



Association of Canadian Archivists
Board of Directors
Conflict of Interest Policy Statement

This document will outline the Board of Directors expectations of one another and of the Board as a whole. It focuses on behaviour as opposed to specific duties or job descriptions. It is important to note that the ACA's Bylaws stipulate that the Executive Director is an ex-officio member of the Board of Directors and this policy shall apply to the noted staff member.

As stipulated in the ACA's *Volunteer Code of Conduct*, all Board Members must remain free of any obligation, interest, or distraction that may adversely affect or interfere with their judgment and/or objectivity in the performance of their duties. Whenever a Board member has a conflict of interest or perceived conflict of interest with the Association, they shall call such conflict to the attention of the Board of Directors.

After identifying the issue, matter or transaction with respect to which a conflict exists, a Director with a conflict shall withdraw from any further involvement in that issue, matter or transaction unless a majority of the disinterested Directors shall determine that the conflict is:

- i) immaterial or not adverse to the interests of the Association or
- ii) the benefits of allowing the person with the conflict to participate in the discussion or consideration, but not the final decision, outweigh the dangers; in which case the person may participate in the discussion, study or consideration of the issue, matter or transaction, but not the final discussion, decision or vote.

It is the duty of each Board Director to disclose any conflict of interest they are aware of the Board of Directors. A Director who is uncertain as to whether s/he may have a conflict should ask the Chair or the Vice-Chair for an opinion. The Chair or Vice-Chair shall issue a written opinion which shall be presumed to be correct and may be relied upon unless challenged by another Board Director, in which case the final decision as to whether a conflict exists shall be made by the Board of Directors. The Chair, Vice-Chair and Executive Director shall be advised of every opinion issued. Opinions shall, to the extent possible, avoid the disclosure of personal information while, at the same time, disclosing the basis for the opinion. Copies of all opinions will be retained and made available to the Board upon request to permit and encourage consistency.

The minutes of the meeting at which the disclosure of any conflict is made shall reflect that the disclosure was made and whether the person with the conflict withdrew, after making full disclosure of the matter in question and the conflict, and was not present for the final discussion of the matter and any vote thereon.

A conflict of interest exists when:

- Any Director or close relative of a Director or the employer of either of the foregoing has an interest in an issue, matter or transaction in which the Association has an interest; or
- When any Director or a close relative of a Director acts as an agent, representative or spokesperson for any person, business, group or organization, in order to influence the Association on any issue, matter or transaction.

An individual or organization has an interest for purposes of this policy if he, she or it: (1) is an agent for a person or organization with an identified goal of influencing a decision by the Association; or (2) would experience a material economic gain or loss from a decision by the Association on an issue, matter or transaction identifiably different from the economic gain or loss that would be experienced by (a) a member of the general public, (b) the holder of less than five percent (5%) of the equity in any business entity, or (c) a non-exempt employee of the Association.

Someone is considered a close relative if they are a spouse, a child, natural or adoptive parent, grandparent, grandchild, brother or sister where natural, adoptive or by marriage of a Director. The term also includes any other family member who resides in the same household as a Director or shares living quarters with a Director under circumstances that closely resemble a marital or partner relationship.



In addition to the foregoing, Directors should not:

(a) Use inside information (i.e. information made available to them because of their position as a Director which is proprietary or confidential or otherwise not generally known to the public) for their personal advantage or that of any close relative.

(b) Accept any service, discount, concession, fee for advice or service or thing of value from any person or organization with an interest in an issue, matter or transaction in which the Association also has an economic or programmatic interest under circumstances that would suggest an obligation of the part of the Director to exert any influence on the Association to enter into a transaction or adopt, alter or abolish any policy on position.

All Board Directors will be given a copy of this policy and be asked to read and sign it.

STATEMENT RE: CONFLICT OF INTEREST POLICY

I have read the Guidelines on Conflict of Interest adopted by the Association in January 2011.

I understand in particular that Association staff and Association members acting on behalf of the ACA must indicate in writing all affiliations with other bodies who do business with the ACA, particularly if these affiliations provide a personal benefit to such individuals. This includes being an officer or holding stock in such a company, consulting agreements and other activities that would benefit the individual, or those associated with the individual, while the person is in a position of fiduciary trust with the Association.

I accept the Conflict of Interest Guidelines and confirm that I am in compliance with them at this time (unless otherwise noted below). I will abide by these guidelines while representing the Association. Should a conflict of interest on my part arise, I will promptly notify in writing the Secretary-Treasurer of the Association.

Name: _____ (Please Print)

Signed: _____

Date: _____

Disclosure Statement

| Name of organization related to the conflict of interest | Nature of the conflict of interest |
|----------------------------------------------------------|------------------------------------|
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It is my understanding that this information will be retained in the files of the ACA Secretariat and will not be made public. I understand that the information may be shared with the Board of the ACA.

Signed: _____