

Policy Number:	1.1.10 Board Conflict of Interest
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Relevant Statutory /

Regulatory Linkages:

Corporate By-Laws

Provincial Government regulations as applicable

Policy Statement (Intent and Scope)

King’s University College wishes to ensure Conflicts of Interest do not occur and impede its work, and credibility of King’s and its Board. The Board will ensure transparent decision-making and compliance with legislative, regulatory and funder requirements.

1. Application of Policy

This Policy applies to:

- 1.1. All Board of Directors (Voting and Non-Voting), King’s University College Voting Members of the Corporation, Officers and the Principal.
- 1.2. Dependent and supported individuals e.g.: spouses (formal marriage or common laws), a child, natural or adoptive parent, grandparent, grandchild, brother or sister where natural, adoptive or by marriage of a Director, Corporate Voting Member, Officer or the Principal.
- 1.3. Other family member(s) who reside in the same household as a Director, Voting Member, Officer, or Principal, or share living quarters under circumstances that closely resemble a marital or partner relationship.
- 1.4. Private companies controlled by a Director of the Board, Corporate Voting Member, Officer, Principal, their spouse or minor children.
- 1.5. All Board Directors, Voting Members of the Corporation, Officers, and Principal, who will be given a copy of the Conflict of Interest Policy and be asked to read and sign it before their first Board or Committee meeting, and annually thereafter.

2. Definition and Practices

A Conflict of Interest exists when:

- 2.1. Any Board Director, Corporate Voting Member, Officer, or Principal or close relative of a Director, Corporate Voting Member, Officer, or Principal or the employer of any

of the foregoing, has an interest in an issue, matter or transaction in which King's University College has an interest in.

- 2.2. When any Director, Corporate Voting Member, Officer, or Principal or a close relative of a Director, Corporate Voting Member, Officer, or Principal acts as an agent, representative or spokesperson for any person, business, group or organization, in order to influence King's University College on any issue, matter or transaction.
- 2.3. An individual or organization has interest for purposes of this policy if he, she or it:
 - 2.3.1. Is an agent for a person or organization with an identified goal of influencing a decision by King's University College.
 - 2.3.2. Would experience a material economic gain or loss from a decision by King's University College on an issue, matter or transaction identifiably different from the economic gain or loss that would be experienced by:
 - (a) A member of the general public
 - (b) The holder of less than five percent (5%) of the equity in any business entity.

3. Conflict of Interest Process

- 3.1. Any Director who has a pecuniary interest or other conflict on any matter which is subject of consideration by the Board must orally disclose the interest and its general nature before any consideration of the matter at a Board meeting of King's University College.
- 3.2. Stated conflicts will be noted in the appropriate Board meeting minutes.
- 3.3. The minutes of the meeting at which the disclosure of any conflict of interest is made shall reflect that the disclosure was made and whether the person with the conflict withdrew after making full disclosure of the matter in question and the nature of the conflict, and was not present for the final discussions of the matter and any vote taken on that matter.
- 3.4. The Director with a Conflict of Interest must refrain from any meeting discussions of any type on the topic for which a conflict has been disclosed, unless at the Board's discretion with an approving Board motion, the Board allows their participation in the discussion, and leave the meeting during any discussion and / or vote on the item.
- 3.5. No Director can participate in a vote on a motion they have a Conflict of Interest with or attempt to influence a vote on such a motion.

3.6. The Board quorum can be reduced for a Board meeting by the number of Directors of the Board that have a Conflict of Interest for only those motions for which a conflict exists and has been disclosed.

4. Potential or Actual Breach in Declaring a Conflict of Interest

4.1. Any potential breach of a Conflict of Interest declaration responsibility by a Director of the Board can be identified by other Directors of the Board, the Principal, or other source to the Chair or designate.

4.2. If identification of such a breach comes forward, the Board will take any such potential breach seriously.

4.3. The Board, voting through an approved motion, or the Executive Committee acting within its authorities, can authorize at its own discretion, the Chair or Vice Chair or the Principal, to seek a legal opinion on a possible conflict of interest breach. The Board or Executive Committee will establish the scope, terms and conditions for such a legal opinion. Only the Board can authorize the securing of a legal opinion on a Board matter.

4.4. With or without a legal opinion, the Board solely will determine if a Director of the Board has breached the Conflict of Interest Policy.

4.5. If the Board, via a motion, decides there is no breach of the Conflict of Interest Policy, the matter is concluded from a Board perspective unless a legal intervention occurs.

4.6. If the Board decides through an approved motion, that a breach has occurred, the Board can establish sanctions on the identified Director of the Board or members based on:

4.6.1. Materiality

4.6.2. Frequency

4.6.3. Level of certainty of the Directors intent to breach.

4.7. Any sanctions applied by the Board are at its discretion, and can involve a:

4.7.1. Verbal warning and academic requirements on the Conflict of Interest Policy for minor infractions.

4.7.2. Written warning with consequence defined for any future breaches for moderate infractions.

4.7.3. Recommendation of termination from the Board to a Voting Members of the Corporation' Meeting (AGM or Special) based on the process outlined in the King's University Colleges' Corporate By-Laws.

5. If an agenda item involves directly or indirectly a relationship conflict involving the Chair and/or Vice-Chair, the Chair and Vice-Chair will withdraw from their roles for that agenda item and the Directors of the Board will elect a Presiding Officer for that item only.

Monitoring

Conflicts of Interest are called for at all regular and special Board meetings by the Chair and recorded in the minutes.