



Title: TRUSTEE CONFLICT OF INTEREST
Adopted: November 5, 2014
Reviewed: February 11, 2014
Revised: February 11, 2014, February 2016, June 2017, June 2019

POLICY

It is the policy of the Bloorview School Authority that any actual or potential or perceived conflicts between the interests of the Bloorview School Authority, other School Authorities, the Holland Bloorview Kids Rehabilitation Hospital, and any personal interest a trustee may have, must be avoided.

GUIDING PRINCIPLES

1. Trustees of Bloorview are directors with fiduciary responsibilities towards Bloorview School Authority and the Bloorview school community, which means they have:
 - a duty of loyalty towards the Bloorview School Authority;
 - a duty to act honestly and in good faith in the best interests of the Authority;
 - a duty for relationship management when carrying out their responsibilities as trustees, to exercise the care, diligence and skill that a reasonable prudent person would exercise;
 - a duty to declare conflicts of interest where appropriate and where required.
2. Generally, conflicts arise when:
 - (a) a trustee has an existing or potential financial or other interest which impairs, or might appear to impair, his or her independence or objectivity in representing the Authority; or
 - (b) the trustee might derive, or appear to derive, a financial or other material benefit from confidential information obtained in the course of his or her appointment to the Board.

DISCLOSURE

3. Disclosure is required, and abstention or recusal may be necessary, whenever a trustee or related party (as described below) engages in the following activity:
 - (a) has a material interest in any transaction or any proposed transaction to which the Authority or Holland Bloorview Kids Rehabilitation Hospital was or is to be a party, or serves as a director, officer, trustee, partner, employer, or employee of any person or entity having a material interest in an actual or proposed transaction with the Authority, or
 - (b) serves as a director, officer, trustee, partner, employer or employee of any person or entity that competes directly with the Authority.
4. For purposes of paragraphs (a) and (b) above, a related party shall be defined according to the Municipal Conflict of Interest Act
5. The foregoing language is meant to be illustrative. Ultimately, the Authority's Conflict of Interest policy relies on each trustee's sound judgment. Recognizing that it is difficult to anticipate all potential conflicts in advance, trustees are reminded that questions regarding the conflict of interest policy may be raised informally and confidentially at any time with the Chair of the Board.
6. All conflict of interest disclosures and related discussions will be held in confidence to the maximum extent possible, but shall be shared with the Chair of the Board.
7. All trustees must annually disclose actual, perceived and potential conflicts of interest by completing a Confidential Conflict of Interest Disclosure Statement and these disclosures must be updated as new information becomes available that could affect the trustee's stated interests. These statements will be reviewed by the Chair and Vice-chair of the Board. Any such disclosed conflict of interest will be communicated at appropriate Board or committee meetings
8. Any trustee having an actual or potential conflict of interest must:
 - (i) promptly call the conflict to the attention of the Chair of the Board, and
 - (ii) abstain from participating in or voting on the matter.Actions in this regard will be reflected in any official meeting minutes.
9. Trustees of Bloorview School Authority are "public officials" as that term is defined in the Education Act. As public officials, all trustees are required to conform to the provisions of this legislation, the Municipal Conflict of Interest Act and any other applicable legislation. No public official may knowingly use his or her public office to obtain an economic interest for:
 - (i) the public official,
 - (ii) a member of the public official's immediate family,
 - (iii) an individual with whom the public official is associated, or
 - (iv) a business with which the public official is associated.

GUIDELINES

10. The Board provides the following guidelines to trustees with regard to the appropriate disclosure and management of any potential conflict of interest.
 - a) A trustee will not take any affirmative action regarding the hiring, promotion or other employment action involving a member of the trustee's family.
 - b) A trustee will promptly disclose any financial interest which the trustee or a member of the trustee's immediate family, may have in any business or enterprise which conducts business with the Authority.
 - c) A trustee will promptly disclose facts or situations which the trustee recognizes may create a potential conflict of interest.
 - d) A trustee having a duty to disclose any potential conflict of interest in compliance with this policy will make such disclosure to the Chair of the Board, or in the event the Chair has a potential conflict of interest disclosure will be made to the Vice-Chair of the Board.
 - e) All trustees have an obligation to examine any situation in which they may have a conflict of interest. Any individual who is concerned that a conflict may exist or how to resolve it should consult with personal legal counsel.
 - f) Should a situation arise whereby one trustee feels that another trustee has a conflict of interest, this matter should be brought to the attention of the Chair. The Chair shall attempt to clarify whether a conflict exists or not. If a dispute arises between trustees as to whether a conflict exists or not, the Chair shall attempt to resolve the dispute. If the Chair is unable to resolve the matter, the executive will make an interim decision pending consultation with legal counsel.
 - g) Trustees who have declared or who have been found to have a conflict of interest shall refrain from matters before any committee and the full board of trustees.
11. A trustee with a potential conflict of interest shall:
 - a) Abstain, if possible, from influence over the action or decision in question.
 - b) File a statement to the Chair of the Board describing the potential conflict and the action taken, if the trustee is not permitted or is otherwise unable to abstain from action in connection with the matter.

The Board Chair shall promptly distribute copies of the statement to Board members.

ABSTENTION

12. A trustee who has a potential conflict of interest shall not chair a meeting, participate in any vote, offer any motion or discussion, or otherwise attempt to influence other trustees on the matter giving rise to the potential conflict of interest.

PROHIBITED ACTIVITIES

13. Except as otherwise provided by law or policy of the Board, a trustee shall not use the position, authority, title, influence, or prestige of trustee to secure special privileges or exemptions not available to the general public for the benefit of the trustee, trustee's family members, or others.
14. Except as otherwise required by law or authorized by the Board, a trustee shall not disclose to any unauthorized persons information or communication subject to confidentiality by action of the Board or other applicable law or policy, including privileged solicitor/client communications.
15. Except for those decisions that are subject to the direct authority of the Board, no trustee shall attempt to influence the hiring of Bloorview employees, or the awarding of consulting or other contracts.

EMPLOYMENT OF RELATIVES

16. Bloorview is committed to the hiring and advancement of all staff based on qualifications, achievement and merit. Bloorview seeks to exercise sound business judgment in its hiring and advancement decisions, including with respect to relatives of Bloorview School Authority. Bloorview may hire a qualified relative of any current staff member or trustee as long as the employment does not create an actual or potential conflict of interest, or violate any Bloorview policy, and the existing member has no influence over the terms and conditions of the relative's employment. The decision as to whether an actual or potential conflict of interest exists in the hiring of a relative shall be determined according to Bloorview policies, particularly the Code of Conduct and Conflict of Interest policies. With the exception of providing a recommendation for the relative who is being considered for employment to Bloorview, which shall be accorded such weight as determined in the sole discretion of Bloorview, a staff member or trustee shall not have any direct or indirect role in the decision to hire the relative.

REMOVAL

17. If the Board determines that the conduct of the trustee has violated the trustee's professional or fiduciary responsibilities, Board policy or other governing law, the Board may recommend that the Minister of Education remove the trustee from the Board for cause.