

## BOARD OF TRUSTEES CONFLICT OF INTEREST POLICY

### PURPOSE

The purpose of this Policy is to:

- a. ensure that all Board of Trustees discussions are conducted according to the highest ethical standards and that all Board decisions are made in the best interests of the University without any Conflict of Interest;
- b. provide guidance to each Trustee or Board committee or subcommittee member who believes they or another member may have a Conflict of Interest; and
- c. provide a process for managing Conflicts of Interest.

### SCOPE

This Policy applies to the members of the Board of Trustees, Board committees and Board subcommittees ("Members") in the conduct of Board affairs.

### POLICY STATEMENT

*Duty of Board, Committee and Subcommittee members*

1. Each Member owes a duty to the University to:
  - a. act honestly, in good faith and in the best interests of the University;
  - b. to disclose each real, potential or perceived Conflict of Interest; and
  - c. to refrain from taking part in any discussion or vote in relation to any matter in which they have a Conflict of Interest.

*Disclosure of conflicts*

2. A Member who has a Conflict of Interest, directly or indirectly, in any matter under consideration by the Board, Board committee or subcommittee shall:
  - a. declare the nature and extent of the interest to the Chair of the Board, committee or subcommittee as soon as possible and no later than the meeting at which the matter is to be considered; and
  - b. refrain from taking part in any discussion or vote in relation to the matter; and
  - c. if the matter is being discussed in camera or in a meeting that is not open to the public, withdraw from the meeting when the matter is being discussed.

3. If a Member is unsure whether they are in conflict, the Member is encouraged to consult with the Board Chair and Board Secretary in advance of any meeting at which the matter will be discussed. If there is uncertainty regarding whether a conflict exists, the Member must disclose the concern to the Board, Committee or Subcommittee, and the Board, Committee or Subcommittee shall decide by majority vote or general consent whether or not a conflict exists.

#### *Structural conflicts*

4. The composition of the Board creates the potential for perceived Conflicts of Interest on the part of Members who are Brock faculty, staff or students. Faculty, staff and student members (or Members whose spouse is a Brock faculty, staff or student member) are not considered to have a Conflict of Interest where their interest is the same or substantially the same as any other faculty, staff or student member of the University.
5. No member of the Board, other than the President, who is an employee or whose spouse is an employee of the University may take part in discussions or vote on matters related to the remuneration or benefits, pension, terms of employment, rights or privileges available to employees of the University that are directly related to compensation or that are negotiated in a collective fashion for a class or group of employees of the University.

#### *Managing undeclared conflicts of interest*

6. Where a conflict of interest has not been declared, and a Member is of the opinion that a conflict of interest exists, the Member should speak privately with the Member who is believed to have a Conflict of Interest and provide that Member with the opportunity to disclose it. If the perceived Conflict of Interest is not disclosed, the Member who believes there is a Conflict of Interest should disclose it to the Board, committee or subcommittee and the Board, committee or subcommittee shall decide by majority vote or general consent whether a Conflict of Interest exists.

#### *Meeting procedures*

7. The Chair of the Board and each committee and subcommittee shall open each Board, committee or subcommittee meeting with a call for disclosures of actual, potential or perceived Conflicts of Interest.
8. Any Conflicts of Interest declared by Members will be recorded in the minutes which will also record, if applicable: that the Member did not participate in any discussions, vote on the matter and, that the Member left the meeting. Any interest declared by a Member which is determined to not be a conflict will also be recorded in the minutes for transparency.

9. Where a Conflict of Interest is declared to the Chair prior to a Board, committee or subcommittee meeting, the declaration is to be disclosed to the Board, committee or subcommittee and recorded in a declaration of conflict of interest form which shall be retained by the Board Secretary.

*Access to Meeting Materials*

In accordance with the Board’s Confidentiality Policy, where a Member has declared or been found to have a Conflict of Interest in a matter which is to be considered in camera, at the request of the Chair, the Board Secretary may withhold the materials related to the matter from, the Member.

**COMPLIANCE AND REPORTING**

The Board will ensure compliance with this Policy through regular training of Board members on conflicts of interest and by ensuring there is a call for disclosure of any conflicts of interests at the beginning of each Board, committee and subcommittee meeting.

**DEFINITIONS**

“Conflict of Interest” arises when a Member has a Personal Interest which conflicts or could conflict with the Member’s obligations to act in the best interests of the University or which could unduly influence the Member’s judgment in carrying out his or her duties as a Member.

“Member” means a member of the Board, a Board committee or a Board subcommittee.

“Personal Interest” is a commercial, financial, professional or private interest of the Member, or the Member’s immediate family members (e.g. spouse, partner, child, parent, sibling), but does not include an interest in a matter that is of general application, or an interest in a matter that affects the Members as one of a broad class of the public or an interest which is immaterial, insignificant or inconsequential with respect to the interest of the Board and the University.

Policy owner:	Board Governance/Nominating Committee
Authorized by:	Board of Trustees, Governance/Nominating Committee
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Next review:	September 2022
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Related documents:	<ul style="list-style-type: none"> <li>• Board of Trustees Bylaw #1</li> <li>• Board of Trustees Individual Trustee Code of Conduct</li> <li>• Board of Trustees Expectations of Individual Trustees</li> <li>• Board of Trustees Confidentiality Policy</li> </ul>