

Canadian Ski Instructors' Alliance Conflict of Interest Policy

Applicable to: CSIA National Board Directors; the CSIA Regional Boards Directors; CSIA Managing Director and Staff; CSIA Contractors and Sub-Contractors; and Members of the CSIA acting at the request or under the authority of the CSIA

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Related Policies/Documents: CSIA General By-Laws, CSIA Code of Ethics, CSIA National Board of Directors Oath of Office and CSIA Code of Conducts for CSIA Course Conductors, CSIA Employees and CSIA Regional Board of Directors

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1. Purpose of this Policy:

The purpose of this Conflict of Interest Policy (Policy) is to enable the Canadian Ski Instructors' Alliance (CSIA) to identify, manage and resolve conflict of interests appropriately and in the best interests of the CSIA.

The CSIA seeks to maintain high ethical standards and the trust of its stakeholders, including, in no particular order, its Members, volunteers, partners, the skiing public, sponsors, governments and other industry stakeholders. The integrity of the CSIA depends upon the integrity, honesty and ethical behaviour of all individuals working for, or on behalf of, the CSIA, and in particular, on impartial, informed decision-making. The ability to make a decision may be undermined and conflict with other interests or relationships (personal, professional or otherwise) of individuals within, or acting on behalf of, the CSIA. Such conflict of interest situations, whether real or perceived, and which shall be defined below, shall be avoided to the fullest extent possible, and

managed properly when avoidance is not possible.

2. Overall Ethical Guidance:

In identifying, managing and disclosing potential conflict of interest situations, and in exercising effective judgment and behaviour within our professional, business and community activities, we should ask ourselves the following two questions:

1. **If our decision or action became broadly known, including all of the relevant facts and circumstances, would it bring credit to you, your reputation, and the CSIA, its Members and its staff and reputation?**
2. **If your decision or action was viewed by members of your community or family, and they had all the relevant facts and circumstances at their disposal, would they consider your decision or action to be fair, honorable, and ethical?**

3. Application of this Policy:

This Policy applies to: the National Board Directors of the CSIA (Directors); the Regional Boards Directors of the CSIA (Directors); the Managing Director of the CSIA, Staff of the CSIA; Contractors Sub-Contractors to CSIA; and Members of the CSIA, hereinafter referred to as *the person or persons to whom this Policy applies*.

For the application of this Policy, *Members of the CSIA* refers to any Member acting at the request or under the authority of the CSIA, either on a paid or volunteer basis. This application of this Policy does not extend to Members of the CSIA at large.

4. Conflicts of Interest:

In discharging their responsibilities and obligations, each person to whom this Policy applies shall fulfill his or her fiduciary duty, common law duty of loyalty, or contractual obligation, as the case may be, to act with a view to the best interest of the CSIA. The person shall, at all times, and in all circumstances, seek to avoid, and shall be seen to be free of, any interest or any business or other relationship that could be seen to undermine the person's ability to fulfill their duty or obligation to act in the best interests of the CSIA.

A conflict of interest is a situation or circumstance in which the private or personal interests of a person influence, or may be reasonably seen to influence, the independent, objective and impartial performance of one's duty or obligations to the CSIA.

Private or personal interest refers to any advantage, financial, business, professional, reputational or otherwise, for the person or **family member** or **affiliate** of the person to whom this Policy applies.

A **family member** of the persons to whom this Policy applies includes, in no particular order, a husband, wife, spouse, domestic partner, common law partner, daughter, stepdaughter, son, stepson, dependent, mother, stepmother, father, stepfather, aunt, uncle, nephew, niece, cousin, grandfather or grandmother; a person residing in the Director's home; or another person in a close personal relationship to the person.

An **affiliate** of the persons to whom this Policy applies includes any person, firm, or organization with whom the person has a financial, business, professional or reputational interest.

5. Types of Conflicts of Interests:

A conflict of interest may arise for a person to whom this Policy applies in a variety of circumstances. For example, a person may be in a conflict of interest situation that is:

1. **Actual or real**, where their official duty or obligations **are or will be** influenced by their private or personal interests.
2. **Perceived or apparent**, where their official duty or obligations **appear** to be influenced by their private or personal interests.
3. **Foreseeable or potential**, where their duty or obligation **may be** influenced **in the future** by their private or personal interests.

