



<b>Policy Title:</b> BOARD CONFLICT OF INTEREST POLICY		<b>Policy Section:</b> Governance Process	<b>Policy Number:</b> IV-110
<b>Approved By:</b> Board of Directors	<b>Date Approved:</b> March 15, 2023	<b>Date Reviewed/ Revised:</b>	<b>Chair's Signature:</b>

## PURPOSE

The purpose of the Health and Supportive Care Providers Oversight Authority (the “**Authority**”) “Board Conflict of Interest Policy” is to establish guidelines that define the requirements and expectations for the Authority’s Board Members and Committee members in matters relating to conflict of interest.

All Board Members and Committee Members have a duty to carry out their responsibilities in a manner that serves and protects the public interest and meets their fiduciary obligations to the Authority. As such, they must not engage in any activities or decision making concerning any matters where they actually have, may have or may be perceived to have a conflict of interest.

The obligations and requirements set out in this Conflict of Interest Policy are in addition to and supplement the requirements placed on Board Members who have an interest in a material contract or material transaction pursuant to the Authority’s by-laws. In the event that this policy and the By-laws are in conflict, the By-laws shall prevail.

“**Conflict of Interest**” means a situation where a reasonable person, knowing all the circumstances, would believe that a Board Member or Committee Member’s judgement or the discharge of their duties to the Authority may be influenced by a competing consideration. A conflict of interest may be real or perceived, actual, apparent, potential, direct or indirect.

## POLICY

### Obligations

1. All Board Members and Committee Members shall:
  - a. Make every effort to avoid an actual, perceived or potential conflict of interest;
  - b. Uphold and further the intent of the *Health and Supportive Care Providers Oversight Authority Act, 2021* (the “**Act**”);



- c. Oversee the registrants of professions included in the Act without representing the views or interests of those who may or actually profess to represent those professions, their representatives or other advocates of those professions;
- d. Oversee the registrants of professions included in the Act without representing the views or interests of those who may or actually profess to represent or advocate for the industries or entities that employ or engage the registrants of professions included in the Act;
- e. Refrain from using Authority property or information of any kind to advance their own interests, directly or indirectly;
- f. Refrain from accepting gifts or other favours or benefits from any individual or entity where it might be inferred that such gift or benefit was intended to influence or possibly would influence the Director or Committee member in the performance of their duties; and
- g. Declare any conflicts in compliance with the procedures set out in this Policy.

#### **Procedure for Declaring and Dealing with Conflicts**

2. A Board Member or Committee Member who has an actual, potential, apparent or perceived conflict of interest shall:
  - a. Declare the conflict of interest;
  - b. Not attend any part of the meeting or proceedings during which the conflict arises;
  - c. Prior to leaving the meeting or proceeding, not speak on the matter or express any indication of their views on the matter which is the subject of the conflict; and
  - d. Not vote or in any way attempt to influence any discussion or motion related to the matter on which they have declared the conflict;
3. If a Board Member or Committee Member is unsure whether or not they have a conflict of interest they shall:
  - a. Consult with either the Board Chair or the Chair of the Committee on which they serve in order to determine whether there is a conflict of interest;
  - b. If after the consultation described in paragraph 3a, is still unsure whether they are in a conflict of interest, bring the matter to the attention of the Board or the Committee, as the case may be, and seek the Board's or Committee's determination.

The Board or Committee, as the case may be, shall then vote on whether the Board Member or Committee Member is in a conflict of interest. The Board Member or Committee Member, as the case may be, shall abide by the decisions of the Board or the Committee with respect to whether an individual has a conflict of interest.



4. In the event that a Board Member or Committee Member believes that another Board Member or Committee Member has a conflict of interest they shall:
  - a. Identify the issue to:
    - i. the Board Member or the Committee Member directly; or if they are uncomfortable or unwilling to do so;
    - ii. the Board or relevant Committee Chair;
  - b. Either abide by the ultimate decision of the Board or Committee Chair of whether the individual has a conflict of interest; or if in disagreement with the decision of the Board or Committee Chair, identify the issue to the entire Board or Committee, as the case may be, as a whole;
  - c. Once identified to the entire Board or Committee, as the case may be, abide by any decision of that Board or Committee with respect to whether an individual has a conflict of interest.

**Additional Requirements**

5. All declarations of conflicts of interest will be set out in the minutes of the relevant meeting to the level of detail that is appropriate for the situation, at the discretion of the Chair taking into account the needs of the Authority and the preferences of the individual who is in a conflict of interest.