

**Report To:** Audit Committee, Board of Health  
**Submitted by:** Dr. Nicola Mercer, Medical Officer of Health & CEO  
**Subject:** DIRECTOR CONFLICT OF INTEREST

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**RECOMMENDATION(S):**

- (a) That the Audit Committee makes recommendation to the Board of Health to receive Audit Committee Report BH.02.FEB1418.R01 – Director Conflict of Interest, as presented, for information.
- (b) That the Audit Committee makes recommendation to the Board of Health to approve the revised: (i) Director Conflict of Interest Policy; (ii) Director Conflict of Interest Procedure; and (iii) Confidentiality and Conflict of Interest Disclosure Form, attached as Appendices “A”, “B” and “C”, respectively.

**BACKGROUND:**

The Board of Health (BOH) for the Wellington-Dufferin-Guelph Health Unit (WDGPH) has an established Director Conflict of Interest Policy (CA.45.01.506) and Procedure (CA.45.02.506). The Policy confirms WDGPH is governed by the BOH, which is subject to the *Municipal Conflict of Interest Act (Act)*; the BOH By-laws; and the BOH Policies and Procedures. The Procedure outlines the implementation and management to the stated Policy.

As a component of continuous quality improvement, these documents have been reviewed and enhanced through information gained in the broader context of good governance.

**PUBLIC HEALTH AND/OR FINANCIAL IMPLICATIONS:**

The WDGPH BOH enhanced clarity regarding confidentiality and conflict of interest and the implementation of annual confirmation of all BOH members. This annual attestation of both confidentiality and conflict of interest have been merged and are a governance best practice as well as a focal point of external audits completed on health units.

**APPENDICES:**

Appendix “A” – Director Conflict of Interest Policy (CA.45.01.506)  
Appendix “B” – Director Conflict of Interest Procedure (CA.45.02.506)  
Appendix “C” – Confidentiality and Conflict of Interest Disclosure Form (CA.30.05.109)

**REFERENCES:**

n/a.

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Prepared by:  
Elizabeth Bowden  
Interim Director  
Administrative Services

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Reviewed by:  
Dr. Nicola Mercer,  
Medical Officer of Health &  
CEO

*Original Signed Document on File*

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Approved by:  
Dr. Nicola Mercer,  
Medical Officer of Health &  
CEO

**POLICY**

CATEGORY:	Board of Health	NUMBER:	<b>CA.45.01.506</b>
SUBJECT:	<b>Director Conflict of Interest</b>	EFFECTIVE:	March 7, 2018
DIVISION:	N/A	PAGE(S):	1 of 2
REPLACES:	CA.42.01.108		

**POLICY:**

Wellington-Dufferin-Guelph Public Health (WDGPH) is governed by the Board of Health (BOH) which is subject to the *Municipal Conflict of Interest Act* (Act), the BOH By-laws, and BOH policies and procedures.

**DEFINITIONS:**

**Director** – means a BOH Director.

The Act employs the following terms, which are adopted and form part of this policy:

**Pecuniary** – meaning relating to money.

**Direct Interest** – meaning arising from an identifiable and measurable personal pecuniary gain or loss;

**Indirect Interest** – meaning arising from the Director being:

- a) a shareholder, director or senior officer of a privately held or not-for-profit corporation;
- b) a director or senior officer, or having a controlling interest in, a publicly traded or not-for-profit corporation;
- c) a member of a body which has a pecuniary interest in the matter;
- d) in the employment of a person or body that has a pecuniary interest in the matter, or the partner of such a person; or
- e) a matter recorded in the minutes.

**Deemed Interest** – meaning that where the parent, step-parent, grandparent, spouse, common-law partner, child, step-child, grandchild or sibling of the Director has a direct or indirect pecuniary interest in a matter before the BOH, and the Director is aware of the interest, the family member's interest shall be deemed to be the interest of the Director.

**Matter which is the Subject of Consideration** – include agenda items for discussion, information or decision.

**Conflict of Interest**

A Director who has a direct, indirect or deemed conflict of interest in a matter which is the subject of consideration by the BOH must comply with the requirements of the BOH Conflict of Interest Procedure.

