

Conflict of Interest Policy

Objective

The reputation and integrity of the Sooke Fine Arts Society (SFAS) depend on ethical behaviour throughout the organization and on fair, well-informed decision making. SFAS recognizes that an individual's ability to make a decision may be affected by other interests, both personal and professional. The intent of this policy is to permit SFAS board members and staff to manage conflict of interest situations successfully and resolve them fairly.

This policy applies to all members of the Board of Directors, to all staff, and to any volunteer who sits on a committee of the Board, who serves on a team or holds sole responsibility for an operational aspect of the SFAS show, or who represents SFAS on any external committee. Collectively, these three groups are referred to in this policy as "affected persons."

Definition of Conflict of Interest

A conflict of interest is a situation in which a person has a private or personal interest sufficient to appear to influence the objective exercise of his or her official duties within SFAS.

- "Private or personal interest" refers to an individual's self-interest (e.g., gaining financially or obtaining some other special advantage), the interests of the individual's immediate family or business partners, or the interests of another organization in which the individual holds a position, whether voluntary or paid.
- "Objective exercise of duties" refers to an individual's ability to carry out her or his responsibilities in the best interest of SFAS.

Types of Conflict

A conflict of interest may exist when the interests or concerns of an affected person, the affected person's immediate family, or any individual, group or organization to which the affected person has a financial relationship or other allegiance may be seen as competing with the interests or concerns of the Sooke Fine Arts Society. The conflict of interest may be:

- actual or real – the affected person's duties **are or will be** influenced by his/her private interests;
- perceived or apparent – the affected person's official duties **appear to be** influenced by his/her private interests; or
- foreseeable or potential – the affected person's official duties **may be** influenced in the future by his/her private interests.

Responsibilities

Overall Responsibility

Members of the board, staff and volunteers are responsible for managing conflict of interest situations to ensure that decisions pertaining to the Sooke Fine Arts Society and to the Sooke Fine Arts Show are not influenced by conflicting interests. To this end, SFAS supports an organizational culture in which **individuals** freely take responsibility for both "self-declaring" possible conflicts of interest and respectfully raising possible conflicts faced by others within the organization.

Individual Responsibility

- Board Members

- Any Director with a potential conflict of interest must disclose the conflict to the Board.
- When any real conflict of interest is relevant to a matter requiring action by the Board, the affected Director must call the conflict to the attention of the Board and formally recuse himself/herself from any vote on the matter.
 - The Director's abstention from voting is to be recorded in the minutes of the meeting.
 - The Director in question is not to be counted for purposes of determining a quorum.
- A Director with a real conflict of interest must not participate in the final deliberation or decision regarding the matter under consideration.
 - Depending on the circumstances, the affected Director may be permitted to remain in the meeting.
 - The affected Director may provide the Board with any and all relevant information.
- When there is doubt as to whether a material conflict of interest exists, the matter will be resolved by a vote of the Board, excluding the Director in question.

- Staff

- Staff with a potential or real conflict of interest must disclose the conflict to the President of the Board.

- Volunteers

- Volunteers with decision-making authority (individually or as part of a committee or team) who have a potential conflict of interest must disclose the conflict to the Committee Chair, the Team Leader, or the Executive Director, as appropriate.
- When any real conflict of interest is relevant to a matter requiring action by the team or committee, the affected volunteer must call the conflict to the attention of the team or committee and must not participate in any vote or decision on the matter.
 - The affected volunteer's abstention from voting is to be recorded in the notes or minutes of the meeting.
 - The affected volunteer may provide the team or committee with any and all relevant information.

In all cases where a real conflict of interest exists, documentation (e.g., committee notes, meeting minutes, correspondence) will provide a record of the steps taken to address the conflict.

Policy Application and Compliance

This policy must be explained to all new Board members, to staff, and to volunteers with decision-making authority. All such affected persons must agree in writing, at the outset of taking a position or volunteering with SFAS, that they will abide by this policy. At that time:

- Board members and staff must disclose potential conflict situations to the President or the Board, as appropriate. Subsequent material changes must be disclosed as they emerge.

- Volunteers must inform their Committee Chair, Team Leader, or the Executive Director of potential conflict situations.
- The person to whom the potential conflict is disclosed will indicate to the individual whether any further action is necessary to manage that potential conflict. Actions might include the following, depending on the severity of the conflict:
 - declaring the conflict to all concerned before discussion or decision making;
 - withdrawing from final decision making only; or
 - withdrawing from all aspects of discussion and decision making.

For purposes of this policy:

- The President of SFAS is the final authority on resolving disputes if, for example, an affected person does not agree with the perception that he or she is in a conflict of interest;
- The Board of SFAS is the authority on dealing with any real conflict of interest that is discovered “after the fact.” Such conflicts will be considered on a case-by-case basis.
- The President is the appropriate authority in all matters relating to the affairs of the Board and to any issues involving the Executive Director’s own affairs.
- Any issues involving the Board President’s own affairs are to be dealt with by the Board Vice-President and the Board.
- The Executive Director is the appropriate authority in all other matters of conflict, but may bring any such matter to the Board for advice or resolution.

The President of the SFAS and the Executive Director are responsible for leading the monitoring of the application and compliance of this policy direction and any related procedures.

This policy remains in effect throughout the affected person’s tenure.

I have read and understand the above statement and agree to abide by the policy and procedure.

signature

printed name

date

Approved by the SFAS Board of Directors on January 14, 2014.