



NOTICE OF MOTION REGARDING ADOPTION OF A CONFLICT OF INTEREST POLICY 2019-02-07

Submitted for: February 7, 2019

WHEREAS, the Article 16.2 of the Constitution of the Students' Society of McGill University ("the Society") has a provision relating to Conflicts of Interest;

WHEREAS, the Society's previous Conflict of Interest Policy expired March 29, 2017;

WHEREAS, a Conflict of Interest Policy would help to operationalize the provisions relating to Conflicts of Interest from the Society's Constitution;

WHEREAS, the present Conflict of Interest Policy has been reviewed by the Society's General Manager and Human Resources Manager;

BE IT RESOLVED, THAT the Legislative Council of the Society adopt the Conflict of Interest Policy included in Appendix A;

BE IT FURTHER RESOLVED, THAT the policy shall expire on May 1, 2023;

BE IT FURTHER RESOLVED, THAT the policy as amended by the Society's legal counsel upon approval by the Board of Directors be returned to Legislative Council for approval.

Moved By:

Tre Mansdoerfer, *President*

Philippe Cossette, *PT/OT Representative*

Maxence Frenette, *Engineering Representative*



APPENDIX A

1. Preamble and Scope

The Students' Society of McGill University ("the Society") is committed to making decisions with integrity, transparency, and objectivity.

The Conflict of Interest Policy ("the Policy" or "this Policy") applies to Directors, Councillors, Officers, Senators, committee members (including members-at-large), non-permanent casual staff, permanent staff, and all others involved in Society decision-making processes for the duration of their involvement with the Society ("Concerned Individual(s)"). This Policy is intended to guide Concerned Individuals in independent decision-making, assist the Society and its Members in managing Conflicts of Interest – whether real or perceived – and provide a framework within which decisions in respect of Conflicts of Interest are made and, where appropriate, disciplinary measures imposed.

It is the intent of the Society that Concerned Individuals be briefed on the Policy and its contents. Regardless of the briefing, all Concerned Individuals are responsible for upholding this Policy and adhering to it in both letter and spirit.

2. Interpretation

Part I. Definitions

1. The following terms used in the Policy shall have the same definitions as those given to the same terms used in the Society's Constitution.
 - a) "Constitution"
 - b) "Councillor"
 - c) "Director"
 - d) "Election"
 - e) "Executive Committee"
 - f) "General Manager"
 - g) "Internal Regulations"
 - h) "Judicial Board"
 - i) "Legislative Council"



- j) “Member”
- k) “Nominating Committee”
- l) “Officer”
- m) “Policy”
- n) “Simple Majority”
- o) “Society” and “SSMU”
- p) “Speaker”

2. Within the meaning of the Policy,

- a) “Breach of the Conflict of Interest Policy” shall refer to a situation in which a Concerned Individual has not properly addressed a Conflict of Interest or a Perceived Conflict of Interest by failing to address it in an appropriate manner when they ought reasonably to have known to disclose it, as determined in accordance with the Policy;
- b) “Conflict of Interest” shall mean any situation that is sufficient to affect, or provide incentive to affect, the Concerned Individual’s impartiality in their conduct of Society activities, including the events and circumstances detailed herein. Provided the Conflict of Interest is appropriately recognized, disclosed, assessed, and addressed, the existence of a Conflict of Interest does not connote misconduct;
- c) “Financial Interest” shall mean any financial or pecuniary interest of any kind which, in view of all of the circumstances, is substantial enough that it would, or reasonably could, affect a Concerned Individual’s judgment and ability to independently make decisions or conduct business in the best interests of the Society with respect to their involvement with the Society;
- d) “Interpersonal Interest” shall mean any relationship a Concerned Individual has with other individuals, including but not limited to a current or former romantic or sexual partner, friend, peer, family member, colleague (from occupations including but not limited to remunerated work, student group activities, projects, student group leadership, involvements with clubs, services, independent student groups whether registered under the Society or not, and campus publications), or roommate which would, or reasonably could, affect a Concerned Individual’s judgment with respect to their involvement with the Society;
- e) “Perceived Conflict of Interest” shall mean a situation in which a Concerned Individual appears to have a Conflict of Interest or any situation which creates the appearance of a Conflict of Interest in respect of a Concerned Individual;



