

# Wildwood Sailing Club

## CONFLICT OF INTEREST POLICY

### Definitions

1. The following terms have these meanings in this Policy:

(a) **“Conflict of Interest”** – Any situation in which an Individual’s decision-making, which should always be in the best interests of Wildwood Sailing Club, is influenced or could be influenced by personal, family, financial, business, or other private interests.

(b) **“Individual”** – a person or entity defined by any categories of membership defined in Wildwood Sailing Club’s Bylaws, as well as an individuals engaged in activities with the Wildwood Sailing Club including, but not limited to, members, volunteers, committee members, and directors and officers of Wildwood Sailing Club.

(c) **“In writing”**- A letter or e-mail sent directly to Wildwood Sailing Club marked confidential as outlined in Section 22.

(d) **“Pecuniary Interest”** - An interest that an individual may have in a matter because of the reasonable likelihood or expectation of financial gain or loss for that individual, or another person or entity with whom that individual is associated, including but not limited to a family member.

(e) **“Non-Pecuniary Interest”** - An interest that an individual may have in a matter which may involve family relationships, friendships, volunteer positions or other interests that do not involve the potential for financial gain or loss.

(f) **“Perceived Conflict of Interest”** – A perception by an informed person that a conflict of interest exists or may exist.

### Background

2. All Individuals are expected to adhere to the highest standards of personal and professional competence, integrity and impartiality. Directors and members who act on behalf of Wildwood Sailing Club have a duty first to Wildwood Sailing Club and second to any personal stake they have in the operations of Wildwood Sailing Club. This policy cannot contemplate all situations in which conflicts of interest may arise. Directors and members, must not put themselves in positions where making a decision on behalf of Wildwood Sailing Club is connected or will be connected to their own “pecuniary” or “non-pecuniary” interests. That would be a conflict of interest situation.

### Purpose

3. Wildwood Sailing Club strives to reduce and eliminate all fundamental conflict of interests, within the scope of the organization’s activities, by providing clear guidance to its directors and members in order to recognize what a conflict of interest is and to being aware, prudent, and disclosing/declaring of any potential or real conflict of interest situations as they arise. This Policy describes appropriate behavior expected of Individuals entrusted with decision-making authority within Wildwood Sailing Club and how those Individuals will conduct themselves in matters relating to conflict of interest, and will clarify how and if Individuals shall make decisions in situations where conflict of interest may exist.

4. Wildwood Sailing Club recognizes that active representatives on boards, committees and working groups have an inherent non-pecuniary interest given their positions. This does not disqualify them from acting in their capacity as such, as long as their degree of influence is mitigated by the decision-making process.

### **Application of the Policy**

5. This Policy applies to all Individuals who, at any given time, are granted the authority to make decisions on behalf of Wildwood Sailing Club.

### **Obligations**

6. (a) Wildwood Sailing Club is incorporated under the Canada Not-for-Profit Corporations Act and is governed by that Act in matters involving a real or perceived conflict between the personal interests of a director or officer (or other Individuals involved in decision-making or decision-influencing roles) and the broader interests of Wildwood Sailing Club.

(b) Any real or perceived conflict, whether pecuniary or non-pecuniary, between an Individual's personal interest and the interests of the Wildwood Sailing Club, shall always be resolved in favor of the Wildwood Sailing Club.

### **7. Individuals shall not:**

(a) Engage in any business or transaction, or have a financial or other personal interest, that is incompatible with their official duties with Wildwood Sailing Club, unless such business, transaction, or other interest is properly disclosed to Wildwood Sailing Club and approved by the Wildwood Sailing Club Commodore or in the case of the Commodore, properly disclosed and approved by the Wildwood Sailing Club Board of Directors.

(b) Knowingly place themselves in a position where they are under obligation to any person or entity who might benefit from special consideration or who might seek preferential treatment.

(c) In the performance of their official duties, give preferential treatment to family members, friends, colleagues, or organizations in which their family members, friends, or colleagues have an interest, financial or otherwise.

(d) Derive personal benefit from information that they have acquired during the course of fulfilling their official duties with Wildwood Sailing Club, if such information is confidential or not generally available to the public.

(e) Engage in any outside work, activity, or business or professional undertaking that conflicts or appears to conflict with their official duties as a representative of Wildwood Sailing Club, or in which they have an advantage or appear to have an advantage on the basis of their association with Wildwood Sailing Club.

(f) Without the permission of the Wildwood Sailing Club, use the Wildwood Sailing Club's property, equipment, supplies, or services for activities not associated with the performance of their official duties with Wildwood Sailing Club.

