



Title: TRUSTEE CONFLICT OF INTEREST

Adopted: November 5, 2014

Reviewed: February 11, 2014

Revised: February 11, 2014, February 2016, June 2017, June 2019, June 2022

POLICY

It is the policy of the Bloorview School Authority (Bloorview) that any actual, 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 of Bloorview may have, must be avoided or managed.

GUIDING PRINCIPLES

1. Trustees of Bloorview are directors with fiduciary duties to Bloorview. They have the following duties:
 - A duty of loyalty towards the Bloorview;
 - A duty to act honestly and in good faith in the best interests of the Bloorview;
 - A duty to exercise the care, diligence and skill that a reasonable prudent person would exercise in comparable circumstances; and
 - A duty to declare Conflicts of Interest¹.
2. Generally, Conflicts of Interest arise when:
 - a) A trustee has an existing or potential financial or other interest (e.g. career advancement or other non-financial benefit) which impairs, or might reasonably appear to impair, his or her independence or objectivity in representing Bloorview; or

¹ An actual Conflict of Interest is any financial or other interest or other circumstance as a result of which the Trustee is unable to provide an impartial and objective opinion, recommendation, or assessment of facts, and includes any other circumstance in which the Trustee's interests conflict with his/her duty to Bloorview School Authority.

A potential conflict occurs where a neutral and informed person, would reasonably conclude that a Trustee may fail to fulfill their professional obligation to act in the best interest of the Authority

A perceived conflict of interest occurs where a neutral and informed person would reasonably conclude that the Trustee has been improperly influenced even if that is not actually the case.

- b) The trustee might derive, or reasonably appear to derive, a financial or other benefit from confidential information obtained in the course of his or her appointment as a Trustee.

DISCLOSURE

- 3. Disclosure is required, and abstention or recusal may be necessary, whenever a Trustee or related party (as defined in paragraph 4 below) engages in the following activity:
 - a) Has a material interest in any transaction or any proposed transaction to which the Bloorview 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 Bloorview, or
 - b) [serves as a director, officer, trustee, partner, employer or employee of any person or entity that competes directly with the Bloorview.]
- 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 Bloorview's Conflict of Interest policy relies on each Trustee's sound judgment and good faith. Recognizing that it is difficult to anticipate all Conflicts of Interest 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.
- 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.
- 7. All Trustees must annually disclose all 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. Any such disclosed Conflict of Interest will be communicated at appropriate Board or committee meetings
- 8. Any trustee having a Conflict of Interest must:
 - (i) Promptly call the conflict to the attention of the Chair, 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 are "public officials" as that term is defined in the Education Act (Ontario). 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 a 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 direct or indirect 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 Bloorview.
- 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 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 such 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 of Interest exists or not. If a dispute arises between Trustees as to whether a Conflict of Interest exists or not, the Chair shall attempt to resolve the dispute. If the Chair is unable to resolve the matter, the Chair and Vice Chair 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 Board.

11. A trustee with a potential conflict of interest shall:

- a) Abstain 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 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 Conflict of Interest. A Trustee who has a Conflict of Interest must leave the meeting room during the discussion of the item of conflict and not count as part of quorum for that part of the meeting (quorum shall not be influenced by the said Trustee's absence).

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 any other party.
14. Except as otherwise required by law or authorized by the Board, a trustee shall not disclose to any unauthorized persons Bloorview information or communication subject to confidentiality or other applicable law or policy, including privileged solicitor/client communications.
15. 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 Trustees. Bloorview may hire a qualified relative of any Trustee as long as the employment does not violate any Bloorview policy, and the Trustee has no influence over the terms and conditions of the relative's employment. 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 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 this policy, the Board may recommend that the Minister of Education remove the trustee from the Board for cause.

Conflict of Interest Disclosure Form

Please provide answers to the following questions:

1. Is a member of your immediate family (as defined in the policy) employed by Bloorview School Authority?

Yes: No:

If yes, please provide the name, relationship to you, and position for each such person.

PERSON #1

Name	Relationship	Position
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PERSON #2

Name	Relationship	Position
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(please use back for additional information)

2. Do you, or does a member of your immediate family, have or propose to have a business or financial relationship (as defined in the policy) with Bloorview School Authority (BSA), either directly or through another entity in which you or your family member has a significant interest (as defined in the policy)?

Yes: No:

If yes, for each such relationship, please provide the following information:

PERSON #1

Name	Relationship	Position
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Name of Business/Institution	Business Relationship to BSA <small>(e.g. supplier of goods/ services)</small>
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Cost to BSA of the goods/service(s)	Date relationship established	Person to approve/monitor on behalf of BSA
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The nature of your/the family member's interest in the entity <small>(e.g., employment/ board member/ownership)</small>	Approximate monetary value, if any, of that interest. <small>(e.g., salary/honorarium/commission)</small>
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PERSON #2

_____ Name	_____ Relationship	_____ Position
_____ Name of Business/Institution	_____ Business Relationship to BSA (e.g. supplier of goods/ services)	
_____ Cost to BSA of the goods/service(s)	_____ Date relationship established	_____ Person to approve/monitor on behalf of BSA
_____ The nature of your/the family member's interest in the entity (e.g., employment/ board member/ownership)	_____ Approximate monetary value, if any, of that interest. (e.g., salary/honorarium/commission) (please use back for additional information)	

3. Please list any organizations to which you serve as a director, officer, employee or other agent at Bloorview School Authority's request or as Bloorview School Authority's designated representative.

_____	_____
_____	_____
_____	_____

I certify that I have read and understand Bloorview School Authority's conflict of interest policy and that the foregoing information is true and complete to the best of my knowledge. I agree that if there is a material change in any statement or information provided above, I will immediately notify Bloorview School Authority and complete an amended disclosure form. I further agree that I will refrain from participating in Bloorview School Authority's consideration of any proposed business or financial relationship in which I or a member of my immediate family may be interested, except to respond to questions or to provide further information.

Name (please print)

Signature