



Conflict of Interest Policy

PURPOSE

The purpose of this policy is to define what constitutes a conflict of interest within the Association and create a process to address these conflicts.

DEFINITIONS AND SCOPE OF POLICY

For the purposes of this policy, the **Association's leadership team** includes its Board of Directors as well as committee chairs, Special Interest Section (SIS) chairs, and members of committees and SISes. This policy also applies to the Association's Secretariat.

A conflict of interest is defined as but not limited to situations when:

- Any member of the **Association's leadership team** or **close relative** of that member or the employer of either of the foregoing has an **interest** in an issue, matter or transaction in which the Association has an interest;
- Any member of the **Association's leadership team** or **close relative** of that member acts as an agent, representative or spokesperson for any person, business, group or organization, in order to influence the Association on any issue, matter or transaction; or
- Any member of the **Association's leadership team** or **close relative** of that member is employed by an institution which is the subject of an advocacy campaign by the Association.

This list is not exhaustive and may be augmented as future possible conflicts are defined by the Board.

An individual or organization has an **interest** for purposes of this policy if he, she or it: (1) is an agent for a person or organization with an identified goal of influencing a decision by the Association; and/or (2) would experience a material economic gain or loss from a decision by the Association on an issue, matter or transaction identifiably different from the economic gain or loss that would be experienced by (a) a member of the general public, (b) the holder of less than five percent (5%) of the equity in any business entity, or (c) a non-exempt employee of the Association.

Someone is considered a **close relative** if they are a spouse, a child, natural or adoptive parent, grandparent, grandchild, brother or sister whether natural, adoptive or by marriage of a member of the leadership team. The term also includes any other family member who resides in the same household as a member of the leadership team or shares living quarters with a member of the leadership team under circumstances that closely resemble a marital or partner relationship.



POLICY STATEMENT

The Association is committed to ensuring that it remains free of any obligation, interest, or distraction that may adversely affect, influence or interfere in its governance.

As they are in a position of fiduciary trust within the Association, all members of the Association's leadership team and Secretariat must remain free of any obligation, interest, or distraction that may adversely affect or interfere with their judgment and/or objectivity in the performance of their duties. All members must complete a statement of conflict of interest indicating their understanding of and adherence to the conflict of interest policy (see Annex 1 of this policy).

In addition to the foregoing, members of the leadership team and Secretariat must not:

- Use inside information (i.e. information made available to them because of their position as a member of the leadership team or Secretariat) which is proprietary or confidential or otherwise not generally known to the public) for their personal advantage or that of any close relative;
- Accept any service, discount, concession, fee for advice or service or thing of value from any person or organization with an interest in an issue, matter or transaction in which the Association also has an economic or programmatic interest under circumstances that would suggest an obligation of the part of the Association leadership team or Secretariat to exert any influence on the Association to enter into a transaction or adopt, alter or abolish any policy or position.

Under Section 6.09 of the Association's General Bylaw, it is the duty of each member of the leadership team or Secretariat to disclose in writing any conflict of interest they are aware of the Board of Directors (see Annex 2 of the policy for a suggested reporting form). A member who is uncertain as to whether s/he may have a conflict contacts the Board of Directors for an opinion.

Upon receiving a report of a conflict, the Board of Directors reviews the report to determine the nature of the conflict. The member of the leadership team (including any affected member of the Board) or Secretariat then withdraws from further involvement in the issue, matter or transaction until the Board of Directors determines what, if any, future involvement the member of the leadership team will have in the issue, matter or transaction.

POLICY REQUIREMENTS

In order to achieve the goals of this policy, the Association will:

- Define what constitutes a conflict of interest;
- Develop documents to ensure that members of the Association leadership team are aware of and abide by the policy;
- Develop a process to identify and document conflicts of interest; and



- Provide a process to review conflicts of interest.

ACCOUNTABILITIES

General Principles

In all activities, Association members are bound by the Volunteer Code of Conduct when participating in Association business, declaring conflicts of interest, and maintaining confidentiality of information. Employees and contractors of the Association are bound by the terms of their job descriptions or contracts regarding their duties; in the absence of any specific terms, this policy and the Volunteer Code of Conduct will apply as best practices documents.

Board of Directors

The Board of Directors approves all policies pertaining to conflicts of interest. Upon joining the Board of Directors, all directors complete the statement of conflict of interest (see Annex 1).

The Board of Directors receives all reports of conflicts or perceived conflicts of interests. Any Board member involved in a conflict of interest is required to report it (see Annex 2 for a suggested reporting form).

