CONFLICT OF INTEREST POLICY

ONTARIO VOLLEYBALL ASSOCIATION (OVA)

1. Definitions
   a. Association – Ontario Volleyball Association or OVA
   b. Conflict of Interest – Any situation in which an Individual's decision-making, which should always be in the best interest of the Association is influenced or could be influenced by competing personal, family, financial, business, or other private interests.
   c. Individual – All categories of membership as defined in Section 2.1 of the Ontario Volleyball Association constitution and by-laws including but not limited to, clubs, athletes, coaches, officials, volunteers, managers, administrators, directors and officers of the OVA, and parent/guardians of the athletes.
   d. In writing – A letter, fax or email sent directly to the Association
   e. Non-pecuniary Interest – An interest that an Individual may have in a matter which may involve family relationships, friendships, volunteer positions or other interest that do not involve the potential for financial gain or loss.
   f. Review Board – the OVA Executive Committee is the designated body to deal with Conflict of Interest disclosures and complaints.
   g. 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.
   h. Perceived Conflict of Interest – A perception by an informed person that a Conflict of Interest exists or may exist.
   i. Committee - refers to committee, task force or council.

Statement

2. Ontario Volleyball Association is committed to the highest ethical standards where its Individuals conduct themselves with personal integrity, honesty and diligence in performing their duties.

Background

3. Individuals who act on behalf of the Association have a duty first to the Association and second to any personal stake they have in the operations of the Association. This policy cannot contemplate all situations in which Conflicts of Interest may arise. Individuals are to use their best judgment to ensure that they deal with actual and potential Conflicts of Interest appropriately. It is equally important to monitor perceptions of Conflict of Interest which could damage the Association's reputation. Further guidance may be requested from the Review Board if necessary.
Purpose

4. The Association strives to avoid the occurrence of Conflicts of Interest in the Association’s decision-making processes by providing clear guidance of its members to recognize what a Conflict of Interest is, how to disclose or report, and how to act accordingly. This policy describes appropriate behavior expected of Individuals entrusted with decision-making authority within the Association, where facts and circumstances may cause a Conflict of Interest situation.

5. The Association recognizes that active club executives, coach, athlete and officials on councils and committees have an inherent Non-pecuniary interest given their positions. This does not disqualify them from acting in their capacity as such, as long as their degree of influence is mitigated by the decision-making process.

6. For example, club executives, athlete, coach or official representatives are often named to committees to ensure that their peer-group has a voice in the organization’s decision-making processes affecting the peer-group as a whole. It is therefore acceptable that they be involved in decision-making affecting them and their peers equally. Where the same representatives sit on a committee or council that make decisions that have the potential to provide the representatives an advantage over their peers (like a selection, an appointment or funding), it is recommended that they recuse themselves entirely from that decision-making process.

Application of this Policy

7. This policy applies to all Individuals who, at any given time, are granted the authority to make decisions on behalf of the Association.

Obligations

8. The Association is an incorporated corporation issued a Letters Patent by the Province of Ontario and is governed by the requirements of The Corporations Act. It is governed by that Act in matters involving a real or perceived conflict between the personal interest of a director or officer (or other individual involved in decision-making or decision-influencing roles) and the broader interests of the Association.

9. The Association is recognized by the Government of Ontario as the official Provincial Sport Organization (PSO) for beach, indoor and sitting volleyball. The Association must meet all the mandatory requirements set out in the government’s Ministry of Tourism, Culture and Sport, Sport Recognition Policy. These requirements help to ensure that sport activities offered by PSO’s meet a high standard of quality, safety and effectiveness.
10. Any real or Perceived conflict, whether Pecuniary or Non-pecuniary, between an Individual’s personal interest and the interests of the Association, shall always be resolved in favour of the Association.

