

Conflict of Interest Policy

Rationale

Integrity is a core value of The Winnipeg Foundation and all actions of Individuals are founded on the principle of ethical community leadership.

Further, The Winnipeg Foundation is a highly respected and well-known organization. In order to maintain the high level of public support and respect that it enjoys, it is essential that the affairs and business of The Foundation be conducted professionally, objectively, and without interference, or the appearance of interference, arising from personal interests of the individuals involved in making decisions for the organization.

It is within this context that The Winnipeg Foundation requires that all Individuals refrain from placing themselves in a position that could foreseeably jeopardize the objectivity or perception of objectivity within the organization or create a situation wherein the individual is, in reality or perception, putting their own self-interests ahead of the best interests of the organization.

It is further noted that, in upholding Integrity as a core value, The Foundation shall avoid engaging in any Lobbying activity which may give the impression, real or perceived, that a relationship with a governmental body erodes The Foundation's ability to make objective and impartial decisions.

Definitions

"Integrity" means conducting all affairs of The Winnipeg Foundation in an honest, forthright and impartial manner and building our community relationships on the basis of respect for the values, perspectives and aspirations of others.

"Conflict of Interest" means a perceived, potential or actual conflict of interest between the unbiased exercise of judgment on behalf of The Winnipeg Foundation and a perceived, potential or actual benefit accruing to an individual, corporation, partnership, other business enterprise or non-profit organization of which the Board or staff member or volunteer or a person in his or her family is an officer, director, partner or substantial shareholder.

“Lobbying” is defined as any communication with a public official with the goal of influencing a decision wherein the communication is conducted by an individual that is compensated for the activity.

Lobbying is not:

- Submitting documents in relationship to a proceeding that is a matter of public record
- Appearing before a committee of legislature or parliament
- Speaking with a public official concerning enforcement, interpretation, or application of an act or regulation.

“Individual” shall mean any Board member, Standing Committee member, officer, staff member, or volunteer of The Winnipeg Foundation.



Application and Authority

This policy applies to all Individuals as defined in this policy.

The responsibility for resolving Conflicts of Interest rests with the Chief Executive Officer when the Conflict of Interest is related to a staff member and the Chair when the Conflict of Interest is related to a Board member or Standing Committee Member. The Vice-Chair shall resolve all conflicts related to the Chair.

The CEO shall confirm with all Individuals, on an annual basis, that their current listing of Conflicts is up to date and prepare a report on all declared Conflicts or potential Conflicts for the Board Governance and Personnel Committee.

Policy Provisions

1. Obligation to Declare:

All Individuals shall declare a Conflict of Interest as soon as is reasonably practicable to do so.

Methods of Declaration:

- On an ongoing basis an Individual may add a Conflict of Interest to the listing of Conflicts managed by the Chief Executive Officer or designate. The declaration may be made to either the Chair or Chief Executive Officer depending on the role of the Individual.
- On an annual basis, the Chief Executive Officer shall cause all Individuals to be provided with a copy of this policy and a request that all Individuals confirm in writing that they have read, understood, and agree to comply with the policy. Furthermore, each Individual shall provide a declaration of all Conflicts of Interest in writing at that time.
- During the course of a Board or Committee meeting, if a Conflict of Interest becomes evident, the Individual bearing the Conflict of Interest shall declare their Conflict of Interest to all present and recuse themselves from the remainder of the conversation as detailed in section four (4).



2. Confidentiality of Information:

No Individual shall disclose confidential information obtained by them through the course of their duties and responsibilities for The Winnipeg Foundation. For further clarification, the following points of guidance are provided.

- It is expected by applicants that information will be used with discretion;
- No information obtained through involvement with The Winnipeg Foundation is to be used for personal gain;
- The Board acts as a whole and positions of individual Board Members during deliberations are not disclosed – the privacy of discussions pertaining to Board decisions shall be respected;
- Third party opinions provided with respect to grant applications, are treated in confidence; and
- Donor requests regarding confidentiality are always respected.

Matters related to personnel, litigation and property transactions are considered private.

All Individuals are required to sign and agree to an Oath of Confidentiality which may be amended from time to time. Certain vendors, contractors, and consultants may have access to confidential information in order to perform their duties. In these instances, they will also be required to sign and agree to an Oath of Confidentiality.

3. Full Disclosure:

No undisclosed or unrecorded asset or account is to be held or established for any purpose at The Winnipeg Foundation. No false or misleading entries will be made in the books and records of The Winnipeg Foundation for any reason. No payments will be approved or made with the knowledge or intention that any part is to be used for any purpose other than that described in the supporting documentation.

4. Prohibition of Voting and Recusal from Decision-Making

An Individual with a Conflict of Interest shall recuse themselves from, meaning that they may not hear or participate in, any conversations or discussions where they are in Conflict. The minutes shall reflect that the Individual was not present for any discussion on the relevant topic and abstained from any vote that occurred on the matter.

