



## Governance Policy: Conflict of Interest and Code of Conduct

Policy Type: Governance

Date Approved: March 2013

Effective Date: April 2019

Date Revised: March 10, 2020

Next Review Date: March 2023

### General Principles and Purpose

The purpose of this Policy is to establish guidelines of conduct required by the Greenbelt Foundation and the Greenbelt Fund (Greenbelt). For the purposes of this Policy, reference to the *Greenbelt* includes all Board members, Committee members, consultants, volunteers, staff and any and all other affiliates, employed by, working with or on behalf of the *Greenbelt*.

It is the responsibility of all members, associates and employees to acquaint themselves with *Greenbelt's* mission, vision, values, principles, and policies, and conduct themselves accordingly.

### Conflict of Interest

Members, associates and employees shall not undertake any obligations, make any investments, engage in any activities, or be involved in, or associated with, any person, corporation, group or entity, which may represent or constitute a conflict of interest, or the appearance of one, between said member, associate or employee and the *Greenbelt*.

The members, associates and employees of the *Greenbelt* are active in their communities and associate directly with government and non-government organizations. This means that, from time to time, conflicts of interest, or the appearance of such conflicts, may arise.

It will be the responsibility of all members, associates and employees to identify when a real or potential conflict may exist, and to inform the Board or CEO of such situations when they arise.

### Definitions

A **Conflict of Interest** is deemed to exist whenever:

- a member, associate or employee, or their immediate family, family's company or affiliated organization has a real direct or indirect, financial or private interest in a matter under consideration by the *Greenbelt*;
- a member, associate or employee, or their immediate family is employed by or has an official governing responsibility in an organization under consideration by the *Greenbelt*, or has had a significant relationship with an organization under consideration by the *Greenbelt* in the past two years. A significant relationship includes, but is not limited to, being a Board member or officer, or in a position of influence with the organization or with one of the organizations in a collaboration;



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- the affiliations of a member, associate or employee (i.e., through family, company, or membership in an organization) could influence a decision of the Board,
- a decision of the Board could influence such affiliates, normally through providing some form of benefit.

**Direct Conflict of Interest:** Wherein a member, associate or employee of an organization, or their immediate family, family's company or affiliated organization, has an application submitted for consideration.

**Financial Conflict of Interest:** A form of Direct Conflict of interest wherein a member, associate or employee, or their immediate family, their family's company or affiliated organization has a financial interest in the success or failure of an application.

**Immediate Family:** Spouse or equivalent, son or daughter, parent, sibling or member of the immediate household.

**Indirect Conflict of Interest:** A member, associate or employee of an organization, or their immediate family, their family's company or affiliated organization which could benefit from an associated organization which has an application submitted for consideration.

**Perceived Conflict of Interest:** No Real Direct or Indirect, Private or Financial Conflict of Interest exists; however, the appearance of a Conflict of Interest to an outside party could reasonably be anticipated. After consideration by all relevant parties, which includes, but is not limited to, the Chair of the Board, the CEO, and the member, associate or employee to whom the Conflict applies, it shall be determined if the Perceived Conflict of Interest warrants the same course of action as if the Conflict were Real. Alternatively, it may be advisable to take additional steps to avoid a Perceived Conflict of Interest.

**Private Conflict of Interest:** A form of Direct Conflict wherein a member, associate or employee, or their immediate family, their family's company or affiliated organization has a private interest in the success or failure of the application. A private interest also includes affiliations or activities that compromise or unduly influence decision-making.

**Real Conflict of Interest:** An actual Direct or Indirect, Private or Financial Conflict of Interest.

**NOTE:** It is not feasible to specify all activities that may give rise to a Conflict of Interest, or the appearance of one, within the body of this Policy. These examples are not exhaustive and do not limit the generality of the Conflict of Interest Policy.

### Declaration of Conflicts



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It is the responsibility of all members, associates and employees who have a Conflict of Interest of any type as listed in the Definitions section in an issue under consideration by the *Greenbelt*, to disclose the nature of that Conflict of Interest at the first opportunity. A Conflict of Interest must be disclosed to the Chair of the Board, the Chair of the relevant Committee or the CEO.

