ONTARIO SENIORS' FORUM

COI-001

CONFLICT OF INTEREST POLICY

Integrity • Disclosure • Impartiality • Accountability

Policy Number	COI-001
Classification	OSF Governance Policy
Version	1.0
Effective Date	_____, 2026
Approved By	Provincial Board of Directors
Bylaw Authority	Articles 13, 14 and 15
Policy Owner	Provincial Board
Administrative Responsibility	Executive Director / Secretary
Review	At least every three years or as required

This Policy applies alongside the OSF Bylaws, Governance Manual, Chapter Operations Manual and applicable forms. Where a conflict exists, applicable law and the superior governing document prevail.

1. PURPOSE

The Ontario Seniors' Forum (OSF) is committed to decisions that are made in the best interests of the Corporation and are free from improper personal influence. This Policy establishes a clear and practical framework for identifying, disclosing, recording and managing actual, potential and perceived conflicts of interest.

The Policy is intended to protect the integrity of OSF decision-making, the reputation of the organization, the interests of its members and funders, and the individuals who serve OSF by providing a fair process for addressing conflicts.

2. AUTHORITY AND RELATIONSHIP TO THE BYLAWS

This Policy is adopted by the Provincial Board as an OSF Governance Policy and implements the conflict-of-interest requirements of the Bylaws, including the financial conflict provisions and the ethical duties applicable to Directors, Officers and other persons acting on behalf of OSF.

Nothing in this Policy limits any duty imposed by applicable law. Where the Not-for-Profit Corporations Act, 2010 (Ontario), the Articles, Constitution or Bylaws impose a stricter requirement, that requirement prevails.

3. SCOPE

This Policy applies, as appropriate, to:

- Provincial Directors and Officers;
- Regional Chapter Board members and Chapter Officers;
- members of Provincial or Chapter committees, working groups and advisory bodies;
- employees and contractors where they participate in decisions or exercise delegated authority;
- volunteers acting in positions of trust or organizational authority; and
- any other person designated by the Provincial Board as subject to this Policy.

The statutory duties applicable specifically to Directors and Officers remain applicable to them even where this Policy uses broader language for other OSF representatives.

PART I — PRINCIPLES AND DEFINITIONS

4. CORE PRINCIPLES

- OSF interests must take priority over personal, family, business or other competing interests when an individual acts for OSF.
- Conflicts are not automatically misconduct. The central obligation is timely disclosure and appropriate management.
- A person must not use an OSF position, information, opportunity, property or influence for improper personal benefit.
- Conflict-management decisions should be proportionate, fair, documented and consistent.
- Confidentiality and privacy must be respected while ensuring sufficient transparency for proper governance.
- No person should participate in deciding how their own material conflict will be managed.

5. DEFINITIONS

5.1 Conflict of Interest

A conflict of interest exists where a person's personal, financial, professional, family, organizational or other interest conflicts, or could reasonably be seen to conflict, with the person's duty to act objectively and in the best interests of OSF.

5.2 Actual Conflict

An actual conflict exists where a competing interest is presently affecting, or is directly connected to, a decision or responsibility.

5.3 Potential Conflict

A potential conflict exists where circumstances could reasonably develop into an actual conflict.

5.4 Perceived Conflict

A perceived conflict exists where a reasonable and informed person could conclude that an individual's judgment or impartiality may be affected, even if no improper influence has actually occurred.

5.5 Related Person

A related person includes a spouse or common-law partner, parent, child, sibling, household member, close family member, business partner or another person whose relationship could reasonably affect impartial judgment.

5.6 Material Interest

A material interest is an interest of sufficient significance that it could reasonably influence, or appear to influence, a person's judgment concerning an OSF matter.

