

CONFLICT OF INTEREST POLICY

Version 1.0 – Approved by the Executive Committee – 11 October 2017

Version 1.0 – Approved by the Board of Directors – 25 October 2017

1. PURPOSE STATEMENT

This policy is meant to ensure the proper handling of actual, perceived or potential conflicts of interest in an effort to protect the integrity of the Association and to ensure that the APUO's membership's trust and confidence is maintained. As such, the purpose of this policy is to demand that all *APUO representatives* identify and refrain from actual, perceived or potential conflicts of interest, including any conflicts that may arise with third parties.

2. DEFINITIONS

- **“conflict of interest”**: Any set of circumstances that creates a risk that professional judgement or actions regarding an officer, director or volunteer's primary duty to APUO will be unduly influenced by a secondary interest, financial or otherwise, regardless of whether or not any impropriety or actual influence of the secondary interest has taken or will take place, and including situations in which a duty of loyalty to the organization as a fiduciary obligation is potentially inconsistent with another duty of loyalty. A conflict of interest is any situation in which there are interests which would be likely to affect, or may reasonably be seen to affect, the impartiality or judgment of an officer, director, or volunteer on a matter involving a member or group of members.
- **“fiduciary relationship”**: *There is a relationship where one party, the Association, officer, director or volunteer, with the discretion that has been delegated to him or her, is required to look after the best interests of the general membership.*
- **“APUO representatives”** mean Executive Committee (EC) members, Board or Directors (BoD) members, and APUO *elected* or appointed (volunteer) representatives.
- **“duty of disclosure”**: When a reasonable person looking at the relevant facts and circumstances of the particular case thinks that there is a real, sensible possibility of conflict, an officer, director or volunteer has a duty to disclose the potential conflict.

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Conflict of interest may arise in many circumstances. For example:

- i. If an *APUO representative* wishes to negotiate terms of a contract or take positions that are immediately or potentially personally advantageous (whether advantageous or not to the APUO membership), a conflict of interest arises. Actions taken to further the social and political gain of the *APUO representatives* and/or their allies or colleagues may also violate their fiduciary duty if it interferes with the best interests of the APUO membership.
- ii. If an EC or BoD member is involved in an individual grievance that comes before the Executive Committee, EC and BoD members who are grievors should be treated the same way as any other grievor. They should be given an opportunity to present her/himself to the Executive Committee to explain their grievance and point of view. However, they should not be allowed to participate in the decision-making process of the Executive Committee with respect to their grievance; to documents created for the Executive Committee but not usually provided to grievors; or to the *in-camera* minutes portion of the meeting that relates to the discussion, legal opinion or decision of their individual grievance. Instead, that portion of the meeting will remain confidential.
- iii. The potential for direct or indirect benefits to relatives, friends, colleagues, associates, superiors or academic units must also be declared and avoided.

3. POLICY

- a) *APUO representatives* shall at all times:
 - i. maintain the highest standard of integrity and impartiality;
 - ii. act in good faith and in the best interests of APUO;
 - iii. ensure that they loyally discharge their duties to the organization, including their duties as fiduciaries of the organization;
 - iv. be aware and vigilant of the need to avoid conflict of interest situations;
 - v. not use their position with APUO for personal gain;
 - vi. not use resources or information of APUO for personal gain.
- b) *APUO representatives* shall not accept gifts, gratuities or entertainment from current or prospective APUO members, whereby it may have a real or perceived influence on their objectivity in the performance of their duties. This does not preclude the acceptance of gifts, gratuities or entertainment of nominal or insignificant value, which is within the normal standards of customer service courtesy or protocol and does not compromise or appear to compromise in any way the integrity of the *APUO representatives* or APUO.
- c) *APUO representatives* shall be conscious of and sensitive to the issues of conflict of interest. A member who perceives an issue of possible conflict of interest or apprehension of bias on their own part, or on the part of another member, whether it arises from a personal involvement or through a conflict of commitment, shall raise it without fear of reprisal.

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- d) Where an *APUO representative*, either on his own behalf, or while acting for, by, with or through another, has any personal or pecuniary interest, direct or indirect, in any matter and is present at a meeting (including a committee or other meeting) at which the matter is the subject of consideration, she/he
 - i. shall, prior to any consideration of the matter at the meeting, declare his conflict of interest;
 - ii. shall not take part in the discussion of, or vote on any question in respect of the matter; and
 - iii. shall not attempt in any way before, during or after the meeting to influence the voting on any such question.

- e) Where the conflict of interest of an *APUO representative* has not been declared by reason of his absence from the meeting, the *APUO representative* shall declare his conflict of interest at the next meeting of the applicable body attended by him or her.

- f) Every declaration of conflict of interest shall be recorded in the minutes of the open and *in-camera* sessions of the meeting.

- g) The failure of any *APUO representative* to comply with this policy shall not, of itself, invalidate the decision and subsequent actions in respect of such matter.