



The Canadian Association of Critical Care Nurses

CONFLICT OF INTEREST POLICY

The purpose of this policy is to define the Canadian Association of Critical Care Nurses (CACCN) policies with regard to conflict of interest, in a manner consistent with encouraging the highest ethical standards as an incorporated not-for-profit association and consistent with CACCN's policies, that directors, employees and members of not-for-profit associations should not receive benefits by virtue of their position and board/committee/member service.

1. Covered Persons

- a) This policy shall apply to all directors, officers, employees, committee members, volunteers and other persons who are acting on behalf of the CACCN whether or not such persons are remunerated.

2. Definition of Conflict

- a) A conflict of interest is a situation where a reasonable person would consider a covered person to have an interest that may conflict with the covered person's ability to act in good faith and in the best interest of the CACCN.
- b) Conflicts of interest arise whenever the financial or personal interests of a covered person are, or appear to be, inconsistent or at odds with the interests of the CACCN. An appearance of a conflict of interest exists when it is reasonably likely that an observer may perceive a conflict of interest.
- c) A conflict of interest exists when a covered person has an existing or potential interest in any entity, transaction or arrangement in which the CACCN also has an existing or potential interest, or when a covered person will derive a financial or other benefit directly or indirectly from the CACCN.

3. Financial and Business Transactions

- a) Covered persons shall avoid financial transactions between themselves and the CACCN, themselves and a third party, or the CACCN and a third party that may adversely affect the performance of their duties. This includes transactions

involving entities of which a covered person is a director, trustee, officer, committee member or key employee or has a substantial financial interest through ownership or control.

4. Other Interests

- a) Covered persons shall avoid outside directorships, officerships, partnerships, trusteeships, employment and other business involvement and investments that may adversely affect the performance of their duties with the CACCN.
- b) Covered persons shall avoid receipt of benefits or favours, or gifts or entertainment that may influence the performance of their duties with the CACCN.
- c) Covered persons shall avoid promoting their personal interests by reason of their connection with the CACCN.
- d) In the course of their duties, covered persons may receive confidential information concerning the CACCN, its administration, financial transactions, funding recipients and donors. Such information shall be used only for CACCN purposes and shall not be disclosed to any third parties.

5. Requirement to Disclose and Report

- a) A covered person must make a timely and full disclosure in any situation where they have a conflict of interest or an appearance of a conflict of interest.
- b) Covered persons have a duty to report suspected violations of the Policy to the Chief Operating Officer. Reports of suspected violations shall be addressed to the Chief Operating Officer and delivered to the President and/or Vice President in a sealed confidential envelope.

6. Failure to Disclose Conflict and Remedies

- a) If the Board or a Committee has reasonable cause to believe that a covered person has failed to disclose an actual or possible conflict of interest, it shall inform the Chief Operating Officer and such covered person of the basis for such belief.
- b) The Chief Operating Officer/President and/or Vice President shall afford such covered person an opportunity to explain the alleged failure to disclose. If, after hearing the response and making such further investigation as may be warranted by the circumstances, the Chief Operating Officer/President and/or Vice President determines that such covered person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate action which may include recommendation to the Board for removal from the Board. National Committee, Chapter Executive, Membership or termination of employment for employees, as appropriate, as well as reconsideration of whether the transaction or arrangement was in the best interests of and fair and reasonable to the CACCN at the time it was undertaken.

- c) If it is determined that the transaction was not fair and reasonable to the CACCN, the CACCN, in its discretion, may void the contract and/or require such covered person to restore the CACCN to the financial position it would have been in if such covered person had been acting in compliance with this Policy. Where the latter remedy is employed, such covered person shall be required to make payments of cash or property to the CACCN in amounts equal to the value of the excess benefit he or she received plus interest. Any covered person who violates this Policy also may be liable for any penalties or taxes imposed under federal, provincial or other regulations.

