

Presentation to the Victoria Foundation – Hosted Organizations
October 16, 2025 – Union Club of Victoria

1. Conflicts of Interest Policy & Disclosure Form may include:

- Purpose of policy: e.g., to comply with the requirements under the *Societies Act* to ensure all conflicts of interest are disclosed in accordance therewith;
- Scope - to whom does the policy apply? (e.g., board, committee, officers);
- Define conflicts of interest - refer to governing legislation requirements – possibly expand the scope to other types of conflicts that may apply;
- Specify that directors have an ongoing duty to disclose conflicts and the procedure for disclosure – the procedures should follow the requirements of the *Societies Act* or other governing legislation, as applicable;
- Requirement that directors annually complete a disclosure form, and include the form in the policy to be reviewed at regular intervals;
- Fix a date for board review of the policy and confirm the policy may be amended by board resolutions;
- Pass a resolution specifically approving and adopting the policy.

2. What to include in a Code of Conduct for Board & Ethics Policy:

- Purpose of policy: e.g., “to maintain the highest level of integrity, accountability, and transparency in the governance and administration of the organization;
- Scope - to whom does it apply? (e.g., board, committee, officers);
- Outline scope of policy - what are the conduct expectations for your board;
- Include compliance measures - these should track the requirements in the bylaws/governing legislation (e.g., written warning followed by director removal procedures);
- Requirement that directors annually acknowledge and affirm their obligations under the policy;
- Fix a date for board review of the policy and confirm the policy may be amended by board resolutions;

- Pass a resolution specifically approving and adopting the policy.

3. What to include in a Board Role and Responsibilities Policy:

- Purpose of policy: e.g., “to clearly define the collective and individual responsibilities of the directors of the organization”;
- Scope - to whom does the policy apply? (e.g., board, committees, officers);
- Outline legal duties of directors (e.g., duty of care, duty of loyalty, duty to continue);
- Describe the role of board collectively;
- Describe the role of individual directors;
- Time commitment expected of directors;
- Consider including a director review process;
- Requirement that directors annually acknowledge and affirm their obligations under the policy;
- Fix a date for board review of the policy and confirm the policy may be amended by board resolutions;
- Pass a resolution specifically approving and adopting the policy.

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The following are a few “action items” that you might want to take back to your organization.

1. Review your staff's written employment agreements.
 - a. If your organization does not have written employment agreements for its non-unionized employees, consider implementing them for all new employees. A lawyer can provide a template agreement that your organization can use for multiple employees. Consider requesting a template for “non-management” employees and “managerial employees”. Be sure to have employees sign the agreement prior to their first day of work with the organization, and any offer of employment should specify that the offer will include and is contingent on the employee signing a written employment agreement that will follow.
 - b. If your organization does not have written employment agreements for its current employees, consider implementing them. This is often best done at the time when employees may be getting a raise. Please obtain legal advice on the process for doing this, because if not done properly, there is a risk that the agreement will not be enforceable.
 - c. If your non-unionized employees have written agreements, consider having a lawyer review them, particularly for the enforceability of the termination and overtime provisions and other best practices.
2. Review your staff employment policies.
 - a. Does it include a bullying and harassment policy? Do you have a written procedure for investigating complaints of bullying and harassment? WorkSafeBC has a free toolkit to help draft the appropriate policies and procedures. Consider having a lawyer review all of your policies for legal compliance and best practices.
 - b. Do you require a Joint Health and Safety Committee or only a Health and Safety Representative? WorkSafeBC has information on its website to help guide employers on what is required. The Employers Advisers Office can also help. It is a confidential and free resource for employers that is independent of WorkSafeBC that can provide advice on WorkSafeBC injury claims or other occupational health and safety-related questions.
3. Review your job postings for compliance with the *Pay Transparency Act*.
 - a. Do your external job postings provide expected salary or salary range?
 - b. If you have more than 50 employees, consider the steps required in advance of the November 1, 2026 deadline for preparing a Pay Transparency Report to the provincial government.