

Conflict of Interest Policy

Board-approved governance policy - Effective September 14, 2026

Salsabeel Charity (formerly 14414519 Canada Foundation)

Policy status

Approved by the Board of Directors and effective September 14, 2026. This policy operates together with section 141 of the Canada Not-for-profit Corporations Act and the conflict provisions of the by-laws. Statutory requirements prevail if there is any inconsistency.

1. Purpose and Scope

- 1.1** The purpose of this policy is to protect the integrity of the Corporation's decisions, ensure that Directors and officers act in the Corporation's best interests, and identify and appropriately manage actual, potential and perceived conflicts of interest.
- 1.2** This policy applies to Directors and officers. The Board may apply relevant parts of it to employees, volunteers, committee members, contractors and other persons who exercise decision-making authority on behalf of the Corporation.

2. What is a Conflict of Interest?

- 2.1** A conflict of interest exists when a person's personal, family, professional, business, financial or other interests conflict, may conflict, or may reasonably appear to conflict with duties owed to the Corporation.
- 2.2** Conflicts may include, without limitation:
 - a material interest in a contract or transaction, or proposed contract or transaction, involving the Corporation;
 - a decision that could materially benefit the individual, a family member, close associate, employer, business or organization with which the individual is connected;
 - participation in selecting a beneficiary, scholarship recipient, contractor, employee, volunteer or partner where the decision-maker has a close personal or financial relationship with a candidate;
 - acceptance or solicitation of gifts, favours, travel, hospitality or benefits that could reasonably be seen as influencing a Corporation decision;
 - use of confidential information, Corporation property or a corporate opportunity for improper private benefit.

3. Duty to Disclose

- 3.1** A Director or officer shall disclose the nature and extent of any interest in a material contract or transaction at the time and in the manner required by the Act, and shall promptly disclose any other actual, potential or perceived conflict to the Chair or Secretary.
- 3.2** If the Chair has the conflict, disclosure shall be made to the Vice-Chair or another disinterested Director designated by the Board.
- 3.3** Directors and officers shall update disclosures whenever circumstances change and shall complete the annual disclosure statement attached as Schedule A.

4. Managing a Conflict

- 4.1** The disinterested Directors shall determine how a disclosed conflict will be managed, subject to the Act. Appropriate measures may include recusal from discussion and voting, leaving the meeting while the matter is considered, obtaining independent information or quotations, assigning the decision to disinterested persons, or declining the proposed transaction.
- 4.2** A Director with a disclosable interest shall not vote on the relevant resolution except where the Act expressly permits. The person shall not attempt to influence the decision outside the meeting.
- 4.3** A transaction involving a conflict may proceed only if legally permitted and if the disinterested decision-makers are satisfied that it is in the best interests of the Corporation, fair and reasonable to the Corporation, and does not confer an undue or impermissible private benefit.
- 4.4** Where a conflict relates to beneficiary or scholarship selection, the conflicted person shall take no part in assessing, ranking, selecting, approving or monitoring the beneficiary, except to provide factual information requested by disinterested decision-makers.

5. Minutes and Records

- 5.1** Minutes shall record the disclosure, the identity of the conflicted person, whether the person left the meeting, whether the person voted, the decision taken and any conditions imposed, without unnecessarily recording sensitive personal information.
- 5.2** Annual disclosure forms and transaction-specific disclosures shall be retained with the Corporation's governance records with access limited to those who reasonably require it.

6. Gifts and Benefits

- 6.1** A Director or officer shall not solicit or accept a gift, payment, favour or personal benefit offered because of their Corporation role where the benefit could reasonably influence, or appear to influence, their judgment. Modest hospitality or items of nominal value may be accepted where appropriate and lawful, but recurring or material benefits shall be disclosed.

7. Breaches

- 7.1** A suspected breach should be reported to the Chair or Secretary, or to another disinterested Director if either is implicated. The Board shall address the matter fairly and proportionately, subject to the Act, the by-laws and any applicable contractual rights.
- 7.2** This policy does not authorize the Board to remove an elected Director from office. Removal of a Director is governed by the Act and the by-laws. The Board may, however, take other lawful measures, including limiting delegated authority, removing an officer appointment or committee role, or referring the matter to the Members.

8. Review

- 8.1** The Board shall review this policy periodically and may amend it by Board resolution, provided amendments remain consistent with the Act, Articles and by-laws.

Schedule A - Annual Conflict of Interest Disclosure

I have reviewed the Conflict of Interest Policy and disclose the following interests, relationships or circumstances that may create an actual, potential or perceived conflict with my duties to the Corporation. If none, write "None."

Employers, businesses, boards or organizations with which I am connected

Family or close personal relationships that could foreseeably intersect with Corporation decisions

Financial interests or transactions involving the Corporation or its partners

Other relevant interests, gifts or circumstances

I agree to disclose new conflicts promptly and to comply with the Act, by-laws and this policy.

Name: _____

Signature: _____ Date: _____