

Canadian West Coast Chapter (CWCC) – PMI

Policy name: **Ethics, Confidentiality & Conflict of Interest**
Number: **2002-10-B**
Date of Policy: **October 18th, 2002**
Policy Revised: **July 24, 2014**

A. POLICY STATEMENT:

This policy has been generated to provide an interpretation of the relevant sections of the Constitution and Bylaws, as well as guidance and direction, where there is none in the Constitution and Bylaws and such that: There is more clarity in areas where questions have arisen or questions may arise.

There is a more consistent understanding of the behaviour required of those who choose to serve the chapter on the Board or its Committees and Advisory Panels.

B. EXPECTATIONS: (as a result of applying the policy)

Members of the CWCC - PMI will have confidence that processes and procedures are in place and are being applied to set ethical standards, respect confidentiality and address any real or perceived conflicts of interest,

C. COMMENT OR CLARIFICATION: (of the policy or expectations, if any, especially in any special cases that may be envisaged)

While our standard is unequivocally volunteerism, exceptional circumstances may arise where it is in the best interests of the CWCC to leverage the skills and expertise of a CWCC Director or Chapter Volunteer and offer reasonable compensation for services rendered subject to the Procedures outlined below.

Policy 2002-10-B is not meant to restrict or reduce member rights in any fashion but rather clarify points in the Constitution and Bylaws such that member rights are preserved and the best interests of the Chapter are served.

D. PROCEDURES: (i.e. the sequence of steps to give effect to the policy, if applicable)

Ethical Conduct Required

Member confidence in the impartiality, independence and integrity of Directors is essential for proper functioning of Chapter. Directors must observe the highest ethical standards and be above reproach at all times. Among other things, this means that a director must respect the privileged nature of information obtained through their position with the chapter and cannot participate in any private business or activity which will, may, or may seem to conflict, with their obligations to the chapter.

This policy statement is provided to ensure that directors are aware of the chapter's requirements for confidentiality and conflict of interest situations and it is to assist directors in observing these requirements. Failure to meet these requirements is considered to be a serious breach of ethics and may result in disciplinary action including dismissal (revocation of membership). Any areas of doubt should be discussed with the President or a Past President, in the event of absence or conflict.

Confidentiality

Many matters with which the board deals are understood to be confidential. Such matters must remain confidential to protect the Chapters interest, to avoid prejudicing the Chapter's position and to protect those who belong to and are served by the chapter.

Directors who deal with or obtain confidential information shall not in any way discuss or disclose this information to other persons or organizations outside the chapters board, except as authorised or approved by the board. Directors who have access to confidential material must take reasonable care to prevent its examination by unauthorized individuals.

This information includes but is not limited to:

- A. Membership lists.
- B. Member's personal information.
- C. Membership data.
- D. Chapter business arrangements, in negotiation or yet to be disclosed.
- E. Chapter financial information not yet available to members.

Directors who are uncertain about whether information is confidential should seek direction from the appropriate portfolio owner, President and or a past President. A Director who uses, or attempts to use, information not intended to be available to the public in order to obtain a benefit for one's self or anyone else shall be considered to have violated this policy. It is recognized that the limited disclosure of materials deemed confidential may be necessary if an employee is under oath, under subpoena or attending a hearing in a court of law. As well, certain disclosures may be authorised by Freedom of Information and Protection of Privacy requirements.

Conflict of Interest

Conflict of interest occurs when a Director is involved directly or indirectly in an activity, conduct, interest or association which will, may, or may seem to influence a Director's actions, recommendations, or decisions in carrying out their duties as a Director of the Chapter. It is required that a Director strictly avoids any such conflict of interest. A violation of this policy can exist without willful wrongdoing and without evidence that the Director's judgment was in fact affected. In any case, where a Director is uncertain whether a conflict of interest exists, the particulars should be disclosed to the President or a Past President who will determine whether there is a conflict. Without limiting in any way the preceding statement, the following specific requirements are set out for illustration:

1. A Director must not engage in any outside work, be involved in any business or undertaking, or hold any property or interest, either personally or through a company or agent, which will, be or may seem to be in conflict with the Directors duties to the Chapter.
2. A Director must not accept any consideration or gratuity whatsoever for advice given or materials prepared in connection with any application, submission, or proposal made to the Chapter, or be a party to, or have an interest, direct or indirect, in a transaction or contract to which the Chapter is a party.
3. Directors must not place themselves in a position where they are, may be, or may seem to be, under obligation to any person who has business or other dealings with the Chapter and would benefit from special consideration or treatment.
4. Directors shall not, in the performance of their duties, grant any special consideration or treatment to anyone unless authorized to do so by the Board, or unless that action constitutes a reasonable exercise of a discretion, which is assigned to the duties of the Director.
5. A Director shall not, except in the course of performing their normal assigned duties, alter, amend, or in any way change or attempt to change any records or documents of the Chapter without the express permission of the Board.
6. A Director shall not accept any money, property, position or favour of any kind whether to be received at the present or in the future, from a person or organisation having or seeking to have, dealings with the Chapter, except for appropriate refreshments or meals or token gifts exchanged as part of protocol.
7. A Director shall immediately report to the President or Past President any offer he receives of any such money, property, position or favour. It is the Director's responsibility to accept only appropriate refreshments, meals, entertainments or token gifts; if in doubt, the Director shall discuss the matter with the President or Past President before acceptance.
8. A Director shall not benefit from the use of any information acquired in the course of their duties, which is not generally available to the public.
9. A Director shall not use his position to gain an advantage in private transactions.