11. Individuals shall not:

a) Engage in any business or transaction, or have a financial or other personal interest, that is incompatible with their official duties with the Association, unless such business, transaction, or other interest is properly disclosed to the Association and approved by the Association;

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 from them or the Association;

c) Exploit their positions within the Association to derive a personal profit from the activities of the Association;

d) Exploit their positions within the Association to lever for themselves a personal profit, advantage, or position of prestige;

e) 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;

f) Derive personal benefit from information that they have acquired during the course of fulfilling their official duties with the Association, if such information is confidential or not generally available to the public;

g) Engage in any outside work, activity, business, or professional undertaking that conflicts or appears to conflict with their official duties as a representative of the Association, or in which they have an advantage or appear to have an advantage on the basis of their involvement with the Association;

h) Without the permission of the Association, use the Association’s property, equipment, supplies, or services for activities not associated with the performance of their official duties with the Association;

i) Place themselves in positions where they could, by virtue of being an Association Individual, influence decisions or contracts from which they could derive any direct or indirect benefit; or

j) Accept any gift or favour that could be construed as being given in anticipation of, or in recognition for, any special consideration granted by virtue of being an Association Individual.
Declaration of Interests

12. For each term, any Individual elected or appointed to any Association’s board and/or, Committee is required to complete a Directors/Committee Members’ Responsibilities Form, see Appendix A. On an annual basis all the Association’s directors, officers, employees, and Committee members must complete a Conflict of Interest Declaration Form, see Appendix B, in order to disclose any and all affiliations with any and all other organizations involved with the Association. These affiliations include, but are not limited to, any of the following roles in the same sport: athlete, coach, manager, official, employee, volunteer, club executive, officer or director. Individuals shall also disclose on the Declaration Form any and all affiliations with consultants, suppliers, service providers or other third parties that are or may potentially enter into business relationships with the Association.

13. Declarations of interests in the following circumstances shall be made as follows (if applicable):
   a) Individuals who are nominated for election to a position within the Association shall declare their interests prior to the election.
   b) Upon taking part for the first time in a meeting of a committee or council of the Association, each member shall make a verbal declaration of their interests, to be recorded in the minutes and shared with the Review Board.
   c) Immediately upon being appointed to any position within the Association, Individuals shall declare their interests.

14. Declaration Forms shall be retained by the Association as long as the Individual remains in such position and for a period of at least one year after the end of the individual's involvement with the Association.

Disclosure of Conflicts of Interests

15. Individuals shall, at any given time, disclose real or perceived conflicts of interest to the Review Board immediately upon becoming aware that a Conflict of Interest may exist. Such obligation to disclose is continuing and shall not end if the Conflict of Interest is discovered after the tainted decision-making process is completed.

16. Any person who believes that an Individual is entrusted with making a decision or has made a decision that may or was influenced by real or Perceived Conflict of Interest shall submit a complaint, In writing, to the Review Board pursuant to section 20 herein. The complaint shall be addressed under the Association’s OVA Discipline & Complaints Policy. The identity of the person filing the complaint shall be held confidential by the Review Board.
Minimizing Conflict of Interest in Decision-Making

17. Decisions or transactions that involve a Conflict of Interest that has been proactively disclosed by an Individual will be considered and decided by applying the following additional provisions:

   a) The nature and extent of the Individual’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 Individual does not participate in discussions on the matter giving rise to the conflict of interest, unless the body considering the matter votes to allow such participation.

   c) The Individual abstains from voting on the decision.

   d) For board-level decisions, the Individual does not count towards quorum.

   e) The decision can be proven to be in the best interests of the Association.

18. The Association will not restrict employees from accepting other employment, contracts or volunteer appointments during the term of their employment with the Association, provided that the employment, contract or volunteer appointments do not diminish the employee’s ability to perform the work contemplated in their employment agreement with the Association. Any determination as to whether there is a Conflict of Interest will rest solely with the Executive Director and/or Review Board, and where a Conflict of Interest is deemed to exist, the employee shall be required to resolve the conflict by either ceasing the activity giving rise to the conflict or resigning from employment with the Association.

19. Examples of Conflicts of Interest at the Association could include, but are not limited to:

   a) A director, officer or staff member who is also a member of a board of directors and/or executive of a member club, an affiliate or partner of the Association;

   b) A director, officer or staff member who also provides coaching or other services to member clubs and/or any level of Team Ontario teams and programs;

   c) A director, officer or staff member who has a member of their immediate family named to any level of Team Ontario teams and programs;

   d) A director, officer or staff member who is also a benefactor of the Association; and

   e) A director, officer or staff member who is also an owner or principal of a member volleyball school, club or camp.
Conflict of Interest Complaints

20. The decision of the Review Board as to whether or not a Conflict of Interest exists will be governed by the following procedures:
   a) Copies of any written documents to be considered by the Review Board will be provided to the Individual who may be in a Conflict of Interest situation.
   b) The Individual who may be in a Conflict of Interest situation will be provided an opportunity to address the Review Board orally or, if granted such right by the Review Board, in writing.
   c) The decision will be made by a majority vote of the Review Board.

