

**Sierra Club Canada Foundation
Conflict of Interest Policy for Governing Bodies**

1. Objective

As members of decision-making bodies of the Sierra Club Canada Foundation (SCCF), members of the Board of Directors ('Board') and the Executive Committees ('ExComm') of the Sierra Club Canada Foundation hold a special responsibility to the membership of the organization. A key part of that responsibility is to ensure that the decisions made by governing bodies are free of apparent and/or actual conflict with interests outside of the Sierra Club Canada Foundation.

The purpose of this policy is to outline the procedural matters surrounding declarations of Potential Conflicts of Interest in SCCF governance bodies

This policy recognizes the unique position of volunteers within SCCF governance bodies, their varied interests outside of the SCCF, the likelihood that these contribute to an expertise that benefits the SCCF, and the likelihood that their experience may constitute a conflict of interest, whether or not that conflict be real or potential.

As such, the goal of this policy is to maintain the strict disclosure methods required by conflict of interest situations while ensuring that volunteers' experience is not lost. The purpose of this policy is not to determine whether or not any particular Board or ExComm member is in an actual conflict of interest. Rather, the policy seeks to outline policy and procedures to ensure that any potential conflicts of interest are identified and that real conflicts are avoided.

2. Definition of Potential Conflict of Interest

Members of the SCCF's Board of Directors ('Board') and Executive Committees ('ExComm') must stringently avoid even the appearance of conflict of interest. Sources of potential conflicts of interest include:

- holding positions in organizations operating on similar issues as SCCF
- holding positions in organizations approaching the same institutional funders as SCCF
- where the member or the member's immediate family may personally benefit financially from any contract or agreement made by the SCCF
- where a decision is being made to hire, discipline, pay, suspend or terminate an immediate family member of the Board or ExComm member
- where allegiances to another organization may prevent the Board or ExComm member from carrying out their duties to the SCCF.

Measures to limit the Board or ExComm member's ability to discuss or decide on agenda items where potential conflicts may exist shall be activated upon declaration of potential conflict of interest by the Board or ExComm member. Under this policy, determining

whether or not a Board or ExComm member is in actual conflict of interest should be unnecessary.

3. Applicability

3.1 Related SCCF Policies

This policy applies to all volunteer members of Sierra Club Canada Foundation Governance Bodies and their members while in session, and is an accompaniment to Section 19C, Conflict Interest, of the SCCF Personnel Policy (September 2017).

4. Procedure: Declaring Potential Conflict of Interest

4.1. Prior Declarations of Potential Conflict of Interest

4.1.1. Prior to any meeting of a Board or ExComm, all members shall assess the meeting agenda for potential conflicts of Interest.

4.1.2. At the beginning of each Board or ExComm meeting, prior to any decisions to be made, the meeting Chair shall call for declarations of potential conflict of interest beginning with him- or her-self.

4.1.3 Additionally, the Chair of each meeting should make a practice of determining which issues may present a conflict of interest situation, and call for declarations if they are deemed appropriate.

4.1.4. Each Board or ExComm member shall, in turn, disclose any potential conflicts of interest and shall describe the nature of that potential conflict. If the Board or ExComm member has any doubt as to whether or not there is a real conflict, potential conflict of interest shall nonetheless be declared.

4.2. In Situ Declarations of Potential Conflict of Interest

At any time during the discussion of an agenda item, any Board or ExComm member may declare a potential conflict of interest. Such a declaration shall be recorded in the same manner as declarations announced prior to the commencement of discussion on the agenda item.

4.3. Unscheduled Discussions

If unscheduled discussions occur that may present the director with a potential conflict of interest, s/he should declare it immediately and her/his declaration should be recorded in the minutes.

4.4. Declaration of Potential Conflict by the Governing Body

At any time during the discussion of an agenda item, any Board or ExComm member may be declared in a potential conflict of interest by a simple majority of the remaining members

5. Recording and Documenting Potential Conflicts of Interest

Each declaration of potential conflict of interest, and the nature of the declaration, shall be recorded in the minutes for the appropriate meeting agenda.

