

Board Candidate Conflict of Interest Policy

The WSPS Conflict of Interest policy is noted below.

As part of the WSPS Director Recruitment policy, all director candidates must consider the following examples (not exhaustive) of situations that could be considered as possible conflict of interest between the potential director candidate and WSPS:

1. level of the financial interest in a WSPS competitor company;
2. the candidate's direct involvement in a WSPS competitor company ownership;
3. the candidate's owning a substantial number of voting shares of the WSPS competitor company;
4. the candidate having family ties with WSPS competitor company owners; and
5. any privileges or favours, which could bias the candidate's ability to conduct his or her duties.

In order to determine whether a candidate's conflict of interest is real or perceived, each candidate must declare on their resume/application form any conflict of interest of which they have knowledge and must be prepared to discuss at the interview, any change to their status in this regard.

The final authority for deciding whether there is any conflict of interest that might affect the candidate's ability to conduct WSPS board business in an impartial manner rests with the Governance Committee.

The chair of the Governance Committee will contact any candidate ineligible for consideration due to conflict of interest issues.

WSPS CONFLICT OF INTEREST POLICY (from pages 11-14 WSPS Governance Manual)

In order to maintain the high level of public support and respect, it is essential that the affairs and business of WSPS be conducted professionally, objectively, and without interference or perception of interference arising from personal interests of the individuals involved in making decisions for the organization.

A conflict of interest shall be defined as any situation where a Director or Officer of WSPS, their employer or a member of that person's immediate family, has the ability to influence directly or indirectly, a decision or action in their favour. For the purposes hereof, "family member" shall include but not be limited to a spouse, natural or adoptive parent, natural or adoptive child, brother or sister.

Directors are to perform their duties conscientiously and avoid any situation in which there is a real or apparent conflict of interest that could interfere, or could be perceived to interfere, with the Director's judgment in making decisions in the best interest of WSPS.

Directors must arrange their affairs and conduct themselves in a manner to avoid a conflict of interest, including the following:

- must not act on behalf of, or deal with WSPS, in any matter where a conflict may exist;
- must not personally benefit from any transaction with WSPS;
- must not use their relationship with WSPS to confer an advantage on themselves or on a close friend, relative, business associate, or a firm, Corporation or partnership in which the member or a relative holds an interest;
- Must not use information acquired through membership on the Board for personal benefit.

A real conflict of interest arises when the Director is performing a duty or function of the position and, in the performance of that duty or function, takes advantage of opportunity to further his or her private interests. An apparent conflict of interest arises when a reasonably well-informed person perceives that a Director's ability to perform a duty or function of the position was, is, or may be, affected by the Director's private interests.

PROTOCOL TO AVOID DIRECTORS' CONFLICT OF INTEREST

The Director is required to disclose all private and business interests and relationships that could result in a real or apparent conflict of interest at the first Board meeting after the facts related to a possible conflict have come to the member's attention. Where a conflict of interest or a potential conflict of interest arises during a scheduled or formal meeting, the conflict of interest shall be declared immediately.

After making a declaration, the Director shall:

- advise the Secretary of the potential conflict of interest, so that s/he does not receive the background materials in respect to that agenda item. If background materials have been received already, s/he should immediately return them;
- declare to the Board the circumstances of the perceived conflict of interest when the subject matter arises on the agenda;
- leave the meeting until the discussion on that item is completed and a decision, if any, has been made;
- not participate in the discussions or make any attempt in any way, before, during, or after the meeting, to influence the discussion and/or vote on any question in respect of the matter.

The person recording the minutes of the meeting shall:

- record the member's declaration and the reason for it, and record the times that the member departed from and returned to the meeting;
- provide the Director with only the minutes that record the decision made, and must not provide the Director with minutes of any discussion that took place respecting the subject matter.

ENTERTAINMENT, GIFTS AND BENEFITS

Directors and their associates should not accept entertainment, gifts or benefits that grant or appear to grant preferential treatment to a potential or actual contractor to WSPS. Similarly, no Director may offer entertainment, gifts or benefits in order to secure preferential treatment for WSPS.

A Board member may accept a gift in the course of performing Board responsibilities under the following circumstances:

- the gift, entertainment or benefit is lawful and would be considered by the local community to be within the bounds of propriety, taking into account the circumstances of the occasion;
- the exchange does not, nor is it, expected to create an obligation;
- the gift could not be construed by an impartial observer as a bribe, pay-off, or an improper or illegal payment; and
- it occurs infrequently.

BUSINESS WITH WSPS

A Director's employer or "family member" may undertake consulting work, negotiate a service contract or conduct any other business with WSPS provided this activity is declared to the Chair of the Board prior to the undertaking and the Director has no involvement in the selection process. Normal purchasing policies and procedures will be used. The purchasing process will be monitored by the Finance and Corporate Services Division.

DEFINITIONS

Associate:

- a spouse of the Director;
- a son or daughter of a Director;
- a son or daughter of the Director's spouse, if the son or daughter is under 19 years of age, or is living in the family residence of the Director;
- a relative, who is living in the family residence with the Director;
- a Corporation of which the Director beneficially owns, directly or indirectly, more than 20% of the voting rights attached to all outstanding voting securities of the Corporation;
- a trust or estate in which the Director has a substantial beneficial interest.

Board:

- the Board of Directors of WSPS.

Contractor:

- a consultant, contractor, supplier or business associate.

Director:

- a person who has been elected to serve as a member of WSPS.

Gifts or benefits:

- cash, preferred loans or secret commissions.

Relative:

- a relative by blood, adoption or marriage.

Spouse:

- a person the Director is married to, or with whom the Director is living in a marriage-like relationship. This includes a person of the same gender, but does not include a person from whom the Director is separated or living apart.

CONFLICT OF INTEREST STATEMENT

STATEMENT:

Upon appointment to the Board, a Board member must sign a statement that they have read and understood the Conflict of Interest Policy. These statements will be held on file by the Corporate Secretary/Board Liaison.

I have read and understand the Conflict of Interest Policy and am aware of my responsibility under it. I am in compliance with it and have no knowledge of any violation thereof within my area of responsibility.

Print Name	Date	
Signature	Witness	Date