

Holland Bloorview

Kids Rehabilitation Hospital

CATEGORY:	BOARD/GOVERNANCE	NUMBER:	BG-035
SUBJECT:	CONFLICT OF INTEREST	ISSUED:	September 1997
		REVISED:	November 2008 February 2009 April 2010 February 2013
AUTHORIZATION:	_____	PAGE:	1 of 4
	Chair, Board of Trustees		

Refer to Holland Bloorview Kids Rehabilitation Hospital By-Law, No. 1 – 2011, Section 21.0

PREAMBLE

This Conflict of Interest Policy reflects Section 21.0 of the Holland Bloorview Kids Rehabilitation Hospital By-Law, No. 1 – 2011, and in addition includes a requirement for Board members and members of Standing Committees to disclose in writing all actual, potential or perceived conflicts of interest. This Policy is not meant to alter the By-Law but to supplement it.

APPLICATION

This Policy applies to Board members and members of the Board Standing Committees. It relates primarily to conflicts of interest which may arise in relation to business transactions in which Holland Bloorview Kids Rehabilitation Hospital is involved, but may also include conflicts arising in relation to program delivery or other operational matters affecting a consumer of services of Holland Bloorview Kids Rehabilitation Hospital who is related to an immediate family member of a Board member or Board Standing Committee member.

The Policy is not intended to discourage the development by Holland Bloorview Kids Rehabilitation Hospital of strategic partnerships with appropriate organizations, but to ensure that those involved in governance at Holland Bloorview Kids Rehabilitation Hospital maintain the highest level of public trust and integrity.

POLICY

All members of the Holland Bloorview Kids Rehabilitation Hospital community shall:

1. disclose in writing all actual, potential, or perceived conflicts of interest; and
2. shall not participate, either on behalf of Holland Bloorview Kids Rehabilitation Hospital or any other party, in any transaction from which they may directly or indirectly benefit unless their participation has been first disclosed and approved.

DEFINITIONS

An **actual** conflict of interest exists when a member of the Holland Bloorview Kids Rehabilitation Hospital community benefits, directly or indirectly, from a decision or action of the Organization.

A **potential** conflict of interest exists when a member of the Holland Bloorview Kids Rehabilitation Hospital's community is involved in a transaction from which, depending on the Hospital's decision, he/she may benefit either directly or indirectly.

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A **perceived** conflict of interest exists when a reasonable and objective observer viewing a transaction would conclude that a member of the Holland Bloorview Kids Rehabilitation Hospital's community participating in the transaction will or may benefit, either directly or indirectly from the transaction.

A benefit is received **directly** by a member of the Hospital's community if he/she receives the benefit himself/herself. A benefit is received **indirectly** by a member of the Hospital's community if it is received by:

- (i) a member of his/her immediate family or
- (ii) by a corporation or other organization
 - (a) in which the member or a member of his/her immediate family has an interest, or
 - (b) in respect of which such person is a director or a member of senior management.

Immediate family includes the member's parent, brother, sister, spouse, son, daughter, son-in-law, daughter-in-law, mother-in-law, father-in-law, brother-in-law, sister-in-law, grandparent, grandchild, niece, nephew, aunt or uncle. **Spouse** includes someone to whom the member is married or with whom the member is living in a conjugal relationship outside marriage.

A member of the Holland Bloorview Kids Rehabilitation Hospital's community is a person who is a member of the Board of Trustees or a member of a Board Standing Committee who is not a trustee.

Disclosure Procedure

The following apply to all members of the Board and members of Board Standing Committees, (herein collectively referred to as "Members").

The procedures in steps 2–7 are a statement of Section 21.0 of the Holland Bloorview Kids Rehabilitation Hospital By-Law No. 1 - 2011.

1. Members will be asked to sign a "Disclosure of Conflict of Interest" form each September and forward it to the Chair of the Board of Trustees. This information will be distributed to the Board.

Additionally, during the course of the year, any member who believes he or she has an actual, potential or perceived conflict of interest shall complete the Disclosure of Conflict of Interest form, and forward it to the Chair of the Board at the earliest opportunity.

