



***Policy Type: Board Policy***  
**DIRECTOR LOYALTY & COMMITMENT**

The purpose of this Policy is to promote public and IGNITE membership confidence in the integrity, objectivity and impartiality of the Board by:

1. Establishing principles and standards to govern the actions of the Directors;
2. Establishing clear standards for dealing with real, perceived or potential Board conflicts, applicable to all Directors;
3. Reducing the possibility of conflicts between the private interests of the Directors and their IGNITE-related duties and responsibilities; and
4. Providing the means to identify and resolve such conflicts in favour of the best interests of IGNITE.

**APPLICATION.** This Policy applies to each Director. In the event of any inconsistency between this Policy and the Constitution, the provisions of the Constitution will prevail.

**FIDUCIARY DUTY.** In accordance with the purpose of this Policy, all Directors shall act honestly, in good faith, and in the best interests of the student body and IGNITE.

**GENERAL DEFINITION.** There must be no self-dealing or business by a Director with IGNITE. A conflict arises when a Director's personal interest may take precedence over, or compete with, his or her IGNITE-related duties and responsibilities, including, but not limited to, circumstances where a Director and/or a personal friend and/or member of their family may personally benefit, either directly or indirectly, financially or otherwise, from their position on the Board or decisions made by the Board. Conflicts may be real or perceived and may develop at any time before, during, or after a Director is elected or appointed to the Board.

**OUTSIDE ACTIVITIES.** A Director must not engage in any outside activity that could conflict with his or her IGNITE-related duties and responsibilities. Conduct that could create a conflict for a Director includes, but is not limited to, engaging in outside interests or activities:

1. That could call into question the Director's ability to perform his or her IGNITE-related duties and responsibilities impartially, objectively and in the best interests of IGNITE;
2. That could interfere with the Director's ability to perform his or her IGNITE-related duties and responsibilities in a timely and effective manner.

For clarity, except in relation to IGNITE organizations or IGNITE sanctioned organizations, a Director shall not hold an Executive or Board of Director's position, of any other student association or student advocacy group throughout his or her term of office as a Director.



## **IGNITE**

**PROHIBITED USE OF POSITION.** A Director must not use, or seek the use of, his or her position as a Director in a manner that could conflict with his or her IGNITE-related duties and responsibilities. A conflict could arise in situations that include, but are not limited to, circumstances in which a Director uses his or her position to promote, advance, or advocate a personal belief contrary to the best interests of IGNITE.

### **Processes and Procedures**

**DISCLOSURE TO BOARD.** A Director must comply at all times with the provisions set out in this Policy. If a Director has contravened this Policy or may be in contravention, or potential contravention, of this Policy (a “Contravention”), the Director must declare the Contravention:

1. At the first meeting of the Board held after the Director becomes aware of the Contravention; or
2. If an individual in Contravention becomes a Director, at the first meeting of the Board after he or she is elected or appointed to the Board.

Once the contravention is disclosed to the Board, the Board will determine:

1. Whether the Contravention materially impacts the ability of the Director to comply with his or her duty to act honestly, in good faith and in the best interests of IGNITE, in which the Constitution will apply; or
2. Whether the Contravention is of a nature that can be resolved by having the Director recuse himself or herself from any discussion on the particular matter in which the Director has a material interest that constitutes a Contravention and refrain from voting on such matter, in which case the Director will not participate in any discussion or voting on the matter.

**WRITTEN DISCLOSURE.** In addition to the disclosure provisions of this Policy, a Director must promptly disclose the Contravention in writing to the Board and request that the Chairperson cause the nature and extent of the Contravention to be recorded in the minutes of the next meeting of the Board.

**REMOVAL OF CONTRAVENTION.** A Director in Contravention must take immediate positive steps to remove any existing or perceived conflicts and establish or re-establish adherence with this Policy.

**FAILURE TO COMPLY.** If a Director fails to comply with the provisions set out in this Policy, the Board will ask the Director to tender his or her resignation as a Director to IGNITE and, if he or she does not do so the Chairperson will recommend the Director’s removal in accordance with the Constitution.

*Date adopted by the Board: December 4, 2013*

*Date amended by the Board: October 1, 2014*