

# SCOUTS CANADA STANDARD OPERATING PROCEDURES

## SECTION 15000 – CONFLICT OF INTEREST

### **15000 – CONFLICT OF INTEREST PROCEDURES TO BE OBSERVED BY VOLUNTEER MEMBERS OF SCOUTS CANADA**

#### **15000.1 – Preface:**

Scouts Canada is a highly respected and well known organization throughout Canada. In order to maintain the high level of public support and respect that it enjoys, it is essential that the affairs and business of Scouts Canada be conducted professionally, objectively and without interference or the perception of interference arising from personal interests of the individuals involved in making decisions for the organization.

In order to achieve that goal, Scouts Canada requires that all adult volunteer members of Scouts Canada refrain from placing themselves in a position that could foreseeably produce a conflict of interest or the perception of a conflict of interest or which could potentially give rise to a conflict of interest between their own self-interest and the best interests of Scouts Canada.

#### **15000.2 – Application Of These Procedures:**

These conflict of interest procedures apply to all adult volunteer members of Scouts Canada.

#### **15000.3 – Definition Of A Conflict:**

A conflict of interest includes the perception of a conflict of interest and a potential conflict of interest and exists where:

- (i) a member at any level of Scouts Canada (or a partner, business associate or close family member of any such Scouts Canada member) is a party to a material contract or a proposed material contract with Scouts Canada; or
- (ii) a member at any level of Scouts Canada (or a partner, business associate or close family member of any such Scouts Canada member) is a director or officer of or has a material interest in any company or person who is a party to a material contract or proposed material contract with Scouts Canada; or

- (iii) a member at any level of Scouts Canada (or a partner, business associate or close family member of any such Scouts Canada member) is directly involved in an issue under discussion, or associated with an issue under discussion in a substantive way, and stands to benefit or personally gain from the decision made; or
- (iv) a member at any level of Scouts Canada assists a third party in their dealings with Scouts Canada where such assistance could result in favourable or preferential treatment being accorded that third party by Scouts Canada.

#### **15000.4 – Reporting Of A Conflict:**

All members at any level of Scouts Canada shall report a conflict of interest or a potential conflict of interest to the Executive Commissioner and Chief Executive Officer (with the exception of members of the Board of Governors who shall report a conflict to the Chief Commissioner), or to the individual chairing the meeting or committee in which the conflict of interest or potential conflict of interest arises.

The report of a conflict of interest shall be made orally as soon as practical after the conflict of interest has arisen or been identified. Where a conflict of interest or a potential conflict of interest arises during a meeting or a proceeding of any committee, the conflict of interest or potential conflict of interest shall be declared immediately during the course of the meeting or proceeding. The declaration of the conflict of interest or potential conflict of interest shall be recorded in the minutes of the proceeding or the meeting and if minutes are not being taken, the individual chairing the meeting or the proceeding shall make a written memorandum, recording the declaration.

Within seven days of that oral report, a written report shall be made by the member to the recipient(s) of the initial oral report.

#### **15000.5 – Resolution Of A Conflict Of Interest:**

The Executive Commissioner and Chief Executive Officer and, in the case of members of the Board of Governors, the Chief Commissioner shall be provided with a copy of the written report and the final resolution of the conflict of interest shall be at the discretion of the Executive Commissioner and Chief Executive Officer, or in cases of members of the Board of Governors, the Chief Commissioner.

In the case of conflicts of interest reported by the Executive Commissioner and Chief Executive Officer or the Chief Commissioner, the resolution of the conflict of interest shall be in the sole discretion of the Board of Governors. Although the final resolution of any conflict of interest rests with the Executive Commissioner and Chief Executive Officer or in the cases of members of the Board of Governors, the Chief Commissioner (or where the Executive Commissioner and Chief Executive Officer or the Chief Commissioner is reporting the conflict, with the Board of Governors), the individual chairing any meeting or proceeding at which there is made a declaration of conflict of interest or potential conflict of

interest shall be entitled to require that the party in the conflict of interest position withdraw from a discussion or a meeting or proceeding and that they refrain from voting on the issue affected by the declaration of conflict of interest or potential conflict of interest.

In all cases, the underlying principle shall be that conflicts of interest shall be resolved in favour of Scouts Canada.

The resolution of the conflict of interest may include, but is not limited to the requirement that the member in the conflict of interest position withdraw from a discussion or a meeting, that they refrain from voting on an issue, or that they remove or terminate the conflict or potential conflict by whatever means is necessary, including relinquishment of their office or position with Scouts Canada.

#### **15000.6 – Effect Of Disclosure Of A Conflict Of Interest:**

Provided that the conflict of interest is disclosed in a timely manner, a material contract entered into, or an action taken by Scouts Canada with knowledge of the conflict of interest, is neither void nor voidable.

Where a conflict of interest is discovered after a decision is made which might have been affected by knowledge of that conflict of interest, the decision made is not void or voidable, provided that the decision was made fairly and on reasonable grounds.

Where a conflict of interest is disclosed in a timely manner and in accordance with these procedures, a material contract may be entered into, a decision made, or an action taken by Scouts Canada which allows the conflict of interest (or potential conflict of interest) to continue. For example, Scouts Canada may hire family members of Scouts Canada members or may contract out work to family members, relatives or friends, provided that the conflict of interest has been disclosed by the affected Scouts Canada members in accordance with these procedures.

#### **15000.7 – Effect Of Failure To Disclose A Conflict Of Interest:**

Where a member knowingly fails to disclose a conflict of interest, Scouts Canada reserves all rights which it may have at law to have any contract entered into or any action taken set aside, revoked or rescinded. Any member who knowingly fails to report a conflict of interest may be requested to resign, or be removed from office, by the Executive Commissioner & Chief Executive Office (or in cases of members of the Board of Governors, the Chief Commissioner). Should the Executive Commissioner and Chief Executive Officer or the Chief Commissioner fail to report a conflict of interest, he/she may be requested to resign or be removed from office by the Board of Governors.

**15000.8 – Use Of Information:**

No member at any level of Scouts Canada (or a partner, business associate or close family member of any such Scouts Canada member) shall knowingly take advantage of or use to their benefit any information not generally available to the public and which is obtained in the course of their official duties for Scouts Canada.

**15000.9 – Non-Disclosure Of Confidential Information:**

No member at any level of Scouts Canada (or partner, business associate or close family member of any such Scouts Canada member) shall disclose confidential information obtained by them through the course of their duties and responsibilities for Scouts Canada.