



## **Conflict of Interest & Divided Loyalty Policy – Board of Directors and Board Committee Members**

### **1. PURPOSE**

To establish a framework for identifying, disclosing, and managing conflicts of interest and divided loyalties among board members, board committee members, and staff, ensuring decisions are made in the best interests of the organization.

### **2. SCOPE or CONTEXT**

This policy applies to all members of the board of directors and board committees. It governs conduct related to fiduciary duties, ethical decision-making, and transparency in organizational roles.

### **3. DEFINITIONS**

**Conflict of Interest (COI):** A situation where an individual’s personal, financial, or professional interest may interfere with their ability to act in the best interests of the organization.

**Divided Loyalty:** A situation where a director has competing commitments to different organizations, communities, or personal values that could bias or influence their objectivity—even without any potential for personal gain.

### **4. POLICY/PROCEDURE SPECIFIC INFORMATION AND RESPONSIBILITIES**

All directors and members of board committees owe a fiduciary duty to act in the best interests of the organization. This responsibility requires active disclosure, transparent conduct, and the avoidance or mitigation of any conflict between personal interests or divided loyalties and organizational duties.

#### **Board Responsibilities include:**

- Self-declare potential COIs
- Engage in self-assessment of personal beliefs, roles, and affiliations that may affect impartiality
- Respectfully raise concerns about potential conflicts or divided loyalties in others

#### **Staff responsibilities include:**

- Providing education on COIs and divided loyalty
- Circulating meeting agendas in advance
- Highlighting information that must not be used improperly



## 5. PROCEDURE

### **Managing Conflicts of Interest:**

- a) Declare it: Prompt disclosure to the chair, with documentation
- b) Discuss it: Engage in dialogue with the chair or other board members
- C) Deal with it: Depending on severity:
  - Restrict involvement (e.g., withdraw from decision-making)
  - Engage a third party (e.g., legal counsel)
  - Remove individual from related duties
  - Relinquish the private interest
  - Resign from position if necessary

### **Managing Divided Loyalty:**

- Self-assess: Recognize when affiliations may influence thinking
- Disclose: Bring concerns to the chair, even without legal COI
- Seek guidance: Consult with senior leaders or peers
- Prioritize organization's interests
- Focus on the strategy
- Recuse if necessary

### **Disclosure and Management Protocol:**

- a. Orientation and agreement signing upon onboarding
- b. Confidential disclosure to chair upon onboarding, annually, and as they arise
- c. Review with OMA Legal
- d. Chair determines mitigation measures
- e. Final determination by chair unless chair is subject, in which case vice chair addresses

### **Transparency:**

- a. Confidential Disclosure: Held in strict confidence
- b. Public Declaration: Directed by chair if needed

### **Breaches:**

Addressed per Board Code of Conduct and may lead to disciplinary measures