- f) “Professional Interest” shall mean any advantage or benefit that an individual may pursue regarding non-Society, professional affiliations, or career opportunities that would, or reasonably could, affect a Concerned Individual’s judgment with respect to such Concerned Individual’s involvement with the Society; and
- g) “Personal Interest” shall mean any personal advantage or benefit that may be pursued by a Concerned Individual , whether a Financial Interest, Interpersonal Interest, Professional Interest or otherwise;

3. Roles and Responsibilities

1. The Policy shall be administered by the Speaker of Council who shall help Concerned Individuals identify and manage Conflicts of Interest and Perceived Conflicts of Interest in accordance with this Policy.
2. The Speaker of Council may, where required, take the following actions:
 - a) seek guidance in respect of this Policy from an Ad-hoc Conflict of Interest Committee comprised of all members of the Society’s standing Accountability Committee under the Board of Directors and the Society’s General Manager; and
 - b) upon the prior approval of the committee, delegate their responsibilities contained herein to the committee.
3. Where the Speaker of Council is placed in a Conflict of Interest or Perceived Conflict of Interest, the Speaker of Council On-Call shall substitute the Speaker of Council in all matters dealing with such conflict, the whole in accordance with the procedures set forth herein.
4. In the event that the Speaker of Council is placed in a Conflict of Interest or Perceived Conflict of Interest and the Society does not have a Speaker of Council On-Call, all of the duties outlined in this document shall be deferred to the Ad-hoc Conflict of Interest Committee.



4. Conflicts of Interest

1. The following events of circumstances describe situations which may be deemed as Conflicts of Interest or may give rise to a Conflict of Interest of Perceived Conflict of Interest and should be avoided by all Concerned Individuals:
 - a) preferential treatment: a Concerned Individual using their position to influence a decision so as to further their own Personal Interests or those of a party with whom they have an Interpersonal Interest:
 - i. Interpersonal Interests between Concerned Individuals where one individual has influence or control over the other's conditions of employment are inappropriate. These relationships, even if consensual, may ultimately result in conflict or difficulties in carrying out the work of the Society. If such a relationship currently exists or develops, it must be disclosed.
 - ii. Interpersonal Interests between Concerned Individuals where both are serving on the same elected decision-making body of the Society, including the Executive Committee, Legislative Council, Senate Caucus, or Board of Directors are in a Conflict of Interest that must be disclosed and proactively managed by the Speaker or Chair(s) of that decision-making body to avoid preferential treatment and/or retaliation;
 - b) use of privileged information: a Concerned Individual disclosing to any person, including a Personal Interest or Professional Interest, information obtained in the course of their duties as a Concerned Individual, which information is not generally available to the public and which, once disclosed, may place or could reasonably be expected to place, the Concerned Individual in a situation where the interests of the Society are in conflict with those of the person having received the information;
 - c) contracts and financial transactions: a Concerned Individual who knowingly has a Personal Interest or a Professional Interest in a Society contract or business transaction that includes but is not limited to any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan or grant, the establishment of any other type of financial relationship, or the exercise of control over another organization. Such Concerned Individual shall not represent, advise, negotiate (including discussing the matter under negotiation with others within or



outside the Society where they would, or reasonably could, influence the negotiations), or make decisions for the Society on this matter;

