need to be taken in order to protect the interests and reputation of OCC, including if the conflict must be avoided, where the declared conflict can continue if the arrangements provide obvious benefits to OCC and where reasonable steps can be taken to ensure any other party cannot be advantaged to the detriment of OCC.

5.3. Where the matter cannot be resolved to the satisfaction of the party responsible for its resolution, the situation will be referred to the Governance & Nominating Committee and subsequently to the full Board of Directors (for members of the Board and the CEO) or to the Leadership Team (for staff and other volunteers). Ultimately, a decision of the Board of Directors by majority resolution will be determinative of the matter for members of the Board, or by the Leadership Team for staff or other volunteers.

6. Acknowledgement and Annual Declaration

6.1. All Board members, staff and volunteers will receive a copy of this policy and must acknowledge their receipt and understanding by signing a copy of the Acknowledgement Form.

6.2. All members of the Board of Directors and staff in designated positions must formally disclose on an annual basis any Conflict of Interest (Annual Declaration). Such employees will generally be senior management, and other specialized positions including but not limited to human resources, procurement, and others as determined by the Leadership Team from time to time.

7. Confidentiality of disclosures

7.1. The nature and extent of a disclosure will be confidential and will only be communicated on a need-to-know basis.

8. Hiring and employment matters

8.1. Relatives of existing employees will not be hired or promoted where there is a potential for, or where a real conflict of interest exists through a reporting or supervisory relationship.

8.2. An employee may not sit on a selection committee when one of the candidates is a relative.

- 8.3. If a potential conflict could arise from an employee's interest in a personal relationship with another OCC employee, the employee shall advise her/his supervisor immediately.
- 8.4. Summer employment for the children of employees and volunteers is acceptable provided there is no direct reporting relationship.
- 8.5. OCC generally allows outside employment where (1) the secondary employment causes no adverse effects on the employee's performance of job duties with us; (2) the secondary work is performed after the employee's regularly scheduled working hours with us; and (3) there is no conflict of interest. Any employee that wishes to work part-time, or for any amount of time after their regularly scheduled work hours with us should discuss the matter with his/her Manager prior to accepting the secondary employment. The employee may be required to disclose information pertaining to the proposed secondary employment to allow a full review. The review will simply ensure that there is no conflict of interest.

9. Compliance with this policy

- 9.1. Any breach of this policy, including failure to make a timely, complete and accurate disclosure of an existing, potential or perceived conflict of interest, shall be subject to appropriate disciplinary action, up to termination of employment / engagement.
- 9.2. If a Conflict of Interest of a member of the Board of Directors cannot be resolved to the satisfaction of the Board of Directors (by simple majority resolution) or if a breach of duty has occurred, such member of the Board may be asked to resign or may be subject to removal pursuant to the organizational by-laws and applicable legislation.
- 9.3. Failure to disclose an actual or potential conflict of interest may result in the contract or transaction being revoked or rescinded.

V. RELATED DOCUMENTS

The following internal and external documents support the application of this policy:

- a. Procedures, forms, guidelines, and other resources:
 - Policy acknowledgement form
 - Annual declaration form
- b. Related organizational policies
 - Code of Ethical Conduct Policy
 - Fundraising Policy
 - Financial Policy
- c. Applicable legislation and regulations:
 - [Canada Not for Profit Corporations Act](#)

DEFINITIONS

Leadership Team (LT): The most senior level of staff leadership within OCC comprised of the Chief Executive Officer (CEO), VP Finance and Administration, VP Marketing, Communications and Development, and VP Policy and Programs. The CEO may alter the composition of the LT as required from time to time. One person may hold more than one position. Titles may change at the discretion of the LT or the Board.

Executive Champion: A member of the LT with overall responsibility for an assigned policy including: drafting, carrying out appropriate consultations / assessment, evaluating implications of the policy including risks and costs and seeking legal advice where necessary, developing and carrying out the communication, change management and implementation plan, writing any related procedures, standards or guidelines, monitoring compliance through regular reviews of the policy and reporting to the approval authority on compliance with the policy. The Executive Champion may designate a delegate, who must be named.

POLICY HISTORY

Include a record of all changes to the policy and their approval dates.

Date	Type of review	Comments
June 2006	Policy developed and approved	
Feb 2019	Policy review and approved by the Board of Directors	
October 2023	Major revision	