



## **Conflict of Interest Policy**

**for**

### **Members of the Board and Executive of Transparency International Canada**

Members of the board and the executive are required to recognize that the possibility of conflict of interest exists and are expected to declare conflicts of interest in accordance with the following policy.

For the purposes of this policy, “associates” include the parents, siblings, spouse or common-law partner of the board or executive member as well as any organization, agency, company, professional or academic group or individual (such as a business partner or fellow employee) with a formal relationship to the board member.

1. Every board or executive member who, either directly or through one of his or her associates has or thinks he or she may potentially have a conflict of interest with respect to a proposed or current contract, transaction, or decision of TI-Canada should promptly, and prior to proceeding with any such contract, transaction or decision, disclose the nature and extent of the interest at a meeting of the board.
2. If the board or executive member (or his or her associates) becomes interested in a contract, transaction or decision after the board meeting at which it is first raised, the board member should make a declaration at the next board meeting following the board member’s perception or apprehension of a conflict.

3. In the case of an existing contract, transaction or decision, the declaration should be made at the first meeting of the board after the member becomes a director or a member of the executive or the interest comes into being.
4. After making such a declaration, no interested board member should vote or be present at the vote, or otherwise attempt to influence the voting on such contract, transaction or decision, nor should the member be counted in any required quorum with respect to the vote.
5. If a board or executive member has made a declaration of interest in compliance with this policy, the board member is not accountable to TI- Canada for any profit he or she or his or her associates may realize from the contract, transaction or decision.
6. If the board or executive member fails to make a declaration of his or her interest in a contract, transaction or decision as required by this policy this may be considered grounds for forfeiture of board or executive membership.
7. If a board or executive member believes that any other board or executive member is in a conflict of interest position with respect to any contract, transaction or decision, the board or executive member should raise the matter and have the concern recorded in the minutes. Thereafter at the request of the board member who recorded the concern, the board should vote on whether the board member alleged to have an interest is or was in conflict. The question of whether or not a board or executive member has a conflict of interest shall be determined by a simple majority of the board.
8. Every declaration of a conflict of interest and the general nature thereof should be recorded in the minutes of the board.