

Conflict of Interest

Introduction

1. We must be impartial and fair in our dealings with Pentathlon Canada (PC) members, residents, suppliers, and the general public. Their trust, confidence, and support of Pentathlon Canada's goals and objectives are necessary if we are to do our job well. Members of the Board of Directors, committee members, staff, representatives, and decision makers of Pentathlon Canada must ensure that their interests, or those of people close to them, do not conflict with the impartial performance of their duties. Any potential - real or perceived - conflict between an individual's interests and those of Pentathlon Canada must be resolved in favour of Pentathlon Canada.
2. This conflicts of interest policy shall apply to all members of the Board of Directors, Committee Members, staff, representatives and decision makers of Pentathlon Canada.

Definition of Conflicts of Interest

3. Conflicts of interest include both pecuniary and non-pecuniary interests. Non-pecuniary conflicts of interest are just as important as pecuniary interests. A pecuniary interest is an interest that you have in a matter because of the reasonable likelihood or expectation of appreciable financial gain or loss for you, or another person with whom you are associated. Associated persons include relatives, partners and employers. A non-pecuniary interest may include family relationships, friendships, positions in associations and other interests that do not involve financial gain or loss.
4. Examples of situations that could give rise to a pecuniary conflict of interest include, but are not limited to:
 - a. Having a personal interest that could lead you to be influenced in the way that you carry out your Pentathlon Canada duties, or could lead a reasonable third party to think that you could be influenced in the way you carry out your Pentathlon Canada duties.
 - b. A family member, relative, friend, associate or any Board of Director close to you having a personal interest that could lead you to be influenced in the way that you carry out your Pentathlon Canada duties, or could lead a reasonable third party to think that you could be influenced in the way you carry out your Pentathlon Canada duties.
5. Examples of situations that could give rise to non-pecuniary conflicts of interest include, but are not limited to:
 - a. Having the responsibility for hiring a consultant, where one of the applicants is a good friend.
 - b. Supporting proposals from a club where you spend a good deal of your leisure time.
 - c. Supporting proposals from groups of people or individuals with whom you have regular personal contact (e.g. family members).
6. Not only must your actions be free from any conflicts, but you must also ensure that they are seen to be free from any conflicts of interest. It is therefore important that you consider what other people might think of the situation. These other people could include, for example, potential suppliers, other sports organizations, fellow Board members or staff, if applicable, and members of the public.

Policy Statement

7. This policy is aimed at avoiding conflicts of interest within Pentathlon Canada and maintaining fair and ethical interactions between and among those who work, volunteer and do business with Pentathlon Canada.
8. Pentathlon Canada is incorporated under the *Canada Corporations Act* and is governed by the Act in matters involving a real or perceived conflict between the personal interests of a director or officer (or other individuals involved in a decision making or decision-influencing roles) and the broader interests of the corporation.

Policy

9. Members of the Board of Directors, Committee Members, staff, representatives and decision makers of Pentathlon Canada shall not:
 - a. Engage in any business or transaction or have a financial or other personal interest, which is incompatible with the discharge of their duties and obligations with Pentathlon Canada.
 - b. Knowingly place themselves in a position where they are under obligation to any person who might benefit from special consideration or favour on their part, or who might seek, in any way, preferential treatment.
 - c. Accord, in the performance of their duties and obligations, preferential treatment to relatives or friends or to organizations in which they or their relatives or friends have an interest, financial or otherwise.
 - d. Benefit from the use of information acquired during the course of their official duties with Pentathlon Canada, which is generally not available to the public; engage in any outside work, activity or business undertaking that:
 - i. Conflicts or appears to conflict with their duties as Board of Directors, Committee Members, staff, representatives and decision makers of Pentathlon Canada.
 - ii. They have an advantage or appear to have an advantage in derived from their association with Pentathlon Canada.
 - iii. In a professional capacity will or might appear to influence or affect the carrying out of duties as a Board member, Committee member, staff person, representative or decision maker of Pentathlon Canada.
 - iv. Use Pentathlon Canada property, equipment, supplies or services of consequence for activities not associated with the discharge of official duties with Pentathlon Canada.
 - v. Place themselves in a position where they could influence decisions or contracts from which they could derive any direct or indirect benefit or interest.
 - vi. Involves accepting any gift that could reasonably be construed as being given in anticipation or recognition of special consideration by the Board of Directors, Committee Members, staff, representatives and decision makers of Pentathlon Canada.

Procedure for Disclosure

10. Individuals who are elected, appointed or hired to positions within Pentathlon Canada will disclose their potential conflict of interest in the following manner:
 - a. At the first Board of Directors' meeting immediately following the Annual General Meeting, each Board member and each staff person shall make verbal disclosure of their conflicts of interest, to be recorded.
 - b. At the first annual meeting of a new program year of a committee, each member shall make a verbal disclosure of their conflicts of interest, to be recorded and submitted to the Board of Directors.
 - c. In addition to the foregoing, whenever a Board member, committee member, staff person, representative or decision maker considers that he or she could be, or could potentially be, in a conflict of interest as defined within this policy, he or she shall disclose this conflict to the Board immediately.
 - d. Any other Board member, committee member, staff person, representative or decision maker of Pentathlon Canada who feels that a Board member, committee member, staff person, representative or decision maker of Pentathlon Canada is in a conflict of interest may report the matter to the Board at any time.
11. If a Board member, committee member, staff person, representative or decision maker of Pentathlon Canada is in doubt as to whether or not a conflict of interest situation exists, he/she should provide disclosure to the Board of Directors immediately.



Procedure Following Disclosure

12. Once a Board member, committee member, staff person, representative or decision maker of Pentathlon Canada has provided disclosure of a conflict of interest with respect to a particular matter to be considered or decision to be made, the following principles shall apply:
 - a. The individual in a conflict of interest may not participate in discussion of this matter as an advocate on his or her own behalf, either formally at the meeting or informally through private contact, communication or discussion, unless such participation is approved by a majority vote of the other Directors or committee members.
 - b. Except where participation in discussion has been properly approved as per Section 5(a), a Board member, committee member, staff person, representative or decision maker of Pentathlon Canada shall not be present at that portion of a meeting during which matters in which they have an interest are considered.
 - c. The individual in a conflict of interest shall not participate in any vote on the matter.
13. Documentation relating to conflict of interest situations shall be recorded in the Minutes of the Board of Directors and all committees of Pentathlon Canada. All conflicts that are reported and recorded will be communicated to the membership of Pentathlon Canada through the publication of these Minutes.

Sanctions for Failing to Adhere to this Policy

14. In the event that a Board member, committee member, staff person, representative or decision maker of Pentathlon Canada fails to disclose a conflict of interest, or once disclosed, fails to adhere to the provisions of this policy relating to the procedures to be followed after disclosure, the matter will be referred to the Pentathlon Canada Discipline Committee.
15. An Ad Hoc Discipline Committee will review the situation, and if required, will convene a hearing with the individual who is alleged to have failed to adhere to this policy and make a recommendation to the Board as to its findings and any appropriate sanction. The final decision regarding a breach of this policy rests with the Board.
16. In investigating the matter, convening a hearing, recommending sanctions, and deciding the outcome of any breach of this policy, both the Discipline Committee and the Board will respect the principles of procedural fairness.

Responsibilities

Body	Action
Board	Ensure that directors, officers, committee members and staff understand the principles and restrictions set forth under this Conflict of Interest Policy and annually sign a written declaration of conflict of interest. Strike an Ad Hoc Discipline Committee if needed.
ED	Educate the officers, committee members and staff on conflict of interest and restrictions.

Approved by Pentathlon Canada Board of Directors – May 2018