

Conflict of Interest and Whistle-Blowing			
Section:	Governance	SPP No.	NP 2.9
Issued by:	Board of Directors Motion – 23-10-09	Issued:	Oct 23, 2023
Review Cycle:	Bi-annually	Replaces:	NP 2.09
Next Review:	October 2025	Dated:	May 27, 2021

1 POLICY

1.01 Physical and Health Education Canada (PHE Canada) strives to uphold the collective values the PHE Community shares regarding the integrity of the PHE profession and the inherent dignity, worth, respect, fairness, and right to health and well-being for all.

1.02 Conflict of Interest

- (a) All Directors and Officers must formally disclose in writing any actual or potential conflicts of interest before taking up their duties. Directors and Officers are expected to excuse themselves from taking part in any discussions and decisions in which they have an actual or potential conflict of interest.
- (b) Directors, Officers, employees, contractors and volunteers must report any actual or potential conflicts of interest that arise during their work with the PHE Canada as soon as they arise.

1.03 Whistle-Blowing

- (a) If an individual believes that some other individual or group of individuals is in an undeclared conflict of interest, or that their conduct contravenes PHE Canada's Code of Conduct and Ethics, it is expected that the individual will report such action. PHE Canada is committed to treating such allegations seriously and confidentially.
- (b) All allegations that an individual or group of individuals is acting in an undeclared conflict of interest, an illegal or an unethical manner will be investigated confidentially and dealt with expeditiously.
- (c) PHE Canada will ensure that individuals reporting are protected from harassment by treating their report and any subsequent action confidentially. However, individuals are reminded that reports are taken seriously and not to be made lightly. An individual who uses this whistle-blowing provision frivolously will be subject to disciplinary action.

2 PURPOSE

2.01 The purpose of this Statement of Policy and Procedure is to uphold PHE Canada's Code of Conduct and Ethics which represents the collective values the PHE Community shares regarding the integrity of the PHE profession and the inherent dignity, worth, respect, fairness, and right to health and well-being for all.

3 SCOPE

3.01 This policy applies to all **Representatives**.

3.02 This policy applies to real or perceived conflict of interest and behaviour addressed by the Code of Conduct and Ethics. Any reports should in compliance with the terms of the Discipline and Appeal Policy.

Should it become known that PHE Canada Representatives or Members of the PHE Canada Community are engaged in conduct contrary to PHE Canada's Code of Conduct and Ethics, the Board of Directors may revoke membership. Confirmation of such contrary conduct must come in the form of public records, press reports, personal accounts about criminal or unethical conduct, or an admission by the member. If contested, PHE Canada will engage its Independent Case Manager. The Independent Case Manager will connect with the member and will they be given the opportunity to submit a written response for consideration.

4 RESPONSIBILITY

4.01 It is the responsibility of the **Chair of the board** to ensure that all directors, officers and the ED&CEO are aware of this policy.

4.02 It is the responsibility of the **ED&CEO** to ensure that all employees are aware of this policy.

4.03 **Representatives** will not:

- (a) Engage in any business or transaction, or have a financial or other personal interest, that is incompatible with their official duties with PHE Canada, unless such business, transaction, or other interest is properly disclosed to PHE Canada and approved by PHE Canada.
- (b) Knowingly place themselves in a position where they are under obligation to any person who might benefit from special consideration or who might seek preferential treatment.
- (c) In the performance of their official duties, give preferential treatment to family members, friends, colleagues, or organizations in which their family members, friends, or colleagues have an interest, financial or otherwise.
- (d) Derive personal benefit from information that they have acquired during the course of fulfilling their official duties with PHE Canada, if such information is confidential or not generally available to the public.
- (e) Engage in any outside work, activity, or business or professional undertaking that conflicts or appears to conflict with their official duties as a representative of PHE Canada, or in which they have an advantage or appear to have an advantage on the basis of their association with PHE Canada.
- (f) Without the permission of PHE Canada, use PHE Canada's property, equipment, supplies, or services for activities not associated with the performance of their official duties with PHE Canada.
- (g) Place themselves in positions where they could, by virtue of being a PHE Canada Representative, influence decisions or contracts from which they could derive any direct or indirect benefit.