(g) Place themselves in positions where they could, by virtue of being a Wildwood Sailing Club Director or Member, influence decisions or contracts from which they could derive any direct or indirect benefit.

(h) Accept any gift or favor that could be construed as being given in anticipation of, or in recognition for, any special consideration granted by virtue of being a Wildwood Sailing Club Director or Member except as outlined in section 8

(i) Participate in the granting of membership to a family member as a member of Wildwood Sailing Club. In general, the fact that a person is related to a director or member, shall operate neither to prejudice, nor to raise the person's prospect of being hired, promoted, disciplined or dismissed. In all cases, merit, qualifications, experience, equity and budgetary provisions shall be the governing considerations for granting membership and director promotion.

#### **8. Individuals may:**

(a) Accept or give items of nominal value from/to outside parties such as; Wildwood Sailing Club members, funders and suppliers.

(b) Accept invites for business-related meals or other modest entertainment provided that they are business meetings, within the bounds of good taste and do not have the potential to harm Wildwood Sailing Club's reputation.

#### **Declaration of Conflict of Interest**

9. On an annual basis, all of Wildwood Sailing Club's Directors and Members will complete a Declaration Form (Appendix A) in order to disclose any real or perceived conflicts that they might have.

10. Declaration Forms shall be retained by Wildwood Sailing Club as long as the individual remains in such position and for a period of at least one year after the end of the individual's involvement with Wildwood Sailing Club.

11. Individuals shall disclose real or perceived conflicts of interest immediately upon becoming aware that a conflict of interest may exist to the Wildwood Sailing Club Commodore if they are Members of the sailing club or to the Board of Directors in the case of Board Members or the Commodore.

12. Individuals shall also disclose any and all affiliations with any and all other organizations involved with the same sport. These affiliations include any of the following roles: athlete, coach, manager, official, employee, volunteer, officer or director.

#### **Minimizing Conflicts of Interest in Decision-Making**

13. Decisions or transactions that involve a conflict of interest that has been proactively disclosed by an Individual will be considered and decided with the following additional provisions:

(a) The nature and extent of the Individual's interest has been fully disclosed to the body that is considering or making the decision, and this disclosure is recorded or noted.

(b) The Individual does not participate in discussion on the matter.

(c) The Individual abstains from voting on the decision.

(d) For board-level decisions, the Individual does not count toward quorum.

(e) The decision is confirmed to be in the best interests of Wildwood Sailing Club.

**14.** For potential conflicts of interest involving members, Wildwood Sailing Club's Commodore (or in the case of the Commodore, the Board of Directors) will determine whether there is there a conflict and, if one exists, the member will resolve the conflict by ceasing the activity giving rise to the conflict. Wildwood Sailing Club will not restrict members from accepting other positions or volunteer appointments with other sailing clubs provided these activities do not diminish the member's ability to perform the task described in the member's work crew assignment with the Wildwood Sailing Club or give rise to a conflict of interest.

**15.** Examples of conflicts of interest at the Wildwood Sailing Club could include, but are not limited to:

(a) A director, officer, committee member, volunteer or member who is also a member of a board of directors of an affiliate or rival club of Wildwood Sailing Club;

(b) A director, officer, committee member, volunteer or member who also provides coaching or other services to an affiliate or rival club of Wildwood Sailing Club;

(c) A director, officer, committee member, volunteer or member who has a member of their immediate family apply for or named to an affiliate or rival club of Wildwood Sailing Club

(d) A director, officer, committee member, volunteer or member who is also a benefactor of Wildwood Sailing Club;

(e) A director, officer, committee member, volunteers or member who is also an owner or principal of a member sailing school, club or camp.

(f) A director, officer, committee member, volunteer or member where he or she, or a member of his or her immediate family (including mother, father, brother, sister, child, husband, wife, common-law spouse) has a direct or indirect financial interest in a matter involving Wildwood Sailing Club, and where the he/she could influence, or appear to be able to influence, any decision on that matter by Wildwood Sailing Club.

### **Direct Exclusion from Decision Making with Wildwood Sailing Club**

**16.** Notwithstanding the above:

(a) No immediate family member or guardian of a racing member may serve on a committee or volunteer on a group making decision that affects the racing member;

(b) No employee of a provincial or territorial sailing association or class member association may serve on the board of directors;

(c) No president or director of a provincial or territorial sailing association or class member association shall be a Director of Wildwood Sailing Club.

### **Conflict of Interest Complaints**

**17.** Any person who believes that an Individual may be in a conflict of interest situation should report the matter, in writing (or verbally if during a meeting of the Board or any committee), to the Wildwood Sailing Club Commodore (or if the conflict involves a member of the Board of Directors, board committee or the Commodore, to the Board of Directors) who will as quickly as possible decide appropriate measures to eliminate the conflict.