6. COMMON CONFLICT SITUATIONS

Conflicts may arise in many circumstances, including:

- a contract, purchase or payment involving the individual, a related person or a business with which the individual is connected;
- employment, consulting or volunteer opportunities involving a related person;
- grant, sponsorship, donation or funding decisions in which the individual has another organizational interest;
- use of confidential OSF information for personal or third-party advantage;
- acceptance of gifts, hospitality or benefits that could influence or appear to influence judgment;
- participation in disciplinary, complaint or appeal matters involving a close personal relationship or significant prior dispute;
- selection of vendors or service providers where a personal or financial relationship exists;
- use of OSF property, mailing lists, facilities, funds or opportunities for private benefit; and
- holding a leadership or fiduciary role in another organization whose interests may materially compete with or intersect with OSF.

PART II — DUTY TO DISCLOSE

7. GENERAL DUTY OF DISCLOSURE

A person subject to this Policy shall disclose an actual, potential or perceived conflict as soon as the person becomes aware of it and before participating in any related discussion, recommendation, decision, approval or transaction.

When uncertain whether a conflict exists, the person should disclose the circumstances and seek a determination rather than remain silent.

8. DIRECTOR AND OFFICER DISCLOSURE

A Director or Officer who has an interest in a material contract, transaction or proposed transaction involving OSF shall disclose the nature and extent of the interest in accordance with applicable law and the Bylaws.

Disclosure shall be made at the earliest time required by law and, where the matter comes before a meeting, shall be recorded in the minutes or other official record.

9. MEETING-BY-MEETING DECLARATIONS

At the beginning of each Provincial Board, Chapter Board and committee meeting, the Chair should invite members to declare any conflict relating to the agenda.

A declaration made at the start of a meeting does not replace the duty to disclose a conflict that becomes apparent later during the meeting. A member shall disclose it immediately when the relevant matter arises.

10. TERM-BASED DECLARATION

Directors and other designated governance office-holders shall complete the approved Conflict of Interest Declaration upon assuming office or appointment for the term. A new annual declaration is not required solely because a new calendar year begins.

The individual must promptly update the declaration where a material change occurs during the term. The Provincial Board may require an updated declaration where governance circumstances reasonably warrant it.

OSF's preferred approach is a declaration upon appointment/election for the term, supported by meeting-by-meeting disclosure and prompt updates when circumstances change.

11. FORM OF DISCLOSURE

Disclosure may be made verbally at a meeting for immediate recording and, where appropriate, in writing using GF-003 - Conflict of Interest Declaration or another approved record.

A disclosure should identify enough information to permit the conflict to be understood and managed, without requiring unnecessary disclosure of private information.

PART III — MANAGING A CONFLICT

12. IMMEDIATE ACTION AFTER DISCLOSURE

Once a conflict is disclosed, the Chair or other authorized person shall determine the appropriate management steps, subject to the Bylaws and applicable law.

Depending on the circumstances, the conflicted person may be required to:

a. refrain from receiving confidential material concerning the matter;

b. leave the meeting while the matter is discussed and decided;

c. not participate in discussion, recommendation, voting or approval;

d. not attempt to influence another decision-maker;

e. refrain from signing, authorizing or processing the related transaction; or

f. take another reasonable step necessary to protect impartiality and OSF's interests.

13. ABSTENTION AND ABSENCE

Where recusal is required, the conflicted person shall not vote on the matter and shall not participate in deliberations except to provide factual information if specifically requested and legally permissible.

The minutes shall record the declaration, the person's absence or abstention as applicable, and the decision taken. The minutes need not record unnecessary personal details.

14. QUORUM

The effect of a conflict and recusal on quorum shall be determined in accordance with applicable law and the Bylaws. No person shall remain in a discussion merely to preserve quorum where the law or Bylaws require the person to be absent.

15. DETERMINING WHETHER A CONFLICT EXISTS

Where there is uncertainty or disagreement, the Chair may make an initial procedural determination, subject to the Bylaws. Where the Chair has the possible conflict, the Vice-President, another disinterested presiding officer, or the appropriate Board shall address the matter.

For significant or complex matters, the Provincial Board may obtain independent legal, accounting or governance advice.