All three types of conflicts of interests are to be avoided, and when avoidance is not possible, identified, recorded, disclosed and managed in an appropriate fashion.

Examples of Conflict of Interest are found in Annex A for this policy.

6. Overall Responsibility for Ethical Conduct:

Persons to whom this Policy applies are responsible for identifying, recording, disclosing, and cooperating fully in the management of conflict of interests. In order to take all reasonable steps to ensure that workplace behaviour and decision-making throughout the CSIA are not influenced by conflicting interests, persons to whom this Policy applies shall:

- Display high ethical standards and accountability for decisions and comments;
- Maintain honesty, candidness and good faith in all personal and professional dealings;
- Preserve and protect confidentiality and privacy of information;
- Focus on their fiduciary duty and act in the best interests of the CSIA in decision-making; and
- Complying with the letter and spirit of legislation, regulations, by-laws and policies at all times.

7. Responsibility for Avoiding and Preventing Conflicts of Interest:

The CSIA supports an organizational culture in which people take responsibility for both self-declaring fully and transparently possible conflicts of interest, and respectfully raising possible conflicts faced by others in the CSIA. Persons to whom this Policy applies have the positive responsibility to assist fully in implementing practical and preventive measures, such as:

- Providing education about what to do when gifts and hospitality are offered;
- Providing meeting agendas in advance to enable participants to foresee possible conflicts;

- Providing meeting minutes to demonstrate transparently how matters were resolved;
- Assuring that information is protected from improper use; and
- Declining involvement in an action that could be viewed by an objective person to be a conflict of interest.

8. Gifts, Hospitality and Honours:

Persons to whom this Policy applies, or a family member or affiliate of these persons, should not solicit or accept gifts, favours, loans, gratuities, hospitality, rewards, promises of employment, honours, or any other item of monetary value (known as a gift) that will influence the *objective exercise of duties* of the person with whom they are in direct contract with at the CSIA. Under no circumstances should cash payments ever be accepted or offered, and are grounds for immediate dismissal. Typically, items such as business lunches and small company logoed items (SWAG) with a cumulative value under \$200.00 are customary in the industry, and will not influence or appear to influence the *Objective exercise of duties* of persons with whom this policy applies. If presented with a gift or gifts over a cumulative value of \$200.00, persons to whom this Policy applies shall consult with the appropriate leader (Chair of National Board, Chair of Regional Board, or Managing Director), and if it is deemed not to influence the *Objective exercise of duties* of the affected person, then the gift or gifts shall be formally declared prior to acceptance.

9. Management of Conflicts of Interest:

1. Directors:

In the event that a CSIA Director has a conflict of interest of any type and example (see above: Types of Conflicts of Interest, Examples of Conflicts of Interest, and Gifts, Hospitality and Honours), or is unsure whether a conflict exists and would like further guidance, then:

- The Director must promptly notify the Chair and, if applicable, the Conflict of Interest Committee, of their Board, in writing;
- The Director must declare such conflict at the beginning of the next applicable CSIA Board meeting;
- The Director must not participate, nor seek to influence, the discussion or decision regarding the applicable topic; and,
- The minutes of the meeting shall document whether or not any conflicts of interest were declared, and if so, that the person(s) declaring the conflict neither participated in nor sought to influence the discussion or decision regarding the topic.

2. Additional Director Obligations:

- Both prior to serving on the relevant Board, and annually during the Director's term of office, each Director must disclose to the to the Conflict of Interest Committee or the full Board, as the case may be, financial interests and any potential or actual conflict of interest as soon as it arises or appears likely to arise.