**When is an Interest not a Conflict**

A Director's interest does not constitute a conflict with the interests of the WDGPH if:

- a) the Director's interest is common to the general population;
- b) the Director's interest is so insignificant or remote in nature that it could not reasonably be regarded as likely to influence the Director in the exercise of their responsibilities;
- c) the Director is merely perceived to have a conflict of interest; or
- d) the Director merely holds opinions, values or is perceived to have a personal bias which may influence their decision-making.

**REFERENCES AND RELATED FORMS, POLICIES AND PROCEDURES:**

**Corresponding Procedure: CA.45.02.506 *Conflict of Interest***

*CA.30.05.109 Confidentiality and Conflict of Interest Disclosure Form*

*Code of Ethics and Conduct*

By-Law #1

*Municipal Conflict of Interest Act*, R.S.O. c. M.50

**Contact for inquiries:** Chair of the Board of Health

*Approved by:* Chair of the Board of Health *Signed document on file* \_\_\_\_\_

Dates Revised: Oct 5, 2016; Mar 7, 2018

Dates Reviewed:

**PROCEDURE**

CATEGORY:	Board of Health	NUMBER:	<b>CA.45.02.506</b>
SUBJECT:	<b>Director Conflict of Interest</b>	EFFECTIVE:	March 7, 2018
DIVISION:	N/A	PAGE(S):	1 of 1
REPLACES:	CA.42.02.108		

**PROCEDURE:**

**Annual Confirm**

Each year at the inaugural meeting of the Board of Health for Wellington-Dufferin-Guelph Public Health (BOH), all members are required to complete the *Confidentiality and Conflict of Interest Disclosure* form. These forms will be retained by the BOH Secretary and become part of the members file.

**Duty to Self-Govern**

The Act holds a Director to the standard of an independent and trusted decision-maker, and assumes that a Director will exercise his or her authority in a manner which is largely self-governing. A Director may therefore only declare that his or her own interest is in conflict with the interests of the BOH.

A Director who questions whether a fellow Director has a conflict of interest may raise the matter respectfully and informally with the potentially conflicted Director, but may not declare a conflict on behalf of that Director, or request that the Director be denied the opportunity to participate in discussion or cast a vote.

**Response to a Conflict of Interest**

The BOH is subject to the *Municipal Conflict of Interest Act* (the Act), the BOH By-laws, and the BOH Conflict of Interest Policy, which provide that where a Director has a direct, indirect or deemed pecuniary interest in a matter which is the subject of consideration by the BOH, he or she must comply with the following procedure:

- a) disclose that he or she has an interest, prior to the matter being discussed;
- b) not take part in the discussion or the vote on the matter;
- c) not attempt to influence the vote in any manner; and
- d) leave the meeting while the matter in question is being discussed.

Where a matter is discussed at a meeting at which a Director who has a conflict is not present, that Director will follow steps (a) to (d) above at the next meeting he or she attends at which the matter is the subject of consideration.

**REFERENCES AND RELATED FORMS, POLICIES AND PROCEDURES:**

**Corresponding Policy: CA.45.01.506 *Director Conflict of Interest***

CA.30.05.109 *Confidentiality and Conflict of Interest Disclosure* Form

By-Law #1

*Code of Ethics and Conduct Policy*

*Municipal Conflict of Interest Act*, R.S.O. c. M.50

**Contact for inquiries:** Chair of the Board of Health

*Approved by:* Chair of the Board of Health *Signed document on file* \_\_\_\_\_

Dates Revised: Dec 2, 2015, Oct 5, 2016 (number changed only); Mar 7, 2018

# Confidentiality and Conflict of Interest Disclosure

## Board of Health and Committees

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### PART 1 – GENERAL UNDERTAKING

I acknowledge that, as:

- (a) a Member of the Board of Health for the Wellington-Dufferin-Guelph Health Unit ("Board of Health");
- (b) a Committee Member of a Committee of the Board of Health ("Committee");

I have read the relevant Board of Health policy documents pertaining to conflict of interest and confidentiality.

