

First Nations Health Authority

Board Policy



First Nations Health Authority
Health through wellness

Name	Board of Directors Conflict of Interest Policy
Type	Board of Directors

For Board Secretariat (do not fill this in)		
Document #	Effective	
BOD-24-002-006	July 3, 2024	
Board Approved Date	Verified By	Authorization (BoD Motion #)
July 3, 2024	<i>Bewan</i>	Motion 0724-BOD-05

1.0 Purpose

- 1.1 The purpose of this policy is to establish accountabilities, principles and guidance for disclosing, preventing and managing Conflicts of Interest so that the Private Interests of First Nations Health Authority (FNHA) Board Directors (Directors) do not conflict with the interests of FNHA.
- 1.2 This policy is supported by the 7 Directives and Shared Values.

2.0 Scope

- 2.1 This policy applies to the FNHA Board of Directors (Board).
- 2.2 This policy does not apply to the Members of the Society.

3.0 Statements

Principles

- 3.1 Directors have an obligation to British Columbia (BC) First Nations communities and FNHA to manage any Conflicts of Interest. Managing Conflicts of Interest ensures Private Interests and relationships are conducted in a manner that does not compromise fair and impartial decision-making and/or result in an unfair advantage to a Director, Associate(s) and/or First Nations community.
- 3.2 First Nations and FNHA expect the highest standards of conduct from the Directors. As such, Directors will act with integrity, objectivity, professionalism and in alignment with *the Board of Directors Code of Conduct* policy.
- 3.3 Directors have a commitment to FNHA as they represent the interests of First Nations in BC. They must avoid real, apparent or potential conflicts in the course of their involvement on the Board, act in a manner that will ensure the closest public scrutiny, and place the interests of FNHA ahead of their own Private Interests.



- 3.4 A Conflict of Interest occurs when a Director's Private Interests are in conflict, or may result in a perception of conflict, with the Director's role and/or duties to FNHA in such a way that the Director's
- (a) ability to act in the best interest of FNHA may be compromised;
 - (b) ability to discharge their Board duties and role may be compromised;
 - (c) actions or conduct may undermine or compromise the trust First Nations communities and the public have in FNHA;
 - (d) private relationships afford an opportunity for collusion between a Director and other individuals(s) that may have a detrimental effect on FNHA's interests.
 - (e) actions may compete with a business interest of FNHA; and/or
 - (f) actions may result in an unfair advantage.

Directives

Professional Private Interests

- 3.5 While FNHA recognizes the right of Directors to be involved in outside activities, conflict(s) should not exist between Directors' Private Interests and the discharge of their duties on behalf of FNHA.
- 3.6 Directors may hold employment with other organization(s), maintain an incorporated business, receive remuneration from public funds for activities outside their Director position and/or engage in volunteer opportunities, subject to no Conflict of Interest exists, the activities have been disclosed and deemed acceptable by the Board and/or the Private Interests do not:
- (a) represent or may be perceived to represent FNHA's opinion;
 - (b) involve the unauthorized use of FNHA Assets;
 - (c) compromise the reputation of FNHA; and
 - (d) compete with financial or business interests of FNHA.

Personal Private Interests

- 3.7 FNHA recognizes that working alongside Associates is a reality in many First Nations communities and is deeply rooted in First Nations history and culture. Qualified Associates may be employed or contracted by FNHA as long as it does not place the Director in a Conflict of Interest.
- 3.8 If a Conflict of Interest arises because an Associate has been hired for a position with FNHA, there must not be any supervisory role, direct or indirect, between the Director and an Associate.
- 3.9 Directors are prohibited from granting preferential treatment or advantages to Associates.
- 3.10 FNHA supports the involvement of Directors in Political Activities. However, a Director's Political Activities must be clearly separated from activities related to their appointment to the FNHA Board and comply with the *FNHA Society Bylaws*.
- (a) Directors must not use FNHA facilities, email addresses, or Assets in support of Political Activities.



- 3.11 If a Director becomes a Worker or Contractor of FNHA, a Member of the Society, First Nations Official, an elected federal, provincial or municipal official or First Nations Health Director, the Director must resign immediately from the FNHA Board.

