



Policy # 2

Policy Title Conflict of Interest Governance Policy

Policy Owner(s) Division / Department	Governance / Executive Director
Effective Date	September 9, 2026
Last Review Date	September 8, 2026
Applicable Laws, Regulations, or Other Identified Risks	Prince Edward Island Companies Act, Part II Other applicable Prince Edward Island and federal legislation, as applicable Skate Canada governing documents

Policy Statement

The Conflict of Interest Governance Policy (“Policy”), as amended from time to time, is designed to govern the conduct, disclosure, and avoidance of conflicts of interest for all Directors, Officers, and the Executive Director of Skate Canada Prince Edward Island (the “Section”).

Any amendments or modifications to this Policy shall apply automatically, unless otherwise indicated, and come into effect immediately upon their approval.

Background / Rationale

This Policy is intended to complement, and is not intended as a substitute, for:

- the requirements of applicable law governing the Section, including the Prince Edward Island Companies Act, Part II, and other applicable provincial or federal legislation, as applicable; and
- the requirements set out in Skate Canada’s Code of Ethics (“Code”) and other applicable Skate Canada governing documents.

Definitions

Certain terms used herein may not be capitalized; however, for the purposes of this Policy, the following terms herein have the ascribed meanings as set forth below. In addition, all references in this Policy to the singular include the plural and vice versa.

affiliate has the meaning attributed to it by the Act;

associate when used to indicate a relationship with any person, means:



- (i) a body corporate of which that person beneficially owns or controls, directly or indirectly, shares or securities currently convertible into shares carrying more than twenty-five percent (25%) of the voting rights under all circumstances or by reason of the occurrence of an event that has occurred and is continuing, or a currently exercisable option or right to purchase such shares or such convertible securities;
- (ii) a partner of that person acting on behalf of the partnership of which they are partners;
- (iii) a trust or estate in which that person has a substantial beneficial interest or in respect of which they serve as a trustee or in a similar capacity;
- (iv) a relationship with a person relevant to Skate Canada (e.g., skater, coach, official);
- (v) a relationship based on their role in the skating community (e.g., coach, official, member of club/skating school/section).

Board means the Board of Directors of the Section, as established by the By-Laws.

By-Laws mean the by-laws of Skate Canada Prince Edward Island in force and effect, as amended from time to time.

“Executive Director” or “ED” means the Executive Director of the Section, as described in the By-Laws.

Conflict of interest means any situation in which a person’s participation, which should always be in the best interests of Skate Canada PEI, is influenced or could be perceived to be influenced by personal, family, financial, business, or other private interests.

Director pursuant to the Bylaws, means a person elected or appointed to serve on the Board
interest includes:

- A personal or business benefit or advantage;
- An increase or decrease in the value of real or personal property;
- An advantage, gain, profit, reward, or perquisite of any kind, whether pecuniary or otherwise, and whether direct or indirect; or
- A duty owed as a director, officer, or employee of a person contracting or transacting with, proposing to contract or transact with, or engage in a dispute with, Skate Canada PEI,

Investment means a direct or indirect ownership holding of 25% or more in any person who is a supplier of goods or services to Skate Canada PEI, or a customer, user, or client of Skate Canada PEI’s services.

Law means any applicable legislation, statutes, regulations, policies, rules, and codes of conduct



established by government, legal or regulatory authority, or by any self-regulated industry association by which Skate Canada PEI is or has agreed to be bound.

Material contract and material transaction are to be construed broadly and include, without limitation, any existing or proposed contract, transaction, arrangement, or resolution and any discussion or decision concerning such a contract, transaction, arrangement or resolution, or any dispute between Skate Canada PEI and another person that a reasonable person would conclude is material to Skate Canada PEI.

Officer means any officer position established under Article 7 of the By-Laws.

“Organization” or “Section” means Skate Canada Prince Edward Island, unless otherwise noted.

Participate with respect to a discussion or decision of the Board means to participate personally as a director or officer, whether through approval, disapproval, decision, recommendation, the giving of advice, voting, or otherwise but does not include the discussion by an interested director or officer of a proposed contract, transaction or resolution at a meeting of the Board where a majority of the remaining directors have approved the discussion of that subject by the interested director or officer.

We, us, our means Skate Canada PEI, unless noted otherwise.

Policy Scope/Applicability

This Policy applies to all Directors, Officers, and the Executive Director of the Section.

Policy Requirements

1. Guiding Principles

Directors, Officers, and the Executive Director must at all times:

- a) act honestly and in good faith with a view to the best interests of the Section;
- b) exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances; and
- c) act in accordance with applicable law, the By-Laws of the Section, and all applicable policies, including the Code of Ethics.

Directors, Officers, and the Executive Director must strive not to place themselves in a position, whether actual, potential, or perceived, where their duty to the Section conflicts with their private, personal, financial, business, or other interests, or with their duty to others, including but not limited to



- Engaging in any business or transaction that is incompatible with their official duties with Skate Canada PEI, unless such business, transaction or other interest is properly disclosed to Skate Canada PEI and approved by Skate Canada PEI
- Giving preferential treatment to family members, friends, colleagues, or organizations of their family members, friends, or colleagues
- Engage in any outside work, activity, or business or professional undertaking that conflicts or appears to conflict with their official duties as an officer or director, or in which they have an advantage or appear to have an advantage on the basis of their association with Skate Canada PEI

Directors and officers must not disclose or use information obtained as a result of their duties as a director or officer if such information is confidential and/or not generally available to the public.