The Chair of the Board, the relevant Committee or the CEO will call the question of conflict at the beginning of each *Greenbelt* meeting. Members, associates and employees shall declare any potential conflicts relating to agenda items or issues under consideration by the *Greenbelt*. The Chair of the Board, the Chair of the relevant Committee or the CEO receives all Conflicts, answers any questions and facilitates a final decision on the member, associate or employee's impartiality and how the situation will be managed.

The Board will assess declared real and potential conflicts. When it is confirmed that there is in fact a conflict, the related member, associate and/or employee shall excuse themselves from the room and any discussion and decision related to the item in question. If it is the Chair who declares a conflict, proceedings will continue with the Vice-Chair acting as Chair.

All declarations of conflicts of interest, and the subsequent treatment of such declarations, will be recorded in the minutes or notes of *Greenbelt* meetings. The Board will periodically review this record (at least annually) to ensure conflicts have been dealt with effectively.

Should a conflict relate to *Greenbelt* staff with no direct contact with the Board of Directors and/or not present at *Greenbelt* meetings, they will work cooperatively with their supervisor or the CEO to achieve a resolution of the conflict issue(s) in the best interest of the *Greenbelt*. This may include the employee being removed from a position of decision-making authority with respect to the conflict solution.

### Grant Program

*Greenbelt* partners in our program areas are one of our most valuable assets, both on the ground delivering projects in the community and on our Board and Advisory Committee, helping us to make the best possible funding decisions. There might be an overlap between *Greenbelt* leaders on our Board and Advisory Committee and grants we make in the community. This is an issue many foundations deal with.



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Our Conflict of Interest Policy is intended to ensure and enable a balance between the need to be conscious of the *Greenbelt's* visible role with the public and the not-for-profit community, as well as its desire to involve well-informed and committed individuals as members, associates and employees, thereby ensuring that the decisions the *Greenbelt* makes are relevant to the communities it serves.

### **Board Members, Advisory Committee Members and External Advisors**

All Board members, Advisory Committee members and external advisors serve the *Greenbelt* on a volunteer basis.

### **The Grant Decision Process**

It is the responsibility of all members, associates and employees to safeguard the arm's length nature of the *Greenbelt's* relationship with government related to independent, non-partisan grant making and ensure that it is not subject to inappropriate influence by government staff or elected officials.

Staff of the *Greenbelt* review each funding application. Those that are seen as approaching the *Greenbelt's* mandate are reviewed by our external Advisory Committee, and sometimes an independent external advisor, to advise the Board as to which application should be supported.

Prior to receiving any information on the grant applications, all members and advisors sign Conflict of Interest Tracking Sheets to identify any conflicts of interest (direct or indirect). The Tracking Sheet lists each organization, project name and project partners for that specific granting round. Conflicts are declared in writing at this stage. If there is a question regarding a particular conflict, the *Greenbelt* will contact the member/advisor to resolve the issue.

If a Conflict of Interest becomes apparent or is declared, the *Greenbelt* will not provide that member or advisor with any information relating to the application being assessed. During meetings, the member or advisor excuses themselves from any discussions and decisions related to same by leaving the meeting for the duration of the discussion.

In cases where a member or advisor may be remotely attached to a proposal through a partnership or collaboration, but would not financially benefit, the same Conflict of Interest would be applied.

In all cases where a Conflict of Interest becomes apparent or is declared by a member or advisor, the *Greenbelt* will not discuss the application being assessed with that member or advisor.

Staff are also responsible for reviewing all materials related to evaluations of applications and grants.