6. Limits to Participation Under Potential Conflict of Interest

6.1. Discussion Under Potential Conflict of Interest

Board and ExComm members that have been declared in potential conflict of interest may remain in the room to participate in the discussion on any agenda item.

6.2. Decision-making under Potential Conflict of Interest

The Board or ExComm member who has been declared in potential conflict of interest shall refrain from voting in any situation where s/he may be in conflict of interest.

6.3. Removal from Discussion

6.3 1. Voluntary Removal from Discussion

At any time before or during the discussion of an issue where a Board or ExComm member has been declared to be in a potential conflict of interest, said Board or ExComm member may voluntarily leave the meeting.

6 3.2 Requested Removal from Discussion

At any time before or during the discussion where a Board or ExComm member has been declared to be in a potential conflict of interest, said Board or ExComm member may be asked to leave the meeting by a simple majority of voting members.

6.4. Special Considerations: Chair

If the Chair is in a potential conflict of interest, the next senior member of the Board or ExComm shall take over the chair for that particular agenda item unless otherwise requested by the Board or ExComm by unanimous consent. Seniority on the Board shall be defined as President, Vice President, Treasurer, Secretary, and then other Directors by length of service on Board. Seniority for ExComms shall be based on years of service.

7. Exemptions

7.1. Loss of Quorum

7.1.1. Number of potential conflict of interest declarations result in loss of quorum

If the number of Board or ExComm members that have been declared to be in potential conflict of interest results in a situation where quorum to make the

decision cannot be met, the Board or ExComm may declare any number of members exempt from limits to participation and/ or decision making so that quorum is met. Having declared the nature of their potential conflict of interest, members exempted from this clause must be approved by unanimous vote.

7.1.2 Failure to Reach Quorum

If the number of Board or ExComm members that have been declared to be in potential Conflict of Interest results in a situation where quorum to make the decision cannot be met, and the Board or ExComm is unable to unanimously exempt the required number of members to meet quorum, decision on the agenda item cannot be reached.

7.2. Rescinding of Voluntary Declaration of Potential Conflict

A Board or ExComm member may be declared no longer in potential conflict of interest on any particular item or issue by the unanimous consent of the remaining members.

8. Board and ExComm Committees

8.1. Applicability to Board and ExComm Committees

All members, be they volunteers or paid staff members of SCCF, shall declare potential conflicts of interest on any agenda items on Committees struck by the Board or ExComms.

8.2. Documentation for Board and ExComm Committees

The minutes to the meeting of Board and ExComm Committees shall reflect that potential conflict of interest was disclosed, and the nature of the potential conflict

9. Failure to Disclose

9.1. Remedial Actions on Failure to Disclose

If it comes to the attention of the Board of Directors or the Chapter or Sierra Youth Executive Committee that a member is in potential conflict of interest, but has not declared it nor abstained from discussion or decision-making, they may seek a variety of remedial actions including, but not necessarily limited to:

- Ensuring that the potential conflict of interest is declared and recorded retroactively
- Informal discipline of the offending director
- Reversing the decision which involved the potential conflict of interest
- Removing the director from his / her position

10. Obligation to Abstain from Public Statement

No volunteer or staff member shall make any public statement, as a Sierra Club Canada Foundation spokesperson, on any issue (internal or external) regarding which they may have

a possible conflict of interest. All volunteers and staff shall refrain from public comment, as a Sierra Club Canada Foundation spokesperson, about conflict of interest issues except as stipulated in the Conflict of Interest section of the SCCF Personnel Policy.

11. Notice and Review of Policy

A copy of this Conflict of Interest Policy shall be furnished to each volunteer leader and staff member who is currently serving the Sierra Club Canada Foundation, or may hereafter become associated with it. This policy shall be reviewed periodically at meetings of SCCF entities for the information and guidance of volunteer leaders, and any new volunteer leaders shall be advised of the policy upon undertaking the duties of their office.

Adopted September 24, 2018