Gifts

- 3.12 Directors may accept Gifts of Nominal Value of less than \$75 Canadian dollars that would not bring FNHA into disrepute if made public.
- 3.13 Directors may accept Gifts above the Nominal Value that carry traditional or cultural significance so long as receipt of the Gifts does not result in a sense of obligation to offer preferential treatment to the sender.
- 3.14 Directors may accept invitations above the Nominal Value from Contractors, suppliers or other organizations to large events, and one-on-one invitations that foster relationship-building that are infrequent and do not result in a sense of obligation.
- 3.15 Gifts that could result in a sense of obligation must be accepted on behalf of FNHA or returned to the sender.
- 3.16 Directors can not accept Gifts of alcohol products, cannabis products, Gifts that are considered inappropriate, Gifts of cash and tobacco (unless the tobacco is intended for ceremonial purposes).
- 3.17 Directors can not accept Gifts from Contractors, suppliers or other organizations that do not align with FNHA's values.
- 3.18 Directors can not accept Gifts of any form from an individual or business engaged in the request for proposal stage of the procurement process with FNHA.
- 3.19 Directors will disclose any Gifts they accept in the *Annual Declaration for FNHA Directors* form.
- 3.20 If a Director has a question as to the appropriateness of a Gift, they will seek approval from the Chairperson of the Board (the Board Chair) or quorum of the Board, as appropriate.

Confidential Information

- 3.21 Directors will comply with the *Board of Directors Code of Conduct* policy and the *FNHA Corporate Communications* policy as it applies to Confidential Information.
- 3.22 Directors will not disclose Confidential Information to any persons outside of FNHA, unless such disclosure is authorized by the Board Chair.
- 3.23 Directors will not disclose or use Confidential Information received through their position on the Board for the purposes of furthering any Private Interest or as a means of making personal gains.
- 3.24 The proper handling and protection of Confidential Information is applicable both within and outside of FNHA and continues to apply after a Director's term on the Board ends.

Conflict of Interest Board Procedures

- 3.25 Upon appointment as a Director to the Society and at the first Directors' meeting in the new fiscal year, Directors will accurately complete the *Annual Declaration for FNHA Directors* form (Attachment 9.1).



- (a) Directors will notify the Board Chair or a quorum of the Board, as appropriate, of situations that would change the information contained in the *Annual Declaration for FNHA Directors* form.
 - (b) The Board Chair will notify the quorum of the Board of any situations that would change the information contained in their *Annual Declaration for FNHA Directors* form.
- 3.26 A Director has an obligation to declare a Conflict of Interest at the earliest possible time and, in any event, prior to discussion or decision of a matter. In the case of the Board Chair, it will be disclosed to the quorum of the Board.
- 3.27 The declaration of Conflict of Interest will be a standing agenda item at all Board and committee meetings. As such, Directors are expected to declare any Conflicts of Interest for each meeting.
- 3.28 Directors who disclose a Conflict(s) of Interest at the Board or committee meetings will
- (a) refrain from further participation in any Board or committee meeting activities involving the particular matter; and
 - (b) absent themselves from the proceedings during discussion or voting on the particular matter.
- 3.29 A Director with a potential Conflict of Interest should raise the Conflict of Interest with the Board Chair. The matter will then be discussed at a meeting of the Board and a decision taken as to the best way to proceed if it is decided a Conflict of Interest exists.
- (a) The Director with a potential Conflict of Interest will not vote on any decision involving the matter.
 - (b) The Director will absent themselves during discussion and voting by the remaining Directors.
 - (c) The Director may be asked to return only to answer questions and clarify matters pertaining to the Conflict of Interest.
 - (d) The Directors will not attempt in any ways to influence the opinion of remaining Directors, and committee members in respect of the matter.
- 3.30 A Director who perceives another Director to be in a Conflict of Interest should identify the Conflict of Interest to the Board at the first opportunity. The matter will then be discussed at a meeting of the Board and a decision taken as to the best way to proceed if it is decided a Conflict of Interest exists.
- (a) The Director considered to be in a Conflict of Interest will absent themselves during discussion and voting by the remaining Directors.
 - (1) The Director may give the Board a statement on their opinion of whether a conflict exists.
 - (2) The Director may be asked to return to answer questions and clarify matters pertaining to the Conflict of Interest.
 - (3) The Directors will not attempt in any ways to influence the opinion of remaining Directors, and committee members in respect of the matter.
- 3.31 Where a Conflict of Interest is discovered after consideration of a matter, the conflict must be declared to the Board and appropriately recorded at the first opportunity. If the Board determines that the Director's involvement has, or could be perceived to have, influenced previous made decision(s), the Board must re-examine the matter and may rescind, vary or confirm its decision(s).

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3.32 The Board may seek legal advice as to whether a conflict exists and what steps can be taken to resolve the issue.

Recordkeeping

3.33 The Board will maintain all completed *Annual Declaration for FNHA Directors* forms. The forms will be held confidentially by the Board and Member Secretariat for ten (10) years from the termination or resignation of the Director.

3.34 All other Conflict of Interest disclosures will be documented in the Board meeting minutes.

Compliance

3.35 Compliance with the *Board of Directors Conflict of Interest* policy is a condition of each Director's appointment. Directors who fail to comply with this policy may be subject to Disciplinary Action up to and including immediate removal.

