



Conflict of Interest Policy

Policy Administration

Upper Canada Skating Club (“UCSC”) maintains and reviews this Policy every three years.

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| Implementation Date | July 2022 |
| Updated as per Skate Ontario Conflict of Interest | June 15, 2025 |
| Next Board Review | June 2028 |

Policy Statement

The Conflict of Interest Policy (“Policy”) is designed to ensure the integrity and impartiality of decision-making within UCSC. It applies across all levels of the organization and helps identify, manage, and avoid conflicts of interest in the actions of the Board of Directors, committees, and staff.

A conflict of interest arises when personal interests interfere with or appear to interfere with the duty to act in UCSC’s best interest. This Policy forms part of UCSC’s broader Code of Conduct.

Scope/Applicability

This Policy applies to all members of the UCSC Board of Directors (“Board”) and to members of any UCSC committee.

Definitions

For the purposes of this Policy:

- a) **Committees:** Include standing, operating, sub-committees, task forces and working groups.
- b) **Material Conflict:** A conflict likely to influence a decision of the Board or committee.
- c) **Potential Conflict:** A situation that could influence a decision-maker’s judgment.
- d) **Perceived Conflict:** A situation that may appear to an objective observer as a conflict.
- e) **Financial Conflict:** Involves a direct or indirect financial interest in any entity doing or seeing to do business with UCSC.
- f) **Legal conflict:** Involves any material personal interest in a contract or legal matter under Board or committee consideration, or circumstances where legal representation would be impaired by conflicting duties.

General Obligations

Directors

As fiduciaries, directors must:

1. Act honestly and in good faith, and in the best interests of UCSC.
2. Exercise their powers and discretion appropriately and for their intended purposes.
3. Avoid conflicts of interest.

Committee Members

While not always fiduciaries, committee members are expected to:

1. Act honestly and in good faith.
2. Exercise discretion responsibly and for appropriate purposes.
3. Avoid conflicts of interest.

Duties and Principles

Duty to Act Honestly and in Good Faith

Directors and committee members must not seek personal gain, mislead others, or follow others uncritically.

Duty to Exercise Powers Properly

They must not act based on hidden agendas, but in ways that promote UCSC's best interests.

Duty to Avoid Conflicts of Interest

Loyalty to UCSC must be undivided. Directors and committee members must be aware of potential conflicts and act with transparency and care when such situations arise. Failing to disclose a conflict—or mismanaging one—can damage UCSC's integrity and decision-making.

Avoiding Actual and Perceived Conflicts

Conflicts may be direct (e.g., personal involvement in a contract) or indirect (e.g., relationships with involved parties). Even a minimal benefit may constitute a material interest. Perceived conflicts can undermine trust and, if unaddressed, may expose UCSC to reputational or legal risk.

Directors and committee members must disclose and manage both actual and perceived conflicts to preserve the integrity of Board and committee decisions.

Disclosure and Awareness

Each director and committee member is responsible for identifying and disclosing:

1. Legal conflicts – Direct material interests in a transaction or contract.
2. Potential conflicts – Circumstances that could compromise objectivity.
3. Perceived conflicts – Situations that could reasonably appear to compromise objectivity.

Disclosures must be made promptly to:

- The Board Chair (for directors)
- The committee chair (for committee members)
- The full Board (if the Chair has a conflict)

The individual must complete a **Declaration of Conflicts of Interest** form (Appendix A). If full disclosure isn't possible due to confidentiality, a general declaration must still be submitted.

Ongoing disclosure is required as new conflicts arise.

Objective Review

Only directors and committee members without a conflict may participate in decisions related to the matter in question.

If a legal, potential, or perceived conflict is disclosed and verified, the conflicted individual must:

- Abstain from discussion, debate, and voting; and
- In many cases, physically leave the meeting during related discussions.

In some situations, the Chair (in consultation with the Board or committee) may permit participation in discussion but prohibit voting.

Meeting minutes must clearly document all declarations, absences, and voting abstentions.

Resolution Process

When the existence or handling of a conflict is unclear, the following process applies:

1. The conflict disclosure is reviewed with the UCSC Executive Director.
2. Additional information may be requested.
3. A written decision/direction is issued to the disclosing party and appropriate Chair.
4. If the decision is disputed, a written objection must be submitted to the Board.
5. The Board, in consultation with the Executive Director, will appoint an independent advisor.
6. The advisor may request further information and will deliver written recommendations within 15 days.
7. The Chair (or designate) will provide a final written decision within 5 days of receiving the advisor's report.

Policy Breach

Any breach of this Policy will be treated as a serious offence. The Stakeholder(s) who breach this policy may be subject to disciplinary action, at the sole discretion of UCSC, up to and including expulsion from membership in UCSC and/or Skate Canada.

Appendix A - Declaration of Conflicts of Interest

I confirm that I have read and understood UCSC's **Conflict of Interest Policy** and agree to comply with the obligations set out therein. I commit to avoiding any actual, perceived, or potential conflict of interest to the best of my knowledge and ability. I also commit to promptly disclosing any such conflicts as soon as they become known to me, in accordance with the Policy.

I hereby declare the following interests that may constitute a real, perceived, or potential conflict of interest:

I further pledge to notify UCSC, in accordance with the Conflict of Interest Policy, if I become aware of any other member of the organization who may be in a position of actual, perceived, or potential conflict of interest.

Name (print): _____

Signature: _____

Date: _____