Reference: Skate Canada Code of Ethics

2. Disclosure of Interest

- 2.1. Every director and officer who holds office as a director, officer, or elected official of or who is an associate or employee of or has an investment in any other person, any of which office, association, investment or employment creates a duty or interest between the director or officer and that person that might be in conflict with their duty or interest as a director or officer, shall declare in writing to the Section, through the Executive Director or designate, the nature and extent of the office, association, investment, or employment.
- 2.2. The declaration referred to in section 2.1 shall be submitted within 30 days after the Annual General Meeting or within 30 days after the individual becomes a Director, Officer, or Executive Director, as applicable:
 - After they become a director or officer; or
 - If they are already a director or officer, after they commenced to hold the office, or became associated with or employed by, or invested in, the other person as referred to section 2.1.
- 2.3. The declaration by a Director, Officer, or the Executive Director under section 2.1 shall be recorded in, or annexed to, the Conflict of Interest Register ("Register").

3. Disclosure Statements



- 3.1. Each Director, Officer, and the Executive Director shall file a disclosure statement prior to the first Board meeting following the date on which they assume their role, and thereafter annually.
- 3.2. The disclosure statement referred to in section 3.1 shall set out:
- a) Acknowledgment – a statement that the Director, Officer, or Executive Director agrees to be bound by the terms of the Code of Ethics, this Policy, and related policies.
 - b) Interests Disclosure:
 - Financial interests:
 - If they do or do not have 25% or more ownership, control, or direct a material financial interest in a supplier, contractor, or competitor, or other business enterprise or organization which does or seeks to do business with or is a competitor of Skate Canada PEI; and if they declare they do have 25% ownership, control, or direct a material financial interest, the name of the enterprise/organization, type of business, and their affiliation; or
 - If they receive financial remuneration of any amount other than as a result of such ownership interest.
 - Director role(s) – whether they do or do not serve as a director of any legal person, company, business, or organization, whether for profit or not, other than their role with the Section; and if so, the name of the legal person, company, business, or organization, and the nature of their role.
 - Employment – advise on their employment, including the name of their employer and their function.
 - c) Conflict of Interest Disclosure (if applicable)
 - Declaration of a perceived, potential and/or actual conflict of interest, and the nature of the conflict
 - Statement that to the best of their knowledge, they have no other conflicts of interest other than as noted; and that any new situations will be declared as they occur
- 3.3. If, at any time during the year following the filing of the initial disclosure statement under section 3.2, there is any material change to the information provided by a Director, Officer, or the Executive Director, whether by addition or deletion, that individual shall promptly file a supplementary disclosure statement describing the change.
- 3.4. The disclosure statement and any supplement to it shall be filed in writing by each Director, Officer, and the Executive Director with the Executive Director or designate,



who shall promptly record any identified conflicts of interest in the Conflict of Interest Register (“Register”) and advise the Chairperson or the Executive Director, as applicable. The Chairperson or the Executive Director may thereafter bring the matter to the attention of the Board, in whole or in part, if the circumstances warrant.

- 3.5. Disclosure of conflicts of interest will be included as an item on the agenda of all meetings of the Board and standing committees of the Section. Any declared actual, potential, or perceived conflicts of interest will be noted in the minutes of the Board meeting and added to the Register by the ED or designee.

4. Voting

A Director, Officer, or the Executive Director who has disclosed an actual, potential, or perceived conflict of interest in relation to a matter shall not vote on, influence, or participate in decision-making on that matter, except to the extent permitted by the Board in accordance with this Policy and the By-Laws.

5. Ensuring Compliance

In the event of an allegation of non-compliance with this Policy, the Board may investigate the matter and determine appropriate interim or remedial measures in accordance with the By-Laws and other governing documents of the Section. Such measures may include, singly or in combination:

- a) temporary removal or suspension of certain responsibilities or decision-making authority, provided that any removal of an elected Director must follow the process set out in the By-Laws, including member approval where required;
- b) Other actions as may be considered appropriate for the real or perceived conflict of interest.

Roles and Accountabilities

All Directors, Officers, and the Executive Director subject to this Policy are required to review and attest that they have read, understood, and comply with this Policy and the Codes on an annual basis as part of the annual acknowledgement and certification of adherence to this Policy, and the Code.

All Directors, Officers, and the Executive Director are required to complete the Disclosure Statement on an annual basis, advise of any change in their disclosure with a supplementary disclosure statement, and disclose any conflicts of interest immediately upon becoming aware that a conflict of interest may exist.



In addition, all individuals subject to this Policy are obliged to report, without delay, any actual or potential violations to this Policy and/or Policies they may witness or have reason to suspect, ask questions when unclear about their responsibilities or the appropriateness of a particular action, and raise good faith concerns about compliance with this Policy or the Code.

Controls and Monitoring

The primary controls and monitoring mechanisms for conflict of interest governance include but are not limited to the following checks and balances:

- Conflict of interest standing agenda item for Board meetings
- Annual attestation - Disclosure Statement form: Acknowledgement, Interests Disclosure, and Conflict of Interest Disclosure form
- Conflict of Interest Register

Reporting and Escalation/Exceptions

As a general rule, there are no exceptions to this Policy. Exceptions to policies are made only under limited circumstances and only with the written approval of the Board.

Governance / Oversight

The Board has oversight over this Policy.

This Policy is reviewed and approved at a minimum every two (2) years, or sooner if there are legislative or regulatory changes, as part of policy review and validation in accordance with the Policy Management Policy. The ED ensures a review every two (2) years in accordance with the Policy Management Policy and compliance with the Policy requirements outlined herein.

Related Documents

- Skate Canada Code of Ethics
- Skate Canada PEI Disclosure Statement Form: Acknowledgement, Interests Disclosure, and Conflict of Interest Disclosure
- Skate Canada PEI Conflict of Interest Register

Questions/ Contact Information

For questions regarding this Policy, please contact the Executive Director.