



Performance And Planning Exchange (PPX) Conflict of Interest Policy

Article I -- Purpose

1. The purpose of this Board conflict of interest policy is to protect PPX's interests when it is contemplating or has entered into an arrangement that might benefit the private interests of an officer or director of PPX or might result in a possible financial advantage.
2. This policy is intended to supplement, but not replace, any applicable federal and/or Provincial laws governing conflicts of interest applicable to nonprofit organizations.

Article II -- Definitions

1. **Interested person** -- Any Director, or member of a committee with governing board delegated powers, who has a direct or indirect financial or business interest, as defined below, is an interested person.
2. **Financial or business interest** -- A person has a financial or business interest if the person has, directly or indirectly, through business, investment, or family:
 1. A potential or actual ownership, investment, or business interest in any entity with which PPX has, or is negotiating, an arrangement; or if that person is involved in a private activity that operates in a substantially similar area as PPX. (Examples include, but are not limited to:
 - i. being an employee or owner of a consulting firm that provides advice or services related to results-based management matters; or
 - ii. being a member of a for-profit or not-for-profit organization with a focus on results-based management subject matters.)
 2. A compensation arrangement with PPX or with any entity or individual with which PPX has an arrangement. (Compensation includes direct and indirect remuneration as well as gifts or favours that are not insubstantial.)

A financial or business interest is not necessarily a conflict of interest. A person who has a financial or business interest may be found to have a conflict of interest only if the PPX Board or designated person or body responsible for dealing with conflict of interest matters concludes, in accordance with this policy, that a conflict of interest exists.

Article III – Policy Statement

Board Directors of the Performance And Planning Exchange (PPX) shall not use their PPX authority or office for personal gain, and shall seek to uphold and enhance the standing of the practice of Results Based Management and the PPX, including by complying with the procedures as stated in Article 4 below.

Article IV -- Procedures

1. **Duty to Disclose** -- In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial or business interest and be given the opportunity to disclose all material facts to the PPX Board.
2. **Separation Of Interests** -- Directors must not use PPX resources (e.g. Logo, brand, authority/office, administrative systems) to further their private business and financial interests. Directors must keep confidential details of PPX business plans and discussions, and not reveal them to others.
3. **Recusal of Self** -- Any director must recuse himself or herself at any time from involvement in any decision or discussion in which the director believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.
4. **Determining Whether a Conflict of Interest Exists** -- After disclosure of the financial or business interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or Executive Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.
5. **Violations of the Conflicts of Interest Policy**
 - a) If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article V – Conflict of Interest Statements

1. Each Director shall sign a statement as specified in Annex I below.
2. If at any time during the year, the information in the statement changes materially, the director shall disclose such changes and revise the disclosure form.
3. The PPX Board shall regularly and consistently monitor and enforce compliance with this policy by reviewing these disclosure statements and taking such other actions as are necessary for effective oversight.

Article VI – Effective Date And Policy Implementation

1. This Policy becomes effective October 26, 2016. The process and timing for the implementation of this policy will be as determined by the PPX Board. This Policy will be reviewed periodically to assess its effectiveness and any need for revision.