The Disclosure Procedure in steps 2–7 applies to members of the Board, and the Disclosure Procedure in steps 8–11 applies to community members of Board Standing Committees, who are not Board members.

2. Any trustee who has an interest, directly or indirectly, in a proposed contract or transaction or in a contract or transaction with the Corporation will declare his interest in the contract or transaction at a meeting of the Board of Trustees of Holland Bloorview Kids Rehabilitation Hospital.

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3. In the case of a proposed contract or transaction, the trustee will declare his interest at the meeting of the Board at which the question of entering into the contract or transaction is first taken into consideration or if he is not present at such meeting, then at the first Board meeting held thereafter at which he is present. If the trustee is not at the date of that meeting interested in the proposed contract or transaction, he will make the declaration at the first Board meeting which is held after he became interested in the proposed contract or transaction. In the case where the trustee becomes interested in a contract or transaction after it is made, the trustee will declare his interest at the first Board meeting held after he becomes so interested.
4. Trustees and their families will not enter into any proposed contract or transaction to provide goods or services to the Corporation, except:
 - (a) on a competitive bid basis or other basis in writing; and
 - (b) the trustee has declared any interest therein, and he has absented himself from the meeting and he has refrained from voting thereon.
5. Trustees will not vote on any proposed contract or transaction, or on a contract or transaction with the Corporation in which they have a direct or indirect financial interest and will declare the details of such interest prior to the discussion and vote on such matter.
6. Any trustee who has declared an interest in any proposed contract or transaction or contract or transaction or other financial interest with the Corporation which is being discussed, will absent himself or herself during the discussion of and vote upon the matter and the event will be recorded in the minutes.
7. Any trustee who, either directly or through a family relationship, has an involvement with the Corporation as a user or provider of the facilities and/or services of the Corporation will register in writing with the Secretary of the Corporation the nature of the relationship. Any matters that come before the Board that appear to raise an issue of actual or potential conflict of interest for a trustee arising from such relationship may be raised by that trustee, or any other trustee for discussion and if, in the judgment of the Board, a conflict exists then the trustee with the conflict will be entitled to speak to the issue but not vote or be present for the vote. In any determination by the Board as to whether a conflict arising out of such a relationship exists the trustee who is the subject of the discussion will be entitled to speak to the issue but will not vote or be present for such vote.
8. Any non-board member, who is a member of a Board Standing Committee and who has an interest, directly or indirectly, in a proposed contract or transaction or in a contract or transaction with Holland Bloorview Kids Rehabilitation Hospital will declare his or her interest in the contract or transaction at the earliest of:
 - (a) a meeting of the committee in respect of which such member is a member if the contract or transaction is being discussed at the committee meeting; and
 - (b) when the committee member actually learns of the proposed contract or transaction.

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9. Any non-Board member who is a member of a Board Standing Committee and their families will not enter into any proposed contract or transaction to provide goods or services to Holland Bloorview Kids Rehabilitation Hospital except:
- (a) on a competitive bid basis or other basis in writing; and
 - (b) the committee member has declared any interest therein, and has absented himself or herself from the meeting and has refrained from voting thereon.
10. To the extent applicable, non-Board members who are members of a Board Standing Committee will not vote on any proposed contract or transaction, or on a contract or transaction with Holland Bloorview Kids Rehabilitation Hospital in which they have a direct or indirect financial interest and will declare the details of such interest prior to the discussion and vote on such matter if the proposed contract or transaction is being discussed or voted on by the committee in respect of which such member is a member.
11. To the extent applicable, non-board members who are members of a Board Standing Committee who have declared an interest in any proposed contract or transaction or contract or transaction or other financial interest with Holland Bloorview Kids Rehabilitation Hospital which is being discussed, will absent himself or herself during the discussion of and vote upon the matter if the proposed contract or transaction is being discussed or voted on by the committee in respect of which such member is a member and the event will be recorded in the minutes.

Attachment:
Form - Disclosure Conflict of Interest

Reviewed by:
The Governance Committee

Date:
February 2013