

# College of Nurses of the Northwest Territories and Nunavut



Category: Board

<b>POLICY NAME</b>	Conflict of Interest		<b>POLICY NO.</b>	B4	
<b>EFFECTIVE DATE</b>	October 23, 2024	<b>DATE OF LAST REVISION</b>	2019	<b>VERSION NO.</b>	6
<b>APPLIES TO</b> Apply group names to define applicable areas of staff.					
CNNN Board of Directors					

VERSION HISTORY				
VERSION	APPROVED BY	REVISION DATE	DESCRIPTION OF CHANGE	AUTHOR
6	Board of Directors	October 23, 2024	Updated name, formatting and minor changes	Executive Director, Megan Wood
1-5	Board of Directors	1990, 1994, 1999, 2004, 2019	Historical Changes	Executive Director

## PURPOSE

Describe to what and to whom this policy applies.

This Conflict-of-Interest policy applies to the Board of Directors of the College of the Northwest Territories and Nunavut (CNNN) to:

- Enhance member and public confidence in the integrity of the decisions made by CNNN; and,
- To facilitate decision making for CNNN in the best interests of the public without compromise by a conflicting interest

## POLICY

A conflict of interest includes any situation that impairs, interferes with, or appears to impair or interfere with, a Board member's ability to make decisions or vote in the best interests of the public or CNNN.

The following areas may give rise to a conflict of interest:

- personal, professional, or financial interest in a decision:
  - the Board member, either directly or indirectly, stands to gain by the decision, either in the form of financial gain, employment or professional opportunity, or other special considerations.
- adverse interest in a decision:
  - the Board member, directly or indirectly, is likely to be impacted in a manner they perceive to be negative and cannot approach the decision impartially.
- a situation giving rise to an actual or perceived perception of bias

It is the responsibility of a Board member to recognize a real, potential or perceived conflict of interest.

Full disclosure does not remove a conflict of interest.

If a Board member believes they have, or that another Board member may have, a potential conflict of interest, the Board member shall disclose the conflict of interest to the Chairperson.

A failure of any Board member to comply with this policy does not invalidate any decision of the Board.

Board members shall:

- refrain from entering into any situation that creates or expands a conflict of interest;
- act in the best interest of CANN and its members without compromise by an outside interest;
- perform their official duties and arrange their private affairs so that membership and public confidence and trust in the integrity and impartiality of CANN are maintained and enhanced;
- not knowingly take advantage of, or benefit from information obtained in the course of their duties with CANN that is not generally available to the public;
- perform their functions in an objective and impartial manner;
- not solicit or accept, directly or indirectly, any illegal payments, remuneration, gifts, donations, or comparable benefits that are intended to, or perceived to, advance the personal interests of the Board member;
  - Incidental gifts, customary hospitality, and other benefits of nominal value may be accepted.
- avoid situations where the personal or professional interests of the Board member are in conflict, or appear to be in conflict, with their duty to the public and CANN;
- not hold any position that may conflict or appear to conflict with their duties to CANN;
- refrain from engaging any of their relative(s), or any other person or entity, for the purposes of avoiding their conflict of interest;
- not act, after they leave their Board position, in such a manner as to take improper advantage of their previous position on the Board.

Board members and their families cannot not knowingly propose or enter into any contract or transaction with CANN except:

- on a competitive basis; and,
- provided that the Board member has declared any potential conflict of interest. When the proposed contract or transaction is before the Board, the Board member will excuse themselves from the meeting and abstain from discussion and voting of the matter.

The failure of a Board member to declare their conflict of interest may be considered grounds for termination of their position as a Board member, in addition to any other remedies available to CANN.

## PROCEDURES

### **Declaring a Conflict or Potential Conflict of Interest**

Board members are encouraged to declare any real or perceived conflict of interest without concern of judgment.

Full disclosure of the conflict details may not be required at the time of the declaration.

### **Process for Self-Declaration of a Conflict of Interest**

The declaration shall be made at the earliest possible time and may follow the steps outlined below:

1. A Board member must self-declare to the Chairperson of the meeting, verbally or in writing, immediately once the matter is raised and before any discussion or vote on the matter.

If the Chairperson is the member with the conflict of interest, the matter may be disclosed, verbally or in writing, to another member of the Board.

