

III. Code of Conduct

Section 8 – Code of Conduct Guidelines

8.01 Purpose and Objective

The purpose of this section of the governance policy is to establish and document guidelines for conduct required of all members of the Deferred Salary Leave Plan Committee (the Committee). The guidelines have been developed to create and sustain a business culture that promotes sound decision-making by the Committee.

The following guidelines have been developed to ensure that Committee members have a full understanding of the Committee's principles and values, and to assist Committee members in determining appropriate business practices and behavior.

The Committee recognizes the need to review these guidelines on an annual basis and has determined that all Committee members are to acknowledge the guidelines and procedures by signing them upon appointment to the Committee, each time they are amended and, in any event, no less than upon each annual review.

8.02 Application

These guidelines and procedures govern the operation and conduct of members of the Committee in the execution of their duties and responsibilities under *The Government Organization Act*.

8.03 Fiduciary Duties

These duties apply to the members of the Committee in their capacity as delegates of the Minister of Finance.

- *Duty of Loyalty*

The duty of loyalty requires members of the Committee to act honestly and in good faith, and in the best interest of all participating employers and their employees. Furthermore, members of the Committee must consider the effect of their individual actions on the integrity and credibility of the Committee as a whole.

- *Opportunities Acquired Through Committee Business*

Members of the Committee must not take personal advantage of business opportunities of which they become aware in the course of carrying out their

duties as Committee members. Similarly, confidential information obtained as a result of Committee business must not be used for personal profit, or for the personal benefit of others.

- *Duty to Protect Confidential Information*

Committee members must at all times keep confidential all information, proprietary material and records received by them in their capacity as members of the Committee. Confidential information may only be disclosed if it is otherwise generally available to the public, if the disclosure is required by law, or if the disclosure is consistent with the purpose for which the information was obtained.

- *Post Service Restrictions*

Committee members who cease to serve on the Committee must continue to refrain from taking improper advantage of their previous position. Former members of the Committee must continue to observe the duty to protect confidential information, unless they have received written authorization from the Chairperson of the Committee to disclose the information. Furthermore, former members of the Committee must not use confidential information or opportunities acquired as a result of Committee business for personal gain, or for the personal benefit of others.

- *Duty of Care*

The duty of care requires member of the Committee to exercise the care, skill and diligence that a reasonably prudent person would exercise in comparable circumstances. In fulfilling this duty, Committee members must:

- Obtain expert advice, when appropriate, to acquire the necessary information required to make informed decisions;
- Undertake the training and education necessary to ensure there is a sufficient level of knowledge and understanding; and
- Take actions which are consistent with the mission and policies of the Plan.

8.04 Ethical Standards

Members of the Committee should adhere to the following standards when exercising all of their duties and responsibilities:

- *Preferential Treatment*

Committee members must not use their position to benefit persons or organizations in their dealings with the Plan if this may be perceived to result in preferential treatment to such persons or organizations.

- *Gifts, Benefits and Entertainment*

Committee members must not accept gifts, benefits, entertainment or other personal favors, which would create, or appear to create, a favored position for persons or organizations doing business with the Plan.

Committee members must not solicit or accept gifts, benefits, entertainment or other personal favors in exchange for, or as a condition of, the exercise of their duties or as an inducement for performing an act associated with the duties and responsibilities of their position.

Members of the Committee may generally accept gifts, hospitality or other benefits, of nominal value, associated with the duties and responsibilities of their position, if such gifts, hospitality or other benefits:

- are within the bounds of propriety, a normal expression of courtesy, or within the normal standards of hospitality;
- would not bring suspicion on the Committee member's objectivity and impartiality; and
- would not compromise the integrity of the Committee.

- *Communication and Public Comment*

Public announcements or comments are the responsibility of the Chairperson, unless approved otherwise by the Committee.

Members of the Committee must refrain from making media announcements or comments regarding the activities of the Committee and the operation of the Plan, unless authorized by the Chairperson to do so. Committee members must avoid making public comments which are likely to bring the Committee into disrepute or adversely affect the operation of the Plan.

- *Committee Independence*

Although members of the Committee are appointed by the Lieutenant Governor in Council, as nominated by various unions and organizations, by Minister's Order, their primary duty and responsibility is to all participating employees of the Plan. Committee members must not serve the interests of specific groups, associations or organizations.

8.05 Committee Member's Acknowledgement

I ACKNOWLEDGE that I have read and considered the Code of Conduct for members of the Deferred Salary Leave Plan Committee, and as a member of the Committee, agree to conduct myself in accordance with the Code of Conduct as it applies to members of the Committee.

I UNDERTAKE to affirm in writing that I have read, understood and will comply with this Code of Conduct for members of the Deferred Salary Leave Plan Committee.

Signature

Printed Name

Date