- (b) Directors who are aware of a potential or actual conflict of interest on the part of a fellow Director shall promptly and in confidence raise the issue for clarification with the Chair of relevant Board.
- (c) Each Director must exercise due care and attention in fulfilling their role, and also when using any CSIA resources, and must use such role and/or resources appropriately, and only for their intended purpose.
- (d) When a Director of the CSIA becomes involved in CSIA activities as an employee or contractor (or vice versa), the Director is responsible to declare and remove themselves from all influence and decision-making impacting their personal situation.
- (e) Where the conflict involves the Chair of a Board, that Chair shall report the conflict to the next unaffected level of authority (e.g., the National Board in the case of the Chair of a Regional Board, and the Conflict of Interest Committee in the case of the Chair of the National Board).
- (f) When a Director of the CSIA declares a conflict of interest to the Chair, the Chair shall inform the other Directors of the circumstances and recommendation for addressing the conflict of interest without delay.
- (g) If a Director is charged with any breach of trust and/or violation of a Federal or Provincial law dealing with trust or an offence described in the Criminal Code of Canada that could affect the CSIA in a negative manner, without limitation, an offence described in the Criminal Code of Canada, then the Director must immediately notify the Chair of their Board in writing.
- (h) If a Director is made a defendant, defendant by counterclaim, or party by third party notice to a civil proceeding the outcome of which may produce adverse or detrimental financial consequences for the Director that could affect the CSIA in a negative manner, then the Director must immediately notify the Chair of their Board in writing.
- (i) If a Director is personally involved in any proceeding regarding bankruptcy, insolvency or a proposal for the benefit of a creditor(s) that could affect the CSIA in a negative manner, then the Director must immediately notify the Chair of their Board in writing.
- (j) If a Director is convicted of an offence described in the Criminal Code of Canada or an offence described in any other Federal or Provincial legislation or is liable in a civil proceeding based upon a finding of a breach of trust, fraud or other wrong doing that could affect the CSIA in a negative manner, then the Director must immediately tender his/her resignation as a Director of the CSIA.

3. Members, Staff and Contractors:

The following steps are to be taken by those faced with potential conflict situations, working together and supporting one another's ethical responsibilities.

- (a) **Declare the conflict of interest.** Ensure transparency by self-declaration, and by making sure that a record of the declaration is made.
- (b) **Raise and discuss the conflict of interest.** In a doubtful situation, take a moment for a quick word with the lead of your activity, or undertake a full dialogue with the group if

the situation warrants. Where the conflict involves the lead of your activity reports are to be made to the next unaffected level of authority.

Note: Through discussion, it could be determined that there is no conflict and no further action is required, or that even though there may be a perceived conflict the risks associated with the perceived conflict are acceptable to the CSIA and no further action is required.

- (c) **Address the conflict of interest.** Measures to mitigate or eliminate a conflict of interest will depend on what is appropriate to the nature of the conflict. Options include:
 - a. Restricting the involvement of the individual. For example, removing them from decision-making. This would not be appropriate if the conflict of interest arises frequently or if the individual cannot be separated from parts of the activity.
 - b. Recruiting a third party to assist. For example, request a disinterested party to sit on a hiring board.
 - c. Removing the individual from duties related to the conflict, when restricting and recruiting (a. and b., above) are not suitable options.
 - d. Relinquishing the private interest. In cases of serious conflict, the individual may choose to discontinue the private interest, such as membership on the Board of another organization that is causing the conflict.
 - e. Resigning from the official duties. In serious cases where other solutions are not possible, the individual may have to resign from the position creating the conflict.
- (d) **Document what has been done and/or decisions made.** Minutes, correspondence to interested parties, or other documentation will provide a record of steps taken.

10. General Application:

1. Upon accepting a position in the CSIA, all persons to whom this Policy applies shall be educated in this Policy and shall agree to comply with it. (See the Certificate of Compliance and Disclosure Document with the Conflict of Interest Policy, Section 13.)
2. For fairness and transparency, no one person shall be responsible for resolving a conflict of interest situation. Upon receipt of a report of a conflict of interest, the appropriate leader (i.e., the Chair and/or Conflict of Interest Committee of the Board; the Chair and/or Conflict of Interest Committee of the Regional Board, or the Managing Director) will engage the rest of the relevant group (i.e., the National Board; the Regional Board; or senior staff) to assist in resolving the matter, and consult with external legal counsel as necessary.
3. The appropriate leader will then indicate what further action is necessary to manage the conflict of interest, including a determination whether or not there is a conflict of interest, or will dismiss the complaint. Depending on the severity of the conflict, actions might include:
 - a. Disclosure of the conflict to all concerned before the individual participates in further discussion or decision-making duties;
 - b. Causing the individual to withdraw from final decision-making only;

- c. Causing the individual to withdraw from all aspects of discussion and decision-making; and/or,
 - d. Removal, termination, or discontinuance of the contract, as the case may be.
4. The appropriate leader (Chair and/or Conflict of Interest Committee of the Board, or Managing Director, as the case may be) shall be the final authority in resolving disputes, such as when an individual disagrees with the conclusion that he or she is facing a conflict of interest.

