

**SASKCULTURE INC.
BOARD OF DIRECTORS POLICY**

Policy Name:	Conflict of Interest	Number: GP-11
Policy Type:	Governance Process	Date Approved: April 2000 Latest Revision: May 2009

A conflict of interest occurs when a Director attempts to promote a private or personal interest, which results in an interference with the objective exercise of his/her responsibilities with the organization or a gain or advantage by virtue of his/her position with the organization. Conflicts of interest may be real, potential, or perceived. Directors shall avoid conflict of interest with respect to their fiduciary responsibility. The underlying purpose of this policy is to create transparency in the decision making process.

1. There must be no self-dealing or any conduct of private business or personal services between any Director and the organization, except as procedurally controlled to assure openness, competitive opportunity, and equal access to otherwise “inside” information.
2. If a director cannot act in the interests of SaskCulture without acting against the interests of another organization of which they are a director, then they should resign from one of the organizations.
3. When the Board is to decide upon an issue, about which a Director has a conflict of interest, that Director shall absent herself or himself without comment from not only the vote, but also from the deliberation.
4. Directors must not use their position to obtain employment in the organization for themselves, family members, or close associates. Should a Director desire employment, he or she must first resign.
5. Directors will annually disclose and update on an ongoing basis their involvements with other organizations, with vendors, or any associations which might produce a conflict.
6. In situations where a conflict is perceived to exist by others, if the individual Director does not perceive a conflict, the vote of the Board shall be decisive.
7. No Director shall accept any gift or service which could be viewed as payment for services rendered through his/her position. Gifts which are the normal exchange between friends, the normal exchange of hospitality between persons doing business together, or tokens exchanged as part of protocol are acceptable.
8. Individuals who exercise regulatory, inspectionary and/or discretionary control over others must not give or appear to give preferential treatment to family members, friends, current or former business associates or any organization that they are presently or were formally associated with.

9. Directors shall manage their private affairs so that neither they nor their relatives, friends, current or former business associates benefit or appear to benefit from information not available to the public.
10. Directors shall not be board members or employees of voting member boards or on boards that receive major operating funding from the Saskatchewan Lotteries Trust Fund.
11. Directors shall not be employed by a government agency or branch whose work involves policies or programs directly aligned with the distribution of Saskatchewan Lotteries Trust Funds for Sport, Culture and Recreation or employed by an agency that receives funds directly from the ministry that has oversight for the Saskatchewan Lotteries Trust Fund for Sport, Culture and Recreation.
12. In situations where more than one member of an immediate family* is interested in serving on the board, only one member would be eligible to be a director due to the perceived conflict of interest.
13. A Director who abstains from participation due to conflict of interest is still included in determining quorum.
14. The minutes must record all declarations of conflict of interest.

* Immediate family includes, spouse (definition is not necessarily confined to the legal definition), or the parent, grandparent, child, brother or sister, niece/nephew or grandchild of the director or the director's spouse.

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