

**CANADIAN HEALTH SERVICES RESEARCH FOUNDATION
GOVERNANCE POLICIES**

Subject: Conflict of Interest	Policy No.: GP-A2
Category: Board Governance	Approved: 28 November 2003
Authority: Board of Trustees	Last Amended: 8 June 2011
Reviewed by: Governance Committee	Next Review: November 2013

Preamble

In accordance with by-law number 4 of the corporation, the affairs of the Canadian Health Services Research Foundation are managed by a board of trustees who may prescribe rules and regulations relating to the management and operation of the corporation. Trustees may make or cause to be made for CHSRF, in its name, any kind of contract which the corporation may lawfully enter into. As well, trustees may exercise all such powers and do all such acts and things as the corporation is, by its letters patent or otherwise (e.g. by its by-laws), authorized to exercise and do.

Definitions

“agent” means generally, although is not limited to, members of the foundation’s merit review and selection panels and other peer/merit reviewers, external members of board committees, members of the Executive Training for Research Application (EXTRA) Advisory Council, and members of other bodies that may be established by the foundation from time to time.

“conflict of interest” means generally any situation in which an employee, trustee, or agent of the foundation has or promotes an interest which results in or may be reasonably perceived to result in:

- an interference with the objectivity with which the employee, trustee, or agent is expected to exercise responsibilities and duties to and on behalf of the foundation; and/or
- an advantage or material gain to the employee, trustee, or agent, and/or to other persons with whom the employee, trustee, or agent does not deal at arm’s length, by virtue of the relationship of the employee, trustee, or agent to the foundation.

“corporation” means the corporation without share capital incorporated under the Canada Corporations Act, named the Canadian Health Services Research Foundation / Fondation canadienne de la recherche sur les services de santé.

“foundation” means the Canadian Health Services Research Foundation (CHSRF).

“funding activity” means generally a competition or a call for requests for proposals (RFPs).

Policy

Guiding Principle

The Canadian Health Services Research Foundation shall ensure that it fulfills its mission with integrity and to a high ethical standard. This requires that, as a general rule, employees, trustees, and agents of the foundation shall avoid situations in which their interests are, or are perceived to be, in conflict with the interests of the foundation.

Foundation employees

1. All employees of the foundation shall identify and disclose (see disclosure procedures below) any possible or actual conflict of interest to their supervisors for evaluation, regardless of whether or not the employee derives a financial benefit from the outside activity or interest.
2. With respect to outside employment and other activities, employees shall abide by the foundation's code of conduct policy.

Trustees of the foundation

3. Trustees shall identify and disclose (see disclosure procedures below) any possible or actual conflict of interest, regardless of whether or not the trustee derives a financial benefit from the activity or interest.
4. Trustees shall not receive any direct or indirect remuneration or benefit from the corporation unless court approval is first obtained.
5. Trustees shall be prohibited from being the signatory on bids/proposals submitted to CHSRF.
6. Trustees are ineligible to serve on foundation 'non-board' bodies that have the power to make recommendations regarding program design and/or are involved in program evaluation.
7. Trustees are ineligible to serve on the foundation's merit review or selection panels.

Scientific officers of the foundation

8. Scientific officers shall identify and disclose (see disclosure procedures below) any possible or actual conflict of interest, regardless of whether or not the scientific officer derives a financial benefit from the activity or interest.
9. Scientific officers are ineligible for research funding and for personnel and/or training awards from the foundation where such awards support their salary in whole or in part.

Other agents of the foundation

10. Agents of the foundation shall identify and disclose (see disclosure procedures below) any possible or actual conflict of interest, regardless of whether or not the agent derives a financial benefit from the activity or interest.

Additional regulations

11. Members of the House of Commons or of the Senate are ineligible for any share or part of the funding under the comprehensive funding agreement between Health Canada and the Canadian Health Services Research Foundation approved by the Board of Trustees on 1 May 2009 (which applies to all grants previously received from the Government of Canada, and other grants which the parties agree to include in this agreement) or to any benefit arising thereof.
12. Former federal public officers who are not in compliance with the federal Conflict of Interest and Post-employment Code for Public Office Holders are ineligible for any share

or part of any grant under the comprehensive funding agreement or to any benefit arising thereof.

13. The foundation shall continue to comply with its conflict of interest policy as amended from time to time as a condition of making any disbursements from the EXTRA grant.
14. The eligibility criteria for each foundation funding activity shall clearly stipulate the rules regarding eligibility of foundation employees, trustees and agents (in particular CHSRF's scientific officers).
15. Calls, requests for proposals (RFP), etc., shall stipulate that bids/proposals must fully disclose any relationship with sitting CHSRF board members.
16. Conflict of interest shall be defined in the terms of reference for all foundation merit review and selection panels. It shall stipulate rules of disclosure, exclusion, and oversight provisions and requirements for written records and reports by the panel chair or chief executive officer.
17. Following the conclusion of every funding activity, the panel chair or chief executive officer shall report to the board of trustees the number of conflict of interest issues which were identified and a summary of how they were dealt with by the panel.
18. Funding agreements shall specify that the funds shall not support a trustee's salary in whole or in part.
19. The foundation shall publish this policy and make it available to the public.

Implementation/Guidelines

- This policy is currently in effect.
- Conflicts of interest should be resolved in a manner that most fully gives effect to the preceding principle. This may require that the employee, trustee, or agent of the foundation desist from certain actions or activities through which the conflict of interest arose or may arise. Resolutions which impair the ability of employees, trustees, or agents to fulfill their duties and responsibilities to the foundation must be avoided.

Procedure

Foundation employees

- Where an actual or perceived conflict of interest exists or is anticipated, the employee shall fully disclose the conflict of interest to their supervisor. The supervisor shall then inform their senior management team representative about the conflict of interest. In the case of the chief executive officer, disclosure shall be made to the chair of the board of trustees.
- Disclosures shall be made in writing.

Trustees of the foundation

- Where an actual or perceived conflict of interest exists or is anticipated, the trustee shall fully disclose the conflict of interest to the board of trustees.

- Disclosures shall be made in writing. Disclosures made at a meeting of the board of trustees or to a committee of the board and recorded in the minutes of the meeting shall be deemed to have been made in writing.

Scientific officers and agents of the foundation

- Where an actual or perceived conflict of interest exists or is anticipated, the scientific officer or agent shall fully disclose the conflict of interest to the chief executive officer of the Foundation.
- Disclosures shall be made in writing. Disclosures made prior to and/or during a review or selection process and recorded in the report of the funding activity project file affected shall be deemed to have been made in writing.

Additional Information

- A. “Code of Conduct Policy.” *Canadian Health Services Research Foundation*.
<http://www.chsrf.ca/Libraries/Policies/Code_of_Conduct_Jan2011.sflb.ashx>
- B. Burke-Robertson, Jane. “Primer for directors of not-for-profit corporations (Rights, Duties and Practices).” *Government of Canada (Industry Canada)*. Web. 25 August 2010.
<http://www.ic.gc.ca/eic/site/cilp-pdci.nsf/eng/c100693.html#return_3_8>.¹

¹ With respect to the Ontario *Charities Accounting Act* and the question of directors receiving direct or indirect remuneration or benefit.