21. If the Individual acknowledges the Conflict of Interest, the Individual may waive the right to be heard, in which case the Review Board will determine the appropriate sanction.

Decision

22. After hearing and/or reviewing the matter, the Review Board will determine whether a conflict of interest exists and, if so, the sanction(s) to be imposed.

Sanctions

23. The Review Board may apply the following actions, including but not limited to, singly or in combination, for real or Perceived Conflicts of Interest:
   a) Removal or temporary suspension of certain responsibilities or decision-making authority;
   b) Removal or temporary suspension from a designated position;
   c) Removal or temporary suspension from certain teams, events and/or activities;
   d) Expulsion from the Association or, in the case of employees, dismissal from employment; and
   e) Other actions as may be considered appropriate for the real or Perceived Conflict of Interest.

24. Failure to comply with an action as determined by the Review Board will result in automatic suspension from the Association until compliance occurs.

25. The Review Board may determine that an alleged real or Perceived Conflict of Interest is of such seriousness as to warrant suspension of designated activities pending a hearing and a final decision of the Review Board.

26. The Review Board may not have the authority to overturn, alter or annul the decision made by the Individual while in conflict of interest. The Review Board may however order that the decision-making process tainted by Conflict of Interest be reconsidered.
by the original decision-making body or an alternate individual, after all real or Perceived Conflicts of Interest have been fully addressed.

Enforcement

27. Failure by an Individual to adhere to this policy may give rise to additional disciplinary measures as determined by the Executive Council, Executive Director and/or an OVA panel of up to three persons appointed by the Executive Council.

Appeal

28. The sanctions imposed by the Review Board, as well as any additional disciplinary measures applied pursuant to section 27 herein, shall be final and binding subject only to any right of appeal available to the Individual sanctioned, pursuant to the OVA Appeal Policy of the Association.

This Policy is effective October 31, 2017.
Appendix A

DIRECTORS/COMMITTEE MEMBERS’ RESPONSIBILITIES FORM
CODE OF CONDUCT, CONFLICT OF INTEREST GUIDELINES,
CONFIDENTIALITY GUIDELINES AND CONFIDENTIALITY AGREEMENT

PRINCIPLES
1.1 Application. This Code of Conduct and Conflict of Interest Guidelines have been approved by the Board of the OVA. As such, the Code of Conduct is intended to govern the conduct of the designated representatives of the OVA and the Conflict of Interest Guidelines sets out procedures for avoiding and disclosing conflicts of interest.

1.2 Clarification. In the context of this form, the term “Director” shall refer to the members of the Board of the OVA as well as to the Professional Staff, Regional Delegates, Committee members Volunteers and Contract Personnel or Organizations as appointed or approved by the Board.

1.3 Definitions. Unless otherwise specified, the words and expressions used in this document shall have the same meaning as in the OVA By-laws, policies, or, as in the practices of the Board.

1.4 Complement. The provisions of this Policy are intended to complement and enhance, in a consistent manner, the requirements that arise at law and in the By-law and policies of the OVA. Specifically but not limited to, Directors are bound by the OVA Code of Conduct and Conflict of Interest Policy.

