



CONFLICT OF INTEREST POLICY

Application

This Policy applies to Directors and Officers of Action Sandy Hill (“ASH”). It further applies to candidates for the position of Director.

Part I – Self-Assessment

1. The Secretary of the Board of Directors (“Board”) shall provide every candidate for the position of Director (“Candidate”), as well as every Director and Officer with a copy of this Policy as well as the Conflict of Interest Guidelines (“Guidelines”).
2. Every Candidate, Director and Officer shall read the Conflict of Interest Guidelines and complete the Self-Assessment Questionnaire (Form 1).
3. In the case of a Candidate, the Self-Assessment Questionnaire shall be completed before the Annual General Meeting. In the case of a Director or Officer who has not yet completed the Self-Assessment Questionnaire, he or she shall complete it within two weeks of his or her appointment. The Director or Officer shall not take part in any Board’s meetings until he or she has completed the Self-Assessment Questionnaire and has confirmed having done so by completing Form 1A or Form 1 B.
4. Disclosure of the Self-Assessment Questionnaire to the Board under this Part is not required.
5. After having read the Guidelines and upon completion of the Self-Assessment Questionnaire, if the Candidate, Director or Officer believes that his or her personal interests do not pose a risk of a conflict of interest, he or she shall certify accordingly by completing Form 1A.
6. If the Candidate, Director or Officer believes, after having read the Guidelines and upon completion of the Self-Assessment Questionnaire, that his or her personal interests pose a risk of a conflict of interest, then he or she shall disclose the nature and extent of the relevant personal interest by completing Form 1B.

7. In the case of a Candidate, the applicable self-assessment form (1A or 1 B) shall be submitted within two weeks prior to the Annual General Meeting to the Secretary of the Board. In the case of a Director or Officer, the applicable self-assessment form (1A or 1 B) shall be submitted to the Secretary of the Board within two weeks of appointment. The Secretary shall keep a registry of all the self-assessment forms.

8. Upon receipt of Form 1B from a Candidate, Director or Officer, the Secretary of the Board shall communicate it to the Board which shall determine, *in camera*, what restrictions, if any, to impose upon the Candidate, Director or Officer's service to ASH.

9. In order to stand for election, a Candidate must have submitted and completed Form 1A or 1B.

10. At the Annual General Meeting, before the election of Directors, the Secretary of the Board shall confirm that all candidates have complied with Part I of this Policy.

11. If a Director or Officer fails to comply with Part I of this Policy, he or she shall be in breach of the Policy and shall be disqualified as a Director or Officer pursuant to the ASH By-Laws.

Part II - Ongoing Obligations & Disclosure

12. Every Director and Officer has an obligation to periodically review the Self-Assessment Questionnaire to ensure that his or her personal interests do not create a risk of a conflict of interest.

13. A Director and Officer of ASH who has a personal interest in a discussion or decision of the Board or a committee thereof, shall disclose, at the earliest possible opportunity and before any discussion or decision begins, the nature and extent of his or her personal interest.

14. Following disclosure pursuant to the preceding section, the individual in question shall leave the meeting room for the duration of the discussion or decision and shall not vote on any resolution pertaining to the discussion or decision in which he or she has a personal interest. The individual shall not have access to any confidential documents relied on by the Board during its discussion to reach its decision.

15. All disclosures, whether emanating from a meeting of a committee or from a meeting of the Board shall be recorded by the Secretary at the meeting of the Board in which the disclosure takes place, and, for disclosures from committee, at the next meeting of the Board.

16. If a Director or Officer fails to comply with Part II of this Policy, he or she shall be in breach of the Policy and shall be disqualified as a Director or Officer pursuant to the ASH By-Laws.

Part III – Complaints

17. Any Member of ASH may submit a written complaint about a Director or Officer’s alleged conflict of interest by submitting Form 2A to any member of the Board. Upon receipt of a complaint, the Director will communicate it to the Board which will discuss it *in camera*.

18. The Director or Officer named in the complaint shall receive from the Board a copy of the complaint.

19. The Board shall conduct, in the absence of the Director or Officer that is named in the complaint, an initial review of the complaint to determine whether the allegation warrants an investigation.

If the allegation does not create a risk of a conflict of interest as stated in the Guidelines, it will not be investigated and the complainant and the Director or Officer named in the complaint shall be informed in writing. This decision will be recorded in the minutes.

20. If the Board determines that the allegation creates a risk of a conflict of interest as stated in the Guidelines, it shall appoint an individual or committee (the “Investigator(s)”) to investigate the complaint. This decision will be recorded in the minutes.

21. In appointing an Investigator(s) to apply this Policy, the Board shall ensure that the individuals so entrusted understand the importance of personal information, their legal obligations to protect it, and are competent to discharge these obligations.

21. Prior to the commencement of the investigation, the Board shall inform the Director or Officer named in the complaint of its decision to appoint an Investigator(s) to investigate an allegation of conflict of interest and shall identify the investigator.

22. Within one week of receiving of the information described in the previous section, the Director or Officer shall complete the Self-Assessment Questionnaire (Form 1) and disclose it to the Investigator(s). 23. The Director or Officer named in the complaint is entitled to make submissions, either orally or in writing, to the Investigator(s).

