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## CONFLICT OF INTEREST POLICY

Approved on June 20, 2017

Directors, Committee Members and Employees owe a duty of loyalty and accountability to the Quinte West Chamber of Commerce and as such are primarily accountable to the Chamber. They represent the membership and, therefore, shall suspend their personal self interests while conducting Chamber business.

Directors, Committee Members and Employees shall make every effort to avoid conflict of interest between their position as a member of the Board of Directors or committee, their employment, and their personal and professional lives.

“Conflict of interest” includes situations:

- where a Director, committee member or employee’s private affairs or financial interests are in conflict with their duties and responsibilities or result in a perception that a conflict exists;
- where a Director, committee member or employees’ actions compromise or undermine the trust which the members and public place in the Chamber.
- which could impair or perceive to impair the Director, committee member or employee’s ability to act in the Chamber’s interest.

*It is important to note that the “appearance of conflict of interest” is just as serious as an actual conflict of interest. The appearance of conflict of interest occurs when a reasonably well informed person might conclude that a Director, committee member or employee is making a decision on behalf of the Chamber that promote his/her personal interests or those of a close friend, family member, business associate, corporation or partnership in which a Director, committee member or employee holds a significant interest, or a person to whom a Director, committee member or employee or owes an obligation and could influence a decision and impair the Director, committee member or employees’ ability. It is not necessary that influence take place.*

### **Procedures when real or perceived conflict of interest arises:**

1. A Director, committee member or employee must immediately disclose a conflict of interest as soon as the conflict is apparent.
2. The Director, committee member or employee must absent him/herself from all discussions and votes pertaining to the matters in which they are in a conflict by leaving the room, unless otherwise directed by the Board.
3. The conflict and absence shall be noted in the minutes of the meeting.

4. The Director, committee member or employee shall also refrain from lobbying any member, Director, committee member, or on his or her behalf.
5. If the Board is in doubt about whether a Director, committee member or employee is or may be in a conflict of interest, the Chair will make the final determination.
6. If a Director does not become aware of the conflict until after the transaction has been concluded, they must still make the disclosure immediately upon becoming aware of the circumstance giving rise to the conflict, and will disclose whether and to what extent the Director or any of the parties referred to in the preceding paragraph benefitted financially or otherwise, as a result of such circumstance.
7. Unless otherwise directed, the Board must immediately take steps to resolve the conflict of interest or remove the suspicion that a conflict exists.
8. A re-vote on the matter may be required.
9. Anyone running for public office must resign from the Board immediately. If they are not elected, they may seek nomination and run in the next available Board elections.
10. A Director may be removed from office by a vote of two-thirds of the Directors then in office in cases where the Directors determine such removal to be the appropriate action in the best interests of the Chamber.

## CODE OF CONDUCT

### Quinte West Chamber of Commerce

Each member of the Board of Directors, Committee Members & Employees will exhibit ethical and professional conduct at meetings of the Board of Directors, Committees and at any other place that may reflect on the Chamber as a whole.

**Directors, Committee Members & Employees shall:**

1. Treat all members of the Quinte West Chamber of Commerce fairly and equitably.
2. Develop an understanding of the scope, mandate, by-laws, constitution, and policies of the Chamber, the needs of the members it serves, and the Board's policy governance approach, or the mandate of the committee the individual is engaged with. Every new Board member will participate in the orientation program.
3. Comply with any policies relating to Board-Staff Relationship that recognizes authority is vested in the Board and individual Directors have no authority to direct the resources or affairs of the Chamber. Each Director will recognize that the Board works as a whole.
4. Abstain from divulging any information discussed in confidential meetings as outlined in the confidentiality agreement.
5. Refrain from engaging in behaviors that undermine Chamber processes, including the relationship among Directors, committee members and staff.
6. Publicly support all Board decisions.
7. Recognize that only the Chair of the Board and the Manager/CEO, or their designate, shall be the spokespersons for the Chamber.
8. Exercise discipline to prepare for, attend, and participate at meetings, effectively, efficiently, and with excellence. Directors are expected to attend a minimum of 65% of all Board meetings, and to not be absent for three consecutive meetings annually.
9. Act in good faith and in the interests of the Chamber and the communities it serves, without regard to personal interests or those of advocacy or special interest groups.
10. Remain non-judgmental of the persons to who administrative decisions are delegated except as may be reviewed against objective standards during a Board process.
11. Comply with the policy on Conflict of Interest in particular and the common law duty regarding conflict of interest in general.



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## CONFIDENTIALITY AGREEMENT

### QUINTE WEST CHAMBER OF COMMERCE

1. You acknowledge that as a Committee Member, Member of the Board of Directors, or Employee of the Quinte West Chamber of Commerce, you will acquire information about certain matters that are confidential to the Quinte West Chamber of Commerce.
2. Such information includes but is not limited to verbal or written information which relates to past, current or prospective undertakings or policies of the Quinte West Chamber of Commerce and/or business and community development.
3. You acknowledge that the information as referred to in paragraph (2) above could be used to the detriment of the Quinte West Chamber of Commerce, its members or prospective business affairs.
4. Accordingly, you undertake to treat confidentially all information and agree not to disclose it to any third party, for any reason, either during your term as a Committee Member, Member of the Board of Directors or Employee or after termination of your term of office or employment with the Quinte West Chamber of Commerce.
5. You further acknowledge that you will not place yourself in a position in which you might be perceived to be in a conflict of interest, either real or potential, and you will declare that such a conflict may be perceived to exist whenever such a situation arises in your activities as a Director or Employee of the Quinte West Chamber of Commerce.

Name & Title: \_\_\_\_\_

Signed: \_\_\_\_\_ Dated: \_\_\_\_\_