



Conflict of Interest Policy

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Accountable: President and CEO

Guiding Principle

Sustainable Development Technology Canada (SDTC) shall ensure that it fulfills its mission with integrity and to a high ethical standard. This requires that, all people covered by this Conflict of Interest will, at all times, be conscious of the reputation and interests of SDTC and will avoid situations in which their interests are, or are perceived to be, in conflict with the interests of SDTC. Each person will operate with a high level of trust, honesty, fairness, and mutual respect.

Application of the Conflict of Interest

This Conflict of Interest policy applies to all individuals who are employed or retained by SDTC, including full-time, part-time, term or contract employees (referred to in this Conflict of Interest policy collectively as “SDTC Personnel” and individually as “SDTC Person”).

All expert reviewers, consultants, suppliers, and any other contractors who provide services or goods to SDTC (referred to in this Conflict of Interest policy collectively as “SDTC Contractors”) are also expected to conduct themselves and govern their dealings with SDTC in accordance with the letter and the spirit of this policy.

Objective

The objective of this Conflict of Interest policy is to establish guidelines based on principles of integrity, transparency, and fairness to avoid conflicts of interest. These measures serve to uphold the SDTC values as described in the Code of Conduct document.

Policy

SDTC Personnel and SDTC Contractors have a duty to act in the best interests of SDTC, and must avoid creating or being placed in situations which give rise or may be perceived as giving rise to a conflict of interest.

Definitions

Following are the terms and definitions as they apply to this Policy.

1. “Conflict of Interest” means generally any situation in which a person has or promotes an interest which results in or may be reasonably perceived to result in:
 - a. An interference with the objectivity with which they are expected to exercise responsibilities and duties to and on behalf of SDTC; and/or
 - b. An advantage or material gain to the SDTC Person, and/or to other persons with whom they do not deal at arm’s length, by virtue of the relationship in their role in SDTC.
2. “Expert Reviewer” means a person who is hired by SDTC for the specific purpose of reviewing Statement of Interests (SOI) and/or Proposals or Applications for funding that have been submitted to SDTC for funding.
3. “Applicant Company” refers to a company that has submitted a request for funding to SDTC.
4. “Consultant” means a person who is hired to provide supplementary services to SDTC.

Measures to Prevent Conflict of Interest

Employees

Every employee will, at all times, be conscious of the interests and reputation of SDTC and will not:

- Appropriate, convert, use, or otherwise disclose SDTC’s property, tangible, or intangible, including trade secrets, confidential information, and other proprietary information to any third parties, including but not limited to applicants for SDTC funding (“Applicants”), consultants and suppliers.
- Offer or accept gifts, corrupt payments or any other illegal or unethical considerations.
- Offer, accept or solicit gifts, hospitality, other benefits, or transfers that are not of a nominal value from a person, group, or organization where the gifts might have a real or apparent influence on their objectivity in carrying out their official duties, or the gifts might place them under obligation to the donor.
- Disparage SDTC or its services or personnel.
- Influence in a manner unfavorable to SDTC and/or its Applicants, negotiations, transactions or approvals for funding, because of personal, commercial, financial, or other interests in the outcome of negotiations, transactions, or approvals, or otherwise.
- Not serve or continue to serve as a director, officer, or employee of, or perform,

directly or indirectly, services for, or act as a consultant to a business that is or may be an Applicant for SDTC funding, without prior written permission by the President and CEO.

- Enter into any agreements with, or obligations to, others in conflict with the employee's obligations to SDTC.

Employees will also comply with SDTC's [Internal Trading Policy](#) in order to ensure that their personal financial interests or investments do not present a real, potential, or perceived conflict of interest for SDTC.

The above examples are merely illustrations of sources of possible conflicts. It is anticipated that the activities of employees will comply with both the letter and the spirit of this policy.

Disclosure Procedures

SDTC employees are governed by the Conflict of Interest Policy.

- All employees are required to review the policy every year and sign a document acknowledging they have read and understood the Conflict of Interest Policy and as a condition of employment, they will observe it.
- Where a conflict of interest may arise or has arisen, the employee shall fully disclose the conflict of interest to their direct reporting manager who will review it with the President and CEO of SDTC. In the case of the President and CEO, disclosure shall be made to the Chair of the Board.
- Disclosures shall be made in writing in a confidential report to the President and CEO outlining the situation/activity that could give rise to a conflict of interest.
- The resolution of conflicts of interest shall be recorded in writing and ratified by the President and CEO unless it involves the President and CEO in which case the Board of Directors will resolve it.
- During the Statement of Interest (SOI) Challenge session SDTC employees declare any potential or perceived conflicts and such conflicts are to be minuted as part of the SOI Challenge Review Session. An employee with a conflict related to an SOI will abstain from involvement in the Application process of that Applicant SOI.
- A failure to abide by the Conflict of Interest Policy may lead to immediate disciplinary action, up to and including immediate termination on a "with cause" basis.

