MS Canada
Policy Manual

Policy Direction: Conflict of Interest for All Directors, Committee Members, and Employees

Rationale and Relationship to Vision, Mission, and Values

MS Canada is a highly respected and well-known organization throughout Canada. In order to maintain the high level of public support and respect that it enjoys, it is essential that the affairs and business of MS Canada be conducted professionally, objectively and without interference, or the appearance of interference, arising from personal interests of the individuals involved in making decisions for the organization.

In order to achieve that goal, MS Canada requires that all directors, committee members and employees refrain from placing themselves in a position that could foreseeably produce a conflict of interest or the perception of a conflict of interest or which could potentially give rise to a conflict of interest between their own self-interest and the best interests of MS Canada.

Policy Objective

MS Canada continually strives to protect its business interests from real or potential conflicts of interest, and has adopted this policy to outline procedures for avoiding and reporting various situations where a conflict of interest may arise.

Application of the Policy Direction

This policy direction applies to all Board Directors, Board committee members and employees.

Authorization

The policy was first approved by the Board of Directors of the MS Society of Canada on September 16, 2010.

Policy Details

Definition of a Conflict of Interest

MS Canada – Policy Manual	
Applies to:	Directors, Board Committee Members and Employees
Frequency of review:	Three years or less
First approved:	September 16, 2010
Last reviewed:	June 22, 2026
Next scheduled review:	June 2029

According to the Conflict of Interest Act of Canada, a Conflict of Interest (COI) is "a situation in which the public servant, (or in the case of MS Canada, a director, committee member or employee) has private or organizational interests that could improperly influence the performance of their official duties and responsibilities or in which the public servant (director, committee member or employee) uses their office for personal gain… A ***real*** conflict of interest exists at the present time… an ***apparent*** conflict of interest could be perceived by a reasonable observer to exist, whether or not it is the case, and a ***potential*** conflict of interest could reasonably be foreseen to exist in the future." It is important to note that real, apparent and potential COI are equally important.

Conflicts of interest include situations:

- Where personal and/or financial and/or organizational considerations compromise judgment in any duties or responsibilities a director, committee member or employee has in fulfilling their responsibilities for MS Canada.
- Which could impair or appear to impair a director, committee member or employee's abilities to act in the best interest of MS Canada.
- Where the director's, committee member's or employee's actions would compromise or undermine the trust which the public places in MS Canada.

Reporting of a Conflict of Interest

Directors, committee members and employees must openly disclose a potential, real or perceived conflict of interest as soon as the issue arises in writing to the Chair of the Board/Committee or President & CEO respectively.

It is the responsibility of other Board/committee members and employees who are aware of any real, potential or perceived conflict of interest on the part of a fellow Board director/committee member or employee to raise the issue for clarification, first with the director/member/employee and, if still unresolved, with the Board Chair.

In the event of disagreement about whether a particular situation involving a Board Director, Board Committee member or employee creates a conflict of interest, a conflict of interest panel composed of the Board Chair, the Chair of the Governance Committee and another Board member chosen by the Chair (or, in the case of an employee, the President) will decide whether a situation conflicts with the interests of the organization. The decision of the majority of the panel will be final.

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In the event of a COI for the Chair of the Board, the Chair will disclose the COI to the Chair of the Governance Committee, which will appoint a member to the conflict of interest panel to replace the Chair. If the COI is not resolved using the above procedure, the Board/Committee member will either remove themselves from the conflicting situation or step down from the Board/Committee position.

Managing a Conflict of Interest

Directors, committee members and employees shall not vote/approve/be a decision-maker on any resolution where they have a conflict of interest. Further, directors, committee members and employees who have a conflict of interest shall not participate or be permitted to hear the Board's/committee's/executive team's discussion of the matter except to disclose material facts and to respond to questions. Such individual shall not attempt to exert their personal influence with respect to the matter, either at or outside the meeting.

The COI is to be entered in the minutes of the meetings of the Board / committees / executive team.

The Board has the authority, at its discretion, to revisit a previous Board decision that may have been influenced by a COI which had not been disclosed.

Avoiding a Conflict of Interest

No directors, committee members and employees shall accept transfers of economic benefit from any person or organization which has or seeks to have a business relationship with MS Canada other than incidental gifts with a value of less than $250, customary hospitality, or other benefits of nominal value. All gifts above the value of $250 require approval of the Board in order to be accepted by the individual.

No directors, committee members or employees, their spouse or their close family member shall knowingly take advantage of or use to their benefit any information not generally available to the public and which is obtained in the course of their duties and responsibilities for MS Canada.

No directors, committee members or employees, their spouse or their close family member shall disclose confidential information obtained by them through the course of their duties and responsibilities for MS Canada.

Executive Champion

The MS Canada President and Chief Executive Officer (CEO) is the executive champion for the conflict of interest policy direction.

Monitoring and Compliance

The President and Chief Executive Officer is responsible for leading the monitoring of the application and compliance of this policy direction and any related procedures in conjunction with other members of the Executive Team.

On an annual basis, all Board Directors, Board committee members and employees must acknowledge compliance with this policy direction and the related procedures.

Related Policies, Legislation

Other MS Canada policies that complement and support this policy direction include:

- Privacy and Confidentiality Policy
- Industry Partner Relationships Policy.

Policy Review

The policy direction is to be reviewed at a minimum every five (5) years.

- Reviewed and approved February 26, 2015
- Reviewed and approved February 2018
- Reviewed and approved May 2021
- Reviewed and approved June 2026

Definitions:

Executive Team - The most senior level of staff leadership within MS Canada comprised of the president and chief executive officer; division presidents; senior vice-president(s) and vice-president(s). One person may hold more than one position. The president and chief executive officer may alter the composition of the executive team as required from time-to-time.

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