



5. Conflict of Interest

1. Conflict of interest occurs when a Board member participates in discussion or a decision about a matter that may benefit the Director directly or indirectly.
2. A Board member is in a conflict of interest when a personal interest exists that could influence their decisions and impair their ability to act in the organization's best interest.
3. Board members must not use their positions to obtain for themselves, family members, or close associates, employment within the organization.
4. A conflict of interest also exists when the interest of a friend, a family member, a business associate, an employer, or other person with whom the Director is associated, or owes an obligation, or an entity in which the Director holds a significant interest, could impair the Director's ability to act in the organization's best interest.
5. A conflict of interest includes a perceived conflict of interest. A Board member has a perceived conflict of interest when a reasonable person could perceive that the Board member might make or influence a Board decision in the Board member's personal interest or in the interest of a person or entity associated with the Board member.
6. All business dealings between a Board member and the organization will comply with Board policy.
7. Should a Board member be employed by the company, they must temporarily withdraw from Board deliberations, voting, and access to applicable Board information.
8. If a director thinks they have a conflict of interest, it is their obligation to inform the other directors of the potential conflict. Directors are obligated to be aware of any real or perceived conflict of interest they might have regarding any matters relating to the organization and to declare this conflict to the Board.
9. Directors who have knowledge of another director's conflict of interest (real or perceived) have an obligation to bring this to the attention of the director in question.
10. If the director in question does not declare their conflict, then the director with the knowledge of the conflict is obligated to alert the Board to the potential conflict of interest.
11. The Board may acknowledge a conflict of interest of one of its directors and act to allow the conflict if it acknowledges the conflict and deems it to be acceptable.

Procedure for Management of Real or Perceived Conflict of Interest

12. Prior to, or at the beginning of, a Board or Committee meeting, individual Board members and management and staff members present, will voluntarily disclose any possible conflicts of interest to the Board or Committee.
13. Should a dispute over the existence of conflict of interest arise, the Board will settle the dispute. The Board's decision will be final.
14. A conflicted person will, when requested by the Board to do so, leave the room and will not participate in any discussion of the topic at any time.



15. The temporary absence of a conflicted Director will not affect the meeting's quorum.
16. Notwithstanding any of the above, a person who leaves the meeting for conflict of interest reasons may be recalled by the President to answer questions of fact when his or her knowledge of the matter will assist the Board or Committee.
17. Declarations and subsequent absences will be noted in the minutes of the meeting.
18. A person deemed to be conflicted will refrain, at all times, from attempting to exert any influence on the issue.