

Policy 1.0 - GENERAL

- 1.1 The Ontario Soccer Association (OSA) is committed to providing an environment in which all Directors of the OSA and any of its subordinate governing organizations act honestly, in good faith, and in the best interests of the game of soccer in the Province of Ontario.

The activities of the governing organization, and those of its Directors, shall be conducted in a manner becoming the high ethical standard of business conduct expected of the leaders of Soccer in Ontario.

- 1.2 Each Director is under an obligation to avoid a conflict of interest, whenever reasonably possible. However, conflicts of interest may arise. In such situations, the Director is required:
1. to declare the conflict of interest, and refrain from voting on the issue in question
 2. to absent himself or herself from the meeting at any time there is discussion of the matter giving rise to the conflict
 3. to refrain from lobbying or participating in the decision making process.
- 1.3 Each Director is also required to declare a conflict even when the conflict for the Director arises after the contract or arrangement is made with the other company, firm, or organization in which the Director acquires an interest or significant involvement. In this situation, the Director is to declare his or her conflict at the first meeting of the Directors held after the Director becomes interested in the other company, firm, or organization.
- 1.4 A Director who has any questions or concerns regarding situations of conflict of interest or potential or possibly perceived situations of conflict of interest should seek and obtain appropriate guidance and counsel from the OSA's Constitution Advisory Group.
- 1.5 There are basically two situations giving rise to a conflict of interest. One is that of "**financial interest**" and the other is an "**obligation of loyalty**".

The circumstance giving rise to a conflict of interest need not be those of the individual Director but may be the interest of a person having close family ties to the Director, or a friend, business associate, or colleague of the Director".

Policy 2.0 - DEFINITIONS

- 2.1 A "**conflict of interest**" is a situation in which a Director of a governing organization has, in relation to any matter coming before that governing organization, a personal interest, sufficient to influence or to appear to influence the objective, and open-minded, loyal exercise of his or her function as a Director.
- 2.2 A "**director**" is a person who is elected or appointed to serve on the Board of Directors of a governing organization. This includes an organization's Officers, members of its Executive Committee and Directors.
- 2.3 A "**financial interest**" is where a Director may derive a personal profit from any activity of the governing organization of which he or she is a Director.
- 2.4 An "**obligation of loyalty**" is where a Director through his or her position, or on account of some other significant involvement, with another corporation or organization has a conflict or apparent conflict with his or her required loyalty to the governing organization of which he or she is a Director. In this latter context, the circumstance of possible conflicts between more than one soccer governing organization is specifically addressed in Policy 3.7.
- 2.5 A "**governing organization**", for the purposes of this policy, is a soccer organization including the OSA, any of its member District Associations and any League or Club registered with the OSA.

Policy 3.0 - STANDARDS OF CONDUCT

- 3.1 In order to provide some guidance regarding the application of this Conflict of Interest Policy, certain Standards of Conduct are set forth below which are not intended to be exhaustive of all possible situations that may arise, but are intended to assist Directors in the avoidance of and in dealing with conflict of interest situations.
- 3.2 Consistent with such standards of conduct, conflicts of interest and the appearance of conflicts of interest are to be avoided where possible and acted upon openly and appropriately when encountered.
- 3.3 A Director shall not derive a personal profit from the activities of the governing organization of which they are a Director and the governing organization shall avoid, wherever reasonably practicable, contracts or arrangements with individuals or organizations that would result in personal profit to persons having close family ties, or those who are friends, business associates or colleagues of the Director.
- 3.4 A Director shall not exploit his or her position within the governing organization to lever for themselves a personal profit, advantage, or position of prestige.
- 3.5 A Director of a governing organization shall not accept any gift in cash or in kind from persons doing or seeking to do business with the governing organization, except as may be of a personal nature and nominal value.
- 3.6 Information of a confidential nature gained by a Director from his or her involvement with the governing organization shall be kept confidential and used only for the proper purposes of the governing organization.
- 3.7 A Director shall not allow his or her loyalty to the governing organization to be compromised by his or her relationship to, or involvement in, another organization. However, the appointment of a Director by the governing organization to another organization is not, in itself, considered a conflict of interest.

