

**The Meadowvale West Tennis Club**  
**Board of Directors – Conflict of Interest Policy**

**1. Responsibilities**

As this Conflict of Interest Policy is intended to ensure the highest standards and maintain the integrity of the Board, Directors shall, at all times, act in the best interests of The Meadowvale West Tennis Club (MWTC) ahead of any personal interest or the interest of any other person or entity. It also means that Directors shall perform their duties and transact the affairs of the MWTC in a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the Board.

**2. Conflict of Interest**

A conflict of interest refers to situations in which personal, occupational or financial considerations may affect, or appear to affect, a Director's objectivity, judgment or ability to act in the best interests of the MWTC. Conflicts of interest include, but are not limited to, the following situations:

- A conflict of interest may be real, potential or perceived in nature
- A real conflict of interest arises where a Director has a private or personal interest
- A potential conflict of interest may arise when a Director has a private or personal interest such as an identified future commitment.
- A perceived or apparent conflict of interest may exist when a reasonable, well-informed person has a reasonable belief that a Director has a conflict of interest, even if there is no real conflict.
- Full disclosure, in itself, does not remove a conflict of interest.

**3. No Financial Benefit**

No Director shall, either directly or indirectly, receive any profit from her/his position, with the exception that, notwithstanding anything herein to the contrary, Directors may receive reimbursement for reasonable expenses incurred by them in the performance of their duties as permitted in the By-law and approved by the Board. The financial interests of immediate family members (including the immediate family members of a Director's partner) or close personal or business associates of a Director are also considered to be the financial interests of the Director.

**4. Examples of Conflict of Interest**

A Director participating in one the following or similar examples would constitute a Conflict of Interest under this Policy.

- Any circumstance that may result in a personal or financial benefit to a Director or his family, business associate or friend. Personal interests which conflict with the interests of the MWTC or are otherwise not in the best interests of the MWTC.
- Seeking, accepting or receiving any personal benefit from a supplier, vendor or any individual or entity doing or seeking business with the MWTC.
- Being a member of the board or staff of another organization which might have material interests that conflict with the interests of the MWTC and participating in matters on one board which might materially and adversely affect the other board.
- Any involvement in the hiring, supervision, grievance, evaluation, promotion, remuneration or firing of a family member, close personal or business associate of the Director so involved.

## **5. Procedures for Dealing with Conflict of Interest**

Directors must openly disclose, both prior to serving on the Board and during their term of office, a potential, real or perceived conflict of interest as soon as the issue arises. If the Director is not certain whether she/he is in a conflict of interest position, the Director may bring the matter before the Board for advice and guidance. If there is any question or doubt about the existence of a real or perceived conflict, the Board will determine by majority vote if a conflict exists. The Director potentially in conflict of interest shall be absent from the discussion and shall not vote on the issue. It is the responsibility of other Directors who are aware of a real, potential or perceived conflict of interest by a fellow Director to raise the issue for clarification, first with the Director in question and, if still unresolved, with the President or Vice-President, where a conflict involves the President. The Director so challenged must abstain from participation in any discussion on the matter, shall not attempt to personally influence the outcome, shall refrain from voting on the matter and, unless otherwise decided by the Board, must leave the meeting for the duration of any such discussion or vote. The disclosure and decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting. The time the Director left and returned to the meeting shall also be recorded.

## **6. Gifts and Hospitality**

Directors shall not directly or indirectly offer or accept cash payments, gifts, gratuities, privileges or other personal rewards, which are intended to influence the activities or affairs of the MWTC. Directors may, however, give or receive modest gifts or hospitality as a matter of general and accepted business practice, provided the foregoing does not include cash or other negotiable instruments and provided further proper accounting of any such expenses is made.

## **7. Complaints and Disputes Involving Directors**

The Board shall review any complaints that a Director has violated any provision of the MWTC's By-law or policies approved by the Board. The Board shall similarly review disputes between Directors that interfere with the ability of the Board to carry on its affairs. Complaints of a grave nature may be referred to the Ombudsman. Allegations of illegal activity must be made in writing and shall immediately be referred to appropriate authorities for investigation. Any Director against whom any such bona fide allegations are made shall take a leave of absence from the Board pending completion of the investigation. The review of such complaints or disputes shall include an opportunity for the Director concerned to present his/her position. Board members who originate or are the subject of such complaints or disputes must declare their conflict and excuse themselves from such meetings (but shall nonetheless be counted as part of the quorum). Every attempt should be made to resolve such matters expeditiously and fairly. The recommendations regarding resolution of such matters shall be brought to the Board for approval. The ruling of the Board shall be final. If the Director refuses to abide by the ruling, the Board may table the matter pending determination of disciplinary action. Such action may include formal or informal censure by the Chair with the approval of the Board, suspension, a request for the Director's resignation or a resolution removing the person as a Director.