

2. Conduct and Integrity

2.1 Conflict of Interest Policy

A. Purpose

This policy is intended to preserve the trust and confidence of the public in the integrity of decision-making processes at UWR. It defines and describes Conflict of Interest, outlines procedures and how to handle violations, ensuring all directors, officers, volunteers and employees are free from real or perceived conflict of interest in decision-making and outlines obligations when a real or perceived conflict arises.

B. Scope and Application

This policy applies to all UWR directors, officers, staff, and non-Director members of board committees.

C. Definitions

- i. Actual Conflict of Interest
A situation where one has a private or personal interest that is sufficiently connected to their duties and responsibilities as a director, officer, staff or non-director committee member that influences the exercise of these duties and responsibilities.
- ii. Perceived Conflict of Interest
A situation where a reasonably well-informed person could properly have a reasonable belief that one has an actual conflict of interest, even where that is not the case in fact.
- iii. Potential Conflict of Interest
A situation where a Director, Officer, staff or non-Director committee member has a personal interest that could influence the performance of one's duties.

D. Policy

- i. Each board member, officer, volunteer, or employee of UWR is obligated to avoid conflicts of interest. They should also take care to always avoid the potential for a conflict of interest or appearance of a conflict of interest.
- ii. A conflict of interest is any situation where a UWR director, officer, volunteer, or employee, or a member of that person's family, has the ability to influence, directly or indirectly, a decision or action in their favour, or in the favour of an organization they represent in another capacity, or be in a competing interest with UWR. A "family member" shall include but not be limited to a spouse, partner, parent, caregiver, child, or sibling.
- iii. Conflicts of interest include, but are not limited to, situations involving:
 - an interest, either real or perceived, that benefits the individual or the individual's family

- organizations with which an individual has an official governing responsibility, or which employs the individual or a member of their family
- real or perceived potential to compromise the best interests of UWR

Board, Officers, non-Director Committee members, volunteers and staff of UWR should:

- i. Avoid
 - Those subject to the policy should avoid any conflict of interest or the appearance thereof which could influence the exercise of their duties and responsibilities or tarnish the reputation and or undermine the public's trust in UWR or in the United Way brand.
- ii. Declare
 - Those subject to the policy have an obligation to declare potential real or perceived conflicts of interest.
- iii. Avoid
 - Those subject to the policy should avoid any conflict of interest or the appearance thereof which could influence the exercise of their duties and responsibilities or tarnish the reputation and or undermine the public's trust in UWR or in the United Way brand.
- iv. Declare
 - Those subject to the policy have an obligation to declare potential real or perceived conflicts of interest.

E. Description

The following description of common situations that give rise to conflict of interest is not exhaustive. When in doubt about whether a potential actual or perceived conflict of interest exists, proactive disclosure is required by those to whom this policy applies:

- i. "Wearing Two Hats"
When a person to whom this policy applies is transacting with UWR or has a significant direct or indirect interest in a transaction or contract with UWR.
- ii. Interest of a relative
When UWR conducts business or transacts with an individual or a principal, officer or representative of a corporation who is not at arms-length from a person to whom this policy applies. For the purposes of clarity, a person is not at arm's length if they are related by blood (parents, brothers, or sisters, or children), marriage including common-law relationship or adaption.
- iii. Gifts
When a person to whom this policy applies or a person or entity designated by them accepts gifts, payments, services or anything else of more than a token or nominal value from a party with whom UWR transacts or may transact, and which could serve to influence an act or decision of those to whom this policy applies.

Occasional food and beverage of nominal value that are shared with the person who has offered to pay, and which is consumed during the conduct of UWR business does not constitute a gift.

