

Cascade Swim Club

Document: Conflict of Interest Policy

Application: This document applies to directors & officers and members of a committee with Board delegated powers as well as staff, coaches and volunteers.

The purpose of this Board Conflict of Interest Policy is to protect the Cascade Swim Club's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer, director or member of the Cascade Swim Club or might result in a possible excess benefit transaction.

This document uses primarily financial conflicts of interest as examples of possible conflicts. This policy is also meant to cover conflicts that can and may arise due to situations such as dual affiliations with other clubs, teams or potential issues with various committees as it pertains to members under review by committee (i.e. the "Exceptions" or "Disciplinary" committees).

Policy Statement

1. It is important for the Cascade Swim Club's directors, officers, and staff to be aware that both real and apparent conflicts of interest or dualities of interest sometimes occur in the course of conducting the affairs of the club and that the appearance of conflict can be troublesome even if there is in fact no conflict whatsoever. Conflicts occur because the many persons associated with the club should be expected to have, and do in fact generally have multiple interests and affiliations and various positions of responsibility within the community. In these situations a person will sometimes owe identical duties of loyalty to two or more groups, clubs, corporations or businesses. The purpose of the conflict of interest policy is to protect the club's interest when it is contemplating entering into a transaction, arrangement or contemplating a decision that might benefit the private interest of an officer or director of the club or might result in a possible excess benefit transaction. The policy is intended to supplement but not replace any applicable provincial and federal laws governing conflict of interest applicable to non-profit organizations.
2. Conflicts are undesirable because they potentially or eventually place the interests of others ahead of the club's obligations to its members. Conflicts are also undesirable because they often reflect adversely upon the person involved and upon the institutions with which they are affiliated, regardless of the actual facts or motivations of the parties. However, the long-range best interests of the club do not require the termination of all association with persons who may have real or apparent conflicts that are harmless to all individuals or entities involved.

3. Each member of the board of directors and the staff of the club has a duty of loyalty to the club. The duty of loyalty generally requires a director or staff member to prefer the interests of the club to the director's/staff's interest or the interests of others. In addition, directors and staff of the club shall avoid acts that appear to be or are in conflict with the interests of the club.
4. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of any interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Definitions

5. Interested Person

- a. Any director, officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial or other interest, as defined below, is an interested person.

6. Financial or Other Interest

- a. A person has a financial or other interest if the person has, directly or indirectly, through business or another club affiliation, investment, or family:
 - i. A membership with another swim club.
 - ii. Owns, directs or controls a material interest in a supplier, contractor, competitor or other entity with which the club does or seeks to do business,
 - iii. Have a compensation arrangement with the club or with any entity or individual with which the club does or seeks to do business with, or
 - iv. A relationship with a member currently under review by one of the club's various committees (i.e. Discipline or Exceptions).
- b. Compensation includes direct and indirect remuneration as well as gifts, gratuities or favours that may be perceived to unfairly influence a business or Board decision. While gifts or entertainment offered to or by persons or entities seeking to or doing business with the Club in the ordinary course are to an extent acceptable, directors, officers, employees and consultants will exercise responsibility and objectivity in offering or accepting such gifts or entertainment. It is unacceptable to directly or indirectly offer, pay, solicit or accept bribes or engage in any activity that may appear to be improperly influencing business relations. A financial interest is not necessarily a conflict of interest. Under Procedures, Section 8, a person who has a financial interest may have a conflict

of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

7. Material Facts

- a. Would be those facts that would sufficient enough to influence a business or Board decision.

Procedures

8. Duty to Disclose

- a. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial or other interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

9. Determining Whether a Conflict of Interest Exists

- a. After disclosure of the financial or other interest and all material facts, and after any discussion with the interested person either in person or through written submission the determination of a conflict of interest will be discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

10. Procedures for Addressing the Conflict of Interest - Financial

- a. An interested person may make a presentation either in person or by written submission at the governing board or committee meeting, but after the presentation if present, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the club can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the club's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

11. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Annual Statements

- 12. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:
 - a. Has received a copy of the conflicts of interest policy,
 - b. Has read and understands the policy,
 - c. Has agreed to comply with the policy.

Related:

Cascade Swim Club Parent Code of Conduct Document
Cascade Swim Club Staff Code of Conduct Document
Cascade Disciplinary Policy
Cascade Committee Appointment Policy
Cascade Bylaws

21 November 2014

Approved: _____