4.0 Responsibilities

4.1 FNHA Board of Directors: approve the *Board of Directors Conflict of Interest Policy*; hear any Conflicts of Interest from Directors and the Board Chair and address them in compliance with this policy; seek legal advice as necessary.

(a) Board Chair: avoid real, apparent or potential conflicts in the course of their involvement on the Board; disclose any Conflicts of Interest to the Board; hear any Conflicts of Interest from Directors and address them in compliance with this policy; seek legal advice as necessary.

(b) Board Directors: avoid real, apparent or potential conflicts in the course of their involvement on the Board; disclose any Conflicts of Interest to the Board Chair; disclose any Gifts they accept in the *Annual Declaration for FNHA Directors* form; accurately complete the *Annual Declaration for FNHA Directors* form; seek guidance regarding Conflicts of Interest and Gifts from the Board Chair or Board quorum, as necessary; comply with the *Board of Directors Code of Conduct* policy and the *FNHA Corporate Communications* policy as it applies to Confidential Information; excuse themselves from any meetings or decisions that could pose a Conflict of Interest.

5.0 Definitions

Asset(s): real or personal property of any kind, whether tangible or intangible, where the asset is acquired with funding received by FNHA or transferred to FNHA.

Associate(s): includes:

(a) Relatives:

- i. any person related to another: by blood, adoption or legal guardianship: parent, child, sibling, grandparent, first cousin, uncle, aunt, nephew or niece; by marriage or common-law: current or former spouse/common-law partner; brother or sister-in-law, father or mother-in-law, son or daughter in-law, step-parent, step-child, step-nephew or step-niece;



by residence: any person who shares a residence with a Person; or by circumstance: any person that has a personal relationship with a Person, romantic or otherwise.

- (b) a friend of the Director;
- (c) a corporation or other legal entity of which the Director beneficially owns, directly or indirectly, more than 20% of the voting rights;
- (d) a corporation or other legal entity operating in the health sector of which the Director beneficially owns, directly or indirectly, any of the voting rights;
- (e) a trust or estate in which the Director has a substantial beneficial interest or for which the Director serves as trustee; or
- (f) a member of a professional association of which a Director is an executive member.

Client(s): individual receiving health and wellness programs and services delivered or funded by FNHA, as well as First Nations, Métis and Inuit individuals residing in or accessing health and wellness programs and services in British Columbia.

Confidential Information: includes information and Data, in any form or medium, relating to FNHA, its business, operations, activities, planning, personnel, labour relations, suppliers and finances that is not generally available to the public, including Personal Information and information that is identified as “confidential information” in accordance with FNHA’s Policy Documents.

Conflict(s) of Interest: a situation that places individuals’ personal, professional, or financial interests in a real, potential, or apparent conflict with individuals’ duty to act in the best interests of FNHA.

1. **Real** – a real Conflict of Interest exists in the present time.
2. **Apparent** – an apparent Conflict of Interest could be perceived by a reasonable observer to exist, whether or not it is the case.
3. **Potential** – a potential Conflict of Interest could reasonably be foreseen to exist in the future.

Contractor(s): Vendors, Service Providers, Public Partner Organizations or any other individuals who provide services under a Contract for services to FNHA. Contractors cannot be Employees of FNHA.

Disciplinary Action(s): actions taken to address disciplinary issues, such as dishonesty or theft, or when other corrective or disciplinary action, such as coaching, have not been successful.

First Nations Official(s): includes:

- (a) an elected chief or councillor of an Indian band or a First Nation;
- (b) a hereditary chief of any First Nation or of any First Nations house or clan;
- (c) an elected tribal chief, president or chair of a tribal council; or
- (d) an elected official of the Assembly of First Nations or any Provincial Territorial Organization listed on the website of the Assembly of First Nations or any other organization of First Nations in Canada similar to such entities.

Gift(s): something given to another person or to an entity, usually to provide pleasure and to show gratitude or respect. May include objects, meals, entertainment, favours, discounts or other valuable considerations.

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Member(s) of the Society: The councillors appointed to the First Nations Health Council that serve on the FNHA Society, pursuant to the FNHA Bylaws.

Nominal Value: under \$75.00.

Policy Document(s): all existing documents within a policy set, including the Board approved policy that provides principles and guidance; and, consistent with approved policy, any procedures that outline specific steps to be followed.

Political Activity(ies): any activity of a political nature including running or being elected to band council, tribal council, municipal council, provincial legislature, federal parliament or Assembly of First Nations. May also include working on election campaigns of others.

Private Interest(s): means a pecuniary or economic interest or other advantages that personally benefit the Director or their Associate(s).

