

	BOARD POLICY
Subject:	Conflict of Interest Policy (DRAFT)
Last Approved by the Board:	May 2026

1.0 PURPOSE

This policy ensures that members of the Board of Directors (Board) and committee members of Doctors Nova Scotia (DNS) have the information needed to identify, disclose, and manage actual, perceived, and potential conflicts of interest, supporting transparent decision-making and protecting the integrity of the organization.

The goal is not to eliminate all conflicts; it's about learning how to identify and mitigate them.

2.0 EQUITY, DIVERSITY, INCLUSION, RECONCILIATION AND ACCESSIBILITY - EDI(R)A

As outlined in [DNS's EDI\(R\)A Framework](#), DNS is committed to fostering an environment grounded in equity, diversity, inclusion, reconciliation, and accessibility. In managing conflicts of interest, DNS seeks to ensure fairness, consistency, and transparency, recognizing that conflicts may not affect all Members equally. Power dynamics, influence, and historical or systemic inequities, whether intentional or unintentional, can shape how conflicts arise, are perceived, or experienced by individuals from diverse or underrepresented groups.

Members are encouraged to fully disclose any actual, potential, or perceived conflicts of interest, including those that may create barriers to equitable or inclusive participation. We recognize that conflicts may arise unintentionally due to unconscious bias or systemic factors, underscoring the importance of transparency and ongoing vigilance.

Disclosed conflicts will be reviewed and managed in a manner that respects equity, diversity, and inclusion, ensuring fair participation and decision-making. All disclosures will be handled confidentially and with respect for Members' privacy.

Members unsure about whether a conflict exists or how to disclose it are encouraged to seek guidance from the Board Chair.

2.0 DEFINITIONS

2.1 Member: All members of the Board of Directors, as well as members of all standing committees, subcommittees, and working groups established by DNS.

2.2 Conflict of interest (also referred to as 'conflict' in this policy): Any situation where a Member's personal, professional, or financial interests, relationships or

affiliations may interfere with or appear to interfere with their duty to act in the best interest of the organization.

Conflicts can be actual, perceived or potential:

- 2.2.1 **Actual conflict:** A real and existing conflict where a member's personal interest directly conflicts with the interests of the organization.
- 2.2.2 **Perceived conflict:** A situation in which a reasonable person might believe that a member's personal interests could compromise their objectivity or loyalty to the organization, regardless of whether an actual or potential conflict exists.
- 2.2.3 **Potential conflict:** A situation where a member's personal interest could conflict with the organization's interests in the future, even if there's no conflict right now. It's about recognizing circumstances that might lead to a conflict down the line, so they can be managed proactively.

3.0 EXAMPLES OF CONFLICTS OF INTEREST

Conflicts may include, but are not limited to:

- 3.1 **Actual conflict:** A Member serves as a director, officer, or employee of an organization, creating conflicting obligations between that organization and Doctors Nova Scotia.

Example of a conflict: The Board is considering a partnership with Cancer Care Nova Scotia (CCNS) that would invite physicians to include a donation to CCNS when paying their annual DNS membership dues. A Member who serves on both the CCNS Board and the DNS Board has a direct conflict of interest.

- 3.2 **Perceived conflict:** A Member or close associate (family member, friend, business partner), holds a direct or indirect financial interest in an entity that engages in business with DNS.

Example of a conflict: The Audit Committee, and subsequently the Board, discusses selecting the association's external auditor for the upcoming year. A Member whose partner is a senior executive at the audit firm being considered has a conflict of interest.

- 3.3 **Potential conflict:** A Member may find themselves in a situation where a conflict could exist in the future.

Example of a conflict: A Board member is considering a consulting role with a medical technology company that develops electronic health record systems used by physicians in Nova Scotia. While the member currently is not involved in decisions related to this company, their future relationship could create a conflict if Doctors Nova Scotia later evaluates, endorses, or negotiates partnerships involving this company's products or services, this presents a potential conflict of interest.

- 3.4 **Decisions about compensation:** Given Doctors Nova Scotia's role in negotiating physician compensation, Board members in particular may face situations where their decisions impact the income of the entire membership, including themselves; however, such circumstances do not automatically constitute a conflict of interest.

