



## Board Policy

Subject: <b>Conflict of Interest</b>	Policy No.: <b>#500-3</b>
Section: <b>General Administration</b>	
Approved by: <b>Board of Directors</b>	Date Approved: <b>June 20, 2018</b> <b>September 19, 2015</b> <b>January 26, 2011</b> <b>March 30, 2006</b> <b>March 31, 2005</b>
Reviewed by: <b>Executive Committee</b>	Date Reviewed: <b>June 8, 2018</b> <b>July 22, 2015</b> <b>January 12, 2011</b> <b>December, 2004</b>

### POLICY

St. Joseph's Health Care Foundation is committed to ensuring its activities, and those of its volunteers and staff, are conducted – and seen to be conducted-- to the highest standard of ethics and integrity. This policy outlines the expected conduct of volunteers who engage in work on behalf of the Foundation with donors, patients, staff, other volunteers, suppliers and related organizations.

All members of the Board or board committees have a legal and moral obligation to act in the best interests of St. Joseph's Health Care Foundation, notwithstanding their own personal interests. By representing the Foundation to the public, volunteers are in a position of trust and influence, and must always be seen as keeping with that trust. This policy provides guidance on how to avoid potential conflicts of interest.

All volunteers and staff, by virtue of the Foundation's close working relationship with the Hospital, are also bound by the Standards for Business Conduct of St. Joseph's Health Care London which is appended to this document.

### DEFINITION

For the purpose of this policy, a conflict of interest is deemed to be a situation in which a person's own interest, financial or other, or that of an immediate family member, conflicts, has the potential to conflict, or appears to conflict, with his or her primary responsibility to St.

Joseph's Health Care Foundation or St. Joseph's Health Care London. For the purposes of this policy, immediate family member refers to spouse or partner, child, grandchild, parent, grandparent, brother, sister and/or their spouse or partner.

It is the responsibility of each volunteer to consider, actively inquire into, and disclose, any personal or family circumstances which might suggest or raise a perception of conflict, with Foundation work, and to take such action as prescribed in this policy,

Conflicts of interest may be financial, non-financial or both. Any volunteer who has an interest, directly or indirectly in a proposed item of business, contract or transaction or an item of business, contract or transaction with the Foundation or Hospital, shall declare his or her interest in the nature and extent of such interest at a meeting of the Board, Board committee, or to a senior staff member of the Foundation.

## **1. PROCEDURE:**

If a conflict of interest arises at a meeting of the Board or Board Committee members must disclose their interest and follow the procedure below:

- 1.1 In the case of a *proposed* item of business, contract or transaction, the director or committee member shall declare their interest at the meeting of the Board during which the question of entering into the item of business, contract or transaction is first considered; or, if they are not present at such meeting, then at first Board meeting held thereafter. If the director or committee member is not at the date of that meeting, they shall make the declaration at the first Board meeting which is held after they became interested in the proposed item of business, contract or transaction. In the case where a director or committee member becomes interested in an item of business, contract or transaction after it is made, they shall declare their interest at the first Board meeting held after they become so interested.
- 1.1.2 Any director or committee member who has declared an interest in any proposed item of business, contract or transaction with the Foundation, shall *physically absent* themselves from the discussion, or any resolution upon the matter, and the event shall be recorded in the minutes.
- 1.1.3 Directors or committee members and their families shall not enter into any proposed contract or transaction, with the Foundation except on a competitive bid basis and where they have declared any interest therein, has absented themselves from the meeting and has refrained from voting thereon.
- 1.1.4 If a director or committee member has made a timely declaration of conflict of interest in compliance with this policy, they shall not be accountable to the

Foundation for any profits they may realize from the contract, transaction, matter or decision.

- 1.2 In the case of an *existing* contract, transaction, matter or decision, the declaration by the member shall be made at the first meeting of the Board after the individual becomes aware of the conflict.
  - 1.2.1 After making such a declaration, no interested director or committee member shall vote, or be present at the vote or during the discussions, or otherwise attempt to influence the voting, on a contract, transaction, matter or decision; nor shall the director or committee member be counted in any required quorum with respect to the vote.
- 1.3 If a director or committee member has not made a timely declaration of their interest in a contract, transaction, matter or decision, as required by this policy, this may be considered grounds for termination of their position as a director or committee member.
- 1.4 The failure of any director or committee member to comply with the conflict of interest policy of the Foundation does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board.
- 1.5 If a director or committee member believes that any other director or committee member is in a conflict of interest position with respect to any contract, transaction, matter or decision, they should have their concern recorded in the minutes. Thereafter, at the request of the director or committee member who recorded the initial concern, the Board, after the director or committee member alleged to have a conflict has absented themselves from the room, shall vote on whether the director or committee member alleged to have a conflict of interest is, in the opinion of the Board, in a conflict of interest. If the Board finds the person in a conflict of interest, they shall absent themselves during any subsequent discussion or voting process relating to or pertaining to the conflict. The question of whether or not a director or committee member has a conflict of interest shall be determined by a simple majority of the Board and shall be final.
- 1.6 If the Board finds that the person is not in conflict, the Board will then vote on the contract, transaction, matter or decision and the votes of each director or committee member shall be recorded.
- 1.7 Every declaration of a conflict of interest and the general nature thereof shall be recorded in the minutes of the Board.

## 2. VOLUNTEER EMPLOYMENT

- 2.1. In addition to the general policy set forth in paragraph 1.1 above, the Board of Directors is concerned not only with real or potential conflicts of interest, but also with any perceived appearance of conflict. If a Board or committee member of the Foundation became an employee of the Foundation, it would not be unreasonable for the public to assume that that individual used their influence as a Director to secure the employment. Therefore, to avoid the appearance of conflict in that situation, no Director may apply for a staff position within the Foundation until a period of 60 days has elapsed from when the Director's membership on the Board of Directors ceased, either by retirement, resignation, or end of term.
- 2.2. Family members and friends of Directors or members are eligible to pursue employment opportunities with St. Joseph's Health Care Foundation and St. Joseph's Health Care London and will be considered for a position only in regard to their relevant skills and experience for the position which they have applied for. Their affiliation with a member of the Board will not impact the selection process in any way.

Appended: St. Joseph's Health Care London Policy on Standards for Business Relationships