16. CONFLICT INVOLVING THE CHAIR OR PRESIDENT

Where the Chair or President has a conflict concerning a matter, that person shall disclose the conflict and shall not preside over the related discussion or decision. A disinterested person authorized under the Bylaws or meeting procedures shall preside for that item.

17. CONFLICT INVOLVING A REGIONAL CHAPTER

Regional Chapter Directors and Officers are subject to the same principles of disclosure, recusal, documentation and non-influence. A significant Chapter conflict that cannot be managed impartially at the Chapter level shall be referred to the Provincial Office or Provincial Board for guidance or determination, as appropriate.

PART IV — FINANCIAL, PROCUREMENT AND RELATED-PARTY MATTERS

18. FINANCIAL DECISIONS

A person with a material personal or related-party interest in a payment, reimbursement, contract, purchase, grant, sponsorship or other financial decision shall not approve, authorize, sign or process that transaction on behalf of OSF unless expressly permitted by applicable law and approved through a conflict-management process.

Dual-signature or dual-authorization requirements do not cure an undisclosed conflict. A conflicted authorized signer shall be replaced by another eligible signer for the transaction where practicable.

19. PROCUREMENT AND VENDORS

A person involved in selecting or recommending a vendor shall disclose any personal, family, financial or business relationship with a bidder or supplier.

Where a conflict exists, the individual shall normally withdraw from vendor evaluation, negotiation, approval and payment processes. Procurement decisions shall be documented sufficiently to demonstrate fairness and reasonable value.

20. RELATED-PARTY TRANSACTIONS

OSF should avoid related-party transactions where an equally suitable arm's-length alternative is reasonably available. Where a related-party transaction is lawful and demonstrably in OSF's best interests, it must be disclosed, reviewed by disinterested decision-makers, supported by appropriate documentation and approved in accordance with the Bylaws and applicable financial authority.

The interested person shall not use organizational influence to secure preferential treatment.

21. EXPENSE REIMBURSEMENTS

No person shall approve their own expense reimbursement. A reimbursement involving a person who normally holds approval authority shall be reviewed and approved by another authorized, disinterested person in accordance with FP-001 and SOP-004.

22. GRANTS, DONATIONS AND SPONSORSHIPS

A person shall disclose any material connection to an organization or individual seeking or providing a grant, donation, sponsorship, partnership or similar benefit where the connection could affect impartial judgment.

Funding restrictions, donor conditions and grant requirements must not be overridden to accommodate a personal or related-party interest.

PART V — GIFTS, BENEFITS AND ORGANIZATIONAL OPPORTUNITIES

23. GIFTS AND HOSPITALITY

A person acting for OSF shall not solicit or accept cash, cash equivalents, personal commissions, kickbacks or other benefits offered in connection with an OSF decision or transaction.

Nominal gifts, customary hospitality or tokens of appreciation may be accepted only where they are modest, infrequent, lawful, do not create an obligation, and could not reasonably be seen as influencing judgment.

Where the appropriateness of a gift or benefit is uncertain, it should be declined or disclosed to the appropriate Chair, Executive Director or Board.

24. ORGANIZATIONAL OPPORTUNITIES

A person shall not take for personal benefit an opportunity that properly belongs to OSF where the opportunity became known through the person's OSF position, information or resources, unless OSF has knowingly declined the opportunity through an authorized and disinterested decision.

25. CONFIDENTIAL INFORMATION

Confidential or non-public OSF information shall not be used to benefit the individual, a related person, another organization or a private business, except where authorized for legitimate OSF purposes.

PART VI — RECORDS, CONFIDENTIALITY AND OVERSIGHT

26. RECORDING CONFLICTS

Conflict disclosures and management actions shall be recorded in an appropriate manner. Depending on the matter, the record may include meeting minutes, GF-003, a conflict register, procurement records, financial approval records or another authorized document.

The Secretary or designated records custodian shall maintain governance conflict records in accordance with RMP-001 once adopted and applicable records-retention requirements.

27. CONFIDENTIALITY

Conflict information shall be handled with appropriate confidentiality and disclosed only to persons who reasonably require the information for governance, legal, financial, audit, complaint or oversight purposes.