CODE OF CONDUCT
2.1 Responsibilities. Directors are expected to be informed of the Ministry of Tourism, Culture & Sport requirements imposed under its Sports Recognition Policy and the legislation under which the OVA exists, its Letters Patent, By-law, mission, vision and guiding principles and all policies which pertain to the duties of a Director. In this context, a Director is responsible to:

a. Keep generally informed about the activities of the OVA, the provincial volleyball community, and general trends in the sector(s) in which it operates;

b. Become an active participant in the Board and attend Board meetings regularly, serve on committees of the Board and contribute from personal, professional and life experience to the work of the Board;

c. Exercise the degree of care, diligence and skill required of a Director in the performance of his/her duties pursuant to the laws under which the OVA is incorporated the requirements the Ministry of Tourism, Culture and Sport impose;

d. Act with honesty and integrity and conduct herself/himself in a manner consistent with the nature and the responsibilities of board business and the maintenance of member confidence in the conduct of the Board;

e. Be independent and impartial and not be influenced by self-interest, outside pressure, expectation of reward or fear of criticism;
f. Exercise vigilance for and declare any real or Perceived Conflict of Interest in accordance with the OVA’s By-law and policies, and comply with all other policies approved by the Board from time to time;
g. Offer his/her personal perspectives and opinions on issues that are the subject of Board discussion and decision;
h. Voice, clearly and explicitly at the time a decision is being taken, any opposition to a decision being considered by the Board;
i. Maintain solidarity with member Directors in support of a decision that has been made in good faith in a legally constituted meeting, by Directors in reasonably full possession of the facts;
j. Ask the Directors to review a decision, if she/he has reasonable grounds to believe that the Board has acted without full information or in a manner inconsistent with its fiduciary obligations, and, if still not satisfied after such review, ask that the matter be placed before the membership;
k. Work on board committees or with the staff of the OVA on special projects; and
l. Know and respect the distinction in the roles of Board and staff consistent with the principles underlying these governance policies.

2.2 Conduct. A Director will at all times conduct himself/herself in a manner that:

a. Supports the objectives and serves the overall best interests of the OVA;
b. Brings credibility and goodwill to the OVA;
c. Respects principles of fair play and due process and demonstrates respect for individuals and human rights;
d. Respects and gives fair consideration to diverse and opposing viewpoints;
e. Demonstrates due diligence and dedication in preparation for, and attendance at, meetings, special events and in all other activities on behalf of the OVA;
f. Demonstrates good faith, prudent judgment, honesty, transparency and openness in her/his activities on behalf of the OVA;
g. Subordinates his/her personal interests, and those of any particular constituency, to the best interests of the OVA;
h. Ensures that the financial affairs of the OVA are conducted in a responsible and transparent manner with due regard for her/his fiduciary responsibilities and public trusteeship;
i. Avoids real or Perceived Conflicts of Interest; and
j. Conforms to the By-laws and policies approved by the Board, in particular this Code of Conduct, Conflict of Interest Policy and Confidentiality Agreement.
CONFLICT OF INTEREST GUIDELINES

3.1 **Responsibilities.** As these Conflict of Interest Guidelines are intended to ensure the highest standards and maintain the integrity of the Board, Directors shall, at all times, act in the best interests of the OVA rather than in the interests of particular constituencies. This means putting the interests of the OVA ahead of any personal interest or the interest of any other person or entity. It also means that Directors shall perform their duties and transact the affairs of the OVA in a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the Board.

3.2 **Conflict of Interest.** A conflict of interest, as it relates to 3.1, refers to situations in which personal, occupational or financial considerations may affect, or appear to affect, a Director’s objectivity, judgment or ability to act in the best interests of the OVA. Conflicts of interest include, but are not limited to, the situations described below:
   a. A conflict of interest may be real, potential or perceived in nature.
   b. A real conflict of interest arises where a Director has a private or personal interest, for example, a close family connection or financial interest.
   c. A potential conflict of interest may arise when a Director has a private or personal interest such as an identified future commitment.
   d. A perceived or apparent conflict of interest may exist when a reasonable, well-informed person has a reasonable belief that a Director has a conflict of interest, even if there is no real conflict.
   e. Full disclosure, in itself, does not remove a conflict of interest.

3.3 **No Financial Benefit:**
   a. No Director shall, either directly or indirectly, receive any profit from her/his position, with the exception that, notwithstanding anything herein to the contrary, Directors may receive reimbursement for reasonable expenses incurred by them in the performance of their duties as permitted in the By-law and approved by the Board.
   b. The financial interests of immediate family members (including the immediate family members of a Director’s partner) or close personal or business associates of a Director are also considered to be the financial interests of the Director.