- d) hiring: a Concerned Individual involved in a hiring process involving an Interpersonal Interest, including a family member, current or former roommate and/or a current or former romantic partner, or any other significant interpersonal relations. A Concerned Individual who is part of a hiring committee is responsible for disclosing where any person with whom they have an interpersonal relationship is a candidate for hire;
- e) outside activities: Concerned Individuals should always prioritize the interests of the Society while conducting or participating in Society business. If an external activity or affiliation creates a Conflict of Interest or Perceived Conflict of Interest, the Concerned Individual must disclose it immediately;
- f) gifts, hospitality, and other benefits: Concerned Individuals shall be prudent in choosing whether to accept a gift, hospitality, donation, or other benefit from a person, group, or organization which may influence a decision or result from securing a financial transaction between the aforementioned and the Society. Accepting gifts, hospitality, or other benefits from individuals or entities can also result in a Conflict or of Interest when the party providing the gift, hospitality, or other benefit does so under circumstances where it might be inferred that such action was intended to influence, compensate, or otherwise individually remunerate a Concerned Individual for a decision taken or business arrangement with the Society, or possibly would influence, the Concerned Individual in the performance of their duties:
 - i. A Concerned Individual may accept minor gifts as token courtesies (e.g., notepads, pens, coffee mugs, et cetera), but may not accept gifts that may put them in a position of obligation and under no circumstances any gifts from any person in excess of \$50.00 in value (be it individually or in the aggregate).
 - ii. If a Concerned Individual has any doubt about the appropriateness of accepting a gift, hospitality, donation, or other benefit, the Concerned Individual must refuse.
 - iii. The Concerned Individual is welcome to consult with the Speaker of Council after such an occurrence to be better prepared for any similar situations which may subsequently occur; and



- g) use of Society resources: Concerned Individuals shall not use Society resources, including but not limited to office supplies, building space, staff time, or funding, in pursuit of personal or professional interests. The Society permits Concerned Individuals to use Society communication devices, including but not limited to electronic mail addresses, telephones, computers, and internet connections, for personal purposes. However, a Concerned Individual's use of Society resources should not be used to the detriment of the Society. A Concerned Individual should exercise good judgment when using Society communication devices to offer personal opinions. To avoid confusion, a Concerned Individual shall add the following notice where confusion may arise in written media: "The views expressed in this medium are mine alone and do not necessarily reflect those of the Society."

5. Disclosure

1. Where a Concerned Individual becomes aware that they are in a Conflict of Interest or that a Perceived Conflict of Interest exists, including in respect of any of the matters outlined above, they must disclose this Conflict of Interest in writing, using the *Potential Conflict of Interest Disclosure Form* (Annex A), to the Speaker of Council (or Speaker of Council On-Call, if appropriate) in addition to the General Manager as soon as the Concerned Individual becomes aware of the Conflict of Interest or Perceived Conflict of Interest.

6. Intervening Period

1. In the intervening period between the disclosure of a Conflict of Interest or Perceived Conflict of Interest and the formal determination by the Speaker of Council (or Speaker of Council On-Call), the Concerned Individual must exercise their own sound and reasonable judgement as to whether they take any one of the following actions:
 - a) disclosing to the relevant decision-making body their potential conflict of interest;
 - b) the details thereof;
 - c) that a disclosure has been made to the Speaker of Council (or Speaker of Council On-Call) in accordance with this Policy;



- d) voluntarily withdrawing from a meeting when business related to the Conflict of Interest or Perceived Conflict of Interest is discussed;
 - e) voluntarily waiving their right to participate in debate or discussions related to the Conflict of Interest or Perceived Conflict of Interest is discussed; and
 - f) voluntarily waiving their right to vote on matters related to the Conflict of Interest or Perceived Conflict of Interest is discussed.
2. Instances where a Concerned Individual does not take reasonable steps to mitigate the circumstances surrounding their Conflict of Interest or Perceived Conflict of Interest may be grounds for further sanction or disciplinary processes as allowed by this and other Policies of the Society at the recommendation of the Speaker of Council (or Speaker of Council On-Call).

