

DOCUMENT IDENTIFICATION

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DOCUMENT CLASSIFICATION

Document Type	Board Policy	Category	Board of Directors
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DOCUMENT CONTROL

Prepared By	CEO	Release Date	November 22, 2018
Approved By	Board of Directors	Supersedes	November 19, 2009
Date Approved	November 22, 2018	Next Review	As required

RELATED DOCUMENTATION / POLICIES

- BOD-005, Code of Ethics Policy

DOCUMENT

Purpose	In order to maintain the high level of public support and respect, it is essential that the affairs and business of Workplace Safety North (WSN) be conducted professionally, objectively, and without interference or perception of interference arising from personal interests of the individuals involved in making decisions for the Corporation.
Scope	<p>A conflict of interest shall be defined as any situation where a Director or Officer of WSN, their employer or a member of that person's immediate family, has the ability to influence directly or indirectly, a decision or action in their favour. For the purposes hereof, "family member" shall include but not be limited to a spouse, natural or adoptive parent, natural or adoptive child, brother or sister.</p> <p>A real conflict of interest arises when the Director is performing a duty or function of the position and, in the performance of that duty or function, takes advantage of opportunity to further his or her private interests.</p>
Responsibility	Directors are to perform their duties conscientiously and avoid any situation in which there is a real or perceived conflict of interest that could interfere, or could be perceived to interfere, with the Director's judgment in making decisions in the best interest of WSN.

POLICY

Directors must arrange their affairs and conduct themselves in a manner to avoid a conflict of interest, including the following:

- Must not act on behalf of, or deal with WSN, in any matter where a conflict may exist;
- Must not personally benefit from any transaction with WSN;

- Must not use their relationship with WSN to confer an advantage on themselves or on a close friend, relative, business associate, or a firm, corporation or partnership in which the member of a relative holds an interest;
- Must not use information acquired through membership on the Board for personal benefit.

An apparent conflict of interest arises when a reasonably well-informed person perceives that a Director's ability to perform a duty or function of the position was, is, or may be, affected by the Director's private interests.

PROTOCOL TO AVOID DIRECTORS' CONFLICT OF INTEREST

The Director is required to disclose all private and business interests and relationships that could result in a real or apparent conflict of interest at the first Board meeting after the facts related to a possible conflict have come to the member's attention. Where a conflict of interest or a potential conflict of interest arises during a scheduled or formal meeting, the conflict of interest shall be declared immediately.

After making a declaration, the Director shall:

- Advise the Secretary/Treasurer or Chair of the potential conflict of interest;
- Declare to the Board the circumstances of the perceived conflict of interest when the subject matter arises on the agenda;
- Depending on the nature of the conflict, not participate in the discussion or leave the meeting until the discussion on that item is completed and a decision, if any, has been made;
- Not participate in the discussions or make any attempt in any way, before, during, or after the meeting, to influence the discussion and/or vote on any question in respect of the matter.

The person recording the minutes of the meeting shall:

- Record the member's declaration and the reason for it, and if necessary, record the times that the member departed from and returned to the meeting;
- Minutes and action items will be posted to the Board's secure site.

ENTERTAINMENT, GIFTS AND BENEFITS

Directors and their associates should not accept entertainment, gifts or benefits that grant or appear to grant preferential treatment to a potential or actual contractor to WSN. Similarly, no Director may offer entertainment, gifts or benefits in order to secure preferential treatment for WSN.

A Board member may accept a gift in the course of performing Board responsibilities under the following circumstances:

- The gift, entertainment or benefit is lawful and would be considered by the local community to be within the bounds of propriety, taking into account the circumstances of the occasion;
- The exchange does not, nor is it, expected to create an obligation;
- The gift could not be construed by an impartial observer as a bribe, pay-off, or an improper or illegal payment; and
- It occurs infrequently.

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BUSINESS WITH WSN

A Director’s employer or “family member” may undertake consulting work, negotiate a service contract or conduct any other business with WSN provided this activity is declared to the Chair of the Board prior to the undertaking and the Director has no involvement in the selection process. Normal purchasing policies and procedures will be used. The purchasing process will be monitored by the Finance and Corporate Services Division.

VIOLATIONS

Apparent or alleged violations of this Code by any Director shall be referred to the Governance Committee which shall, after appropriate inquiry and investigation of the relevant facts, communicate its findings and recommendations to the Board. If the Board concludes that a Director has knowingly violated the Code, it may impose such disciplinary measures as are appropriate and permissible under the circumstances, including but not limited to, removal from the Board. Matters of the Board will be dealt with by the Board; matters with employees will be dealt with by the CEO or designate; matters of the officers of the Corporation will be dealt with by the Board

Any matters of conflict of interest of employees should be brought to the attention of the HR/Legal subcommittee.

DEFINITION OF ASSOCIATE

- A spouse of the Director;
- A son or daughter of a Director;
- A son or daughter of the Director’s spouse, if the son or daughter is under 19 years of age, or is living in the family residence of the Director;
- A relative, who is living in the family residence with the Director;
- A Corporation of which the Director beneficially owns directly or indirectly, more than 20% of the voting rights attached to all outstanding voting securities of the Corporation;
- A trust or estate in which the Director has a substantial beneficial interest.

ACRONYMS AND DEFINITIONS

Board	The Board of Directors of WSN
Contractor	A consultant, contractor, supplier or business associate
Director	A person who has been elected to serve as a member of WSN

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Gifts or benefits	Cash, preferred loans or secret commissions
Relative	A relative by blood, adoption or marriage
Spouse	A person the Director is married to, or with whom the Director is living in a marriage-like relationship. This includes a person of the same gender, but does not include a person from whom the Director is separated or living apart.

CHANGES TRACKING LOG

Revision(s) Date	Revision(s) Made
May 2018	Revisions to process

REVIEW HISTORY

- Adopted by BoD at November 19, 2009 meeting
- May 2018 revisions made by CEO following April 2018 meeting
- Approved by BoD at November 22, 2018 meeting