3.4 **Examples of Conflict of Interest.** A Director participating in one of the following or similar examples but not limited to, would constitute a Conflict of Interest under this Policy.
   a. Any circumstance that may result in a personal or financial benefit to a Director or his family, business associate or friend. This includes, but is not limited to, accepting any payment for services rendered to the OVA other than reimbursement of expenses as outlined in this Policy, including contracted work or an honorarium, or accessing financial or other resources for personal use, i.e. transportation, training costs, supplies, equipment, etc.
   b. Personal interests which conflict with the interests of the Members of the OVA or are otherwise not in the best interests of the OVA.
   c. Seeking, accepting or receiving any personal benefit from a supplier, vendor or any individual or entity doing or seeking business with the OVA.
d. Being a member of the board or staff of another organization which might have material interests that conflict with the interests of the OVA or its Members and dealing with matters on one board which might materially affect the other board.

e. Any involvement in the hiring, supervision, grievance, evaluation, promotion, remuneration or firing of a family member, business associate or friend of the Director so involved.

3.5 Procedures for Dealing with Conflict of Interest. Directors must openly disclose, both prior to serving on the Board and during their term of office, a potential, real or perceived conflict of interest as soon as the issue arises.

a. If the Director is not certain whether she/he is in a conflict of interest position, the Director may bring the matter before the Chair of the Board or the Review Board for advice and guidance.

b. If there is any question or doubt about the existence of a real or Perceived Conflict, the Chair of the Board or Review Board will determine by majority vote if a conflict exists. The Director potentially in Conflict of Interest shall be absent from the discussion and shall not vote on the issue.

c. It is the responsibility of other Directors who are aware of a real, potential or Perceived Conflict of Interest by a fellow Director to raise the issue for clarification, first with the Director in question and, if still unresolved, with the Chair of the Board.

d. The Director so challenged must abstain from participation in any discussion on the matter, shall not attempt to personally influence the outcome, shall refrain from voting on the matter and, unless otherwise decided by the Board, must leave the meeting room for the duration of any such discussion or vote.

e. The disclosure and decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting. The time the Director left and returned to the meeting shall also be recorded.

3.6 Gifts and Hospitality. Directors shall not directly or indirectly offer or accept cash payments, gifts, gratuities, privileges or other personal rewards, which are intended to influence the activities or affairs of the OVA. Directors may, however, give or receive modest gifts or hospitality as a matter of general and accepted business practice, provided the foregoing does not include cash or other negotiable instruments and provided further proper accounting of any such expenses is made.

3.7 Complaints and Disputes Involving Directors.

a. The Review Board, in a meeting duly called for the purpose, shall review any complaints that a Director has violated any provision of the OVA's By-law or policies approved by the Board, in particular, this Code of Conduct, Conflict of Interest Policy and Confidentiality Agreement.

b. The Review Board shall similarly review disputes between Directors that interfere with the ability of the Board to carry on its affairs.

c. Complaints of a grave nature may be referred to an independent arbitrator.

d. Allegations of illegal activity must be made in writing and shall immediately be referred to appropriate authorities for investigation. Any Director against
whom such allegations are made shall take a leave of absence from the Board pending completion of the investigation.

e. The review of such complaints or disputes shall include an opportunity for the Director concerned to present his/her position. Board members who originate or are the subject of such complaints or disputes must declare their conflict and excuse themselves from such meetings (but shall nonetheless be counted as part of the quorum).

f. Every attempt should be made to resolve such matters expeditiously and fairly.

g. The recommendations regarding resolution of such matters shall be brought to the Board for approval.

h. The ruling of the Board shall be final. If the Director refuses to abide by the ruling, the Board may table the matter pending determination of disciplinary action. Such action may include formal or informal censure by the Chair or the Board, suspension, a request for the Director’s resignation or a resolution removing the person as a Director.

CONFIDENTIALITY GUIDELINES

4.1 Confidential Information. It is the responsibility of the Director to know what information is confidential and to obtain clarification when in doubt.

a. Except as may be compelled by applicable legal process, a Director must, both while having and after ceasing to have that status, treat as confidential all information regarding the policies, internal operations, systems, business or affairs of the Corporation obtained by reason of her/his status as a Director and not generally available to the public.

b. A Director shall not use information obtained as a result of his/her involvement on the Board for her/his personal benefit. Each Director shall avoid activities which may create appearances that she/he has benefited from confidential information received during the course of his/her duties as a Director.