11. Good Judgment:

The application of this Policy relies on the good judgment and common sense of those affected, and following the ethical principles outlined in the CSIA by-laws, CSIA Code of Ethics, CSIA National Board of Directors Oath of Office and Code of Conducts for CSIA Course Conductors, CSIA Employees and CSIA Regional Board of Directors.

The CSIA by-laws can be found in the “Resources” tab of the snowpro.com website in the “General” document category. The CSIA Code of Ethics, CSIA National Board of Directors Oath of Office and Course Conductors Code of Conduct can be found in the “Resources” tab of the snowpro.com website under “Policies” document category. The CSIA employee Code of Conduct can be found in the CSIA employee policies manual.

12. Monitoring and Enforcing the Conflict of Interest Policy:

The National and Regional Boards of Directors shall be responsible for responding to all questions relating to this Conflict of Interest Policy (Policy) and for enforcing the standards set forth within it.

The objective of monitoring and enforcing the Policy can be achieved in a number of ways, including by the relevant Boards of Directors:

- (a) Approving and receiving a Disclosure of Director’s Financial Interests request for information prior to the Director’s service on the Board, and annually thereafter during each year of the Director’s service;
- (b) Responding to questions and requests for clarification and guidance, on any provision within this Policy;
- (c) Assuring confidentiality to the fullest extent practicable;
- (d) Having practices in place to identify, assess and resolve actual and potential conflicts of interest. These practices shall enable the Board to assess all the circumstances necessary to determine if persons to whom this Policy applies have acted honestly and in good faith, and in the best interests of THE CSIA.
- (e) Having practices for:
 - (i) Identifying arrangements, contracts, decisions, investments, sponsorships, evaluations, instructions, procurements, programs, projects, situations, transactions, or any other circumstance identified where an actual or potential conflict of interest could

arise;

(ii) Reviewing and assessing arrangements, contracts, decisions, investments, sponsorships, evaluations, instructions, procurements, programs, projects, situations, transactions, or any other circumstance that could put a person in an actual or potential conflict of interest;

(iii) Submitting to the Board the prior declaration by Directors of their interest in any arrangements, contracts, decisions, investments, sponsorships, evaluations, instructions, procurements, programs, projects, situations, transactions, or any other circumstance; and

(iv) Keeping records of any arrangements, contracts, decisions, investments, sponsorships, evaluations, instructions, procurements, programs, projects, situations, transactions, or any other circumstance where an actual or potential conflict of interest arises;

(f) Establishing an Ad Hoc or standing Board Committee (e.g., a Conflict of Interest Committee) to carry-out the foregoing practices, with such Committee to consist of Directors that are not directly or indirectly interested in the matters being discussed or considered. Where a CSIA Board has established an Ad Hoc or Standing Board Committee, the CSIA Board shall design that Committee to:

(i) Be composed of Directors who are not interested in any matter being discussed or considered;

(ii) Have terms of reference that clearly sets out its roles and responsibilities; and

(iii) Have the authority to engage and compensate any internal and external advisor that it determines to be necessary to permit it to carry out its duties; and

(g) Obtaining independent advice on the arrangements, contracts, decisions, investments, sponsorships, evaluations, instructions, procurements, programs, projects, situations, transactions, or any other circumstance, or any other Paragraph within this Policy.

13. Certificate of Compliance and Disclosure Document with the Conflict of Interest Policy

Procedure:

Each person to whom this Policy applies, in the judgment of the respective Board of Directors, shall sign this Certificate of Compliance and disclosure document annually.

