



Conflict of Interest Policy

Approved by Board of Directors October 20, 2018

Conflict of Interest Policy

Definitions

1. The following terms have these meanings in this Policy:
 - a) “*Conflict of Interest*” – Any situation in which an Individual’s decision-making, which should always be in the best interests of Sail Canada, is influenced or could be influenced by personal, family, financial, business, or other private interests.
 - b) “*Individual*” – a person or entity defined by any categories of membership defined in Sail Canada’s Bylaws, as well as an individuals engaged in activities with the Sail Canada including, but not limited to, athletes, coaches, referees, officials, volunteers, managers, administrators, committee members, and directors and officers of Sail Canada.
 - c) “*In writing*”- A letter or e-mail sent directly to Sail Canada marked confidential.as outlined in Section 22.
 - d) “*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 or entity with whom that individual is associated, including but not limited to a family member.
 - e) “*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.
 - f) “*Perceived Conflict of Interest*” – A perception by an informed person that a conflict of interest exists or may exist.

Background

2. All Individuals are expected to adhere to the highest standards of personal and professional competence, integrity and impartiality. Staff and Volunteers who act on behalf of Sail Canada have a duty first to Sail Canada and second to any personal stake they have in the operations of Sail Canada. This policy cannot contemplate all situations in which conflicts of interest may arise. Directors, volunteers, committee members, staff and other stakeholders, must not put themselves in positions where making a decision on behalf of Sail Canada is connected or will be connected to their own “pecuniary” or “non-pecuniary” interests. That would be a conflict of interest situation.

Purpose

3. Sail Canada strives to reduce and eliminate all fundamental conflict of interests, within the scope of the organization’s activities, by providing clear guidance to its directors, volunteers and staff in order to recognize what a conflict of interest is and to being aware, prudent, and disclosing/declaring of any potential or real conflict of interest situations as they arise. This Policy describes appropriate behaviour expected of Individuals entrusted with decision-making authority within Sail Canada and how those Individuals will conduct themselves in matters relating to conflict of interest, and will clarify how and if Individuals shall make decisions in situations where conflict of interest may exist.
4. Sail Canada recognizes that active coach, athlete and technical official representatives on boards, committees and working groups have an inherent non-pecuniary interest given their positions. This does not disqualify them from acting in their capacity as such, as long as their degree of influence is mitigated by the decision-making process.

Application of the Policy

5. This Policy applies to all Individuals who, at any given time, are granted the authority to make decisions on behalf of Sail Canada.

Obligations

6. a) Sail Canada is incorporated under the Canada Not-for-Profit Corporations Act and is governed by that Act in matters involving a real or perceived conflict between the personal interests of a director or officer (or other *Individuals* involved in decision-making or decision-influencing roles) and the broader interests of Sail Canada.

b) Any real or perceived conflict, whether pecuniary or non-pecuniary, between an Individual's personal interest and the interests of the Sail Canada, shall always be resolved in favour of the Sail Canada.

7. Individuals shall not:

- a) Engage in any business or transaction, or have a financial or other personal interest, that is incompatible with their official duties with Sail Canada, unless such business, transaction, or other interest is properly disclosed to Sail Canada and approved by the Sail Canada Chief Executive Officer ("CEO") or in the case of the CEO, properly disclosed and approved by the Sail Canada Board of Directors.
- b) Knowingly place themselves in a position where they are under obligation to any person or entity 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 Sail Canada, 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 Sail Canada, or in which they have an advantage or appear to have an advantage on the basis of their association with Sail Canada.
- f) Without the permission of the Sail Canada, use the Sail Canada's property, equipment, supplies, or services for activities not associated with the performance of their official duties with Sail Canada.
- g) Place themselves in positions where they could, by virtue of being a Sail Canada Volunteer or Staff, 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 Sail Canada Volunteer or Staff except as outlined in section 8
- i) Participate in the hiring of a family member as an employee of Sail Canada. In general, the fact that a person is related to an employee or to a volunteer or board member, shall operate neither to prejudice, nor to raise the person's prospect of being hired, promoted, disciplined or dismissed. In all cases, merit, qualifications, experience, equity and budgetary provisions shall be the governing considerations for hiring and promotion.

8. Individuals may:

- a) Accept or give items of nominal value from/to outside parties such as; Sail Canada members, funders and suppliers.
- b) Accept invites for business-related meals or other modest entertainment provided that they are business meetings, within the bounds of good taste and do not have the potential to harm Sail Canada's reputation.

Declaration of Conflict of Interest

9. On an annual basis, all of Sail Canada's Directors, Officers, Employees, and Committee Members will complete a **Declaration Form** (Appendix A) in order to disclose any real or perceived conflicts that they might have.
10. Declaration Forms shall be retained by Sail Canada as long as the individual remains in such position and for a period of at least one year after the end of the individual's involvement with Sail Canada.
11. Individuals shall disclose real or perceived conflicts of interest immediately upon becoming aware that a conflict of interest may exist to the Sail Canada CEO if they are staff members or operations committee members or to the Board of Directors in the case of Directors of Sail Canada, board committee members or the CEO.

12. Individuals shall also disclose any and all affiliations with any and all other organizations involved with the same sport. These affiliations include any of the following roles: athlete, coach, manager, official, employee, volunteer, officer or director.