24. The Investigator(s) may ask for additional information from the parties to the complaint, and may meet with the parties, if necessary, to resolve the matter.

25. The Investigator(s) shall report back to the Board as soon as possible. The report shall include conclusions as to whether or not a conflict of interest exist and whether this policy has been complied with as recommendations, including, where appropriate, the nature of restrictions that should be imposed on the Director or Officer involved in order for him or her to continue to serve in that capacity.

26. The report of the Investigator is confidential and shall not be disclosed to anyone outside the Board.

27. The Board of Directors shall decide whether or not to accept the Investigator(s) conclusions and shall decide whether there is or not a conflict of interest. The Board of Director's decision is final and shall be recorded in the minutes of the meeting at which the decision was taken.

28. If the Board of Director's decides that there is no conflict of interest, then no further action shall be taken. The individual who was the object of the complaint can, as of right, ask the Board to release its decision and post it on the website of ASH

29. If the Board of Director decides that there is a conflict of interest, but that this Policy has been complied with, then the Board of Directors may impose restrictions on the Director or Officer's service to ASH.

30. If the Board of Director's decides that there is a conflict of interest, and that there has been a breach of this Policy, then the Director or Officer ceases immediately to be a Director or Officer in accordance with article 4.19 of the by-laws.

31. With regard to paragraphs 28, 29 and 30, the complainant shall be informed in writing of the Board's final decision within one week thereof and the decision shall be recorded in the minutes of the meeting at which the decision was taken.

Part IV – Confidentiality

32. In applying this Policy, the Board of Directors, and Investigator(s) shall maintain the confidentiality of all personal information that may be disclosed under Parts I-III.

33. The existence of a complaint or investigation under Part III shall not be disclosed beyond the Board of Directors. Discussions and decisions related to a complaint or investigation under Part III shall be held in camera.

The purpose of this questionnaire is to help you determine if you are in a conflict of interest in your capacity as a Director or Officer of ASH. Please fill the form carefully. You do not have to submit this form to the Board of Directors. However, we suggest you keep it for your own records.

1. Are you a Director or Officer of any other organization, whether for-profit or not-for-profit? If yes, please provide the name of the organization(s) and your position.

2. Please list your occupation(s) and employer(s)? If you are self-employed, please describe the nature of your business.

3. Other than your principal employment, did you, your employer, close relatives, or company you have an interest in, receive, in the last 12 months, or will receive in the next 12 months revenue/benefits from:

- Rental revenue in Sandy Hill;
- Operating a business in Sandy Hill; or
- Other revenue from investment in Sandy Hill?

If yes, please list the addresses of any such properties, businesses or investments, describe the nature of your interest in each, your intended use for the interest, and the date of, or the anticipated date of acquisition.

5. Do you currently, or have you in the preceding 12 months, had any business dealings with Action Sandy Hill or any of its Directors or Officers? If yes, please describe the nature of any such business dealings.

FORM 1A – Certification

I, _____, certify that I have received a copy of the Action Sandy Hill Conflict of Interest Policy, as well as the Conflict of Interest Guidelines; that I have read these documents and understand the obligations they impose; that I have completed the Self-Assessment Questionnaire truthfully and completely; and that I am not aware of any personal interests that may conflict with my obligations as a Director or Officer of Action Sandy Hill.

Signed at _____, this ____ day of _____, 201_.

Name

Signature

FORM 1B – Disclosure of Potential Conflict of Interest

You should complete this Form if you believe that you have a personal interest that may conflict with your obligations to Action Sandy Hill as a Director or Officer.

I, _____, certify that I have received a copy of the Action Sandy Hill Conflict of Interest Policy, as well as the Conflict of Interest Guidelines; that I have read these documents and understand the obligations they impose; and that I have completed the Self-Assessment Questionnaire truthfully and completely.

Please disclose the nature and extent of any personal interest that you believe might conflict with your obligations as a Director or Officer of Action Sandy Hill.

What types of decisions or discussions within Action Sandy Hill do you believe might trigger a conflict of interest for you?

Do you have any suggestions for how your personal interests could be reconciled with valuable service to Action Sandy Hill, i.e. not participating in certain decisions or discussions?

Signed at _____, this ____ day of _____, 201_.

Candidate Name

Candidate Signature

FORM 2 - Complaint under Conflict of Interest Policy

Please refer to Part III of the Conflict of Interest Policy and the Guidelines before filling out this form. Your complaint must provide sufficient facts and details to allow Action Sandy Hill to investigate your claim. Action Sandy Hill reserves the right to decline to investigate your complaint in accordance with the Conflict of Interest Policy and Guidelines.

Your contact information:

Name: _____

Address: _____

Phone number: _____

Are you Member of ASH: Yes ____ No ____

Name of the person you believe has a conflict of interest:

Name: _____

Position with ASH: _____

Phone number: _____

Please describe the nature and extent of any personal interest of an existing Director or Officer that you believe may conflict with their obligations to ASH. Note that your answer must be specific and as factual as possible. Vague, frivolous, or unsupported allegations will not be investigated. (Attach additional pages if necessary.)

Signed at _____, this ____ day of _____, 20__.

Signature