2. If the Board member becomes conflicted in a matter or decision after the Board meeting, the Board member shall make a declaration as soon as possible.
3. When a Board member has a conflict of interest in a matter not before the Board, the member shall inform the committee chair verbally or in writing of their conflict of interest.
4. When the conflict of interest of a Board member has not been disclosed due to the member's absence from a meeting, the Board member shall disclose the conflict of interest as soon as possible.
5. No Board member with a conflict of interest shall vote, be present at the vote or discussions, or otherwise attempt to influence decision-making on the matter.
6. Every declaration of a conflict of interest shall be recorded in the minutes of the meeting and shall reflect that the Board member:
  - made the disclosure, withdrew from consideration of the matter, or excused themselves from the meeting and abstained from voting, or
  - made disclosure but continued to participate following a decision of the Board

#### **Process for declaring a potential conflict of interest of another Board member**

1. If a Board member believes that any other Board member has a conflict of interest with respect to any matter or decision before the Board, the Board member shall have their concern recorded in the minutes, and the Board member with the potential conflict of interest shall have the right to address the Board with respect to the potential conflict.
  - 1.1 The Chair will then ask the Board member to excuse themselves for a portion of the meeting to determine a conflict of interest. At the request of the Board member who recorded the initial concern, the Board shall vote on whether they are of the opinion the conflict of interest exists.
2. If the Board finds that the person has a conflict of interest, the Board member with a conflict of interest shall remove themselves during any subsequent discussion or voting pertaining to the conflict.
3. If the Board finds that the board member is not in conflict, the Board will then vote on the matter or decision, and the votes of each Board member shall be recorded.

#### **Process for failure to disclose**

1. If an undeclared real, potential or perceived conflict does arise between private interests of the Board member and their CANN duties or if a Board member is uncertain if they have a real, potential or perceived conflict, the following process will be followed:
  - If the Board or a Board member has reasonable cause to believe that a member has failed to disclose an actual or possible conflict of interest, it shall inform the Chairperson and the Board member of the perceived conflict of interest.
2. After hearing the response and assessing the situation, the Chairperson may investigate further.
3. The Chairperson will strike an impartial committee under the authority of the Board to propose a solution in a timely manner. The impartial committee shall be composed of one Board Member and two additional members in good standing. The conflict will be resolved in favour of the Association's interest.
4. If it is determined that the individual has failed to disclose an actual or possible conflict of interest, it shall take appropriate action, which may include a recommendation to the Board to remove the Board member from the Board or other possible solutions which may include:
  - clarification of the situation to the complainant and to the Board;
  - resignation from a particular committee or from the Board;
  - may participate but not vote;
  - may not participate and may not vote;
  - should not be present at discussion of specific issues.

#### **Legal Counsel**

Board members' requests to obtain external opinions or advice regarding matters before the Board shall be made to the Chairperson. If the Chairperson fails to act on or approve such a request, the Board by a majority vote, shall have the authority to engage external legal advice.

## TERMS AND DEFINITIONS

Define any acronyms, jargon, or terms that might have multiple meanings.

TERM	DEFINITION
Conflict of Interest	Includes any situation that impairs, interferes with, or appears to impair or interfere with a Board member's objectivity, judgment or ability to make decisions or vote in the best interests of the public or CANN. It may be real, potential or perceived in nature.
Real Conflict of Interest	A Board member has a private, personal, financial or close family connection to the situation.
Potential Conflict of Interest	A potential conflict of interest arises when a situation is capable of being a conflict of interest but is not yet in existence. The Board member must exercise appropriate caution to ensure that the unrealized, possible conflict does not become an actual conflict of interest.
Perceived or Apparent Conflict of Interest	A perceived or apparent conflict of interest may exist when a reasonable, well-informed person has a reasonable belief that a Board member has a conflict of interest even if there is no real conflict.
Families	Families include spouses, common-law spouses, parents, children, and any other relative by blood, marriage, or adoption residing in the same household as the Committee member.
Quorum	"The minimum number of members who must be present at the meetings for business to be validly transacted. The purpose of quorum is protection against totally unrepresentative action by an unduly small number of people. The quorum refers to the number of members present at the meeting, not to the number actually voting on a particular question." (Robert's Rules)
Chairperson	Chairperson refers to the presiding officer of the meeting. Most often, this is the President or President-elect of the Board but may be another officer appointed as chairperson for a portion of the meeting or in the absence of the President and President-elect.

## CONDITIONS AND EXCEPTIONS

Describe exceptions here.

- No Board member may be a member of the Registration Committee or Professional Conduct Committee.

## AUTHORITY AND ACCOUNTABILITY

List the job titles and business offices directly responsible for the policy.

ROLE	RESPONSIBILITY
CANN Board of Directors	Governed by NT Nursing Profession Act (2023) S.1.(2)(b)(j)(k), NU Nursing Professions Act (2023) S.1.(2)(b)(l)(m) Bylaw 5.3, 7.1.3. The Board of Directors has the authority to revise this Policy as required.
Individual Directors of the Board	Each member of the Board of Directors is accountable to the Board and ultimately the membership and the public for the implementation of this policy.

References:

1. Canada Not-for-profit Corporations Act (S.C. 2009, c. 23)
2. College of Licensed Practical Nurses of Saskatchewan
3. Roberts, H. M. (2013). Robert's rules of order. 11<sup>th</sup> edition. Berkley Publishing Corporation.