5 DEFINITIONS

- 5.01 **Representative:** Individuals employed by, or engaged in activities with PHE Canada including, but not limited to, volunteers, managers, administrators, committee members, and Directors and Officers of PHE Canada.
- 5.02 **Conflict of interest:** Any situation in which an individual or organization representing PHE Canada in any capacity is influenced or could be influenced in a decision by personal, family, financial, business or other interests which override PHE Canada's best interests.
- 5.03 **Pecuniary Interest:** An interest that an individual may have in a matter because of the reasonable likelihood or expectation of financial gain or loss for that individual, or another person with whom that individual is associated.
- 5.04 **Non-Pecuniary Interest:** An interest that an individual may have in a matter which may involve family relationships, friendships, volunteer positions or other interests that do not involve the potential for financial gain or loss.
- 5.05 **Whistle-blower:** An individual who reports any kind of information or activity that is deemed illegal, unethical, or not correct within PHE Canada.

6 REFERENCES

[PHE Canada's Code of Conduct and Ethics](#)
[PHE Canada's Discipline and Appeal Policy](#)

7 PROCEDURES

7.01 Disclosure of Conflict of Interest

- (a) On an annual basis, all PHE Canada directors, officers and employees will complete an **Annual Acknowledgement Form** (Attachment A) confirming that they do not have any actual or apparent conflicts of interest to PHE Canada.
- (b) Representatives shall disclose real or perceived conflicts of interest to PHE Canada's **ED&CEO or Board of Directors** immediately upon becoming aware that a conflict of interest may exist. Documentation relating to conflict of interest situations shall be recorded in the Minutes of the Board of Directors or using a **Declaration of Conflict of Interest Form** (Attachment B).
- (c) Any real or perceived conflict of interest, whether pecuniary or non-pecuniary, between a Representative's personal interest and the interests of PHE Canada, shall always be resolved in favour of PHE Canada.
- (d) For any real or potential conflicts of interest involving employees, PHE Canada's **ED&CEO or Board of Directors** will determine whether there is a conflict and, if one exists, the employee will resolve the conflict by ceasing the activity giving rise to the conflict. PHE Canada will not restrict employees from accepting other employment contracts or volunteer appointments provided these activities do not diminish the employee's ability to perform the work described in the employee's job agreement with PHE Canada or give rise to a conflict of interest.

7.02 Minimizing Conflict of Interest

Decisions or transactions that involve a conflict of interest that have been proactively disclosed by a Representative will be considered and decided with the following additional provisions:

- (a) The nature and extent of the Representative's interest has been fully disclosed to the body that is considering or making the decision, and this disclosure is recorded or noted.
- (b) The Representative does not participate in discussion on the matter.
- (c) The Representative abstains from voting on the decision.

- (d) For Board-level decisions, the Representative does not count towards quorum for making the decision on that matter.
- (e) The decision is confirmed to be in the best interests of PHE Canada.

7.03 **Whistle-Blowing**

- (a) Any person who believes that a Representative may be in an undeclared conflict of interest situation, or behaving unethically or illegally, should report the matter, in writing (or verbally if during a meeting of the Board), to PHE Canada's **ED&CEO or Board of Directors** who will decide appropriate measures to eliminate the conflict. The **ED&CEO or Board of Directors** may apply the following actions singly or in combination for real or perceived conflicts of interest:
 - (i) Removal or temporary suspension of certain responsibilities or decision-making authority.
 - (ii) Removal or temporary suspension from a designated position.
 - (iii) Removal or temporary suspension from certain events and/or activities.
 - (iv) Expulsion from PHE Canada.
 - (v) Other actions as may be considered appropriate for the real or perceived conflict of interest.
- (b) Any person who believes that a Representative has made a decision that was influenced by real or perceived conflict of interest may submit a complaint, in writing, to PHE Canada's **ED&CEO or Board of Directors or the Independent Case Manager**, to be addressed under PHE Canada's Discipline and Appeal Policy.
- (c) Failure to comply with an action as determined by the Board will result in automatic suspension from PHE Canada until compliance occurs.
- (d) The Board may determine that an alleged real or perceived conflict of interest or behaviour is of such seriousness as to warrant suspension of designated activities pending a meeting and a decision of the Board.
- (e) All actions taken as a result of the allegation will take place under conditions of strictest confidence. Individuals reporting the behaviour will not necessarily be informed of the action taken due to the confidential nature of such situations.

7.04 **Enforcement**

Failure to adhere to this Policy may permit discipline in accordance with PHE Canada's Discipline and Appeal Policy.