**18.** Wildwood Sailing Club's Commodore or Board of Directors decision as to whether or not a conflict of interest exists will be governed by the following procedures:

- (a) Copies of any written documents to be considered will be provided to the Individual who may be in a conflict of interest situation
- (b) The Individual who may be in a conflict of interest situation will be provided an opportunity to address the conflict orally or in writing.
- (c) The decision will be by the Commodore or in the case of the Board of Directors, by a majority vote.

**19.** If the Individual acknowledges the conflict of interest, the Individual may waive the right to be heard, in which case the Commodore or the Wildwood Sailing Club's Board of Directors will determine the appropriate sanction.

### **Decision**

**20.** After hearing and/or reviewing the matter, the Commodore or Wildwood Sailing Club's Board will determine whether a conflict of interest exists and, if so, the sanctions to be imposed.

### **Sanctions**

**21.** The following actions singly or in combination for real or perceived conflicts of interest may be applied:

- (a) Removal or temporary suspension of certain responsibilities or decision-making authority;
- (b) Removal or temporary suspension from a designated position;
- (c) Removal or temporary suspension from certain teams, events and/or activities;
- (d) Expulsion from Wildwood Sailing Club events or termination of membership;
- (e) Other actions as may be considered appropriate for the real or perceived conflict of interest.

**22.** Any person who believes that an Individual has made a decision that was influenced by real or perceived conflict of interest may submit a complaint, in writing, to Wildwood Sailing Club to be addressed under this policy. Such complaint shall be sent to the Commodore of Wildwood Sailing Club by mail to 160 Patricia Rd, Stratford, Ontario N5A 1V4 marked confidential or by e-mail to [thewildwoodsailingclub@gmail.com](mailto:thewildwoodsailingclub@gmail.com)

**23.** Failure to comply with an action as determined by the Commodore or Wildwood Sailing Club Board of Directors will result in automatic suspension from Wildwood Sailing Club until compliance occurs.

**24.** The Commodore may determine that an alleged real or perceived conflict of interest is of such seriousness as to warrant suspension of designated activities pending a meeting (in the case of the Board of Directors) and a decision with respect to same .

### **Enforcement**

**25.** It is the responsibility of every director, volunteer, member and committee member to be aware of the Conflict of Interest Policy and his/her obligations under the Policy and to the best of

his/her ability to ensure that all other directors, volunteers, members and committee members are similarly aware.

**Appeal**

**26.** The sanctions imposed by the Commodore or the Board of Directors, as well as any additional disciplinary measures applied pursuant to section 20 herein, shall be final and binding subject only to any right of appeal available to the Individual sanctioned, pursuant to the Appeals Policy of the Wildwood Sailing Club.



## Declaration Form – Conflict of Interest

As a volunteer, director, committee member, and/or member, you are required to act in the best interests of Wildwood Sailing Club. However, inevitably, all volunteers, Directors and members have a wide range of interests in private, public and professional life and these interests might, on occasions, conflict.

Facts or circumstances which have the potential to create a conflict between Wildwood Sailing Club's and your personal interests, financial or otherwise, include but are not limited to:

- (a) Being a member, employee, contractor, director, administrator or owner/shareholder of an organization that is a partner, supplier, service provider or client of Wildwood Sailing Club;
- (b) Having a close relative who is a member, director, employee, contractor, administrator or owner/shareholder of an organization that is a partner, supplier, service provider or client of the Wildwood sailing Club;
- (c) Having a close relative who is a member of an affiliate or rival club of Wildwood Sailing Club;

Please describe below any such relationships, transactions, positions you hold (volunteer or otherwise), or other similar circumstances:

Please check:

I have no conflicts of interest or facts or circumstances to report.

I have the following conflict(s) of interest or facts or circumstances to report:

I hereby:

(a) Confirm that I have read the Wildwood Sailing Club's Conflict of Interest Policy and I agree to be bound by the obligations contained therein;

(b) Certify that the information set forth above is true and complete to the best of my knowledge;

(c) Commit to inform Wildwood Sailing Club immediately of any change to my declaration above;

(d) Commit to declare, at any relevant times in the exercise of my duties as volunteer, director, committee member, member of Wildwood Sailing Club, every situation that may

arise which would make it inappropriate for me to continue to act in that capacity due to a conflict of interest.

Name: \_\_\_\_\_ Position Title:

\_\_\_\_\_

Signature: \_\_\_\_\_ Date:

\_\_\_\_\_