Public Partner Organization(s): departments, ministries and agencies of the federal and provincial governments, health authorities and affiliated agencies, government-accredited educational institutions and societies that are organized pursuant to the *Societies Act* or equivalent and are mandated to provide health and/or social services

Service Provider(s): an individual or organization that is not a Public Partner Organization that delivers or intends to deliver Health Services to First Nations communities and individuals.

Worker(s): includes individuals employed or contracted with FNHA while engaged in a FNHA work activity; specifically, employees (union, non-union; permanent, term, casual; full-time, part-time); people working at FNHA through an Interchange Agreement; people paid via third party agencies (temporary workers); contractors; consultants; trainees; students; volunteers.

Vendor(s): an individual or organization that delivers or intends to deliver Administrative Services to FNHA.

6.0 Related Documents

Mandatory Compliance Documents

6.1 This policy is subject to the following mandatory compliance documents:

Human Rights Code (British Columbia)

Societies Act (British Columbia)

7.0 Rescind and Interpretation Statements

7.1 With the approval of this policy, older versions are considered to be rescinded and are no longer in effect.

7.2 Where interpretation is required regarding the relationship between Policy Documents, the Board Chair has sole discretion to provide the interpretation.

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8.0 Summary of Changes

Replaces	Dated	Key Changes to Previous Version
BOD-21-001-006	November 1, 2021	<ul style="list-style-type: none"> • Clauses 3.1, 3.3, 3.6 have been removed as the content is not within the scope of Conflict of Interest or are irrelevant to the policy. • 'Conflict of Interest Board Procedures' updated to align with FNHA Bylaws. • Alignment with FNHA Conflict of Interest policy, where applicable. • Clauses added to the 'Gifts' section • Clause 3.33 updated to reflect FNHA records retention schedule • Technical editing updates • Updates to definitions

9.0 Attachments

- 9.1 Annual Declaration for FNHA Directors Form
- 9.2 Examples of Conflicts of Interest

9.1 Annual Declaration for FNHA Directors Form

ANNUAL DECLARATION FOR FNHA DIRECTORS FORM

This statement discloses information as of XX, 20__

1. I have read and understood the Conflict of Interest policy.

2. I have listed the details of:
 - (a) any corporation or other legal entity of which I beneficially own, directly or indirectly, more than 20% of the voting rights or interests;

 - (b) any corporation or other legal entity operating in the health sector of which I beneficially own, directly or indirectly, any of the voting rights or interests;

 - (c) any trust or estate in which I have a substantial beneficial interest or for which I serve as trustee; and

 - (d) any professional association of which I am an executive member.

3. I hold the following offices and employments in addition to my role as a FNHA Board Director¹:

4. A real, potential or apparent conflict of interest with my role as a FNHA Board Director may arise because:

5. I have received the following gifts over the \$75 nominal value in my role as a FNHA Board Director since April 1, 20__

Gift	Reason for Gift	From:	Value
<hr/>	<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>	<hr/>

¹ Please disclose all decision-making roles that you occupy whether or not these would currently give rise to a conflict of interest.

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_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

- 6. Other than as disclosed above, I do not have any relationships or interests that could compromise, or be perceived to compromise, my ability to exercise judgment with a view to the best interests of FNHA.
- 7. I agree to provide an updated Declaration annually or as may be required by changed circumstances.

Printed Name: _____

Signature: _____

- 8. I hereby acknowledge the above Conflict of Interest Declaration:

Chair Signature: _____

Date: _____

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9.2 Examples of Conflicts of Interest

Directors are expected to avoid real, apparent or potential Conflicts of Interest in the course of their involvement on the FNHA Board. Examples of Conflicts of Interest include, but are not limited to, the following:

- (a) a Director uses FNHA property, email, equipment or the Director's position, office, or FNHA affiliation to pursue Private Interests or the interests of another organization;
- (b) a Director is in a personal or familial relationship with another Director, Worker, Client or supplier of FNHA with respect to whom the Director has supervisory or decision-making authority or influence or to whom the Director could be in a position to provide or request special consideration or favour;
- (c) a Director is in a situation where the Director is under a real, potential or apparent obligation to a person who might benefit from or seek to gain special consideration or favour;
- (d) a Director, in the performance of duties on behalf of FNHA, gives or may be perceived to give preferential treatment to a Nation, band, individual, corporation, or organization, including a non-profit organization, in which the Director, or Associate of the Director, has an interest, financial or otherwise;
- (e) a Director benefits from, or is reasonably perceived by FNHA or others to have benefited from, the use of information acquired solely by reason of the Director's position; or
- (f) a Director benefits from, or is reasonably perceived by FNHA or others to have benefited from, an FNHA transaction over which the Director can influence the decision.