I acknowledge that I must adhere to the highest level of conduct in carrying out my duties and responsibilities to the Board of Health, including acting honestly, in good faith and in the best interests of the Board of Health and disclosing all conflicts of interest as they exist or arise, and addressing such conflicts of interest, in accordance with relevant Board of Health by-laws and policies, as applicable. I acknowledge that, in carrying out my duties and responsibilities to the Board of Health, my obligation is to act in accordance with this Confidentiality and Conflict of Interest Disclosure and with relevant Board of Health by-laws and policies, as applicable, while offering my perspective as an individual and, as applicable, as part of any constituency or constituencies of the Board of Health of which I am a part.

I undertake to keep in strictest confidence all confidential or proprietary information communicated or disclosed to me in accordance with relevant Board of Health by-laws and policies, as applicable.

Name:	Date:
Signature:	
<b>If you are submitting this form electronically, please check the adjacent box as this, in conjunction with your typed name, represents your signature.</b>	

# Confidentiality and Conflict of Interest Disclosure

## Board of Health and Committees

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### PART 2 – DECLARATION OF CONFLICT OF INTEREST FORM

#### Preamble

A real, potential or perceived conflict of interest of a Board of Health Member or a Committee Member arises where financial, professional or personal considerations may compromise, or have the appearance of compromising, the judgement of a Board of Health Member or of a Committee Member in carrying out his or her duties as a Board of Health Member or as a Committee Member, as the case may be.

As a Board of Health Member or Committee Member you may be considered to have a conflict of interest:

- (i) when you hold a personal interest, whether direct or indirect, that you are aware of and in the opinion of a reasonably informed and well-advised person is sufficient to put into question your independence, impartiality, and objectiveness that you are obliged to exercise in the performance of your duties as a Board of Health Member or a Committee Member (as applicable); or
- (ii) when you appear to have, in the opinion of a reasonably informed and well-advised person, a personal interest, whether direct or indirect, that is sufficient to put into question your independence, impartiality, and objectiveness that you are obliged to exercise in the performance of your duties as a Board of Health Member or a Committee Member (as applicable).

A conflict of interest may arise in relation to personal matters including:

- directorships or other employment;
- interests in business enterprises or professional practices;
- share ownership;
- beneficial interests in trusts;
- existing professional or personal associations with the Wellington-Dufferin-Guelph Health Unit;
- professional associations or relationships with other organizations;
- personal associations with other groups or organizations, or family relationships.

*To assist in identifying real, potential or perceived conflicts of interest and, in so doing, to ease the operation of the Board of Health and Committees in the conduct of their work, all members of the Board of Health and Committees are asked each year to review the Board of Health's "Director Conflict of Interest Policy" and to disclose any obligation, commitment, relationship or interest that may conflict or may be perceived to conflict with their duties as a member of the Board of Health or a Committee.<sup>1</sup>*

*Board of Health Members with questions about completion of this Disclosure are encouraged to contact the Chair of the Board of Health for assistance.*

**Questions for completion by members of the Board of Health and Committees**

1. A direct or indirect conflict with my duty as a member of the Board of Health or a Committee of the Board of Health may arise because:

(i) I hold the following office(s) or position(s) (employed, appointed or elected):

(ii) I, or any trustee or any nominee on my behalf, own or possess, directly or indirectly, the following interest(s):

2. It is my view that the nature and extent of the conflict arising out of the above-mentioned office(s), position(s) or interest(s) is (are):

3. I do not have a conflict of interest to report at this time.

Name:	Date:
Signature:	
<b>If you are submitting this form electronically, please check the adjacent box as this, in conjunction with your typed name, represents your signature.</b>	

*Disclosure Form approved by the Board of Health, March 7, 2018*

<sup>1</sup> In requesting this information, the Board of Health acknowledges its responsibilities to protect the privacy of personal information. Personal information that you provide in completing the form below is collected under the authority of the Municipal Freedom of Information and Protection Act ("MFIPPA") (as amended). It is collected for the purpose of administering the conflict of interest by-laws of the Board of Health. At all times it will be protected in accordance with the Freedom of Information and Protection of Privacy Act ("FIPPA"). If you have questions about the collection, use and disclosure of personal information, you are encouraged to speak directly with the Chair of the Board of Health.