In the event where a member of the Association or Secretariat is uncertain as to whether a conflict exists and contacts the Board, the President or Vice-President issues a written opinion which is presumed to be correct and may be relied upon unless challenged by another Board Director, in which case the final decision as to whether a conflict exists is made by the Board of Directors as a whole. The President, Vice-President and Executive Director are advised of every opinion issued. The writing of opinions will, to the extent possible, avoid the disclosure of personal information while, at the same time, disclosing the basis for the opinion. Copies of all opinions will be retained and made available to the Board upon request to permit and encourage consistency.

If a conflict is deemed to exist, the Board of Directors will discuss the nature of the conflict. Any Director(s) involved in the conflict must withdraw from the meeting and discussion. The remaining Board of Directors may determine, in its sole discretion, that the conflict:

- is irrelevant or not adverse to the interests of the Association, so the person may participate in the discussion, study and consideration of the issue matter or transaction as well as the final discussion, decision or vote;
- is relevant but the benefits of allowing the person with the conflict to participate in the discussion or consideration, but not the final decision, outweighs the dangers of the conflict. The person may participate in the discussion, study or consideration of the issue, matter or transaction, but not the final discussion, decision or vote; or



- is relevant and disqualifies the person from participating any further in the discussion, study or consideration of the issue, matter or transaction as well as the final discussion, decision or vote.

Once the Board's position has been finalized, the President or a designated Board member contacts the individual with the conflict to inform them as to what, if any, future involvement that individual will have in that issue, matter or transaction.

In writing the minutes of the meeting at which the disclosure of any conflict is made, the Secretary-Treasurer or designate will reflect that the disclosure was made, document that the person with the conflict withdrew after making full disclosure of the matter in question and the conflict, note that the person was not present for the final discussion of the matter, and record the results of any vote or final decision thereon.

Leadership Team

Upon joining the leadership team, all members read the Conflict of Interest Policy and complete the statement of conflict of interest (see Annex 1).

All members of the Association's leadership team (Board of Directors, Committee chairs, Special Interest Section chairs, and other Association representatives) are required to report in writing any conflicts of interest to the Board of Directors (see Annex 2 for a suggested reporting form). In the event that a member is unsure as to whether a conflict exists, that member contacts the President or designated Board member to request an opinion.

In the event of a conflict or perceived conflict, a member of the Leadership Team contacts the Board of Directors for a determination. That member must immediately withdraw from consideration of the issue, matter or transaction until the Board has determined what, if any, future involvement the member of the leadership team will have in that issue, matter or transaction.

Secretariat

Upon joining the Secretariat, its members read the Conflict of Interest Policy and complete the statement of conflict of interest (see Annex 1).

All members of the Secretariat are required to report in writing any conflicts of interest to the Board of Directors (see Annex 2 for a suggested reporting form). In the event that a member of the Secretariat is unsure as to whether a conflict exists, that member contacts the President or designated Board member to request an opinion.

In the event of a conflict or perceived conflict, a member of the Secretariat contacts the Board of Directors for a determination. That member must immediately withdraw from consideration of the issue, matter or transaction until the Board has determined what, if any, future involvement



the member of the Secretariat will have in that issue, matter or transaction.

If the Secretariat receives information pertaining to a conflict, possible conflict, or perceived conflict, it will inform the Board of Directors as soon as possible.

Members

As primary stakeholders of the Association, members are encouraged to become familiar with the Conflict of Interest Policy and to report to the Secretariat or Board of Directors any conflicts or perceived conflicts of which they are aware.



**Annex 1: STATEMENT RE: ADHERENCE TO CONFLICT OF INTEREST
POLICY**

I have read the Conflict of Interest Policy adopted by the Association in January 2015. I will abide by these guidelines while representing the Association.

I understand in particular that staff and members acting on behalf of the Association must indicate in writing all affiliations with other bodies that do business with the Association, particularly if these affiliations provide a personal benefit to such individuals. This includes being an officer or holding stock in such a company, consulting agreements and other activities that would benefit the individual, or those associated with the individual, while the person is in a position of fiduciary trust with the Association.

I accept the Conflict of Interest Policy and confirm that I am in compliance with them at this time. Should a conflict of interest on my part arise while in a position of fiduciary trust with the Association, I will promptly notify the Board of Directors by submitting a disclosure statement that will be retained on file at the Association's office until my involvement as a member of the Association's leadership team ceases.

Name: _____ (Please Print)

Signed: _____

Date: _____



Association of
Canadian Archivists
Association canadienne
des archivistes

Annex 2: DISCLOSURE STATEMENT

As a member of the Association’s leadership team or Secretariat bound by the Conflict of Interest Policy, I (name of member), hereby declare the following conflict(s) of interest:

Name of organization related to the conflict of interest	Nature of the conflict of interest

It is my understanding that this information will be retained in the files of the ACA Secretariat and will not be made public. I understand that the information may be shared with the Board of the ACA.

Name: _____ (Please Print)

Signed: _____

Date: _____