



Midwifery Council of New Brunswick

**Conseil de l'Ordre des sages-femmes
du Nouveau-Brunswick**

Policy: Conflict of Interest

Description of Conflict of Interest

A conflict of interest arises in any situation where a Council member's duty, to act solely in the best interests of the Midwifery Council of New Brunswick (MCNB) and to adhere to his or her fiduciary duties, is compromised or impeded by any other interest, relationship or duty of the member. A conflict of interest is a situation in which a person or organization is involved in multiple interests and serving one interest can involve working against another.

Description of Fiduciary Duty

To act honestly, in good faith, with integrity, loyalty and high ethical standards and in the best interests of MCNB. In so doing, one must conduct themselves personally and professionally in a manner consistent with the nature of their responsibilities and the maintenance of public confidence in MCNB.

Awareness

MCNB Council and committee members must avoid circumstances where a conflict of interest or bias might compromise, or appear to compromise, the integrity or impartiality of the Council. Members ensure that the public interest is considered and takes priority over the interests of the midwifery or any other profession, or of a member of that profession.

Given the legislated work as mandated by the *Midwifery Act*, the composition of Council, and the vision and mission of MCNB, it is likely that conflicts of interest will arise from time to time.



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Disclosing conflicts of interest or potential conflicts of interest is not an admission of wrongdoing when shared at the time of awareness and is encouraged so that a strong decision can be reached by Council and in the best interest of the public.

Decisions made as a Council or committee should not be affected or be perceived to be affected by personal/professional gain or interest. Council and committee members should endeavor to keep distinct and separate any other memberships, directorships, volunteer, paid positions or affiliations from work undertaken as a member of the Council.

Situations of Conflict of Interest

A conflict of interest may be real, apparent or possible. Situations in which potential conflict of interest may arise cannot be exhaustively set out.

Conflicts generally arise in the following situations:

1- Serving on other associations, organizations and corporations

As the public are the recipients of midwifery care, therefore, the public interest must be considered and take priority to ensure safe and competent midwifery practice.

A Council member may be in a position where there is a conflict of “duty and duty”. This may arise where the member serves as a member of two entities, that are competing or transacting with one another, and may affect the organization to which they are a member. It may also arise where a member has an association or relationship with another entity.



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A Council member may be in possession of confidential information received in one meeting or related to a matter that is of importance to a decision being made in the other boardroom. The Council member cannot discharge the duty to maintain such information in confidence while at the same time discharging the duty to make disclosure. The director cannot act to advance any interests other than those of the Council. Members need to be aware that the MCNB confidentiality policy is in effect and must be upheld when attending meetings/functions other than those of the Midwifery Council.

It is clearly preferable that a professional member does not serve on two related organizations at one time. However, given the small pool of midwives currently practicing in the province, MCNB is aware that midwives are connected and engaged with the Midwifery Association of New Brunswick (MANB) and the Canadian Association of Midwives (CAM). Should a midwife be appointed to MCNB, it is understood that for the duration of their term, the midwife's priority of focus needs to be the regulatory work of MCNB as mandated by the *Midwifery Act*.

To avoid perceived conflict of interest, a midwife member may serve on the board of MANB, but not have the dual role of President of MANB and Chair of the MCNB.

2- Gifts

When a Council member, or a person of the member's household or any other person or entity designated by the Chair, accepts gifts, payments, services or anything else of more than a token or nominal value from a party with whom the Council may transact business, for the purposes of (or that may be perceived to be) influencing an act or decision of the Council.



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3 - Interest of a Relative

When the Council conducts business (goods or services) with a Council member or the relative of a Council member. Council and committee members or their families shall not enter into any paid contract with or receive remuneration from the Council except:

- When doing Council or committee work, or committee-related work, for which they may be paid an honorarium;
- On a competitive basis unless a competition is not feasible for reasons documented by the Council, and
- Where the Council member has declared an interest therein and has absented herself from the portion of the meeting where the matter is discussed and refrained from voting thereon.

4- Self-interest

When members exercise their powers motivated by self-interest or other improper purposes. Members must act solely in the best interest of the Council and not use their position to obtain privileges or exemption for themselves or others. Members must be mindful of when they are voting to authorize, approve or ratify a decision in which they may benefit directly or indirectly.

Process for Disclosure

Disclosure of Conflicts

A Council member may make a general declaration of **their** relationships and interests in entities or persons that give rise to conflicts.



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Prior to a Council Meeting

A Council member or committee member who is in a position of conflict or potential conflict in relation to a MCNB business/agenda item, shall immediately disclose such conflict to the Chair and Executive Director (ED).

Where the Chair has a conflict, notice shall be given to the ED and another Council member (as determined by the ED). The disclosure shall be sufficient to disclose the nature and extent of the interest. Disclosure shall be made at the earliest possible time and, where possible, prior to any discussion and vote on the matter (for example; upon review of the agenda).

At a Council Meeting

Should the disclosure be made at a Council meeting, the disclosure shall be recorded in the minutes.

Furthermore, where;

- a) A Council member is not present at a meeting where a matter in which the member has a conflict is first discussed and/or voted upon, or
- b) A conflict arises for a Council member after a matter has been discussed but not yet voted upon by the board, or
- c) A council member becomes conflicted after a matter has been approved, the Council member shall make the declaration of the conflict to the Chair as soon as possible, and also at the next meeting.

Perceived Conflicts

There may be cases where the perception of a conflict of interest or breach of duty (even where no conflict exists or actual breach has occurred) may be harmful to the Council notwithstanding that there has been compliance with the by-laws. In such circumstances,



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the process set out in this policy for addressing conflicts and breaches of duty shall be followed.

Abstain from Discussions

A member who withdraws due to a conflict of interest is still considered part of the quorum for the meeting.

The Council member who has declared a conflict shall;

- not attempt in any way to influence the voting
- not be present nor participate in any discussion or vote in respect of the matter in which he or she has a conflict, unless the members present determine that there is no conflict.

The Council will notify the member in a conflict, or apparent conflict, of the Council's decision on the matter.

Process for Addressing Breaches of Duty

All Council members shall comply with the requirements of the by-laws.

A Council member may be referred to the process outlined below in any of the following circumstances:

Circumstances for Referral

A referral should be made when any Council member or ED has knowledge that a member or another member:

- a. Has breached his or her duties to the Council;
- b. Is in a position where there is a potential breach of duty to the Council; or



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- c. Has behaved in a manner that is not consistent with the highest standards of trust and integrity required by the fiduciary duty for Council.

Process for Resolution

- a) Refer the matter to the Chair. Or where the issue may involve the Chair, to the ED. The Chair may also refer further to a Council member.
- b) Chair and or ED will attempt to resolve the matter informally.
- c) If the matter cannot be informally resolved by the Chair and ED, the Chair will refer the matter to the full Council.

It is acknowledged that not all conflicts or potential conflicts may be satisfactorily resolved. If a conflict or another matter cannot be resolved to the satisfaction of the Council (by simple majority resolution) or if a breach of duty has occurred, a Council member may be asked to resign.

Review of Policy

This policy should be reviewed every 2 years and revised as required.



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References

College of Midwives of British Columbia, Policy on Eligibility to Sit as a Board or Committee Member and Conflict of Interest, Revised 2016.

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Nurses Association of New Brunswick, Council Policy on Conflict of Interest, Revised 2019.