

## COACHING ASSOCIATION OF CANADA Board of Directors Conflict of Interest Policy

### Purpose

1. The purpose of this policy (the “**Policy**”) is to describe how Representatives (as defined below) of the Coaching Association of Canada (“**CAC**”) will conduct themselves in matters relating to real or perceived conflicts of interest, and to clarify how the CAC will make decisions in situations where conflicts of interest may exist.

### Application

2. This Policy applies to directors, officers, committee members, and other volunteers who are involved in decision-making activities within the CAC (hereafter referred to as “**Representatives**” of the CAC).

### Definition of Conflict of Interest

3. A conflict of interest arises when the personal or outside interests or activities of a Representative influence, or have the potential to influence, the exercise of their judgment in the performance of their duties. Conflicts of interest and even the appearance of a conflict of interest may compromise the reputation of the CAC and must be avoided.
4. Conflicts of interest include both pecuniary and non-pecuniary interests. A pecuniary interest is 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. A non-pecuniary interest may include family relationships, friendships, volunteer positions in other associations or other interests that do not involve the potential for financial gain or loss.

### Legal Obligations

5. The CAC is incorporated under the *Canada Not-for-profit Corporations Act* (the “**Act**”). Representatives are governed by the *Act*, the common law, and this Policy in matters involving to conflicts of interest. Generally speaking, Representatives have a duty to avoid conflicts of interest – and, if they cannot avoid the conflict of interest, to disclose it and to recuse themselves from any CAC discussions or decisions relating to it.

As a general principle, the duty to avoid conflicts of interest relating to CAC remains even after a Representative is no longer involved with the CAC.

### Additional Obligations

6. In addition to fulfilling all requirements of the *Act*, the CAC and its Representatives will also fulfill the additional requirements of this Policy. Representatives of the CAC 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 CAC, unless such business, transaction or other interest is properly disclosed in accordance with this Policy;

- b) Knowingly place themselves in a position where they are under an obligation to any person who might benefit from special consideration, or who might seek, in any way, preferential treatment;
- c) In the performance of their official duties, accord or be perceived as according preferential treatment to family members, friends or colleagues, or to 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 CAC, where such information is confidential or is 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 CAC, or in which they have an advantage or appear to have an advantage on the basis of their association with the CAC;
- f) Use CAC property, equipment, supplies or services for activities not associated with the performance of official duties with the CAC;
- g) Place themselves in positions where they could, by virtue of being a Representative of the CAC, influence decisions or contracts from which they could derive any direct or indirect benefit or interest; or
- 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 CAC.

### Disclosure of Conflict of Interest

- 7. Every Representative is required to complete the CAC – Board of Directors Declaration Form attached at Appendix A upon becoming a Representative and on an annual basis thereafter.
- 8. At any time that a Representative of the CAC becomes aware that there may exist a real or perceived conflict of interest, they shall disclose the conflict to the CAC immediately. In addition, the Representative must promptly submit an updated CAC – Board of Directors Declaration Form to CAC.
- 9. If there is any doubt about the existence of a conflict, the circumstances should be reported to the CAC (e.g., the Chair of the Board, the chair of a particular committee, or the CEO as appropriate).
- 10. Any person who is of the view that a Representative of the CAC may be in a position of conflict of interest should report this matter to the CAC (e.g., the Chair of the Board, the chair of a particular committee, or the CEO as appropriate).

### Resolving Conflicts in Decision-making

- 11. Decisions or transactions that involve a conflict of interest that has been disclosed by a Representative of the CAC may be considered and decided upon by the CAC body to which the Representative belongs provided that:

- 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 in the minutes;
- b) The Representative recuses themselves from the meeting and does not participate in discussion on the matter giving rise to the conflict of interest;
- c) The Representative abstains from voting on the proposed decision or transaction; and
- d) The decision or transaction is reasonable and fair to the CAC.

### Compliance

- 12. Failure by a Representative to adhere to this Policy may give rise to discipline, as determined by the Chair of the Board.

## Appendix A

### CAC – Board of Directors Declaration Form

I hereby declare the following in regard to the Board of Directors Conflict of Interest Policy of the CAC:

1. I have read the attached Policy.
  2. I acknowledge that I am required to comply with the said Policy.
  3. I have checked the appropriate box below and I hereby declare that all statements or declarations contained herein are true.
  4. Should my circumstances change I agree to complete an updated Board of Directors Declaration Form on a timely basis.
- I currently have no conflict of interest, nor am I involved in anything that may be considered to be a perceived conflict of interest as defined in the Policy.
- I wish to declare the following professional activities, or any activities, that are or could be viewed as a conflict of interest or a perceived conflict of interest in accordance with the Policy:

Activity to declare	Other Organization Involved	Date

1. At this time, I or a member of my family are a Board member, a committee member, or an employee of the following organizations:

---

---

---

---

---

---

---

---

2. Please use the space below to expand upon any declared activities above.

---

---

---

---

---

---

---

---

I hereby declare that the foregoing constitutes complete and accurate disclosure by me pursuant to the Policy.

Signature: \_\_\_\_\_

Printed name: \_\_\_\_\_

Position: \_\_\_\_\_

Date: \_\_\_\_\_

59975764\2