

## **MANITOBA SAILING ASSOCIATION (MSA)**

### **CONFLICT OF INTEREST POLICY**

#### **Purpose**

1. The purpose of this policy is to clarify how MSA will handle decisions or transactions which give rise to a real or perceived conflict of interest.

#### **Application**

2. This policy applies to directors, employees, committee members, volunteers and other decision-makers within MSA.

#### **Statutory Obligations**

3. MSA is incorporated under the provision of Division I of Part IX of The Companies Act and is governed by the Act in matters involving a real or perceived conflict between the personal interests of a director (or other individual involved in decision-making or decision-influencing roles) and the broader interest of the corporation.

#### **Conflicts Involving Directors And Other Decision Makers**

4. Decisions or transactions which involve a real or perceived conflict of interest by a director, committee member or volunteer may be approved by the MSA Board of Directors provided that:
  - The nature and extent of the individual's interest is immediately and fully disclosed to the body which is considering or making the decision,
  - After disclosure, the decision or transaction or transaction is properly approved,
  - The interested individual abstains from voting on the proposed decision or transaction,
  - The interested individual is not included in the determination of quorum for the proposed decision or transaction, and
  - The decision or transaction is in the best interest of the corporation.

#### **Conflicts Involving Employees**

5. MSA will not restrict employees from accepting other employments, contracts or volunteer appointments during the term of their employment with MSA, provided that:
  - The employment, contract or volunteer appointment will not diminish the employee's ability to perform the work contemplated in their employment agreement with MSA,
  - MSA is notified of the employee accepting other employment, contract or volunteer appointment, and gives written approval, and

- In MSA's sole discretion, the employment, contract or volunteer appointment does not represent a conflict with the employee's role, responsibilities and duties with MSA.

### **Enforcement**

6. A breach of any provision in this policy shall be referred to the Board of Directors for a decision.

### **Appeals**

7. Appeals within MSA will be dealt with under the MSA Alternative Dispute Resolution Policy.

### **Responsibility**

8. The administration and review of this policy is the responsibility of the VP Operations.

### **Review and Approval**

9. This policy was approved by the Board of Directors of the Manitoba Sailing Association on March 10, 2003. It was reviewed and re-approved by the board on March 2, 2010. The next re-approval date is March 2012.