

# Toronto Rugby Conflict of Interest Policy – Board of Directors

## Definition

1.1 A "conflict of interest" is any situation where:

- (a) your personal interests, or
- (b) those of a close friend, family member, business associate, corporation or partnership in which you hold a significant interest, or a person to whom you owe an obligation could influence your decisions and impair your ability to:
  - (i) act in TORONTO RUGBY's best interests, or
  - (ii) represent TORONTO RUGBY fairly, impartially and without bias.

It is important to note that a "conflict of interest" exists if the decision could be, or could appear to be influenced - it is not necessary that influence takes place.

## General Duties

2.1 Unless authorized to do so by the Board, or by a person the Board designates, you may not:

- (a) act on behalf of TORONTO RUGBY, or deal with TORONTO RUGBY, in any matter where you are in a conflict of interest or appear to be in a conflict of interest, nor
- (b) use your position, office or affiliation with TORONTO RUGBY to pursue or advance your personal interests or those of a person described in paragraph 1.1(b).

2.2 The "appearance of a conflict of interest" occurs when a reasonably well informed person properly could have a reasonable perception that you are making decisions on behalf of TORONTO RUGBY that promote your personal interests or those of a person described in paragraph 1.1(b).

2.3 You must immediately disclose a conflict of interest to the Board of Directors either in writing or as minuted at a Board of Directors' meeting. It is important to make the disclosure when the conflict first becomes known. If you do not become aware of the conflict until after a matter is concluded, nevertheless you must still make the disclosure immediately.

2.4 If you are in doubt about whether you are or may be in a conflict of interest, you must request the advice of the Board of Directors or a person the Board designates.

2.5 Unless otherwise directed, you must immediately take steps to resolve the conflict or remove the suspicion that it exists, by:

- Promptly declaring to the Board of Directors any conflict of interest as defined by this policy and asking that such declaration be recorded in the minutes
- Excusing yourself from the portion of the meeting where the matter giving rise to the conflict of interest is being discussed
- Refraining from all discussion of the matter giving rise to the conflict of interest, at any meeting of the Board of Directors, or elsewhere
- Refraining from voting on the matter giving rise to the conflict of interest, at any meeting of the Board of Directors.

## More About Avoiding a Conflict of Interest

3.1 You must not:

- (a) use your relationship with TORONTO RUGBY to confer a benefit on a person described in paragraph 1.1(b). This duty does not prevent you or anyone else from conducting business with other people connected with TORONTO RUGBY
- (b) personally benefit from any business activity involving TORONTO RUGBY except in unique situations, authorized by the Board

(c) indirectly benefit from any business activity involving TORONTO RUGBY except in unique situations, authorized by the Board.

3.2 An "indirect benefit" is:

- (a) a benefit derived by a close friend, family member, business associate, or a corporation or partnership in which you hold a significant interest, or
- (b) a benefit which advances or protects your interests although it may not be measurable in money.

### **Using TORONTO RUGBY Property and TORONTO RUGBY Information**

4.1 You must have authorization from the Board, or from a person the Board designates:

- (a) to use, for personal purposes, property owned by TORONTO RUGBY, or
- (b) to purchase TORONTO RUGBY property unless it is through channels of disposition equally available to the public. Even then you may not purchase the property without authorization if you are involved in some aspect of the sale.

4.2 You may not take personal advantage of an opportunity available to TORONTO RUGBY unless:

- (a) it is clear that TORONTO RUGBY has irrevocably decided against pursuing the opportunity, and
- (b) the opportunity is equally available to members of the public.

4.3 You may not use your position with TORONTO RUGBY to solicit any TORONTO RUGBY stakeholder for a personal business or one operated by a close friend, family member, business associate or a corporation or partnership in which you hold a significant interest. This duty does not prevent you or anyone else from transacting business with other people connected with TORONTO RUGBY.

4.4 "TORONTO RUGBY information" is information that is acquired solely by reason of involvement with TORONTO RUGBY and which TORONTO RUGBY is under an obligation to keep confidential.

4.5 You may use TORONTO RUGBY information only for TORONTO RUGBY purposes.

4.6 You must not use TORONTO RUGBY information for your personal benefit.

4.7 You must protect TORONTO RUGBY information from improper disclosure.

4.8 You must report to the Board, or to a person the Board designates, any incident of abuse of TORONTO RUGBY information.

4.9 You may divulge TORONTO RUGBY information if:

- (a) you are authorized by the Board or by a person designated by the Board to release it, and
- (b) it is to a person who has a lawful right to the information.

4.10 If you are in doubt about whether TORONTO RUGBY information may be released, you must request advice from the Board or from a person the Board designates.

### **Rules About Gifts**

5.1 You may accept a gift made to you because of your involvement in TORONTO RUGBY in the following circumstances:

- (a) the gift has no more than token value
- (b) it is the normal exchange of hospitality or a customary gesture of courtesy between persons doing business together
- (c) the exchange is lawful and in accordance with local ethical practice and standards, and
- (d) the gift could not be construed by an impartial observer as a bribe, pay off or improper or illegal payment.

5.2 You may not use TORONTO RUGBY property to make a gift, charitable donation or political contribution to anyone on behalf of TORONTO RUGBY. Any gift must have the authorization of the Board of Directors or a person the Board designates.