

CONFLICT OF INTEREST

1. Purpose:

The purpose of this policy is to help Board members of **IAWP** to effectively identify, disclose and manage any actual, potential or perceived conflicts of interest in order to protect the integrity of IAWP and manage risk.

2. Objective:

The **IAWP Board of Directors** (called the Board in this policy) aims to ensure that Board members, inclusive of representatives of the Board of Trustees, are aware of their obligations to disclose any conflicts of interest that they may have, and to comply with this policy to effectively manage those conflicts of interest as representatives of **IAWP**, its Regions and Affiliates.

3. Scope:

This policy applies to all members of the IAWP Board -- both elected and appointed as well as representatives of IAWP Affiliates. It covers any persons tasked with leading a committee on behalf of the IAWP, including Conference Directors and anyone associated with the annual conference planning committee, and any persons who are working on behalf of the IAWP including a professional fundraiser, Executive Director, Business Manager, Web Master or any such party who may benefit from IAWP business dealings.

4. Definition of conflicts of interests:

A conflict of interest occurs when an individual's personal interests are inconsistent with the responsibility to act in the best interests of the IAWP. Personal interests include direct interests as well as those of family, friends, or other organizations a person may be involved with or have an interest in (for example, as a shareholder). It also includes a conflict between a Board member's duty to **IAWP** and another duty that the Board member has (for example, to another not-for-profit). A conflict of interest may be actual, potential or perceived and may be financial or non-financial.

These situations present the risk that a person will make a decision based on, or affected by, these influences, rather than in the best interests of the Association and must be managed accordingly.

5. Policy:

This policy has been developed because conflicts of interest commonly arise, and do not need to present a problem to the Association if they are openly and effectively managed. It is the policy of the IAWP as well as a responsibility of the Board, that ethical, legal, financial or other conflicts of interest are avoided and that any such conflicts (where they do arise) do not conflict with the obligations to **IAWP**.

IAWP will manage conflicts of interest by requiring Board members to:

- avoid conflicts of interest where possible
- identify and disclose any conflicts of interest
- carefully manage any conflicts of interest, and
- follow this policy and respond to any breaches.

5.1 Responsibility of the Board

The Board is responsible for:

- establishing a system for identifying, disclosing and managing conflicts of interest across the Association
- monitoring compliance with this policy, and
- reviewing this policy on an annual basis to ensure that the policy is operating effectively.

The Association must ensure that its Board members are aware of these IAWP governance standards, particularly as it pertains to their duties as responsible persons, and that they disclose any actual or perceived material conflicts of interests as required by this policy.

Each director, principal officer and member of a committee with governing board-delegated powers with IAWP and/or IAWPF shall, at the start of their term or contract, sign a statement* (Appendix attached) that affirms the person:

- has received a copy of the Conflicts of Interest policy,
- has read and understands the policy,
- has agreed to comply with the policy, and
- understands the IAWP is charitable and, in order to maintain its federal tax exemption, it must engage in activities that accomplish one or more of its tax-exempt purposes.

**Statements will be attached to the roster of Board members thereby encouraging transparency and normalizing the practice.*

5.2 Identification and disclosure of conflicts of interest

Once an actual, potential or perceived conflict of interest is identified, it must be entered into the relevant **IAWP** record as well as being raised with the Board. Minutes of the IAWP Board and all committees with Board-delegated powers shall contain:

- a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed;
- b) The names of the persons who were present for discussion and votes relating to the transaction or arrangement, the content of the discussion, including any

alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

6. Action required for management of conflicts of interest:

6.1 Conflicts of interest of Board members

Once the conflict of interest has been appropriately disclosed, the Board (excluding the Board member disclosing and any other conflicted Board member) must decide whether or not those conflicted Board members should:

- vote on the matter (this is a minimum),
- participate in any debate, or
- be present in the room during the debate and the voting.

In exceptional circumstances, such as where a conflict is very significant or likely to prevent a Board member from regularly participating in discussions, it may be worth the Board considering whether it is appropriate for the person conflicted to resign from the Board.

6.2 What should be considered when deciding what action to take.

In deciding what approach to take, the Board will consider:

- whether the conflict needs to be avoided or simply documented
- whether the conflict will realistically impair the disclosing person's capacity to impartially participate in decision-making
- alternative options to avoid the conflict
- the Association's objects and resources, and
- the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, the Association.

The approval of any action requires the agreement of at least a majority of the Board (excluding any conflicted Board member/s) who are present and voting at the meeting. The action and result of the voting will be recorded in the minutes of the meeting and in the register of interests.

7. Compliance with this policy:

If the Board has a reason to believe that a person subject to the policy has failed to comply with it, it will investigate the circumstances.

If it is found that this person has failed to disclose a conflict of interest, the Board may take action against them. Relevant sanctions may range from asking or requiring that the individual resign from the responsibility (committee membership or chair) where the conflict resides, or in other cases, following the guidelines for terminating membership in IAWP. Such sanctions will be proportionate to the seriousness of the infraction.

If a person suspects that a Board member has failed to disclose a conflict of interest, they must take the relevant action, such as: discuss with the person in question, notify the Board,

or consult the Ethics Advisor or Ethics Committee Chair [Role still to be established. In the interim, the President will be the de facto Ethics Advisor].

Adopted September, 2017



IAWP/IAWPF Conflict of Interest Policy Acknowledgment

The standard of behavior at the IAWP/IAWPF is that all staff, volunteers, and board members scrupulously avoid conflicts of interest between the interests of the IAWP/IAWPF on one hand, and personal, professional, and business interests on the other. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest.

I understand that the purposes of this policy are to protect the integrity of the IAWP/IAWPF Organization's decision-making process, to enable our constituents to have confidence in our integrity, and to protect the integrity and reputations of volunteers, staff, and board members. Upon or before election, hiring, or appointment, I will make a full, written disclosure of interests, relationships, and holdings that could potentially result in a conflict of interest. This written disclosure will be kept on file and I will update it as appropriate.

In the course of meetings or activities, I will disclose any interests in a transaction or decision where I, my business or other nonprofit affiliations, my family, and/or my significant other, employer, or close associates will receive a benefit or gain. After disclosure, I understand that I will be asked to recuse myself from the discussion and will not be permitted to vote on the question.

I understand that this policy is meant to supplement good judgment, and I will respect its spirit as well as its wording.

Signed:

Date: