



In consideration of BCA Ottawa agreeing to engage you as a volunteer (the “**Engagement**”) and for other good and valuable consideration (the receipt and sufficiency of which are hereby acknowledged), agree as follows:

1. I understand that during the course of my duties with BCA Ottawa I will gain knowledge of, or have access to, information relating to the business and affairs of BCA Ottawa, its clients and third parties who may from time-to-time have dealings with BCA Ottawa and its clients (such information herein collectively, “**Information**”). The Information, regardless of the form in which it is recorded, transmitted, observed or expressed, or to which it may be converted or transcribed, shall include, without limitation, written and electronically stored or accessible information and data, and includes the name and identity of all such clients and third parties.
2. I acknowledge that all Information is strictly confidential and I agree that I shall not reveal to any person or entity, or use any Information at any time, except as expressly directed by BCA Ottawa or as may be required by law.
3. I acknowledge and agree that my obligation of confidentiality under paragraph 2 is of indefinite duration and that I will never disclose any Information to any person or entity, except as expressly directed by BCA Ottawa or as may be required by law.
4. I undertake and agree that no Information will be distributed, altered, copied, interfered with or destroyed, except in accordance with the instructions of BCA Ottawa.
5. I agree to use extreme caution with, and take all steps to safeguard, the confidentiality of any part of the Information that may come into my possession at any time or in any place, and in particular when using any type of electronic device or when performing my duties outside the office of BCA Ottawa
1. I understand and agree that compliance with this agreement is a condition of my volunteering with BCA Ottawa and that failure to comply strictly with each term of this agreement may result in the termination without notice of my volunteer duties with BCA Ottawa.

### **BCA Ottawa Conflict of Interest Policy**

#### **Purpose**

The purpose of this policy is to help volunteer members of BCA Ottawa to effectively identify, disclose and manage any actual, potential or perceived conflicts of interest in order to protect the integrity of BCA Ottawa and manage risk.

#### **Objective**

The BCA Ottawa board, committee of management or other governance structure as relevant (called the ‘board’ in this policy) aims to ensure that board members are aware of their obligations to disclose any conflicts of interest that they may have, and to comply with this policy to ensure they effectively manage those conflicts of interest as representatives of BCA Ottawa

## **Scope**

This policy applies to the board members of BCA Ottawa and volunteers.

## **Definition of conflicts of interests**

A conflict of interest occurs when a person's personal interests conflict with their responsibility to act in the best interests of BCA Ottawa. Personal interests include direct interests as well as those of family, friends, or other organizations a person may be involved with or have an interest in (for example, as a shareholder). It also includes a conflict between a board member's duty to BCA Ottawa and another duty that the board member has (for example, to another organization). A conflict of interest may be actual, potential or perceived and may be financial or non-financial.

These situations present the risk that a person will make a decision based on, or affected by, these influences, rather than in the best interests of BCA Ottawa and must be managed accordingly.

## **Policy**

This policy has been developed because conflicts of interest commonly arise, and do not need to present a problem to BCA Ottawa if they are openly and effectively managed. It is the policy of BCA Ottawa as well as a responsibility of the board, that ethical, legal, financial or other conflicts of interest be avoided and that any such conflicts (where they do arise) do not conflict with the obligations to BCA Ottawa.

BCA Ottawa will manage conflicts of interest by requiring board members to:

- avoid conflicts of interest where possible
- identify and disclose any conflicts of interest
- carefully manage any conflicts of interest, and
- follow this policy and respond to any breaches.

## **Responsibility of the board**

The board is responsible for:

- establishing a system for identifying, disclosing and managing conflicts of interest across BCA Ottawa
- monitoring compliance with this policy, and
- reviewing this policy on an annual basis to ensure that the policy is operating effectively.

BCA Ottawa must ensure that its board members are aware of the ACNC governance standards, particularly governance standard 5, and that they disclose any actual or perceived material conflicts of interests as required by governance standard.

## **Identification and disclosure of conflicts of interest**

Once an actual, potential or perceived conflict of interest is identified, it must be entered into BCA Ottawa's register of interests, as well as being raised with the board. Where all of the other board members share a conflict, the board should refer to governance standard 5 to ensure that proper disclosure occurs. The register of interests must be maintained by [person/role], and record information related to a conflict of interest (including the nature and extent of the conflict of interest and any steps taken to address it).

### **Confidentiality of disclosures**

- Action required for management of conflicts of interest
- Conflicts of interest of board members

Once the conflict of interest has been appropriately disclosed, the board (excluding the board member disclosing and any other conflicted board member) must decide whether or not those conflicted board members should:

- vote on the matter (this is a minimum),
- participate in any debate, or
- be present in the room during the debate and the voting.

In exceptional circumstances, such as where a conflict is very significant or likely to prevent a board member from regularly participating in discussions, it may be worth the board considering whether it is appropriate for the person conflicted to resign from the board.

### **What should be considered when deciding what action to take**

- In deciding what approach to take, the board will consider whether the conflict needs to be avoided or simply documented
- whether the conflict will realistically impair the disclosing person's capacity to impartially participate in decision-making
- alternative options to avoid the conflict
- BCA Ottawa's objects and resources, and
- the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, BCA Ottawa.

The approval of any action requires the agreement of at least a majority of the board (excluding any conflicted board member/s) who are present and voting at the meeting. The action and result of the voting will be recorded in the minutes of the meeting and in the register of interests.

### **Compliance with this policy**

If the board has a reason to believe that a person subject to the policy has failed to comply with it, it will investigate the circumstances.

If it is found that this person has failed to disclose a conflict of interest, the board may take action against them. This may include seeking to terminate their relationship with BCA Ottawa.

If a person suspects that a board member has failed to disclose a conflict of interest, they must bring it to the attention of the President and Executive Director. Should either of those people be suspected of non-disclosure the activity must be shared with the full Board of Directors.