

8 CONFLICT OF INTEREST

A trustee is a fiduciary, and is therefore subject to the highest duties of good faith and undivided loyalty to the Board; a trustee is required to act at all times in the best interests of the Board as a whole, without regard to his/her personal interests. Trustees have an obligation to avoid conflicts of interest, to remain in a position to provide an unbiased, even-handed and disinterested consideration of matters that come before the Board, and cooperate with other Board members to administer the Board's affairs in a judicious manner. A trustee must avoid personal conflicts of interest, and must avoid using his/her position for personal benefit. Trustees have a shared public duty to carry out their responsibilities and advance the work of the Board with diligence.

The Board recognizes that conflicts can arise in many different ways, including direct or indirect pecuniary conflict of interest, conflict of interest arising by virtue of predetermination of a matter coming before the Board, and conflict of interest arising by virtue of a personal interest arising from the particular circumstances or relationships of individual trustees.

As per policy 4, the Role of Chair is to protect the integrity of Board process and Board cohesion, and (as per policy 4.1) hold the Board to its rules.

- 8.1 If a Trustee has any conflict of interest in any matter and is present at an open or closed meeting of the Board at which the matter is considered, the Trustee shall:
- disclose his or her conflict of interest and the general nature of the conflict of interest;
 - not take part in the discussion of or vote on any question in respect to the matter and recuse themselves by leaving the meeting;
 - in the case of electronic participation, the trustee shall recuse themselves, e.g. terminate the call; and
 - not attempt in any way, whether before, during or after the meeting, to influence the voting on any question in respect to the matter. [*School Act* s.58 (1&2)]
- 8.2 If a conflict of interest of a Trustee is not disclosed as required above by reason of the Trustee's absence from the meeting, the Trustee shall disclose the conflict of interest and otherwise comply with the requirements at the first meeting of the Board attended by the Trustee after the meeting referred to above. [*School Act* s.58 (3)]
- 8.3 The requirements of paragraphs 12.1 to 12.3 do not apply to any pecuniary interest referred to by the School Act as exempt from the disclosure requirements of the School Act. [*School Act* s.59]
- 8.4 "Pecuniary interest" means, with respect to a Trustee, an interest in a matter that could monetarily affect the Trustee and includes an indirect pecuniary interest referred to in section 55 of the School Act. [*School Act* s.55 & 56]
- 8.5 The pecuniary interest of a spouse or of a parent or child of the Trustee shall, if known to the Trustee, be deemed to be also a pecuniary interest of the Trustee. [*School Act* s.57]
- 8.6 If a meeting is open to the public, every disclosure of pecuniary interest and the general nature of it shall be recorded in the minutes of the meeting. If a meeting is not open to the public, the fact that a disclosure of pecuniary interest was made, but not the general nature of that interest, shall be reported and recorded in the minutes of the next meeting that is open to the public. [*School Act* s.50]