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Participation in the review process for staff with a declared Conflict of Interest is as follows:

Stages of Grant	CEO	Other staff
Letter of Inquiry	Does not review	Does not review
Letter of Inquiry review	Does not review	Does not review
Proposal	Does not review	Does not review
Proposal Review Summary	Does not review	Does not review
Discussions, at Board and any other forum	Does not participate	Does not participate
Grant Evaluation – Interim	Does not review	Does not review
Grant Evaluation – Final	Reviews	Does not review

## Code of Conduct

### General Conduct and Integrity

Members, associates and employees of the *Greenbelt* will act honestly and uphold the highest ethical standards. All actions of the *Greenbelt* must maintain and enhance confidence and trust in the *Greenbelt* through demonstrated integrity, objectivity, and impartiality.

Members, associates and employees will strive always to act in a cooperative, impartial, and supportive way with all individuals, agencies and organizations.

### Compliance with Laws

The *Greenbelt* is committed to full compliance with all required laws and regulations.

### Confidentiality

All information collected and retained by the *Greenbelt* is confidential. Except as required by law or in the performance of the regular duties of a member, associate or employee, disclosure or use without authorization of any information relating to the *Greenbelt*, whether confidential, proprietary, privileged or not, is prohibited. Confidential information includes all non-public information that might be harmful to the *Greenbelt*, its members, associates, employees or applicants, if disclosed. All members, associates and employees are asked to refer to the *Greenbelt's* Access to Information and Privacy Policy for specific examples of confidential information.



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This prohibition includes, but is not limited to, inquiries made by the press, applicants, grantees, investment analysts or others in the financial community. This prohibition also applies to information relating to third parties that the *Greenbelt* has obtained under an obligation of confidentiality, whether contractual, statutory, regulatory in nature or otherwise, or as a result of a relationship.

The obligation to safeguard confidential information continues after one's affiliation with the *Greenbelt* has ended. The obligation to maintain the confidentiality of information may be subject to legal or regulatory requirements to disclose that information. In such cases, the *Greenbelt's* CEO, Board and/or legal counsel will assist in determining what disclosure is required.

The decisions and financial reports of the *Greenbelt* shall be made public as per reporting requirements and in a timely fashion.

### Communications

All members, associates and employees will follow approved communications protocols in regard to public comments, including media contact, as determined by the Chair of the Board and/or the CEO.

### Entertainment and Gifts

The purpose of business entertainment and gifts is to develop working relationships, not to gain or promote the unfair advantage of certain members, associates or employees.

The member, associate or employee will not solicit or accept any gift or favour from a grantee, applicant, or supplier that will place them, or appear to place them, under an obligation, or will place the *Greenbelt* in a compromised position.

No gift or entertainment should ever be offered, given, provided or accepted by any member, associate or employee (or a member of their immediate family, their family's company or affiliated organization) unless it:

- is consistent with customary hospitality, and
- is incidental and minimal in value.

Gifts given for the use and benefit of the *Greenbelt* may be accepted at the discretion of the Chair of the Board and/or the CEO. Examples include donations, either cash or in-kind.



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### Staff Responsibility

Staff members with responsibility for issuing or approving orders for the purchase of supplies, equipment, or transportation, or for contracts for employment or services for the *Greenbelt*, may not have any interest in any supplier of supplies or services to the *Greenbelt*. Nor may staff members' immediate family have such an interest ("Interest" means any financial interest that may influence the judgement of the staff member in conducting the work of the *Greenbelt*).

### Greenbelt Assets

All members, associates and employees should protect the *Greenbelt's* assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the *Greenbelt's* operations, specifically, grant making operations. All of the *Greenbelt's* assets should be used for legitimate purposes only.

### Accounting

All transactions shall be properly approved and accurately reflected on the books and records of the *Greenbelt*. Fraud and/or falsification of transactions and *Greenbelt* records is strictly prohibited.

The *Greenbelt* will conduct an annual financial audit after the end of each fiscal year (March 31) in compliance with the reporting requirements per its By-Laws. Audited Financial Statements will be posted on the *Greenbelt's* website.

**I, the undersigned, agree to abide by the provisions of the *Greenbelt's* Conflict of Interest and Code of Conduct Policy:**

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Organization/Affiliation

\_\_\_\_\_  
Date