

SECTION II: COMPLIANCE, ETHICS AND MEMBER CONDUCT		
Policy Number and Name: II-02: CONFLICTS OF INTEREST POLICY & PROCEDURE	Date of Approval: April 5, 2020	Activation Date: April 23, 2020
Approved By: Board of Directors	Version: Version 1, replacing AGF Board of Directors / Employees Conflict of Interest – stand-alone form.	
Review Cycle: Reviewed annually by the President/Chief Executive Officer. Recommended amendments to be approved by the Board of Directors, or a committee delegated by the Board of Directors.		

1. Application of this Policy

This Conflicts of Interest Policy & Procedure applies to:

- 1.1. **Directors:** All members of the AGF board of directors.
- 1.2. **Committee, sub-committee, task force and working group members:** All participants in AGF committees, subcommittees, task forces, working groups or other AGF collaborative initiatives.
- 1.3. **AGF Personnel:** All employees, consultants and contractors to AGF.

Hereinafter collectively or individually, as the context requires, referred to as “**AGF Contributors**”.

2. Purposes of this Policy

- 2.1. The achievement of AGF’s purpose and objectives, as set forth in its Bylaws, depends on the hard work and dedication of all AGF Contributors and on the trust and relationship with its Members (as defined in the Bylaws). AGF must strive to always achieve its purpose and objectives in a manner which is, and is viewed to be, fair, consistent, and adhering to any confidentiality and privacy requirement.
- 2.2. The ability of individuals to make deliberate, thoughtful and disinterested decisions on behalf of AGF, and/or to contribute to the development of AGF’s strategy, policy and procedure, and/or to discharge employment or contract duties for the benefit of AGF, can be affected by other personal interests. AGF requires, and in certain instances is legally entitled to, the best judgment of each AGF Contributor, free of influence from any personal interest or agenda and with a view at all times to the best interests of AGF.
- 2.3. This Policy outlines the circumstances under which an actual or perceived conflict of interest is present, conflict of interest disclosure requirements, and the mitigation measures available to AGF to manage any actual or potential conflict of interest situation.

- 2.4. This Policy does not prohibit conflicting interests, but provides a process to be followed to identify, disclose and manage the conflict responsibly.

3. Description of a Conflict of Interest

- 3.1. A conflict of interest may arise when an AGF Contributor is in a situation, or are likely to be put in a situation, where the AGF Contributor has the opportunity to make a decision, or contribute to the making of a decision, by or on behalf of AGF that may directly or indirectly benefit (financially, personally or otherwise) the AGF Contributor, his or her associated organization or persons affiliated or employed by the associated organization (e.g. the club in which the AGF Contributor is a coach, administrator, owner or parent of an athlete), spouse, child, other family member, associates, or anyone else that the AGF Contributor has a relationship with that could reasonably be seen to create a conflict of interest situation, **that is or may be contrary to AGF's best interests.**
- 3.2. AGF Contributors are to avoid any activity in which the personal interests of the AGF Contributor may come into conflict or may appear to conflict with the interests of AGF in its relations with current or prospective Members, partner organizations (such as GymCan and other provincial sports organizations), suppliers or others with whom AGF deals with in the ordinary course of conducting its operations.

4. Position Statement

- 4.1. No AGF Contributor shall have any position with, or a substantial interest in, any other business or enterprise whether operated for profit or not, the existence of which would conflict with or might reasonably be supposed to conflict with the proper performance in the normal course of his or her AGF duties and responsibilities, or which might tend to influence his or her independence of judgment with respect to transactions between AGF and such other business or enterprise, **without full and complete disclosure to the AGF Board of Directors.**
- 4.2. **Applicable to Directors:**
 - 4.2.1. Each AGF Contributor who is a member of the Board of Directors has a duty to act honestly and in good faith with a view to the best interests of AGF, and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
 - 4.2.2. Personal transactions between any Director and AGF is prohibited except when properly disclosed and mitigated as set forth in Section 6 below.
 - 4.2.3. Directors may not obtain for themselves, their relatives or their friends, a material interest of any kind from their association with AGF except when approved as set forth below.
 - 4.2.4. If a Director has an interest in a proposed transaction with AGF in the form of a significant personal financial interest or interest through affiliation with another organization

involved in the transaction, he or she must make full and timely disclosure of such interest prior to any discussion or negotiation of such transaction.

5. Examples of Conflicts of Interest

- 5.1. **Common Sense:** *It is not possible to anticipate every conflict of interest situation that may be encountered. Common sense must be used.*
- 5.2. **Examples:** Without limiting the general scope of this Policy, the following relationships and courses of conduct are examples only, of matters that would be considered to involve a conflict of interest and require prompt disclosure, as set forth below:
 - 5.2.1. Where a member of the AGF board of directors is also a club owner or administrator, and an issue being considered by the AGF board of directors may have a financial impact on the club.
 - 5.2.2. Where an AGF Contributor is personal friends with a coach who is the subject of a disciplinary complaint, and that AGF Contributor is normally involved in the complaint management process or has normal course access to information with respect to the management of complaints.
 - 5.2.3. Where a member of the AGF board of directors is a current or former employee of a club that may benefit from, or be sanctioned by, any decision, policy or procedure that the AGF board of directors is considering.
 - 5.2.4. Using or appearing to use AGF property or confidential information for personal material benefit.
 - 5.2.5. Influencing or attempting to influence AGF suppliers, contractors or consultants for personal gain (eg. inducing gifts or any form of kickback).