7. Determination of a Conflict of Interest

1. After reviewing the Concerned Individual's *Potential Conflict of Interest Disclosure Form*, the Speaker of Council (or Speaker of Council On-Call), with the General Manager may determine:
 - a) there is or was no Conflict of Interest or Perceived Conflict of Interest;
 - b) there exists or existed a Conflict of Interest or Perceived Conflict of Interest that is permissible if appropriately addressed by the relevant decision-making body, including as outlined by the remedies outlined in this Policy; or
 - c) there exists or existed a Conflict of Interest or Perceived Conflict of Interest that is not permissible and subject to the remedies herein.
2. Should the Speaker of Council or Speaker of Council On-Call feel unable to independently make a determination as stipulated above, they may form an Ad-hoc Conflict of Interest Committee with the membership set out in this Policy that will then be empowered to make the determinations set out in the foregoing section.
3. The Speaker of Council (or Speaker of Council On-Call) shall disclose in writing their determination to the Concerned Individual in question.



4. Where a Conflict of Interest exists, and the Concerned Individual expresses no desire to appeal that decision as per appeal procedure provided in this Policy, the Speaker of Council (or Speaker of Council On-Call) shall forward the determination (placing appropriate consideration to the Concerned Individual's right to confidentiality) to the Chair(s) of the relevant decision-making bodies to which the Concerned Individual's Conflict of Interest applies and to the Officer responsible for the portfolio within which the Concerned Individual in question falls, where:
 - a) For the purposes of this Policy:
 - i. Councillors fall under the President's portfolio;
 - ii. Senators fall under the Vice-President (University Affairs') portfolio;
 - iii. All Officers, including the President, fall under the collective purview of the Board of Directors as a whole;
 - iv. Individual Directors fall under the collective purview of the Board of Directors as a whole;
 - v. Permanent or non-casual staff fall under the purview of the General Manager, who falls under the collective purview of the Board of Directors as a whole; and
 - vi. Non-permanent or casual staff fall under the Officer to whom they report regularly or that is specified on their employment contract.
5. The Speaker of Council (or Speaker of Council On-Call) may exercise, at their discretion, the right to recommend any appropriate remedies to the Concerned Individual, the Chair(s) of the relevant decision-making bodies, and the Officer responsible for the portfolio within which the Concerned Individual falls.

8. Remedies to a Conflict of Interest

1. In all cases, the remedies to a Conflict of Interest do not independently resolve the Conflict but rather serve to mitigate the adverse effects on a Conflict of Interest.



2. Once a determination has been made by the Speaker of Council (or Speaker of Council On-Call), they may recommend for adoption by the decision-making body any of the following remedies along with their written determination:
 - a) proactive management of the situation by the Speaker or Chair(s) of that decision-making body to assure that the rights of all parties are protected, the work of the Society can continue in good order, and that no Concerned Individual participates in discussions, debates, or decisions on matters with which they have a Conflict of Interest;
 - b) barring the Concerned Individual from any discussions on the matter being addressed;
 - c) allowing the Concerned Individual to be present during discussions but without allowing the Concerned Individual to contribute to any such discussions or voting on the subject matter thereof;
 - d) allowing the Concerned Individual to be present during discussions and allow the Concerned Individual to contribute to any such discussions but not voting on the subject matter thereof; and
 - e) allowing the Concerned Individual to be present during discussions and voting on the subject matter thereof.

9. Appeal Procedure Following a Determination

1. A Concerned Individual may appeal a decision of the Speaker of Council (or Speaker of Council On-Call) to the Judicial Board by following the procedures set out in the Judicial Board Internal Procedures governed by the deadlines contained therein.
2. The Chair(s) of the relevant decision-making body to which this Conflict of Interest may apply and the General Manager must be informed that the Concerned Individual has appealed the matter to the Judicial Board, and that decision-making should be postponed if possible during that period. The Chair(s) must respect the Concerned Individual's right to confidentiality, according to this Policy and the recommendations of the Speaker of Council (or Speaker of Council On-Call).



