

5 – CONFLICTS OF INTEREST POLICY

Definitions

1. Terms in this Policy are defined as follows:
 - a) **Conflict of Interest** – Any situation in which a Representative's decision-making, which should always be in the best interests of the CPA, is influenced or could be influenced by personal, family, financial, business, or other private interests.
 - b) **Non-Pecuniary Interest** – An interest that an individual may have in a matter which may involve family relationships, friendships, volunteer positions or other interests that do not involve the potential for financial gain or loss.
 - c) **Pecuniary Interest** – An interest that an individual may have in a matter because of the reasonable likelihood or expectation of financial gain or loss for that individual, or another person with whom that individual is associated.
 - d) **Representatives** – Refers to individuals employed by, or engaged in activities on behalf of, the CPA. Representatives include, but are not limited to, staff, contractors, administrators, committee members, volunteers, and Directors and Officers.

Background

2. Individuals who act on behalf of a not-for-profit organization have a duty first to that organization and second to any personal stake they have in the operations of the organization. Representatives must not put themselves in positions where making a decision on behalf of the CPA is connected to their own personal interests. That would be a conflict of interest situation.

Purpose

3. The CPA strives to reduce and eliminate nearly all instances of conflict of interest at the CPA – by being aware, prudent, and forthcoming about the potential conflicts. This Policy describes how Representatives will conduct themselves in matters relating to conflict of interest and clarifies how Representatives shall make decisions in situations where conflict of interest may exist.
4. This Policy applies to all Representatives.

Obligations

5. Any real or perceived conflict of interest, whether pecuniary or non-pecuniary, between a Representative's personal interest and the interests of the CPA, shall always be resolved in favour of the CPA.
6. Representatives will not:
 - a) Engage in any business or transaction, or have a financial or other personal interest, that is incompatible with their official duties with the CPA, unless such business, transaction, or other interest is properly disclosed to the CPA and approved by the CPA.
 - b) Knowingly place themselves in a position where they are under obligation to any person who might benefit from special consideration or who might seek preferential treatment.
 - c) In the performance of their official duties, give preferential treatment to family members, friends, colleagues, or organizations in which their family members, friends, or colleagues have an interest, financial or otherwise.
 - d) Derive personal benefit from information that they have acquired during the course of fulfilling their official duties with the CPA, if such information is confidential or not generally available to the public.
 - e) Engage in any outside work, activity, or business or professional undertaking that conflicts or appears to conflict with their official duties as a Representative of the CPA, or in which they have an advantage or appear to have an advantage on the basis of their association with the CPA.
 - f) Without the permission of the CPA, use the CPA's property, equipment, supplies, or services for activities not associated with the performance of their official duties with the CPA.

- g) Place themselves in positions where they could, by virtue of being a Representative of the CPA, influence decisions or contracts from which they could derive any direct or indirect benefit.
- h) Accept any gift or favour that could be construed as being given in anticipation of, or in recognition for, any special consideration granted by virtue of being a Representative of the CPA.

Disclosure of Conflict of Interest

- 7. On an annual basis, Directors, Officers, members of Committees of the Board and the CEO will complete a **Declaration Form** disclosing any real or perceived conflicts that they might have. Declaration Forms shall be retained by the CPA.
- 8. Immediately upon becoming aware that a conflict of interest may exist, all Representatives must disclose any real or perceived conflict of interest as follows:
 - a) Directors, Officers, members of Committees of the Board, candidates for election to the Board, and the CEO must disclose real and perceived conflicts of interest to the Board (or designate).
 - b) Employees must disclose real and perceived conflicts of interest to their supervisor or the CEO.
 - c) Other Representatives must disclose real and perceived conflicts of interest to their immediate supervisor.
- 9. Meetings of the Board and meetings of committees shall include an agenda item or other opportunity for individuals to disclose real or perceived conflicts of interest before the meeting begins.

Minimizing Conflicts of Interest in Decision-Making

- 10. Decisions or transactions that involve a conflict of interest that has been proactively disclosed by a Representative of the CPA will be considered and decided with the following additional provisions, as may be applicable to minimize the conflict:
 - a) The nature and extent of the Representative's interest has been fully disclosed to the body that is considering or making the decision, and this disclosure is recorded or noted.
 - b) The Representative does not participate in discussion on the matter.
 - c) The Representative abstains from voting on the decision.
 - d) For Board-level decisions, the Representative does not count toward quorum.
 - e) The decision is confirmed to be in the best interests of the CPA.
- 11. For potential conflicts of interest involving employees, the CEO will determine whether there is there a conflict and, if one exists, the employee will resolve the conflict by ceasing the activity giving rise to the conflict. The CPA will not restrict employees from accepting other employment contracts or volunteer appointments provided these activities do not diminish the employee's ability to perform the work described in the employee's job agreement with the CPA or give rise to a conflict of interest.

Conflict of Interest Complaints

- 12. Any person who believes that a Representative may be in a conflict of interest situation should report the matter, in writing (or verbally if during a meeting of the Board or any committee), to the CPA's Board (or to the CEO in the case of Representatives who are employees) who will decide appropriate measures to eliminate the potential or existing conflict. The Board may apply the following actions singly or in combination for real or perceived conflicts of interest:
 - a) Removal or temporary suspension of certain responsibilities or decision-making authority;
 - b) Removal or temporary suspension from a designated position;
 - c) Removal or temporary suspension from certain teams, events, and/or activities;
 - d) Expulsion from the CPA; and/or
 - e) Other actions as may be considered appropriate for the real or perceived conflict of interest.
- 13. Any person who believes that a Representative has made a decision that was influenced by real or perceived conflict of interest may submit a complaint, in writing, to the CPA to be addressed under the *Discipline and Complaints Policy*.

14. Failure to comply with an action as determined by the Board will result in automatic suspension from the CPA until compliance occurs.
15. The Board may determine that an alleged real or perceived conflict of interest is of such seriousness as to warrant suspension of designated activities pending a meeting and a decision of the Board.

Enforcement

16. Failure to adhere to this Policy may permit discipline in accordance with the *Discipline and Complaints Policy*.

Date Approved: February 26, 2022	Approved By: Board of Directors
Date(s) Revised: N/A	Dept. Responsible: Governance