No Individual with a Conflict of Interest shall act as a signing authority when the document requiring signature is related to a topic wherein the Individual has declared a Conflict of Interest.

No Individual shall attempt to exert their personal influence, either in or outside of a formal meeting, on a topic where they have a Conflict of Interest.

5. Non-monetary Transactions:

No Individual shall use for personal gain or advantage The Foundation's facilities, equipment, mailing lists, computer data, employee time or other assets.

6. Acceptance of Gifts:

No Individual shall accept gifts (other than of nominal nature) or use their position at The Winnipeg Foundation to obtain personal gain from those doing or seeking to do business with The Winnipeg Foundation.

No individual shall offer or accept entertainment, other than if the entertainment is reasonable, occurs infrequently, and does not involve lavish expenditures.

7. Lobbying

All Lobbying activity conducted by The Winnipeg Foundation must be approved by the Chief Executive Officer and comply with relevant legislation. The Winnipeg Foundation will register as a Lobbyist with the relevant registry prior to conducting any Lobbying. An annual report on Lobbying conducted by The Winnipeg Foundation will be brought to the Board Governance and Personnel Committee.

8. Orientation Program:

This Conflict of Interest Policy shall form part of the orientation of every Individual.

9. Public Statement:

A brief statement, referencing adherence to a written Conflict of Interest policy shall be placed in a prominent location on the primary website of The Winnipeg Foundation.

10. Policy Review

This policy shall be reviewed at least every five years.



11. Monitoring and Compliance

The responsibility for monitoring compliance and initiating review of this policy rests with the Chief Executive Officer.

The Chair or the Chief Executive Officer, as the case may be, shall assess the circumstances surrounding any non-compliance with this policy and shall make a recommendation to the Board of Directors.

12. Related Policies and Legislation

Readers of this policy should also refer to The Winnipeg Foundation's *Privacy Policy*, The Accountability Act (Government of Canada) and the Lobbyists Registration Act (Manitoba). It is noted that although the City of Winnipeg does not have any formal rules related to Lobbying, there is a voluntary registry for Lobbyists. The *Framework for Government Agreements* provides direction around any contracts made with any bodies of government.



Appendix 1: Examples with Resolutions

1. Situation: A Board member has recently joined the Board of Manitoba Harvest.

Resolution: The Board member declares the potential Conflict to the Board Chair. The member recuses themselves from any Board discussions pertaining to Manitoba Harvest, particularly as it relates to grant applications. The member abstains from any vote related to Manitoba Harvest.

2. Situation: A communications staff member's spouse is hired as the Director of Development at the Royal Manitoba Theatre Centre.

Resolution: The staff member declares the potential Conflict to the CEO to be added to the listing of Conflicts. If the communications team is working on any projects that involve the Royal Manitoba Theatre Centre, the staff member will recuse themselves from the conversation.

3. Situation: A member of the staff is also a partner in a small photobooth company that is being considered to provide services at a Foundation event.

Resolution: The staff member makes the team aware that they have a financial interest in the outcome of the decision. They request that the particular photobooth company they have a stake in be removed from consideration for the contract.

4. Situation: Members of staff are seeking to meet with an elected official in the provincial government to discuss a matter of concern to The Winnipeg Foundation.

Resolution: The staff members seek the approval of the Chief Executive Officer in advance of requesting a meeting with the elected official. The organizations registers and logs the Lobbying activity in accordance with the Lobbyists Registration Act (Manitoba).

5. Situation: In the course of reviewing materials for an upcoming Grants Committee meeting, a member of the committee realized that their child is part of programming at a charity being considered for a grant.

Resolution: The member makes the chair of the committee aware of their Conflict in advance of the meeting. During the meeting, the member recuses themselves from the meeting during the conversation related to the charity in question and also abstains from any vote related to the matter. This recusal and abstention is clearly noted in the minutes. The member asks that the Conflict be added to the official listing of Conflicts.

Appendix 2 : Conflict of Interest Disclosure Statement

Please initial in the space at the end of Item A or complete Item B, whichever is appropriate; complete the balance of the form; sign and date the statement; and return it to the Human Resources and Policy Administration Officer.

A. I am not aware of any relationship or interest or situation involving my family or myself that might result in, or give the appearance of being, a Conflict of Interest between such family member or me on one hand and The Winnipeg Foundation on the other. Initials:

B. The following are relationships, interests, or situations involving me or a member of my family that I consider might result in or appear to be an actual, apparent, or potential Conflict of Interest between such family members or myself on one hand and The Winnipeg Foundation on the other. Initials:

Corporate (either nonprofit or for-profit) directorships, positions, and employment:

Memberships in the following organizations:

Contracts, business activities, and investments with or in the following organizations:

Other relationships and activities:

My primary business or occupation at this time:

I have read and understand The Winnipeg Foundation's Conflict of Interest Policy and agree to be bound by it. I will promptly inform the Chair or Chief Executive Officer (whomever is relevant) of The Winnipeg Foundation of any material change that develops in the information contained in the foregoing statement.

Print Name

Signature

Date