10. Accusation of Breach and Breaches

1. If a person other than the Concerned Individual believes another person within the scope of this Policy has breached the Conflict of Interest Policy, that individual shall be responsible for disclosing this in writing to the Speaker of Council (or Speaker of Council On-Call) using the *Potential Conflict of Interest Disclosure Form* (Annex A).
2. In instances of an accused breach of this Policy, the procedures outlined in sections 7 and 8 of this Policy shall apply in determining whether a Conflict of Interest exists and the appropriate remedies to mitigate the Conflict of Interest.
3. Any Conflict of Interest or Perceived Conflict of Interest shall be addressed in such a manner as to preserve the interests of the Society. Where the Speaker of Council (or Speaker of Council On-Call) determines that a breach of this Policy has occurred, the matter shall be referred to the relevant decision-making body to determine the consequence(s) of such breach with the recommendations of the Speaker of Council (or Speaker of Council On-Call), the whole in accordance with the following procedure, in circumstances of any Conflict of Interest or Perceived Conflict of Interest which are material or which cannot be effectively addressed except by a substantial change in circumstance:
 - a) the removal of the Concerned Individual from the decision-making body or from office;
 - b) any breach relating to hiring may result in re-hiring when permitted by law, and may result in the Concerned Individual's removal from office;
 - c) any breach relating to the use of privileged information or financial transactions may result in the suspension or removal of the Concerned Individual from office;
 - d) any breach relating to gifts, hospitality, and other benefits may result in the Concerned Individual being asked to return the gift or benefit, donate the gift or benefit to a charitable organization under the *Income Tax Act* deemed suitable by the relevant decision-making body, and/or removal of the Concerned Individual from office; and
 - e) any breach relating to the use of Society resources may result in temporary suspension from use of the relevant property and/or communication device(s) and the



required issuance of a formal apology for inappropriate conduct and/or removal of the Concerned Individual from office.

4. The consequences of a breach of the Conflict of Interest Policy outlined above notwithstanding, the Speaker of Council (or Speaker of Council On-Call) may also recommend the issuance of an apology, the undertaking of any professional development for the Concerned Individual to help avoid future Conflicts of Interest, or other fair and reasonable steps appropriate to address a breach of the Policy.

11. Confidentiality

1. Except as required by law and this Policy, any information disclosed by any person to the Speaker of Council (or Speaker of Council On-Call) and the General Manager is confidential unless the relevant individual consents to its public release. This provision shall not apply to Directors, Officers, Councillors, Senators, or any other of the Society's elected representatives, except in the case that the Speaker of Council (or Speaker of Council On-Call) decides publication of such information would cause undue harm to the Concerned Individual or another party.
 - a) The Speaker of Council (or Speaker of Council On-Call) shall act in respect of constituents' right to access information regarding the conduct of their elected representatives.
 - b) In matters relating to the Society's finances, matters of ongoing litigation, disposition or acquisition of property by the Society, or negotiations with employees or matters regarding human resources, the General Manager of the Society must be consulted as to the appropriateness of any releases.

11. Special Provisions

Part I. Employment of Councillors



1. A Councillor who is also employed by the Society shall be deemed to be in a Conflict of Interest but may continue to serve as a member of the Legislative Council, provided certain conditions are met.
2. Where a Conflict of Interest exists or arises, the Councillor shall notify the Speaker of Council and the Speaker of Council On-Call of the Conflict of Interest:
 - a) in the case of a Councillor who is employed by the Society at the time of their Election or who becomes employed by the Society shortly thereafter, prior to the first meeting of the Legislative Council at which they will serve as a Councillor; or
 - b) in the case of a Councillor who becomes an employee of the Society during their term, prior to the next meeting of the Legislative Council.
3. The Speaker shall notify the Legislative Council of the existence of a Conflict of Interest.
4. Councillors with a Conflict of Interest shall abstain from voting on matters materially connected with their employment at the Society or related to decisions that they have worked on, researched, recommendations that they bring to Legislative Council by means of their employed position with the Society.
5. Councillors with a Conflict of Interest shall remove themselves from confidential sessions where the matters discussed are materially connected with their employment at the Society, but may be present for any In-Camera Sessions, provided they continue to comply with the requirement to abstain from voting on matters materially connected with their employment at the Society.
6. Councillors with a Conflict of Interest shall at all times comply with this Policy.
7. Failure to notify the Speaker of a Conflict of Interest or to comply with any other provisions herein constitutes a breach of this Policy to be addressed in accordance with section 10 of this Policy.

