

Name of Policy	Conflict of interest for directors	
Applicable sections of the <i>Societies Act</i> and by-laws	Section 5.7 of the by-laws	
Date approved	Date reviewed	Date revised
Sept. 3, 2019		

Purpose

This policy is designed to help inform directors of the Halifax Pride Society (the “Society”) about what constitutes a conflict of interest, assist directors in identifying and disclosing actual and potential conflicts, and to provide the Society with a process for addressing conflicts of interest when they arise.

Definitions

Conflict of interest: Conduct, a transaction, or relationship that presents or might conflict with a director’s obligations owed to the Society and the director’s personal, business or other interests.

Scope

This policy applies to all directors on the board of the Society, including those appointed or elected, voting or non-voting, and ex-officio.

Policy Statement

1. Directors have a fiduciary duty to conduct themselves without conflict to the interests of the Society. Directors must not use their position with the Society to advance their own interests, or the interests of a relative, friend, or any other person, group, or organization with which they are related or associated.
2. Conflicts of interest are not all necessarily prohibited or harmful to the Society.
3. All actual and potential conflicts of interest must be disclosed by directors through the annual disclosure form and to the Board whenever a conflict arises.

4. When a director has an actual or potential conflict of interest with the Society regarding a matter under consideration by the Board, that director must immediately disclose the conflict to the Board and provide any and all information relevant to the conflict.
5. The director in the conflict must not participate in any discussion regarding that matter and must not participate in any vote or decision regarding that matter.
6. Disinterested directors must make a determination as to whether a prohibited conflict exists and what subsequent action is appropriate (if any).
7. The Board will retain the right to modify or reverse such determination and action, and will retain the ultimate enforcement authority with respect to the interpretation and application of this policy.
8. The minutes of the meeting must reflect the disclosure of the conflict of interest, the director's absence during discussion of the matter, and their non-participation in any vote or decision regarding the matter.
9. Directors who declare their actual or potential conflict of interest are included in determining a quorum.
10. On an annual basis, all directors must be provided with a copy of this policy and required to complete and sign the confidentiality and conflicts of interest acknowledgement and disclosure form.
11. All completed forms must be provided to and reviewed by the Chair, as well as all other conflict information, if any, provided by directors.