

TESL Canada Federation: Policy on Conflict of Interest

November 2009

1. The following policy complements and does not contradict Part 9 of the By-Laws (2009), copied in Appendix A following. This policy replaces any previous TESL Canada document on conflict of interest.
2. Members of the TESL Canada Board of Directors and staff are expected to reveal any personal, family or business interests that they have, that, by creating a divided loyalty, could influence their judgment and hence the wisdom of decisions. All TESL Canada Board members, new and returning, will be asked to complete the TESL Canada Conflict of Interest Statement, copied below, before each Annual General Meeting.
3. A conflict of interest exists wherever an individual could benefit, disproportionately from others, directly or indirectly, from access to information or from a decision over which they might have influence, or, where someone might reasonably perceive there to be such a benefit and influence.
4. Examples of possible conflict of interest situations with respect to TESL Canada could include:
 - a board member or staff member has a personal or business relationship with TESL Canada as a supplier of goods or services or as a landlord or tenant
 - TESL Canada employs someone who is directly related to a board member or other staff member
5. A conflict of interest is NOT generally perceived as a director serving on a provincial board and also at the same time on the TESL Canada Board in any capacity, unless an issue being discussed directly impacts that director's province or territory.
6. Conflicts of interest (real and perceived) are unavoidable and should not prevent an individual from serving as a director or staff member unless the extent of the interest is so significant that the potential for divided loyalty is present in a large number of situations.
7. **Procedure for Handling a Conflict of Interest**
 - a. Members of the Board and staff have a duty to disclose any personal, family, or business interests that may, in the eyes of another person, influence their judgment.
 - b. Board members and staff have a duty to exempt themselves from participating in any discussion and vote on matters where they have, or may be perceived as

having, a conflict of interest. Such exemptions should be recorded in minutes of meetings.

c. Should any board member be concerned that a colleague on the board has not disclosed a conflict of interest, it is incumbent upon that board member to discuss the perceived conflict privately with that colleague. Should the board member's concern not be satisfied through private discussion, it is incumbent upon that board member to seek mediation via the President or another Executive member. The perceived conflict shall be brought to the attention of the board only if it cannot be resolved and the mediating Executive member agrees that concern may be warranted.

Appendix A. Part 9 of the 2009 By-Laws of TESL Canada:

Part 9 - Directors' Duties

- 9.1 1) A director must act honestly and in good faith and in the best interests of the Federation, and exercise the care, diligence and skill of a reasonably prudent person, in exercising the powers and performing the functions of a director.
- 2) The requirements of this by-law are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of the directors of an association.
- 9.2 Nothing in a contract, the Letters Patent or By-Laws, or the circumstances of a director's appointment, relieves a director from a liability that by a rule of law would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Federation.

TESL CANADA CONFLICT OF INTEREST STATEMENT

All TESL Canada Board members and employees must complete this Conflict of Interest Statement upon becoming members of the TESL Canada Board or upon commencing employment with TESL Canada, and update the statement at the first Board Meeting after every Annual General Meeting. These documents are confidential and will be held by the TESL Canada Secretary. Board members and employees must immediately notify the TESL Canada Secretary of any changes in their responsibilities outside TESL Canada that may result in real or apparent conflicts of interest.

Membership on other boards or outside employment that creates a conflict of interest, or the appearance of such, must be declared on this Conflict of Interest Statement.

Name: _____ Date: _____
(PRINT)

1. Do you currently sit on any other boards that may create a potential conflict of interest with your membership on the TESL Canada Board or your role as an employee of TESL Canada?

No: ____ Yes: ____ If yes, please explain: _____

2. Are you an employee of any other school/organization/institution which may create a potential conflict of interest with your role in TESL Canada?

No: ____ Yes: ____ If yes, please explain: _____

Additional sheets may be added if needed.

Any member of the TESL Canada Board must immediately declare a conflict of interest where a conflict or potential conflict arises during a meeting of the board of directors, in which case the board member shall refrain from voting on any issue relating to the conflict, and if requested to do so by the Chair, shall absent himself or herself from the portion of the meeting relating to such matter except as may otherwise be required to provide information or answer questions relating to the matter at issue.

Signature: _____ Date: _____