Canadian Foundation for Women's Health

Conflict of Interest and Anti-Corruption Policy

July 2026

PURPOSE:
This Policy establishes a framework for identifying, disclosing and managing real, potential and perceived conflicts of interest, as well as corruption-related risks, so that decisions made on behalf of the Canadian Foundation for Women's Health (CFWH; the Foundation) are fair, transparent and in the best interests of the Foundation.

This Policy applies to Directors of the Board, Board Committee members and other individuals involved in decision-making on behalf of the Foundation (collectively, "Stakeholders").

BACKGROUND:
The Canadian Foundation for Women's Health is committed to maintaining the highest standards of trust and integrity in all aspects of its affairs with leadership from its Board of Directors.

As a charitable organization, the Foundation must meet high ethical standards to merit the trust of its partners, donors, governments and the public. This trust depends on ethical behaviour throughout the organization and on fair, well-informed decision-making.

Conflict of interest can arise naturally from being active in research, financial, industry, community or organizational activities. The existence of a conflict is not necessarily improper. Sometimes the ability to make a decision is affected by other interests (personal or professional) of individuals in the organization. Such conflict-of-interest situations are a regular part of organizational and personal life and cannot simply be eliminated.

Failure to comply may harm the reputation, funding or integrity of both CFWH and the individual.
Impropriety arises from failure to:

- Recognize
- Disclose [to CFWH and the other party]
- Address [Management Plan: recuse, neutralize or divest]

This Policy does not replace the roles that professional bodies play in regulating ethical conduct.

CONFLICT OF INTEREST

Definitions:

Conflict of Interest

- A conflict of interest is a situation where a reasonable person would consider a covered person (Stakeholder) to have an interest that may conflict with the covered person's ability to act in good faith and in the best interest of the CFWH.
- A conflict of interest may be real, potential or perceived and exists when a covered person has an existing or potential interest in any entity, transaction or arrangement in which the CFWH also has an existing or potential interest, or when a covered person will derive a financial or other benefit directly or indirectly from the CFWH.
- Conflict of Interest also occurs in a research context when personal considerations may appear to compromise the member's judgment in reviewing research grant applications.

Real Conflict of Interest exists when a Stakeholder has a private interest that is sufficiently connected to their duties and responsibilities to the Foundation that it influences the exercise of these duties and responsibilities.

Potential Conflict of Interest exists when a Stakeholder has a private interest that could influence the performance of a Stakeholder's duties or responsibilities, provided that they have not yet exercised that duty or responsibility.

Perceived Conflict of Interest exists when reasonably well-informed persons could properly have a reasonable belief that a Stakeholder has a Real Conflict of Interest but upon review it is determined that there is no real conflict in fact.

Designated Person shall be the Chair of the Board or Committee, as applicable, unless the Stakeholder is the Chair, then the Designated Person shall be the Executive Director, or in their absence, the Vice-Chair of the Board.

Declaration of Interests

1. **Declare a Conflict**
   A Stakeholder must declare a conflict of interest situation at the earliest opportunity. At any time during or outside the Board meetings that a known, perceived, or potential conflict of interest arises, such concern should be communicated to the Designated person, copying the Executive Director when appointed, as appropriate. In cases where conflict cannot be avoided, the Stakeholder must declare a conflict of interest at the earliest opportunity to the Designated Person, and at the same time, should declare the general nature of the conflict to the Designated Person.

2. **Discuss it.**
   Where a Stakeholder is unsure of whether they are in conflict, the Stakeholder should raise and discuss the perceived potential conflict with the Designated Person and obtain the Designated Person's directions.

3. **Report it.**
   Any Stakeholder who perceived another Stakeholder to be in conflict of interest in a matter under consideration must raise this concern with the Designated Person. The Designated Person, in turn, must discuss the matter with the Stakeholder who is perceived to be in conflict and as appropriate, hold further discussions with the first Stakeholder. If the discussions do not lead to a resolution, the matter must be brought to the Board, and the Board must determine by majority vote whether or not a conflict of interest exists. The Stakeholder perceived to be in conflict must refrain from voting.

Annual Disclosure: All board directors, committee members and staff in decision-making roles must formally sign an annual declaration of their outside business interests, affiliations, and directorships.

Board of Director meetings: The chair of each meeting of directors or committees will ask all present to declare any conflicts of interest for the agenda items to be discussed.

Recusal and Abstention: Individuals with a real or perceived conflict must remove themselves from any discussions, recuse themselves from voting, and abstain from signing related contracts or agreements.

Record-Keeping: All declarations will be securely filed.
Annual reports will be provided to the Board on the overall situation of conflict of interest of Stakeholders.

Managing a Conflict of Interest
Where a Stakeholder has declared or has been found to be in conflict of interest, the Board or committee chair may thereafter propose one of the following courses of action:

a. No action required - recommend that the concerned Board member or committee member fully participate in the meeting or activity;

b. Disclosure - recommend that the concerned Board member or committee member publicly disclose his or her interest to all meeting or activity participants;

c. Partial exclusion - recommend that the concerned Board member or committee member be excused from making any decisions in connection with the relevant meeting or activity;

d. Total exclusion - recommend that the concerned Board member or committee member excuses him/ herself from participating in Board or Committee discussions related to the matter.

The Stakeholder must, where applicable:

i. Refrain from participating in any discussions of the related matter.
ii. Refrain from voting on any motion in relation to the matter.
iii. Withdraw from a meeting while the matter is being discussed or voted upon.
iv. Not attempt in any way whether before, during, or after the meeting to influence the voting on the related matter.
v. Not act in any manner that would be contrary to the interests of the Foundation.