- iv. Honorariums / Compensation
When a person to whom this policy applies is offered or receives an honorarium or accepts monetary compensation for services provided as a representative of UWR and does not forthwith return such honorarium or monetary compensation to UWR.
- v. Acting for an Improper Purpose
When a person to whom this policy applies exercises their powers motivated by self-interest or some other improper use, they must act solely in the best interest of UWR. This includes Directors who are nominated by a particular group to serve on the Board or Committee of UWR who must always act in the best interest of UWR, even if this conflicts with the interest of the nominating party.
- vi. Appropriation of Corporate Opportunity
When a person to whom this policy applies diverts to their own use an opportunity or advantage that belongs to UWR.
- vii. Failure to Disclose Information of Value to the Organization
When a person to whom this policy applies fails to disclose information that is relevant to a vital aspect of affairs of UWR.
- viii. Serving on Other Organizations
When a person to whom this policy applies is in a position of conflict of duty by reason that such person is concurrently a Director or Officer of another organization that is competing or transacting with UWR.
- ix. Outside employment
When an employee of UWR maintains outside employment or is self-employed without prior approval of UWR.

F. Procedures

- i. Duty to Disclose
In connection with any actual or possible real or perceived conflict of interest, those to whom this policy applies must disclose the existence of the financial or other interest and be given the opportunity to disclose all material facts.
 - Directors and Officers must immediately notify and disclose to the Board Chair
 - The CEO must disclose to the Board Chair or, in the absence of the Board Chair, to the Vice Chair of the Board
 - UWR staff and volunteers must disclose to the CEO or, in the absence of the CEO, to one of the Directors of the Senior Management Team.
- ii. Determining Whether a Conflict of Interest Exists
After disclosure of the financial or other interest and all material facts, and after any discussion with the person to whom this policy applies, the individual will be removed from Board and Committee discussions and voting where determination of a conflict of interest shall be made by a simple majority vote. Determination as to the existence of a conflict by a member of staff shall be made by the person to whom the conflict is disclosed.

iii. Procedures for Addressing the Conflict of Interest

UWR shall always endeavor to transact with individuals and businesses in ways that do not give rise to real or perceived conflicts of interest.

The UWR shall not transact in ways that give rise to a real or potential conflict of interest for staff except after all attempts to find alternative arrangements that do not give rise to a conflict of interest have been made and only with prior approval of the Board.

If the UWR considers a transaction or arrangement that gives rise to a potential conflict of interest for a Director, the interested party may make a presentation, but after such a presentation, shall be removed from the decision-making.

Before entering a transaction, which gives rise to a conflict of interest for a director, the UWR shall carry out special diligence to determine if alternative arrangements are available that do not give rise to such conflict of interest.

If a more advantageous transaction is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction is in UWR's best interest, for its own benefit, and whether it is fair and reasonable. If the UWR enters a transaction which gives rise to a conflict of interest for a director, the UWR shall ensure that such transaction is reported, if material, as a 'related party transaction' in the audited financial statements.

iv. Board and Committee Minutes

When dealing with a declaration of conflict of interest, approving a transaction where a member has an actual or perceived conflict of interest or with violation of the conflict-of-interest policy, the minutes of the Board and Committees shall contain:

- The names of the persons who disclosed, were found to have a financial interest in connection with an actual or possible conflict of interest or violated this policy, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, the Board or Committee's decision as to whether a conflict of interest in fact existed, or the Board or Committee's decision in respect of the violation.
- The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

G. Violations

i. By Directors, Officers, or non-Directors or Committee members

If the Board of UWR or a committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action. Such action may include an invitation to the member to resign or a motion to remove such member as permitted by the bylaws.

ii. By staff

If the UWR Board has reasonable cause to believe the CEO, or the CEO has reasonable cause to believe that another member of staff has failed to disclose actual or possible conflicts of interest, it shall inform the employee of the basis for such belief and afford them an opportunity to explain the alleged failure to disclose.

If, after hearing the employee's response and after making further investigation as warranted by the circumstances, the Board, in respect of the CEO or the CEO in respect of other employees, determine the employee has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action. Such action may include a disciplinary letter or termination of employment.

H. Attestation

Those to whom this policy applies shall, at least annually, sign (or acknowledge electronically) that they:

- i. Have received and read the policy
- ii. Agree to comply with the policy
- iii. Understand that UWR is registered as a charity and to maintain its preferential tax status must engage only in activities which deliver a public benefit or are ancillary thereto.

I. Executive Champion

Board Chair and the CEO

J. Monitoring & Compliance

Governance Committee