



POLICY AND PROCEDURE

Policy Area: Governance Policy Number: G 020

Policy Name: Board Conflict of Interest

In their capacity as directors, the members of the Board of Directors (the "Board") of Cycling BC must act at all times in the best interests of Cycling BC. The purpose of this policy is to help inform the Board about what constitutes a conflict of interest, assist the Board in identifying and disclosing actual and potential conflicts, and help ensure the avoidance of conflicts of interest where necessary. This policy may be enforced against individual Board members as described below.

Conflict of Interest refers to real or perceived situations in which a board member has a private or personal interest sufficient to appear to influence the objective exercise of his or her official duties.

Policy:

1. Board members have a fiduciary duty to conduct themselves without conflict to the interests of Cycling BC. In their capacity as Board members, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of Cycling BC.
2. All conflicts of interest are not necessarily prohibited or harmful to Cycling BC. However, full disclosure of all actual and potential conflicts, and a determination by the disinterested Board members – with the interested Board member(s) recused from participating in debates and voting on the matter – are required.
3. All actual and potential conflicts of interests shall be disclosed by Board members to the Cycling BC Board through the annual disclosure form and/or whenever a conflict arises. The disinterested members of the Cycling BC Board shall make a determination as to whether a conflict exists and what subsequent action is appropriate (if any). The Cycling BC Board shall inform the Board member in conflict of such determination and action. The Board shall retain the right to modify or reverse such determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.

Procedure:

5. On an annual basis, all Board members shall be provided with a copy of this policy and required to complete and sign the acknowledgment and disclosure form below. All



POLICY AND PROCEDURE

completed forms shall be provided to and reviewed by the Cycling BC Ethics Committee, as well as all other conflict information provided by Board members.

Date Reviewed: April 9, 2019

Date approved: March 9, 2023

Next Review: 01/2025



POLICY AND PROCEDURE

Board of Directors Conflict of Interest Policy and Disclosure Form

ACKNOWLEDGMENT AND DISCLOSURE FORM

I have read the Cycling BC Board Conflict of Interest Policy set forth above and agree to comply fully with its terms and conditions at all times during my service as a Cycling BC Board member. If at any time following the submission of this form I become aware of any actual or potential conflicts of interest, or if the information provided below becomes inaccurate or incomplete, I will promptly notify the Cycling BC President & CEO in writing.

Disclosure of Actual or Potential Conflicts of Interest:

Board Member Signature:

Board Member Printed Name:

Date: _____