7. Administration of the Policy

- a) The Chief Operating Officer shall be responsible for the administration of the Policy. The Chief Operating Officer / President and/or Vice President, shall review disclosure reports, receive questions about the application of the Policy from covered persons and provide guidance and instructions in those matters. The Chief Operating Officer shall receive reports of suspected violations and make appropriate recommendations to the Board. Members directly involved with the investigation will be excluded from recommendation discussions. The Chief Operating Officer shall have the ability to retain outside experts as appropriate to ensure that a proposed transaction where a conflict of interest exists does not constitute an act of self-dealing. When a conflict of interest is reported prior to and, in regard to, a particular transaction, the Chief Operating Officer / President and/or Vice President shall make the determination whether and when that transaction may proceed.
- b) The Chief Operating Officer shall review the Policy annually to ensure its continued appropriateness and applicability and report to the CACCN Board on any recommendations.
- c) The interpretation of the Policy is one of caution and conservatism. While primary reliance is placed on the good judgment and integrity of covered persons, they are expected to error on the side of strict adherence to the Policy.
- d) Directors and officers, employees and those acting on behalf of the Association, shall make disclosures and refer questions to the Chief Operating Officer.
 - i. Whenever a covered person determines that a conflict of interest or an appearance of a conflict of interest exists, or is in doubt about the appropriate application of the Policy, the covered person shall report in writing the facts and circumstances of the matter to the Chief Operating Officer, and shall govern themselves in accordance with the instructions received. Except as otherwise directed by those instructions, the covered person shall not participate in any discussion or decision relating to such matter.

- ii. In the event a conflict of interest or an appearance of a conflict involving a covered person arises, then unless and until such covered person receives contrary instructions from the Chief Operating Officer as appropriate the following procedures shall apply:
 - iii. The covered person shall not participate in any formal or informal discussion of, any decision or vote on, or attempt to exert influence over the contract, relationship, person or organization with respect to which the conflict or appearance of a conflict may relate. Such a covered person who is a director may be counted to establish a quorum for meetings.
 - iv. Unless invited to answer questions or participate in discussions, the covered person shall temporarily recuse himself/herself from meetings in order to allow the remaining persons or members of the Board or Committee to engage in a full discussion regarding the contract, relationship, individual or organization in question. If the covered person is a director and a vote is taken, then such director shall abstain from voting and the minutes of the Committee or the Board meeting shall record this fact.
- e) Annually, the Chief Operating Officer shall require directors, officers, national committee members, chapter executive and employees to review the annual declaration and will duly note this has occurred.
 - f) This Policy is in addition to any other duties and responsibilities imposed on covered persons by applicable law or regulation.

8. Documentation of Conflicts

- a) The minutes of any meeting at which a transaction involving a conflict of interest or an appearance of a conflict of interest is considered shall reflect that:
 - i. The covered person made disclosure, withdrew from consideration of the transaction or recused him/herself from the meeting room and abstained from voting; or
 - ii. The covered person made disclosure but continued to participate pursuant to written instructions from the Chair or from Chief Operating Officer, as appropriate, where those instructions shall be included with the minutes.
- b) The information provided at meetings regarding conflict of interest shall be available for inspection by members of the Board, but shall otherwise be held in confidence except when, after consultation with the applicable board member, officer, or employee, the Board determines that CACCN's best interest would be served by disclosure.

9. Examples of Conflicts

- a) The following activities illustrate types of potential or actual conflicts of interest that should be avoided and disclosed, as applicable, in

accordance with this policy. The list is not all inclusive and is intended to provide guidance.

- i. *Self-benefit*: Using your position or relationship within the CACCN to promote your own interests, including using confidential or privileged information gained in the course of involvement with the CACCN for personal benefit or gain.
- ii. *Influence peddling*: Soliciting benefits for yourself from outside organizations or individuals in exchange for using your influence to advance the interests of that organization or individual within the CACCN.
- iii. *Other business relationships and dealings*: Approving grants or contracts with organizations or individuals in which you have a significant financial or other interest or relationship, particularly if you are in a position to influence major decisions, are responsible for review, negotiation and approval of the grants or contracts, or otherwise direct the CACCN's business dealings with that organization or individual.
- iv. *Dealings with grantees*: Personally accepting anything of value from organizations or individuals that have grant proposals pending before the CACCN or have received grants from the CACCN.
- v. *Property transactions*: Directly or indirectly leasing, renting, trading, or selling real or personal property to or from the CACCN.

10. Annual Declaration

- a) The CACCN requires each board member and officer, committee member, volunteers and employees designated by the Chief Operating Officer, to annually review the Policy and acknowledge that they are acting in accordance with the letter and spirit of the Policy.