

**THE GAIRDNER FOUNDATION
CONFLICT OF INTEREST POLICY
November 2017**

A. INTERPRETATION

For purposes of this Policy, the following terms have the following meanings:

- (a) **“Designated Official”** refers to the following:
 - (i) the Chair, in the case of all of the Directors and Officers, except for the Chair, or the Vice-Chair of the board of Directors of the Foundation, in the case of the Chair; and
 - (ii) the President of the Foundation, in the case of all of the Employees except for the President and the Scientific Director of the Foundation;
- (b) **“Officers”** refers to the individuals appointed as the officers of the Foundation from time to time and includes the Chair, the Vice-Chair, the President and the Scientific Director of the Foundation or any other individual who performs functions for the Foundation similar to those normally performed by an individual occupying any of those offices and **“Officer”** means any one of them.

B. APPLICATION AND OBJECTIVE

This Policy applies to all Directors, Officers and Employees in the course of their participation in, and activities with, the Foundation, each of whom is required to act in the best interests of the Foundation and to avoid a conflict of interest with the Foundation.

This Policy establishes the requirements that must be observed by all Directors, Officers and Employees to reduce the risk of conflicts of interest and to identify and resolve such conflicts of interest should they arise. All Directors, Officers and Employees must comply at all times with the conflict of interest provisions set out in this Policy.

C. DEFINITION OF CONFLICT OF INTEREST

A conflict of interest arises where a reasonable person would consider a Director, Officer or Employee to have a personal or financial interest that may conflict with their ability to act in good faith and in the best interest of the Foundation.

The recognition of a real, perceived or potential conflict of interest is a matter of judgment and the primary responsibility for recognizing a conflict of interest rests with each individual Director, Officer or Employee in the course of his or her participation in, and activities or employment with, the Foundation, as applicable.

Without limiting the terms of the general definition above, a Director, Officer or Employee is in a conflict of interest with the Foundation under the following circumstances:

- (a) the Director, Officer or Employee is in any way directly or indirectly interested in a proposed contract, actual contract or other matter involving the Foundation; or
- (b) the Director, Officer or Employee has a direct or indirect financial interest in a matter involving the Foundation, as applicable; or
- (c) the Director, Officer or Employee uses or attempts to use information gained in his or her capacity as a Director, Officer or Employee for personal gain, including to gain employment, to hold office in any other organization or in any personal undertaking; or
- (d) the Director, Officer or Employee has the opportunity to influence the Foundation’s awards process.

D. DUTY TO DECLARE CONFLICT OF INTEREST

Where a Director, Officer or Employee believes that he or she has a conflict of interest with a proposed contract, actual contract or other matter involving the Foundation, he or she must declare such interest in writing or request to have it entered into the minutes of a meeting of the Directors, as follows:

- (a) at the meeting of the Directors at which the proposed contract, actual contract or other matter is first taken into consideration;
- (b) if the Director is not, at the date of that meeting, interested in a proposed contract, actual contract or other matter, as soon as he or she becomes so interested;

If a contract or other material, whether entered into or proposed, is one that, in the ordinary course of the Foundation's activities, would not require approval by the Directors or Members of the Foundation, a Director, Officer or Employee shall, immediately after he or she becomes aware of the contract or other matter, disclose in writing to the Foundation, or request to have entered in the minutes of a meeting of Directors or of a committee of Directors, the nature and extent of his or her interest.

A Director, Officer or Employee shall declare his or her conflict of interest to the Designated Official.

E. RECORDING IN MINUTES

Any conflict of interest declaration made by a Director shall be recorded in the minutes of the meeting of Directors at which such declaration was made or at the next meeting following receipt by the Designated Official of a conflict of interest declaration.

F. PROHIBITION ON PARTICIPATION

A Director, Officer or Employee who has a conflict of interest:

- (a) must not participate in further discussions or decision-making on the proposed contract, actual contract or other matter giving rise to such conflict of interest, and, in the case of a Director, must not vote or attempt to influence the vote on any resolution to approve the proposed contract, actual contract or other matter involving the Foundation;
- (b) shall remove himself or herself from that portion of a meeting during which the matter giving rise to his or her conflict of interest is under discussion; and
- (c) shall not discuss a matter about which another Director, Officer or Employee has a conflict of interest with such other Director, Officer or Employee.

G. QUORUM

Where a conflict of interest has been declared by a Director at a meeting of Directors, the Chair must ensure that a quorum remains to consider the proposed contract, actual contract or other matter involving the Foundation. If, at a meeting of the Directors, there is an insufficient number of Directors without a conflict of interest remaining to constitute a quorum, the Chair shall defer consideration of the proposed contract, actual contract or other matter until such time as a quorum is present.

H. GIFTS, HOSPITALITY AND OTHER BENEFITS

Gifts, hospitality or other benefits shall not be given or received by any Director, Officer or Employee in the course of his or her participation in, and activities with, the Foundation, if the gift, hospitality or other benefit could, or could be perceived to, influence his or her judgment or performance of his or her duties and responsibilities in the Foundation.

I. ACKNOWLEDGMENT AND UNDERTAKING

In recognition of the importance of this Policy, all Directors, Officers and Employees shall be provided with a copy of this Policy and shall be requested to sign an acknowledgment of its receipt and an undertaking to comply with its procedures and guidelines.