Example: When the Board is considering whether to recommend the latest Physician Agreement for member ratification, Members are expected to act in the best interests of the membership as a whole. If a Member believes that the personal impact of the Agreement compromises their ability to remain objective or impartial, they should declare a conflict. However, if the Member is confident they can set aside any personal benefit or disadvantage and focus solely on what serves the broader membership, a conflict declaration would not be required.

3.5 **Health system leadership roles:**

- 3.5.1 Holding more than one leadership role in the health system doesn't in and of itself constitute a conflict of interest. Transparency of relationships with context is key to mitigating any conflict that may arise.
- 3.5.2 Just being a physician and a member of the Board or a committee will present conflicts from time to time. Each Member brings the perspective of a physician who practices (or has practiced) in a particular area of the province, specialty or compensation model, but are expected to make decisions that are in the best interest of the membership as a whole rather than to benefit individual interests or specific groups.
- 3.5.3 There are, however, some positions that would present direct conflicts with the work of DNS that would be difficult to mitigate. Some examples would be CEOs or VPs of medicine with Nova Scotia Health or the IWK, the Deputy Minister of the Department of Health & Wellness or a member who is an employee of Doctors Nova Scotia.
- 3.5.4 If Members find themselves in a situation where they feel they can't be impartial or a position they hold elsewhere in the health system presents a conflict to their duty to the Board and the association, they can declare a conflict.

4.0 **RECOGNIZING A CONFLICT OF INTEREST**

- 4.1 Consider asking the following questions when evaluating a potential conflict:
- *Do I stand to gain in any way from the outcome of this decision? If the answer is yes – declare a conflict.*
 - *Would others on the Board or committee trust my judgement if they knew of this circumstance? If the answer is no – declare a conflict.*
 - *Do I personally believe I can be impartial regarding this matter? If the answer is no – declare a conflict.*

- *Could my interests or affiliations disproportionately benefit or disadvantage specific groups within the membership? If the answer is yes — declare a conflict.*
- 4.2 If a Member is uncertain whether a conflict exists, they should consult the Chair, who will assist in assessing the situation.
 - 4.3 If there is a disagreement as to whether a Member is in conflict, the call will be made by a majority vote of the Board or committee.
 - 4.4 In exceptional cases, the Chair may consult an independent third party to obtain an opinion on whether a conflict of interest or an apparent conflict exists. In such instances, consideration of the matter giving rise to the potential conflict will generally be deferred until the Chair has received the third party's opinion.

5.0 DISCLOSING A CONFLICT OF INTEREST

5.1 Duty to disclose

Members have a duty to promptly disclose any actual, perceived or potential conflicts as soon as they arise. When a Member identifies a conflict of interest, disclosure is required even if the Member has no intention of exploiting the conflict.

5.2 Disclosure of Conflict-of-Interest form (the form)

- 5.2.1 At the beginning of the year each Member is required to complete the form (APPENDIX A). This form asks about any positions or relationships that could contribute to a conflict of interest.
- 5.2.2 All forms will be submitted to the Chair for review. Submitting conflict of interest forms to the Chair ensures centralized and consistent oversight, allowing for an impartial and timely evaluation of potential conflicts. It facilitates early identification and management of conflicts while maintaining confidentiality and reinforcing accountability and transparency within the Board or committee.
- 5.2.3 For the duration of their tenure on the Board or committee, the Member is required to complete the form annually and update it if circumstances change. This process confirms an ongoing commitment to comply with the Code of Conduct and identifies any new relationships, positions, or circumstances that may give rise to a conflict of interest.

5.3 Process for disclosing

- 5.3.1 Members are encouraged to promptly inform the Chair of any conflict-related issues not covered in their annual disclosure form.

- 5.3.2 If a conflict relates to an item on the meeting agenda, Members should declare it at the start of the meeting by stating, “I am declaring a conflict.” They may provide additional context but are not required to do so.
- 5.3.3 Members may recuse themselves from the decision-making and voting process by abstaining from participation until the matter is resolved, including at any subsequent meetings.
- 5.3.4 Members may choose to leave the room during the discussion, or the Chair may request their absence if confidential information relevant to the conflict is being discussed.
- 5.3.5 Members must refrain from attempting to influence the outcome of the matter outside of the meeting.
- 5.3.6 If the Chair is the Member with a conflict, another Board or committee member will preside over the discussion while the Chair recuses themselves.
- 5.3.7 Members are encouraged to raise concerns if they believe another member may have a conflict of interest. Such concerns can be brought forward confidentially to the Chair or raised during a meeting when the relevant matter is being discussed.
- 5.3.8 If the Chair becomes aware of an undeclared conflict, they will follow up with the Member to discuss and determine if a conflict exists.
- 5.3.9 Should there be disagreement over whether a conflict exists, the matter will be decided by a majority vote of the Board or committee.