6. Disclosure, Mitigation and Record-Keeping

- 6.1. **Prompt Disclosure:** Should an AGF Contributor be in an actual or a potential conflict of interest situation, the AGF Contributor must promptly make disclosure of such situation to the Chair of the Governance Committee (or in the absence of a designated Chair of the Governance Committee, to both the Chair of the Board of Directors and the President/CEO of AGF, or equivalent roles in the event of a change in title). A “Conflict of Interest Disclosure Form” (available on AGF’s website and from AGF Personnel) should be used for such disclosure. The disclosure will be reviewed and, if a conflict of interest is found, mitigation measures or conditions may be imposed.
- 6.2. **Third Party Knowledge of an Undisclosed Conflict:** In a circumstances where an AGF Contributor is aware of an actual or potential conflict of interest situation involving another AGF Contributor which has not been disclosed pursuant to this Policy, the AGF Contributor shall advise the Chair of the Governance Committee (or in the absence of a designated Chair of the Governance

Committee, to both the Chair of the Board of Directors and the President/CEO of AGF, or equivalent roles in the event of a change in title) of the circumstances, for further inquiry.

- 6.3. **Mitigation – Recusal:** Where an AGF Contributor is in an actual or a perceived conflict of interest situation, the AGF Contributor shall not participate in any deliberations, discussions or decisions with respect to the subject-matter of the conflict of interest. Where the conflicted AGF Contributor is a director, such director shall not be present during deliberations on the matter in a meeting or otherwise, and shall not be permitted to vote on the matter.

It is the responsibility of the AGF Contributor to recognize when he or she is in a conflict of interest situation and to recuse him or herself as appropriate.

- 6.4. **Mitigation – Other:** The Governance Committee (or the Board of Directors, in the absence of a Governance Committee) may impose such other mitigation measures to address and manage the conflict of interest situation as may be appropriate given the facts and circumstances of the conflict. If the conflict of interest cannot reasonably be managed through the implementation of mitigation measures, the AGF Contributor may be requested to resign or step down from their role as a AGF Contributor, or they may be removed from their role as an AGF Contributor by resolution of the Board of Directors.
- 6.5. **Meeting Minutes:** All discussions by the Board of Directors related to conflicts of interest shall be recorded in the minutes of the board of directors meeting.
- 6.6. **Failure to Disclose or Recuse:** A failure of an AGF Contributor to properly and timely disclose an actual or potential conflict of interest is a breach of this Policy. Disciplinary sanctions may result, pursuant to the *Complaints, Hearings and Discipline Policy & Procedure*.

7. Financial Benefits

- 7.1. **Transactions Involving Potential Financial Benefit:** If the nature of the conflict of interest involves a proposed transaction or business dealing that will or may result (directly or indirectly) in a financial benefit to the AGF Contributor, his or her associated organization or persons affiliated or employed by the associated organization (e.g. the club in which the AGF Contributor is a coach, administrator, owner or parent of an athlete), spouse, child, other family member, associates, or anyone else that the AGF Contributor has a relationship with that could reasonably be seen to create a conflict of interest situation, the disclosure of the actual or potential conflict of interest must always be made in advance of any consideration by AGF of the proposed transaction or business dealing. The AGF Contributor making such disclosure shall recuse themselves from any discussion or decision-making related to such transaction or business dealing.
- 7.2. **Approval by Disinterested Directors:**
- 7.2.1. **Transactions Below \$1,000:** A minimum of two (2) disinterested members of the Board of Directors must approve all transactions where disclosure has been made pursuant to Section 7.1 above, where the transaction involves a financial value or benefit below \$1,000.

7.2.2. **Transactions in Excess of \$1,000:** A quorum of disinterested members of the Board of Directors must approve all transactions where disclosure has been made pursuant to Section 7.1 above, where the transaction or series of transactions involves a financial value or benefit in excess of \$1,000.

7.3. **Considerations:** In considering whether or not to approve a transaction where a conflict of interest has been disclosed, the Directors must consider all relevant facts and circumstances, including but not limited to the process undertaken to select the counterparty to the transaction, the value of the transaction, the business needs of AGF, and whether the transaction would reasonably appear to a reasonable person to be an unacceptable conflict of interest and where such perception could damage the reputation of AGF.

8. Gifts and Entertainment

8.1. From time to time, AGF Contributors may, in the normal course, be the recipients of gifts or the beneficiaries of entertainment during the course of, and due to, their role with AGF. This may include meals, event tickets, “swag” or similar gifts and entertainment. Any official gift made to AGF but accepted by an individual AGF Contributor is the property of AGF.

8.2. Any gift or entertainment received for the personal benefit of the AGF Contributor must be disclosed if the value of such benefit exceeds \$100. . If disclosure is not promptly made, the AGF Contributor will be subject to discipline as set forth herein and in the ***Complaints, Hearings and Discipline Policy & Procedure***.

8.3. An AGF Contributor must decline to accept any gift, series of gifts or entertainment, regardless of value, where the receipt of such gifts or entertainment could be perceived as attempting to influence a decision or vote with respect to AGF matters. If receipt of the gifts or entertainment has not been declined, the AGF Contributor will be subject to discipline as set forth herein and in the ***Complaints, Hearings and Discipline Policy & Procedure***.

9. Breaches of this Policy

9.1. Breaches of this Policy will be addressed pursuant to the ***Complaints, Hearings and Discipline Policy & Procedure***.

9.1.1. Where the AGF Contributor found to be in breach of this Policy is a Director, the Board of Directors may request the resignation of the Director, or may vote to remove the Director in the manner set forth in the Bylaws.

9.1.2. The Board of Directors may take such other steps as are appropriate to address any conflict of interest situation that cannot otherwise be properly addressed elsewhere in this Policy.