Reference Documents

- Offer of Employment Agreement
- Code of Conduct
- Internal Trading Policy

Expert Reviewers

By design of the funding allocation process, SDTC Expert Reviewer's involvement and influence in funding decision-making is limited to the Statement of Interest (SOI), Proposal and Applications for Funding prior to the Project Review Committee meeting. As an Expert Reviewer they must remain impartial and unbiased and as such;

- Not have private interests, other than those permitted pursuant to these measures, which would be affected particularly or significantly by SDTC actions in which they participate.
- Not place themselves in a position where they are under an obligation to any person who might benefit from special consideration or favour on their part or seek in any way to gain special treatment from them.
- Not step out of their official roles to assist private entities or persons in their dealings with SDTC where this would result in preferential treatment to the entities or persons.
- Not knowingly take advantage of, or benefit from, information that is obtained in the course of their official duties and that is not generally available to the public.
- Not directly or indirectly use or allow the use of SDTC property of any kind, including property leased to SDTC, for anything other than officially approved activities.

Disclosure Procedures

SDTC Expert Reviewers are governed by the standard Expert Consultant Agreement, Confidentiality Agreement, and Conflict of Interest Agreement.

- During each SOI round, or on receipt of an Application for Funding, Expert Reviewers are given a list of proponents, consortia members, and a brief description of the technology under consideration.
- Expert Reviewers are asked to declare any conflicts or otherwise acknowledge "no conflict of interest" with the listed projects prior to receiving additional review material.
- Expert Reviewers with conflicts are removed from reviewing the projects in question.
- Expert Reviewers who become involved in the request for funding process as an Applicant or Consultant providing a service to the Applicant Company are removed from the SDTC roster of Expert Reviewers.

Expert Consultant Agreements expire following a 12-month period whereby the Expert Consultant services have not been utilized by SDTC. Confidentiality Agreements and Conflict of Interest Agreements are updated at a minimum every 5 years.

Reference Documents

- Expert Consultants Agreement
- Confidentiality Agreement
- Conflict of Interest Agreement
- Expert Review Conflict Declaration (by round)

Consultants

Consultants are used to provide supplementary services to SDTC outside of the Funding Allocation process. As such, the potential for influence and conflict is limited. However, it is possible that a provider of services could have access to information which could lead to a conflict of interest situation. As such a Consultant must;

- Not have private interests, other than those permitted pursuant to these measures, which would be affected particularly or significantly by SDTC actions in which they participate.
- Not place themselves in a position where they are under an obligation to any person who might benefit from special consideration or favour on their part or seek in any way to gain special treatment from them.
- Not step out of their official roles to assist private entities or persons in their dealings with SDTC where this would result in preferential treatment to the entities or persons.
- Not knowingly take advantage of, or benefit from, information that is obtained in the course of their official duties and that is not generally available to the public.
- Not directly or indirectly use or allow the use of SDTC property of any kind, including property leased to SDTC, for anything other than officially approved activities.

Disclosure Procedures

SDTC Consultants are governed by the standard Supplementary Services Agreement (short or long form versions), Confidentiality Agreement, and the Conflict of Interest Agreement.

- Conflict of Interest agreements are required whenever consultants (who do not fall into the category of Expert Reviewers—in which case the ‘Expert Reviewer’ disclosure would apply) perform a task which could influence a project funding decision. This determination is made by the Manager, Finance during the establishment of the work scope and contract with the supplementary services contractor.

Reference Documents

- Supplementary Services Agreement (short form)
- Supplementary Services Agreement (long form)
- Confidentiality Agreement
- Conflict of Interest Agreement

Acknowledgement

At least once a year, the Conflict of Interest policy will be reviewed by each SDTC Person who will acknowledge compliance as per the attached form in Schedule “A”.

In the case of SDTC Contractors, compliance with this policy will be a condition of their respective contracts with SDTC.

Violations

All SDTC Personnel and SDTC Contractors are expected to follow this Conflict of Interest policy in accordance with their roles and responsibilities. Failure to uphold both the letter and the spirit of this policy could lead to disciplinary action under the appropriate rules associated with the position the person holds.

The reporting manager and People & Culture are responsible to ensure that the necessary review and investigation takes place so that any such disciplinary action is carried out in a fair and equitable manner.

Post-Employment

Without unduly restricting their ability to seek other employment, former employees should undertake to minimize the possibility of real, apparent, or potential conflicts of interest between their new employment and their most recent responsibilities with SDTC. Former employees are reminded of their obligations to protect confidential information obtained during the course of their employment with SDTC.

A former SDTC employee shall not;

- Give advice to their clients/employer using information that is not available to the public concerning the applications, programs, policies, or processes of SDTC.

Disclosure

Before leaving SDTC, employees must disclose, in a Confidential Report to their direct reporting manager, the name of the organization of employment that could place them in a real, apparent, or potential conflict of interest situation. They must also disclose immediately the acceptance of any such offer.



Sustainable Development Technology Canada (SDTC)

Acknowledgement of Conflict of Interest Policy

Introduction:

Upon joining SDTC and every year following, each SDTC Person is to receive the Conflict of Interest Policy for their review, understanding and compliance. This document acknowledges their responsibility in reading, understanding, and complying with the policy. A copy of this signed document is kept in SDTC's Human Resources Information System (HRIS).

Acknowledgement:

I, the undersigned, acknowledge that I have received, read, and understood the above-mentioned policy. I understand that by signing this form, I commit to comply with the Conflict of Interest policy of SDTC in its entirety.

Name (Please Print)

Signature

Date