



Policy Name:	Conflict of Interest
Approval Date:	December 2012
Amendment Date:	March 2019
Review Date:	2022

Applications/Exceptions:

1. For clarity and without limiting the generality of the definitions below, this policy would not apply to the following discussions:
 - MROO health plan benefits or premiums that apply to all policy holders.
 - Pertaining to NRA-65 or NRA-60 pensions.
 - Establishment of honoraria, per-diems, or expenses for directors generally.
2. It would apply to any appointment for which an additional per-diem or honorarium would be paid to any contract or employment with the organization, and to MROO scholarships.

1. Definitions:

1.1 Conflict of Interest

A director is considered to have a conflict of interest on a matter with respect to which the use of his/her authority or influence as a member or officer of the Board could result in personal gain.

1.2 Personal Gain

Personal gain means a financial advantage, or the prevention of a financial disadvantage, for the director or for any of the following members of the director's family, **friends or colleagues**.

Including: Child, grandchild, step-child, or step-grandchild, niece, nephew, grand-niece, grand-nephew, brother, sister, brother-in-law, sister-in-law, step-brother, step-sister, father or mother, step-father or step-mother, father-in-law, mother-in-law, uncle or aunt.

Personal gain does not include a financial advantage, or the prevention of a financial disadvantage, which the director or an applicable member of the director's family would have in common with, and undifferentiated from, a large group of beneficiaries.

1.3 A person, group or organization that has interest or concern in MROO.

A stakeholder can affect or be affected by the organization's actions, objectives and policies. For example, some key stakeholders would be Directors, members, contractors, government (and its agencies) suppliers, insurance administrators and affinity partners.

Gifts and Benefits

Responsibilities of the Executive and Board Members

1. Perform their duties and functions impartially, objectively, responsibly, diligently, efficiently, with integrity and in a manner that will bear public scrutiny.
2. Arrange their private interests in a manner that will prevent a conflict of interest from arising.
3. Not solicit or accept directly or indirectly for personal benefit or the personal benefit of a Stakeholder, a fee, gift or benefit from a person or an organization that deals with MROO where the fee, gift or benefit could influence or be perceived to influence the activities/decision making functions of MROO.

The following are recognized as exceptions:

- *Gifts or benefits that normally accompany the responsibilities and are received as an incident of protocol or social obligation;*
- *A suitable memento at a function honouring the member;*
- *Food, beverages and/or admission fees provided for banquets, receptions or similar events, if the person extending the invitation or a representative of the organization is in attendance;*
- *Communication to the member that would assist in conducting MROO business, including subscriptions to newspapers and periodicals.*

4. Disclose to the Board the solicitation of or acceptance of donations, gifts, or other benefits for use by MROO, from a person or organization that conducts business with MROO where such solicitation or acceptance could influence or be perceived to influence the performance of MROO functions.

Disclosure is required within 30 days if the value of the gift or benefit exceeds \$300 or if the total value over twelve months exceeds \$500. The disclosure statement must indicate the following:

- a. The nature of the gift or benefit
 - b. Its source and date of receipt
 - c. The circumstances under which it was given or received
 - d. Its estimated value
 - e. What he/she intends to do with the gift and
 - f. Whether the gift or benefit will at any point be left with MROO
5. Not grant preferential treatment in relation to any MROO matter to a Stakeholder or to organizations in which the Stakeholder has an interest.
 6. Not benefit from the use of MROO property for anything except in the course of MROO duties or functions, unless such use has been reviewed and approved by the Board.
 7. Maintain confidentiality of all confidential information.

2. Applications:

Where a director has a conflict of interest, he/she shall not:

- 2.1 Vote on the matter;
- 2.2 Speak on the matter, either at a Board meeting or at any occasion where the matter is being discussed by members of the Board;
- 2.3 Attempt to influence any report, discussion or vote on the matter;
- 2.4 Make any decision on the matter where the director or officer has authority to make decisions by virtue of his/her office or by a delegation of authority from the Board.

3. Procedure:

- 3.1 Where a matter about which a director has a conflict of interest appears on a Board meeting agenda, that director shall declare his/her conflict at the

beginning of the meeting, and shall leave the meeting room during discussion and voting on that item.

- 3.2 The minutes shall record the declaration and actions of the director.
- 3.3 Where discussion of a matter about which a director has a conflict of interest takes place in any other situation among members or servants of the Board, the director shall immediately make his/her conflict known to participants in that discussion, refrain from participating in the discussion, and report to the Board at the next available Board meeting that he/she has so refrained.
- 3.4 The minutes shall record the report of the director.
- 3.5 Where a director or officer has authority to make decisions by virtue of his/her office or by a delegation of authority from the Board, and has a conflict of interest, he/she shall report his/her conflict to the President, and in the case of the President to the Vice-President, shall refrain from making decisions or discussing the matter, and shall declare his/her conflict at the next meeting of the Board.
- 3.6 The minutes shall record the declaration of the director

The above also applies to any situation where there may be a “perceived conflict of interest”

Consequences of a Conflict of Interest Breach

If it is determined after an investigation/review by the Board that a breach occurred, the consequences, depending on the circumstances and severity of the breach, may include the following six items:

1. Letter of Reprimand;
2. Requirement of an apology to the Board;
3. Requirement of appropriate training;
4. Restrictions on the nature or frequency with which the contravener represents MROO;
5. Removal from the Board and or committees; or
6. A combination of items 1 to 5 or other remediation as determined by the Board.

The minutes shall record the