10. A Director shall not use or permit the use of Chapter owned equipment, material, staff time or property (including trademarks and logos) for anything but Chapter purposes.
 11. A Director shall advise the President, or in his/her absence the Past President, of any approach made to engage in conduct that might constitute a conflict of interest.
 12. In exceptional circumstances, a Director or Chapter Volunteer may offer services to the Chapter for financial consideration if no other viable option is available. The criteria to be followed in such circumstances are outlined below:
 - approval for any compensation must be made by the CWCC Board at a regularly scheduled meeting if lead time permits and in accordance with Bylaw 65 below
 - if time does not permit, such decision may be made by the President (or in his/her absence the Past President) alone, and in writing, consistent with the criteria outlined in Bylaw 65 below and subject to full disclosure at the next scheduled meeting of the CWCC Board
 - all such special circumstances where compensation is awarded shall be noted in the annual report of the CWCC
- E. DEFINITIONS:** (of terms used in the policy, if needed, e.g. "member" means a currently paid-up registered member of the chapter, etc.)
- None.
- F. PRIMARY RESPONSIBILITY:** (for the conduct of the policy, e.g. VP-XYZ)
The Current Board is responsible for its behavior.
- G. CROSS REFERENCES:** (to any other policies, if applicable)
To other policies - None.
To the Constitution and Bylaws (See below)

CURRENT CONSTITUTION

ARTICLE XI - Limitations

No member of the Chapter shall receive any pecuniary gain or profit incidental or otherwise, from its activities, except that the Chapter shall be authorized to pay reasonable compensation for services rendered and make payments in furtherance of the purposes set forth in Article IV of this Constitution. The Chapter shall not carry on any activity not permitted to be carried on by any statute Federal, Provincial or State in Canada or the U.S.A.

PROPOSED BYLAWS

Inurement and Conflict of Interest

- 63 No member of the Association shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the Association, except as otherwise provided in these bylaws.
- 64 No officer, director, appointed committee member or authorized representative of the Association shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the Association, of actual and reasonable expenses incurred by an officer, director, committee member or authorized representative regarding attendance at Board meetings and other approved activities.
- 65 The Association, may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of the Association, and any corporation, partnership, association or other organization in which one or more of the Association's directors, officers, appointed committee members or authorized representatives are: directors or officers, have a financial interest in, or are employed by the other organization, provided the following conditions are met:
 - A. The facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the Board of Directors prior to commencement of any such contract or transaction;
 - B. The Board in good faith authorizes the contract or transaction by a majority vote

of the directors who do not have an interest in the transaction or contract;

C. The contract or transaction is fair to the Association, and complies with the laws and regulations of the applicable jurisdiction in which the Association is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the Board of Directors.

66 All officers, directors, appointed committee members and authorized representatives of the Association shall act in an independent manner consistent with their obligations to the Association and applicable law, regardless of any other affiliations, memberships, or positions.

67 All officers, directors, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the Association has entered, or may enter, into contracts, agreements or any other business transaction, and shall refrain from voting on, or influencing the consideration of, such matters.

H. Coordination Issues: (to be considered, if any, e.g. communications advice)

I. Attachments: (flow charts, diagrams etc. if they help) Conflict of Interest Questionnaire and Ethics Certification.

J. Policy approval authority:

The Board of Directors, after review and comment by the membership.

CONFLICT OF INTEREST QUESTIONNAIRE AND ETHICS CERTIFICATION

Name

Office or Position You Hold or You Will Assume

PLEASE NOTE: The PMI governing documents require that this Questionnaire and Certification be completed accurately on an annual basis and returned to the Executive Director at PMI Headquarters. PMI Officers, Directors, and Board Committee / Center / Council / Team Members are expected to be aware of all corporate, personal, and family business interests and relationships that may involve or relate to PMI in any way. Officers, Directors, and

Committee Members must openly and accurately reveal these interests and relationships to PMI in this questionnaire; and must comply with all PMI policies and requirements concerning ethics, conflicts of interest, and related matters. If you are uncertain whether particular business interests or relationships involve PMI, please contact the PMI Executive director to review the matter. Upon request, PMI can provide a list of companies, organizations, and individuals with whom the Institute has, or is considering, a business relationship. Thank you for your cooperation in providing accurate responses to the following questions. In responding to these questions, please note that a "yes" answer does not imply that the relationship or transaction was necessarily inappropriate. For purposes of responding to these questions, please refer to the attached partial list of companies with which PMI has entered into contracts with in the last twelve months. (This list is not exhaustive but is intended to assist you in determining whether there are any companies or other entities which you might not otherwise be aware of).

1. Have you been, within the past twelve months, an officer, director, or principal of any corporation, company, association, institution, or other business with which PMI has any business relationship or interactions, including professional or service relationships?

Yes _____ No _____

If the answer to this question is "yes," please specifically identify: the names of such corporations, companies, associations, institutions, and/or businesses; the office or other position you held or hold; the nature of the business-relationship or conflict.doc dealings with PMI; and, the approximate dollar-amount of business involved with PMI during the last year.