It is recognized that an individual may be involved with more than one soccer governing organization subject to the published rules of each organization. The fact that a Director owes a duty of loyalty to two or more governing organizations cannot in itself be considered a conflict of interest provided that the Director, when considering a matter that is before the Board of Directors of one governing organization, keeps an open mind and is left free to exercise, and does exercise, his or her judgement, take a position, or cast a vote, that he or she believes to be in the best interests of that organization.

- 3.8 In the event a Director has a conflict of interest in relation to a particular issue or matter of discussion, the individual shall:
 1. declare the conflict of interest, and refrain from voting on the issue in question
 2. absent himself or herself from the meeting at any time there is discussion of the matter giving rise to the conflict
 3. refrain from lobbying or participating in the decision making process.

It does not matter whether the topic which involves the individual in a conflict situation was formally on the agenda or came up unexpectedly. As soon as the meeting considers a matter or begins to discuss an issue which puts an individual in a circumstance of conflict of interest, he or she must interrupt and say,

"I am declaring my conflict as (here insert your conflicting position or interest) and I am leaving the meeting while this subject is under discussion" or words to that effect."

The Secretary of the meeting shall then record this in the Minutes as follows:

"Ms. A. having disclosed her conflict as a Director of XYZ Organization (or whatever) was absent from the meeting during discussion of (describe topic)."

A topic which involves a conflict for a Director may come up in several meetings and at each meeting, the Director shall declare the conflict and absent himself or herself from the meeting during discussion of that topic.

Policy 4.0 - RESTRICTIONS

- 4.1 Any individual person elected or appointed as an Executive Committee member of the OSA must relinquish any Director position with any other governing organization within one calendar year of first being elected or appointed to the OSA Executive Committee and shall not accept a Director position with another governing organization while he or she remains an OSA Executive Committee member.

In addition, an Executive Committee member of the OSA who is elected to a position on the Executive Committee of The Canadian Soccer Association (CSA) must resign his or her position with the OSA within one calendar year and shall not accept another position on the OSA Executive Committee while he or she remains a member of the CSA Executive Committee.

Failure to comply with the above shall constitute sufficient grounds for removal of the Executive Committee member by the OSA Board of Directors.

- 4.2 Policy 4.1 above is not applicable to an appointment made by the OSA to another soccer organization.
- 4.3 A District Association, League or Club may enact policies similar to Policies 4.1 and 4.2 restricting the rights of a Director of its organization to serve in a position with another soccer organization.
- 4.4 A Director of a governing organization shall not serve on an unaffiliated soccer organization in accordance with the *OSA's Registration Policies 1.1 to 1.10*.

Policy 5.0 - COMPLIANCE

- 5.1 On election, re-election or appointment to a position as a Director of a governing organization, the individual must sign and submit to that governing organization a statement acknowledging that he/she has read, understood and agreed to act in accordance with this Conflict of Interest Policy. Such a statement must also disclose:
1. any other soccer activity or position; and
 2. any personal, professional, business activity or position
- 5.2 The "**Conflict of Interest Statement**" shall be provided to the organization's Board of Directors.
- 5.3 A decision may be rescinded for a violation of this "**Conflict of Interest Policy**".
- 5.4 Failure by an individual to act in accordance with this "**Conflict of Interest Policy**" could be considered as sufficient grounds for removal of an individual from his or her position as a Director.



Conflict of Interest Statement For Board of Directors

Director's Name: _____ Position: _____.

I have read and understand the OSA Conflict of Interest Policy and agree to always act in accordance with it.

Any personal, professional, business activity or position that may at any time be construed as a potential conflict of interest is as disclosed below:

Any other soccer organizations on which I serve or belong, soccer activities or soccer positions that may at any time be construed as a potential conflict of interest is as disclosed below:

I agree that the information provided on this form shall be provided to the Board of Directors.

I agree to re-file this statement in the event of any changes to the above declaration.

Signature: _____ Date: _____ 200 _____.

Address: _____ City: _____ Postal Code: _____.