8 ATTACHMENTS

Attachment A – Annual Acknowledgement Form: Directors, Officers, Senior Management and Employees

Formulaire d'attestation annuel : Administrateurs, représentants, cadres supérieurs et employés

Attachment B – Declaration of Conflict of Interest: Directors, Officers, Members and Employees

Déclaration de conflit d'intérêts : administrateurs, représentants, membres et employés



Attachment A

Annual Acknowledgement Form: Directors, Officers, Senior Management and Employees

ANNUAL ACKNOWLEDGEMENT FORM Directors, Officers, Senior Management and Employees	
<ul style="list-style-type: none">▪ I confirm and acknowledge that I have read, fully understand, and that I agree to act in ongoing compliance with the following Physical & Health Education Canada (PHE Canada) Statements of Policy and Procedure (SPP), as described therein:<ul style="list-style-type: none">○ NP 2.04 – Code of Conduct and Ethics○ NP 2.09 – Conflict of Interest and Whistle-Blowing○ NP 2.10 – Discipline and Appeal○ NP 5.07 – Workplace Harassment and Violence ▪ I confirm and acknowledge that I will read and understand all of my obligations, duties and responsibilities under all future amendments and modifications to the above PHE Canada SPP. ▪ I confirm and acknowledge that I currently do not have any real or perceived Conflict of Interest to PHE Canada. <p>Declaration: I declare that the above are true and correct statements by my signature below.</p>	
Signature:	
Name (print):	
Date:	
Designation(s):	
This form is to be submitted by November 30th each year or shortly after engagement to the Secretary of the Board of Directors .	

Pièce jointe A

**Formulaire d'attestation annuel :
Administrateurs, représentants, cadres supérieurs et employés**

FORMULAIRE D'ATTESTATION ANNUEL Administrateurs, représentants, cadres supérieurs et employés	
<ul style="list-style-type: none"> ▪ Je confirme et atteste avoir lu en entier et pleinement compris les énoncés de politique et de procédure (EPP) d'Éducation physique et santé Canada (EPS Canada) énumérées ci-dessous et j'accepte de m'y conformer en tout temps : <ul style="list-style-type: none"> ○ NP 2.04 – Code de conduite et d'éthique ○ NP 2.09 – Conflit d'intérêts et dénonciation ○ NP 2.10 – Discipline et appel ○ NP 5.07 – Le Harcèlement et l'Agression sur le Lieu de Travail. ▪ Je confirme et atteste que je vais lire et comprendre toutes mes obligations, tâches et responsabilités aux termes de toute modification et de tout amendements futurs aux EPP d'EPS Canada ci-dessus. ▪ Je confirme et atteste ne pas avoir de conflit d'intérêts réel ou perçu avec EPS Canada à l'heure actuelle. <p>Déclaration : Je déclare que les énoncés ci-dessus sont exacts et véridiques en apposant ma signature ci-dessous.</p>	
Signature :	
Nom (en lettres moulées) :	
Date :	
Désignation(s) :	
Ce formulaire doit être remis chaque année au 30 novembre ou peu de temps après l'embauche au secrétaire du Conseil de direction.	



Attachment B

Declaration of Conflict of Interest: Directors, Officers, Members and Employees

CONFLICT OF INTEREST DECLARATION FORM
Directors, Officers, Members and Employees

Directors, officers, members and employees are required to declare any real or perceived conflicts of interest to **Physical and Health Education Canada** (PHE Canada) in writing. Conflicts of interest include:

- Investment or other financial interest in any company doing business with or wishing to do business with the PHE Canada.
- Close family or personal relationships with individuals in a position to influence the affairs of PHE Canada, or otherwise engaged in the affairs of the organization.
- Any other relationship or set of facts that can create a real or perceived conflict of interest.

This form should be provided to the **Secretary of the Board of Directors**.

Declaration: I declare the following real or perceived conflict of interest:

Name (print):	Signature:
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Date:	<i>Secretary Initials:</i>
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Pièce jointe B

Déclaration de conflit d'intérêts : administrateurs, représentants, membres et employés

FORMULAIRE DE DÉCLARATION DE CONFLIT D'INTÉRÊTS

Administrateurs, représentants, membres et employés

Les administrateurs, les dirigeants, les membres, et les employés ont l'obligation de déclarer tout conflit d'intérêts réel ou apparent à **Éducation physique et santé Canada** (EPS Canada) par écrit. La définition de conflit d'intérêts inclut :

- un investissement ou tout autre intérêt financier dans toute entreprise qui fait affaire ou qui désire faire affaire avec EPS Canada;
- des liens familiaux ou personnels étroits avec des personnes qui sont en position pour influencer les affaires de l'organisme ou qui sont autrement engagées dans les affaires d'EPS Canada;
- toute autre relation ou série de faits pouvant donner lieu à un conflit d'intérêts réel ou apparent.

Ce formulaire doit être remis au **Secrétaire du conseil de direction**

Déclaration : Je déclare le(s) conflit(s) d'intérêts réel(s) ou apparent(s) suivant(s) :

Nom (en lettres moulées) :

Signature :

Date :

Initiales du secrétaire :