

The intent of this policy is to promote public and IGNITE Membership confidence in the integrity, objectivity and impartiality of the Board of Directors by:

1. Establishing principles and standards to govern the actions of individual Directors, which inevitably reflect on the Board itself;
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 a Director and 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 By-laws, the provisions of the By-laws 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 IGNITE, as represented by the Board of Directors, on behalf of the student body.

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, their 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 as the result of a decision or decisions made or about to be 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. Acting in any manner which is dishonest, or with the absence of good faith with a view to the best interests of IGNITE could have a prejudicial impact on a Director's ability to claim Indemnification as per Item 7.3 of IGNITE By-Law No. 1.

OUTSIDE ACTIVITIES

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

1. Which could call into question the Director's ability to perform their IGNITE-related duties and responsibilities impartially, objectively and in the best interests

of IGNITE; or,

2. Which could interfere with the Director's ability to perform their 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 their term of office as an IGNITE Director.

PROHIBITED USE OF POSITION

A Director must not use, or seek the use of, their position as a Director in a manner that could conflict with their IGNITE-related duties and responsibilities. A conflict could arise in situations that include, but are not limited to, circumstances in which a Director uses their 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 always comply 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 or potential contravention:

1. At the first meeting of the Board held after the Director becomes aware of the contravention or potential contravention; or
2. If an individual in contravention becomes a Director, at the first meeting of the Board after they are elected or appointed to the Board.

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

1. Whether the contravention materially impacts the ability of the Director to comply with their duty to act honestly, in good faith and in the best interests of IGNITE, in which case the By-laws will apply; or
2. Whether the contravention is of a nature that can be resolved by having the Director recuse themselves 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 or potential contravention in writing to the Board and request the Chairperson cause the nature and extent of the contravention or potential contravention to be recorded in the Minutes of the next available Meeting of the Board of Directors.

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 their resignation as a Director to IGNITE and, if they do not do so the Chairperson will recommend and document the Director's removal in accordance with the By-Laws under Item 5.8 c., or by Ordinary Resolution under Item 6.5 in the case of an Officer.

Date adopted by the Board: December 4, 2013

Date amended by the Board: October 1, 2014

Date revised: March 29, 2021