Minimizing Conflicts of Interest in Decision-Making

13. Decisions or transactions that involve a conflict of interest that has been proactively disclosed by an Individual will be considered and decided with the following additional provisions:
- a) The nature and extent of the Individual'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 Individual does not participate in discussion on the matter.
 - c) The Individual abstains from voting on the decision.
 - d) For board-level decisions, the Individual does not count toward quorum.
 - e) The decision is confirmed to be in the best interests of Sail Canada.
14. For potential conflicts of interest involving employees, Sail Canada's CEO (or in the case of the CEO, the Sail Canada Board) 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. Sail Canada 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 Sail Canada or give rise to a conflict of interest.
15. Examples of *conflicts of interest* at the *Sail Canada* could include, but are not limited to:
- a) A director, officer, committee member, volunteer or staff member who is also a member of a board of directors of an affiliate or partner of Sail Canada;
 - b) A director, officer, committee member, volunteer or staff member who also provides coaching or other services to Sail Canada's High Performance or development teams;
 - c) A director, officer, committee member, volunteer or staff member who has a member of their immediate family apply for or named to any Next Gen Squad, Development or National Squad or Team;
 - d) A director, officer, committee member, volunteer or staff member who is also a benefactor of Sail Canada; and
 - e) A director, officer, committee member, volunteers or staff member who is also an owner or principal of a member sailing school, club or camp.
 - f) A director, office, committee member, Volunteer or member of staff where he or she, or a member of his or her immediate family (including mother, father, brother, sister, child, husband, wife, common-law spouse) has a direct or indirect financial interest in a matter involving Sail Canada, and where the he/she could influence, or appear to be able to influence, any decision on that matter by Sail Canada.

Direct Exclusion from Decision Making with Sail Canada

16. Notwithstanding the above:
- a) No immediate family member or guardian of a Next Gen Squad, Development or National team athlete may serve on a committee or volunteer on a group making decision that effect those athletes;
 - b) No employee of a provincial or territorial sailing association or class member association may serve on the board of directors;
 - c) No president or director of a provincial or territorial sailing association or class member association shall be a Director of Sail Canada.

Conflict of Interest Complaints

17. Any person who believes that an Individual 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 Sail Canada CEO (or if the conflict involves a member of the Board of Directors, board committee or the CEO, to the Board of Directors) who will as quickly as possible decide appropriate measures to eliminate the conflict.
18. Sail Canada's CEO or Board of Directors' decision as to whether or not a conflict of interest exists will be governed by the following procedures:
 - a) Copies of any written documents to be considered will be provided to the Individual who may be in a conflict of interest situation
 - b) The Individual who may be in a conflict of interest situation will be provided an opportunity to address the conflict orally or in writing.
 - c) The decision will be by the CEO or in the case of the Board of Directors, by a majority vote.
19. If the Individual acknowledges the conflict of interest, the Individual may waive the right to be heard, in which case the CEO or the Sail Canada's Board of Directors' will determine the appropriate sanction.

Decision

20. After hearing and/or reviewing the matter, the CEO or Sail Canada's Board will determine whether a conflict of interest exists and, if so, the sanctions to be imposed.

Sanctions

21. The following actions singly or in combination for real or perceived conflicts of interest may be applied:
 - 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 Sail Canada or termination of employment;
 - e) Other actions as may be considered appropriate for the real or perceived conflict of interest.
22. Any person who believes that an Individual has made a decision that was influenced by real or perceived conflict of interest may submit a complaint, in writing, to Sail Canada to be addressed under this policy. Such complaint shall be sent to the CEO of Sail Canada by mail to its head office at 53 Yonge St, Kingston, On K7M 6G4 marked confidential or by e-mail to ceo@sailing.ca or in the case where the complaint is against the CEO the mail should be addressed confidentially to The President or by e-mail to president@sailing.ca
23. Failure to comply with an action as determined by the CEO or Sail Canada Board of Directors will result in automatic suspension from Sail Canada until compliance occurs.
24. The CEO 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 (in the case of the Board of Directors) and a decision with respect to same .

Enforcement

25. It is the responsibility of every director, volunteer, employee and committee member to be aware of the Conflict of Interest Policy and his/her obligations under the Policy and to the best of his/her ability to ensure that all other directors, volunteers, employees and committee members are similarly aware.

Appeal

26. The sanctions imposed by the CEO or the Board of Directors, as well as any additional disciplinary measures applied pursuant to section 20 herein, shall be final and binding subject only to any right of appeal available to the Individual sanctioned, pursuant to the Appeals Policy of the Sail Canada.

APPENDIX A

Declaration Form

As a volunteer, director, committee member, employee and/or consultant, you are required to act in the best interests of Sail Canada . However, inevitably, all volunteers, employees and consultants have a wide range of interests in private, public and professional life and these interests might, on occasions, conflict.

Facts or circumstances which have the potential to create a conflict between Sail Canada's and your personal interests, financial or otherwise, include but are not limited to:

- Being a member, employee, contractor, director, administrator or owner/shareholder of an organization that is a member, partner, supplier, service provider or client of Sail Canada;
- Having a close relative who is a member, director, employee, contractor, administrator or owner/shareholder of an organization that is a member, partner, supplier, service provider or client of the Sail Canada;
- Having an close relative who is a member of a Next Gen Squad, Development or National team athlete;

Please describe below any such relationships, transactions, positions you hold (volunteer or otherwise), or other similar circumstances:

I have no *conflicts of interest* or facts or circumstances to report.

I have the following *conflict(s) of interest* or facts or circumstances to report:

I hereby:

- confirm that I have read the Sail Canada's *Conflict of Interest Policy* and I agree to be bound by the obligations contained therein;
- certify that the information set forth above is true and complete to the best of my knowledge;
- commit to inform Sail Canada immediately of any change to my declaration above;
- commit to declare, at any relevant times in the exercise of my duties as volunteer, director, committee member, employee and/or consultant of Sail Canada , every situation that may arise which would make it inappropriate for me to continue to act in that capacity due to a *conflict of interest*.

Name: _____

Position Title: _____

Signature: _____

Date: _____

Witness : _____

Signature: _____