



Conflict of Interest Policy

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Article I: Purpose

The staff of Doctors For You (DFY) aspires to the highest levels of ethical conduct in all of their work for the organisation. Given the broad experience and interests of DFY's staff, from time to time, staff may serve as officers, employees, directors, trustees, or consultants to an organisation under consideration for DFY's support or for provision of goods or services. Consequently, transactions may arise during the ordinary course of DFY's work where conflicts of interest are present. DFY has adopted a conflict of interest policy to ensure the legal and ethical integrity of its decision-making and to make clear that no organisation or individual benefits inappropriately because of a relationship with either staff, partners or Board Members of DFY. The purpose of the conflict-of-interest policy is to protect DFY's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of any staff, consultant, governing body or director of the organisation or might result in a possible excess benefit transaction.

Article II: Definitions

1. **Interested Person-** Any director, principal officer, or member of a committee with governing board–delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial Interest-** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family
 - a. An ownership or investment interest in any entity with which DFY has a transaction or arrangement,
 - b. A compensation arrangement with the organisation or with any entity or individual with which DFY has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which DFY is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favours that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III: Procedures

1. Duty To Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial or interest otherwise and be given the opportunity to disclose all material facts to the directors and members of committees of DFY with governing board–delegated powers regarding a proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the governing board or committee meeting of DFY while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The President or Director of HR shall, if appropriate, appoint a disinterested person (Outside member) or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the organisation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in DFY's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts-of-Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board (for Board of Directors) or HR Dept (for regular staff, vendors or consultants) determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV: Records of Proceedings

The minutes of the governing board and all committees with board-delegated powers shall contain

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed

- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings

Article V: Annual Statements

Each director, principal officer, and member of a committee with governing board–delegated powers shall annually sign a statement that affirms such person

- a. Has received a copy of the DFY conflict-of-interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and

Article VI: Periodic Reviews

The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether partnerships, joint ventures, and arrangements conform to the DFY’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.