

Conflicts of Interest Policy

Background

1. Representatives who act on behalf of Esport Canada have a duty to act in the best interests of Esport Canada above any personal stake they may have in the operations of Esport Canada. Directors are required, by law, to act as a trustee (in good faith, or in trust) of Esport Canada. Representatives must not put themselves in positions where making a decision on behalf of Esport Canada is connected to their own pecuniary or non-pecuniary interests.
2. Esport Canada is incorporated under the Canada Not-for-profit Corporations Act (the “Act”) and is governed by the Act in matters involving a real or perceived conflict between the pecuniary or non-pecuniary interests of Directors, Officers and other individuals in decision-making or decision influencing roles, and the broader interests of Esport Canada.
 - a. A pecuniary interest involves money and may include a direct or indirect financial gain, or the mitigation of financial loss, for the individual or another person with whom that individual is associated.
 - b. A non-pecuniary Interest involves relationships, and may include family relationships, friendships, volunteer positions in other associations or other interests that do not involve the potential for financial gain or loss.

Purpose and Application

3. Esport Canada strives to reduce and eliminate conflicts of interest at Esport Canada by being aware, prudent, and forthcoming about potential conflicts. This Policy describes how Representatives will conduct themselves in matters relating to conflicts of interest, and will clarify how Representatives shall make decisions in situations where conflict of interest may exist.
4. This Policy applies to all Representatives.

Obligations

5. Any real or perceived conflict of interest, whether pecuniary or non-pecuniary, between a Representative’s personal interest and the interests of Esport Canada, shall always be resolved in favour of Esport Canada.
6. Representatives will not:

- a. Engage in any business or transaction, or have a financial or other personal interest, that is incompatible with their official duties with Esport Canada, unless such business, transaction, or other interest is properly disclosed to, and approved by, Esport Canada;
- b. Knowingly place themselves in a position where they are under any obligation to any person who might benefit from special consideration or who might seek preferential treatment;
- c. In the performance of their official duties, give preferential treatment to family members, friends, colleagues, or organizations in which their family members, friends, or colleagues have an interest, financial or otherwise;
- d. Derive personal benefit from information that they have acquired during the course of fulfilling their official duties with Esport Canada, if such information is confidential or unavailable to the public;
- e. Engage in any outside work, activity, or business or professional undertaking that conflicts or appears to conflict with their official duties as a Representative of Esport Canada, or in which they have an advantage or appear to have an advantage on the basis of their CSCS with Esport Canada;
- f. Without the permission of Esport Canada, use Esport Canada's property, equipment, supplies, or services for activities not associated with the performance of their official duties with Esport Canada;
- g. Place themselves in positions where they could, by virtue of being a Representative, influence decisions or contracts from which they could derive any direct or indirect benefit;
- h. Accept any gift or favour that could be construed as being given in anticipation of, or in recognition for, any special consideration granted by virtue of being a Representative. Disclosure of Conflict of Interest

Disclosure of Conflicts

7. After an appointee is appointed to a role, said appointee has an ongoing obligation to recognize new, real or perceived conflicts of interest and report them to the chair of their committee or supervisor.
8. Representatives shall disclose real or perceived conflicts of interest to Esport Canada's Board of Directors (the "Board") immediately upon becoming aware that a conflict of interest may exist so the above-mentioned conflict can be appropriately assessed.

Managing Conflicts of Interest; Minimizing Conflicts of Interest in Decision-Making

9. Decisions regarding a Representative's conflict of interest will be considered and decided with the following additional provisions:

- a. The nature and extent of the Representative's interest has been fully disclosed to the body that is considering or making the decision, and this disclosure is recorded or noted;
 - b. The Representative does not participate in discussion on the matter;
 - c. The Representative abstains from voting on the decision;
 - d. For board-level decisions, the Representative does not count toward quorum;
 - e. The decision is confirmed to be in the best interests of Esport Canada.
10. For potential conflicts of interest involving employees, Esport Canada's Board will determine whether there is there a conflict and, if one exists, the employee will resolve the conflict by ceasing the activity giving rise to the conflict. Subject to the terms of any individual employment agreement, Esport Canada will not restrict employees from accepting other employment contracts or volunteer appointments provided these activities do not diminish the employee's ability to perform the work described in the employee's employment agreement with Esport Canada or give rise to a conflict of interest.

Conflict of Interest Complaints

11. Any person who believes that a Representative may be in a conflict of interest situation should report the matter in writing (or verbally if during a meeting of the Board or any committee) to Esport Canada's Board, who will decide appropriate measures to eliminate the conflict in an efficient manner.
12. Esport Canada's Board decision as to whether or not a conflict of interest exists will be governed by the following procedures:
- a) Copies of any written documents to be considered by the Board will be provided to the Representative who may be in a conflict of interest situation.
 - b) The Representative who may be in a conflict of interest situation will be provided an opportunity to address Esport Canada's Board orally or, if granted such right by Esport Canada's Board, in writing.
 - c) The decision will be by a majority vote of Esport Canada's Board.
13. If the Representative acknowledges the conflict of interest, the Representative may waive the right to be heard, in which case Esport Canada's Board will determine the appropriate outcome or sanction.

Decision

14. After hearing and/or reviewing the matter, Esport Canada's Board will determine (i) whether a conflict of interest exists and, if so, (ii) the sanctions, if any, to be imposed.

Sanctions

15. The Board may apply the following actions singly or in combination for real or perceived conflicts of interest:
 - a) Removal or temporary suspension of certain responsibilities or decision-making authority.
 - b) Removal or temporary suspension from a designated position, including employment.
 - c) Removal or temporary suspension from certain teams, events and/or activities.
 - d) Expulsion from Esport Canada;
 - e) Other actions as may be considered appropriate for the real or perceived conflict of interest, in the Board's sole discretion.
16. The Board may determine that an alleged real or perceived conflict of interest is of such seriousness as to warrant suspension of designated activities pending a meeting and a decision of the Board.

Enforcement

17. Any person who believes that an Individual has made a decision that was influenced by real or perceived conflict of interest may submit a complaint, in writing, to Esport Canada to be addressed under Esport Canada's *Discipline and Complaints Policy*.

Appeals

18. Decisions made pursuant to this Policy are subject to appeal pursuant to the *Appeal Policy*.

Privacy

19. The collection, use and disclosure of any personal information pursuant to this Policy is subject to Esport Canada's *Privacy Policy*.