To the best of my knowledge, information and belief:

1. I have read the CSIA Conflict of Interest (Policy).
2. I understand this Policy, each of its thirteen sections, and all of its provisions.
3. I have sought clarification from the Board of Directors or the Managing Director of the CSIA with respect to this Policy's sections, meanings, interpretation, and application to my circumstances, as the case may be.
4. I have been, presently am, and agree to be prospectively, in compliance with the letter and spirit of each and all provisions within this Policy.
5. If I come to acquire knowledge, information or belief that I am not, or may not be seen to be, in compliance with the letter and spirit of a provision within this Policy, I shall promptly bring such knowledge, information or belief, as the case may be, to the attention of the appropriate Leader of the CSIA, as the case may be, in a prompt, full and true manner.
6. I know of no other person, including, in no particular order, a Director, a Managing Director, a Staff member, a Contractor, a Sub-Contractor, or a Volunteer Member of CSIA, or a family member or affiliate of the foregoing, or any other person or entity that is not, or may not be seen to be, in compliance with the letter and spirit of each of the provisions within this Policy.
7. If I come to acquire knowledge, information or belief that any of the foregoing persons or entities in item 5 are not, or may not be, in compliance with the letter and spirit of a provision within this Policy, I shall promptly bring such knowledge, information or belief, as the case may be, to the attention of the Managing Director of CSIA, or the Board of Directors of CSIA, as the case may be, in a prompt, full and true manner.
8. I understand that the Policy is subject to change from time to time, and that I will be given adequate notice of such changes.

Disclosure:

Below, I have listed and described, and shall list and describe promptly in the future, so long as this Conflict of Interest Policy applies to me, any legal, personal, or business relationship(s), that I, or a family member or affiliate of mine has, in a full and true manner, consistent with the provisions in this Conflict of Interest Policy, that may cause an apparent, foreseeable, or potential conflict of interest for me, to the best of my knowledge, information and belief.

Please use an additional sheet if necessary.

Signature:

I hereby certify that I have read, understand and agree to the Certificate of Compliance and Disclosure Document with the Conflict of Interest Policy, and that the information given in this document is complete and accurate to the best of my knowledge, information and belief.

Name: _____

Signature: _____

Date: _____

Annex A – Examples of Conflicts of Interest

The following examples of conflicts of interest are non-exhaustive and are provided for illustrative purposes.

A conflict of interest exists when:

1. An arrangement, contract, decision, investment, sponsorship, evaluation, instruction, procurement, program, project, situation or transaction involving the CSIA, and the person to whom this Policy applies, is associated with any of the foregoing;
2. A person to whom this Policy applies cannot be considered impartial in connection with an arrangement, contract, decision, investment, sponsorship, evaluation, instruction, procurement, program, project, situation or transaction involving the CSIA;
3. A personal, political, religious or moral belief or activity of the person to whom this Policy applies that conflicts with the interests of the CSIA or the person's ability to discharge his or her duties or obligations;
4. A person to whom this Policy applies adversely affects the reputation or integrity of the CSIA;
5. A person to whom this Policy applies, or a family member or affiliate of the person, is, or has been, a member of senior Management of the CSIA;
6. A Director, or a family member or affiliate of the Director, is, or has been, a partner of, or employed by, a current or former Advisor or Consultant to the CSIA;
7. A person to whom this Policy applies, or a family member or affiliate of the person, has, or seeks to have, a business relationship with the CSIA, including but not limited to an arrangement, contract, decision, investment, sponsorship, evaluation, instruction, procurement, program, project, situation or transaction involving the CSIA;
8. The CSIA makes a decision or enters into an arrangement, contract, decision, investment, sponsorship, evaluation, instruction, procurement, program, project, situation or transaction involving the CSIA that will benefit, directly or indirectly, financially, professionally, personally, or reputationally, a Director, Managing Director or Staff of the CSIA, or a family member or affiliate of the foregoing individuals;
9. A person to whom this Policy applies, or a family member or affiliate of the person, receives or offers a gift, perquisite or advantage of any nature, of any monetary value, from any person or entity outside of the CSIA that may be, or that may appear to be, connected with the person's responsibilities to the CSIA;
10. A Director, or a family member or affiliate of the Director, receives or offers any form of present or future advantage, including but not limited to employment, honours, enrichment or opportunity, from any person or entity outside of the CSIA that may be, or that may appear to be, connected with the Director's responsibilities to the CSIA;
11. A Director receives any form of remuneration from CSIA other than in respect of reimbursement of expenses for being a Director; and
12. A Director, or an immediate family member or affiliate, has a close personal relationship with a member of Management or another Director of CSIA.