Part II. Post-Script

1. This Policy is part of the Society's broader commitment to ethical and responsible action. The Society encourages Concerned Individuals to educate themselves about ethics and to ask questions whenever they encounter a situation that raises ethical questions they cannot



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Located on Haudenosaunee and Anishinaabe, traditional territories

readily answer. A culture of transparency, accountability, and integrity is essential to maintaining public faith in the Society while pursuing its best interests.

FOR APPROVAL



POTENTIAL CONFLICT OF INTEREST DISCLOSURE FORM

A. Your Information (provide your contact information and the nature of the potential conflict of interest)	
First name	Last name
Telephone number	Email address
Group <input type="checkbox"/> Director/Officer <input type="checkbox"/> Councillor/Senator <input type="checkbox"/> Staff (including casual) <input type="checkbox"/> Committee Member (Member-at-Large)	Conflict type <input type="checkbox"/> Financial <input type="checkbox"/> Interpersonal <input type="checkbox"/> Professional <input type="checkbox"/> Personal
Position title	Date you became aware of the potential conflict (yyyy/mm/dd)
B. Potential Conflict of Interest Party (provide the contact information for the other party)	
First name	Last name
Telephone number	Email address
Group <input type="checkbox"/> Director/Officer <input type="checkbox"/> Councillor/Senator <input type="checkbox"/> Staff (including casual) <input type="checkbox"/> Committee Member (Member-at-Large) <input type="checkbox"/> External/Outside the Society	Possible conflicts you have/may be engaged in with this Party <input type="checkbox"/> Preferential treatment/hiring <input type="checkbox"/> Use of privileged information/outside activities <input type="checkbox"/> Contracts and financial transactions <input type="checkbox"/> Gifts, hospitality, other benefits <input type="checkbox"/> Use of Society resources
C. Details of Potential Conflict of Interest (answer all questions that are applicable, leaving others blank)	
Describe the nature of the relationship between you, the Society, and the Party (ongoing business relationships, sought/future business relationships, existing contracts, services you or the Society receive/provide, employment arrangements, interpersonal relationships)	
Describe the nature of any privileged information (not the content) that has been disclosed and the way in which it was used	
Describe conflicts with negotiations of contracts or financial transactions that you are a part of for the Society	



Describe any individuals that you have or may be interviewing for positions within the Society
Describe any outside activities that you engage in that may or have conflicted with your responsibilities at/to the Society
Describe any personal or financial benefits you personally may or have received from the Party and their estimated value
Describe any gifts, hospitality, or other benefits you may or have received and their estimated value
Describe the circumstances under which a gift, hospitality, or other benefit may be or was offered
Describe any Society resources you have or may potentially use due to your Conflict of Interest
D. Declaration
I, the undersigned, affirm that I have completed this Potential Conflict of Interest Disclosure honestly and to the best of my knowledge and ability. I will undertake to limit the effects of my Potential Conflict of Interest as outlined in <i>Section 6 - Intervening Period</i> until a formal determination is made. I further agree to be bound by the determination made and any appeals thereof.

Date (yyyy/mm/dd) Signature

DIRECTIONS

- Complete this form electronically or in print with blue or black ink
- Print and sign where indicated (note that electronic signatures are not accepted)



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- Submit this form...
 - scanned via email to speaker@ssmu.ca and gm@ssmu.ca; or
 - in-person to the SSMU Offices to the attention of the Speaker of Council *and* the General Manager

FOR APPROVAL