REQUIREMENTS

5.1 Review of Policy. Each Director, upon being elected or appointed, shall meet with the OVA Chair and Executive Director to review this Policy and such other policies of OVA that apply to Directors.

5.2 Confidentiality Agreement. Each Director, upon being elected or appointed is required to read and agree to comply with the Confidentiality Agreement, in the form attached hereto as Schedule “A”, and have his/her signature witnessed. Signatures of elected or appointed Directors shall be witnessed by the Chair, or her/his designate, as stipulated in the By-law, policies and procedures of the OVA.
APPENDIX A

CONFIDENTIALITY AGREEMENT

WHEREAS ________________________ (print name) is in a leadership position with the OVA by virtue of being elected or appointed by the Board:

AND WHEREAS by holding this position the above-named will have access to:

- Confidential information concerning the business and affairs the OVA;
- Confidential information concerning the business and affairs of the OVA’s funders, partners and sponsors;
- Confidential information pertaining to Board or Committee discussions and deliberations, many of which are private; and
- Personal and confidential information (which may include medical information) pertaining to individuals (and representatives of organizations) who are members of the OVA, and their member clubs including players, officials, coaches, managers, volunteers, and staff.

The above-named hereby agrees the he or she will not, during his or her term or tenure with the OVA, or at any time thereafter, disclose to any person or organization any confidential or personal information as described above, unless such disclosure is done with the consent of the individual who is the subject of the information, is done in accordance with the OVA policies and By-law, or is done in conformance with provincial and/or federal law.

The above-named also understands that a failure to comply with this agreement may give rise to discipline in accordance with the OVA Code of Conduct, Conflict of Interest Guidelines, Confidentiality Guidelines and other policies regarding the conduct of its representatives which the Board may approve from time to time, may lead to sanctions that may include removal from the position, suspension or expulsion from membership.

I, _________________________________, a ______________________ (insert director, staff, volunteer, member, contractor, etc.) of the OVA, have read and understand the above Code of Conduct, Confidentiality Agreement, and Conflict of Interest Guidelines and hereby agree to the terms and conditions as noted therein.

(Signature) _____________________________

(Position) _____________________________

(Date) _______________________________

(Witness name) _________________________
(Please print)

(Witness signature) _____________________

(Date) _______________________________
APPENDIX B

ONTARIO VOLLEYBALL ASSOCIATION

CONFLICT OF INTEREST DECLARATION FORM

As a Director, volunteer, employee and/or consultant, you are required to act in the best interests of the Association. However, inevitably, all Directors, volunteers, employees and consultants have a wide range of interests in private, public and professional life and these interests might, on occasions, conflict.

Facts or circumstances which have the potential to create a conflict between the Association’s and your personal interests, financial or otherwise, include but are not limited to:

- Being a Director, member, employee, contractor, administrator or owner/shareholder of an organization that is a member, partner, supplier, service provider or client of the Association;

- Having a close relative who is a Director, member, employee, contractor, administrator or owner/shareholder of an organization that is a member, partner, supplier, service provider or client of the Association.

Please describe below any such relationships, transactions, positions you hold (volunteer or otherwise), or other similar circumstances:

☐ I have no conflicts of interest or facts or circumstances to report.

☐ I have the following conflict(s) of interest or facts or circumstances to report (please list all roles and family member involvement with the OVA, Team Ontario development programs, member clubs and affiliates):


I hereby:

- confirm that I have read the Association’s Conflict of Interest Policy and I agree to be bound by the obligations contained therein;
- certify that the information set forth above is true and complete to the best of my knowledge;
- commit to inform the Review Board immediately of any change to my declaration above;
- commit to declare, at any relevant times in the exercise of my duties as Director, volunteer, employee and/or consultant of the Association, every situation that may arise which would make it inappropriate for me to continue to act in that capacity due to a conflict of interest.

Name: ____________________________ Position Title: ____________________________

Signature: _________________________ Date: ________________________________

Witness: __________________________ Signature: ______________________________