Record keeping

The official minutes of the relevant Board meeting shall note which, if any, conflicts of interest have been determined to exist and the appropriate action taken to mitigate the conflict.

Non-compliance

Where there has been a failure on the part of a Stakeholder to comply with these conflict of interest guidelines, the non-compliance shall be reported to the Board and the Board may:

i. Issue a verbal reprimand.
ii. Issue a written reprimand.
iii. In the case where the Stakeholder is a member of the Board or a Board Committee, ask that Stakeholder to resign and for another member to be appointed.
iv. Restrict or Remove the Stakeholder from the duties impaired by the conflict.
v. Request that the Stakeholder relinquish the private interest causing the conflict.
vi. Take or require the Stakeholder to take any other reasonable steps or measures that the Board determines appropriate and in the best interests of the Foundation.

Private/Personal Interest

Generally, pecuniary interests lead to conflict of interest when a Stakeholder is in a position to:

i. benefit financially or avoid financial loss as a result of a contract or other matter of monetary nature in which the Foundation is involved; or
ii. use for personal benefit information that has been obtained as a result of being on the Board of Directors, a Committee or otherwise carrying out their duties and responsibilities to the Foundation

Conflict of Interest should not be deemed to exist where:

i. A pecuniary interest is so remote or insignificant in nature that it cannot reasonably be regarded as likely to influence the Stakeholder
ii. The pecuniary interest of the Stakeholder is in common with a broad group with which the Stakeholder is associated.

Other private interests lead to conflict of interest when a Stakeholder has non-economic interest such as religious, corporate, and institutional interests which supersede or compete with their duties and responsibilities to the Foundation.

A Stakeholder's ability to place the Foundation's interests first may come into question particularly in situations where the Stakeholder holds a position of influence in another organization that has taken positions on issues related to ones under discussion by the Foundation. In such situations, a Stakeholder's loyalties may be divided between serving the best interests of two different organizations. This being the case, a conflict of interest should be declared.

Careful consideration should be given as to whether other private interests place a Stakeholder in conflict of interest position, especially when there are matters before the Board/Committee which affect:

i. a non-share capital corporation in which a Stakeholder is a director or officer; and
ii. any other organization in which a Stakeholder, by virtue of office, holds a position of influence

ANTI-CORRUPTION

Definitions:

Corruption means 'the abuse of entrusted power for private gain'. This definition captures three elements of corruption. One, corruption occurs in both the public and private sectors (and media and civil society actors are not exempt). Two, it involves abusing power held in a state institution or a private organization. Three**,** the bribe-taker (or a third party or, for example, an organization such as a political party) as well as the bribe-giver benefit, whether it be in terms of money or an undue advantage. Sometimes the 'advantage' gained by the bribe-giver may not be 'undue' or clear cut but is nonetheless an advantage.

Bribery and kickback take place when a person with authority accepts or solicits a bribe to exercise a function in a particular way.

A bribe is a payment or gift of any value (or promise thereof) made to secure or reward the improper performance of an activity or an improper commercial advantage.

A *kickback* is similar to a bribe but usually refers to a payment given in return for receiving a contract, which is 'kicked back' to someone involved in awarding the contract.

Responsibilities
The Foundation declares and guarantees that no offer, gift or payment, consideration or benefit of any kind, which constitutes an illegal practice, has been or will be made to anyone by the Foundation, or any representative of the Foundation, either directly or indirectly, as an inducement or reward for employment, grant, contract or agreement. Any such practice is grounds for terminating the employment or contract of said individual or taking any other corrective action as required.
The use of funds, assets, or personnel for any unlawful, improper, or unethical purpose is strictly prohibited.

Declarations
The Foundation must have a written agreement with each of its Stakeholders, including consultants, agents and intermediaries, which contains the specific anti-corruption declarations prescribed by this Policy and must require such party to affirmatively certify compliance each year with the Foundation's Conflict of Interest and Anti-Corruption Policy.

Any Stakeholders of the Foundation shall declare in writing to the Foundation. if they:

- were convicted by a court of law in Canada or in any other jurisdiction for an offence involving bribery or corruption within the three-year period preceding the signing of a contract with the Foundation (or otherwise accepting a position with the Foundation), or

- are under sanction for an offence involving bribery or corruption, imposed by a government, a governmental organization or an organization providing development assistance.

Gifts
Stakeholders must not accept undue benefits, such as significant gifts, favours, hospitality or other advantages, where accepting them could create, or appear to create, an obligation to the giver. People in partner organizations and communities may offer gifts that it would be impolite to refuse. It is important to distinguish gifts and favours that represent goodwill and friendship from those that are designed to create an indebtedness on the part of the recipient.

A conflict of interest may also arise when gifts are larger than a normal token in a given situation. Key ethical principles in resolving the situation are integrity (i.e. action in line with our policy and values), transparency (including honesty in discussing the issue), and respect (for the gift giver).

If permitted under this Policy, a gift may be accepted only on behalf of the Foundation. A gift should be respectfully declined if accepting it could create a real, potential or perceived obligation to the giver. Where a Stakeholder is unsure whether a gift may be accepted, they should seek guidance from the Designated Person before accepting it, where possible.

Policy Review
This Policy will be reviewed by the Foundation's Board of Directors every three years, or sooner if required.