6.0 GIFTS, MONEY AND ENTERTAINMENT

Members should avoid accepting gifts, money, or entertainment that could influence or appear to influence their decisions. Any gift exceeding a nominal value of \$50 must be disclosed to the Chair. Members are encouraged to decline or return anything that might create a conflict or the appearance of impropriety. All disclosures will be documented and reviewed to ensure compliance.

7.0 DOCUMENTATION

When conflicts are declared during meetings, the declaration will be recorded in the minutes. Details of the declaration may be included at the discretion of the meeting chair but are not required.

8.0 CONFIDENTIALITY

The information Members provide under this policy will be kept confidential and shared only with those who need it to review, assess, and address the conflict of interest, or when disclosure is required by law or for legal proceedings.

9.0 NON-COMPLIANCE

Members are expected to adhere to this policy and are encouraged to engage in ongoing education to deepen their understanding of conflicts of interest and their responsibilities. When a Member does not disclose a conflict or otherwise does not comply, the Board or committee will work collaboratively with the Member to clarify expectations and provide support to address any gaps in understanding. If non-compliance continues or is serious, appropriate actions may be taken, ranging from a private discussion to removal from the Board or committee. Decisions related to addressing non-compliance can be made by the Chair or determined by a majority vote of the Board or committee.

10.0 RESPONSIBILITIES

10.1 Members:

- Must familiarize themselves with this policy and comply fully.
- Are responsible for promptly disclosing any actual, potential, or perceived conflicts of interest.
- Should actively participate in managing conflicts by declaring conflicts during meetings and recusing themselves when necessary.
- Are encouraged to raise concerns about possible conflicts involving other members.

10.2 Chair:

- Oversees the conflict-of-interest disclosure process and ensures timely review of disclosures.
- Provides guidance to Members on identifying and managing conflicts.
- May seek independent advice when necessary to assess conflicts.
- Ensures confidentiality.
- Facilitates the resolution of any disputes related to conflicts of interest.

10.3 Board or Committee:

- Supports a culture of transparency and accountability regarding conflicts of interest.
- Reviews and decides on unresolved conflict issues, including disputes about whether a conflict exists.
- Takes appropriate action to manage or resolve conflicts to protect the integrity of the organization.

11. POLICY REVIEW

This policy will be reviewed every three years, or sooner if required due to changes in governance best practices or emerging issues.

Conflict of Interest Disclosure Form

This form is intended to help Members identify and disclose any relationships, interests, or circumstances that could influence, or appear to influence, their duties with Doctors Nova Scotia (DNS). Please read the Conflict of Interest policy, answer these questions to the best of your ability, and update it whenever your circumstances change.

The information you provide will be kept confidential and shared only with those who need it to review, assess, and address the conflict of interest, or when disclosure is required by law or for legal proceedings.

Name: _____

Date: _____

1. Are you a member of:

- ☐ The Board of Directors
- ☐ A DNS committee. If so, please indicate which committee(s):

***Note:** If you are a member of the Board and a committee, or more than one committee, you should only complete one disclosure form. If you are declaring a conflict, please indicate for which Board/committee you see the conflict affecting.*

2. Are you currently involved in any outside employment, consulting, or volunteer activities that could create a conflict with your responsibilities to Doctors Nova Scotia?

- ☐ Yes ☐ No ☐ Unsure

If yes or unsure, please specify:

3. Do you have any close associates (family member, partner, friend) that may place you in a position of actual, apparent or potential conflict of interest with the work of the Board/committee or Doctors Nova Scotia?

- Yes ☐ No ☐ Uncertain ☐

If yes or uncertain, please specify:

4. If you answered yes or uncertain to questions 2 or 3, do you believe that your impartiality has been or will be impaired by any such relationships?

Yes ☐ No ☐ Uncertain ☐

Please specify:

I ACKNOWLEDGE that I have read and understand the Code of Conduct and I agree to conduct myself in accordance with its provisions.

Further, I agree to review the Code of Conduct from time to time during my term of appointment and, upon the receipt of any revisions, to familiarize myself with those changes.

Signature

Date

Print Name