Confidentiality shall not be used to conceal a conflict from a decision-making body that is entitled or required to know about it.

28. CONFLICT REGISTER

OSF may maintain a confidential Conflict of Interest Register recording material declarations, the date disclosed, the matter involved, the management action taken and the date resolved or updated.

The register is an administrative governance record and does not replace disclosure in meeting minutes where such recording is required.

29. RESPONSIBILITY OF THE CHAIR

The Chair is responsible for encouraging timely disclosure at meetings, ensuring appropriate recusal procedures, and supporting accurate recording of declared conflicts. The Chair does not have authority to waive a statutory or Bylaw conflict requirement.

30. RESPONSIBILITY OF THE SECRETARY

The Secretary or designated administrative officer shall ensure that declarations and meeting disclosures are appropriately recorded and retained and that approved forms are available.

31. RESPONSIBILITY OF THE INDIVIDUAL

The primary responsibility for identifying and disclosing a conflict rests with the individual who has the interest. Approval by another person does not excuse a failure to disclose.

PART VII — NON-COMPLIANCE AND REVIEW

32. FAILURE TO DISCLOSE OR COMPLY

Failure to disclose a conflict, improper participation after disclosure, misuse of confidential information, self-approval of a conflicted transaction, or interference with conflict-management measures may constitute a breach of the Bylaws, Code of Conduct, this Policy or other applicable OSF requirements.

A suspected breach may be addressed under the applicable complaints, discipline, employment, volunteer, financial-control or governance process. Corrective action shall be proportionate to the circumstances and subject to procedural fairness.

33. GOOD-FAITH DISCLOSURE

A person who makes a good-faith conflict disclosure or raises a legitimate concern about a possible conflict shall not be subjected to retaliation for doing so. This does not protect knowingly false, malicious or bad-faith allegations.

34. PAST DECISIONS AND UNDISCLOSED CONFLICTS

Discovery of an undisclosed conflict does not automatically invalidate a prior decision. The appropriate Board or authority shall assess the seriousness of the conflict, applicable law, whether the decision was materially affected, and what corrective action is legally and practically appropriate.

35. ADVICE AND INTERPRETATION

Questions concerning interpretation of this Policy may be referred to the President, Executive Director, Secretary or Provincial Board, provided that no person with the conflict makes the final determination concerning their own matter.

Legal advice should be obtained where a significant statutory, contractual, financial or fiduciary issue is involved.

36. EXCEPTIONS

No exception may be granted to a requirement imposed by applicable law, the Articles, Constitution or Bylaws.

Any administrative exception permitted under this Policy must be documented, reasonable, in OSF's best interests and approved by a disinterested authority with power to do so.

37. REVIEW AND AMENDMENT

The Provincial Board shall review this Policy at least every three years, and earlier where there is a material change in legislation, the Bylaws, governance structure or organizational risk.

Amendments require Provincial Board approval by resolution.

38. RELATED DOCUMENTS

- OSF Articles of Incorporation;
- OSF Constitution;
- OSF Bylaws;
- GP-001 - Governance Policy Framework and Policy Register;
- OSF Governance Manual;
- FP-001 - Financial Management and Signing Authority Policy;
- MP-001 - Membership Policy;
- CD-001 - Complaints, Discipline and Appeals Policy (upon adoption);
- RMP-001 - Records Management, Privacy and Information Security Policy (upon adoption);
- Chapter Operations Manual;

- SOP-004 - Paying an Invoice or Reimbursing an Expense;
- GF-003 - Conflict of Interest Declaration; and
- applicable committee Terms of Reference and financial forms.

39. POLICY APPROVAL

Approved By	Provincial Board of Directors, Ontario Seniors' Forum
Board Meeting Date	_____
Resolution No.	_____
Effective Date	_____
Next Review	Within three years or earlier as required

REVISION HISTORY

Version	Date	Description	Approved By
1.0	_____ 2026	Initial Policy	Provincial Board