

## **The Banff Centre Code of Ethics**

*(Amended & approved by the Board of Governors, November 1, 2013)*

*(Amended & approved by the Board of Governors, October 26, 2012)*

*(Approved January 26, 2007)*

### **Preface**

This Code of Ethics (“**Code**”) reflects the commitment of The Banff Centre (the “**Centre**”) to a culture of integrity, accountability and transparency and outlines the basic principles with which all employees, members of the Board of Governors, faculty, and consultants are expected to comply.

This Code applies to all employees, members of the Board of Governors, faculty and consultants of the Centre acting on behalf of, providing services to or representing the Centre.

Please read this Code carefully.

### **Purpose**

The purpose of this Code is threefold:

1. to articulate a standard of ethical conduct consistent with the values and principles of the Centre;
2. to define conflict of interest and conflict of commitment and outline the procedures for dealing with violations of this Code; and
3. to provide guidelines concerning the receipt or furnishing of gifts, external employment, fiscal integrity/responsibility, information and records, and political activities which could constitute a conflict of interest or conflict of commitment, or compromise standards of ethical conduct.

### **1. Standard of Ethical Conduct**

In all circumstances the Centre will maintain public trust and confidence by its commitment to ethical conduct, integrity and quality. All employees, members of the Board of Governors, faculty, and consultants will apply the highest ethical standards in conducting their business activities in relation to the Centre to ensure that the Centre’s reputation and integrity are upheld and that all activities can withstand the test of reasonable and independent scrutiny.

Wherever and whenever Centre business is conducted, Centre employees, members of the Board of Governors, faculty, and consultants will:

- conduct their business activities fairly, openly and free from outside influence or interference
- act honestly and in good faith to serve the Centre’s best interests
- comply with all applicable laws, regulations and professional standards
- avoid situations involving a conflict or potential conflict of interest between their personal interests or outside interests and the interests of the Centre

- refrain from engaging in any business practices, activities or communications that are illegal, misleading, dishonest, fraudulent or otherwise misrepresent or discredit the Centre or its employees, participants, guests or programs
- be environmentally responsible in the performance of business activities
- maintain a workplace environment free from harassment of any nature and free from discrimination
- maintain a safe workplace environment in compliance with applicable health and safety laws
- be responsible for their own conduct and for treating others in an ethical, fair, and consistent manner

## **2. Conflict of Interest**

For the purpose of this Code, a conflict of interest occurs when an individual's private interests could lead an independent and impartial observer to reasonably question whether the individual's professional actions or decisions are influenced by considerations of private or external interests.

A conflict of interest may arise when an employee, a member of the Board of Governors, faculty, or consultant takes actions or has interests that may make it difficult to perform his or her professional obligations in respect of the Centre objectively and effectively or when he or she otherwise takes action that is inconsistent with the interests of the Centre for his or her direct or indirect benefit or for the direct or indirect benefit of a third party. A conflict of interest may also arise when an employee, a member of the Board of Governors, faculty, consultant, or a member of his or her family, receives improper personal benefits as a result of his or her position or relationship with the Centre.

### **Conflict of Commitment**

A conflict of commitment occurs when external or personal activities or relationships are so demanding or are organized in such manner that they interfere with an individual's ability to fulfill his/her obligations and duties to the Centre or have the effect of disadvantaging the Centre.

### **Notification**

All employees, members of the Board of Governors, faculty, and consultants will receive this Code as an addendum to their respective contracts or orientation information at the time of their appointment or retention. To ensure their awareness of this Code, all current employees, members of the Board of Governors, faculty, and consultants will receive a copy of this Code. Review and signing of this Code by employees will form part of the annual performance review process with each employee.

### **Course of Action for Employees, Faculty and Consultants**

The following steps apply to anyone with a question or doubt about the appropriateness of an activity, and/or anyone with actual or potential conflicts of interest or commitment. All actual or potential conflicts of interest or commitment must be disclosed immediately as per Step 1 below. Any individual having questions or doubt about the appropriateness of an activity must refrain from participation in such activities until all concerns relating to conflicts of interest and/or commitment are resolved in accordance with Step 1 below.

### ***Step 1***

Provide a written description of the concerns to, and consult with, his or her Centre supervisor, manager, department head or Executive Officer regarding these concerns. Executive Officers may establish specific review and approval procedures for their areas. It is expected that most concerns will be satisfactorily addressed within the applicable department or division. Should the concern involve an Executive Officer, employees may choose to contact the Chair of the Audit, Finance & Investment Committee of the Board of Governors with their written concern. This is done by submitting the concern in writing in a sealed envelope noting that it is to be forwarded to the Chair, Audit, Finance & Investment Committee. Individuals submit the sealed envelope labelled *Confidential - Please Forward to Chair, Audit, Finance & Investment Committee, Board of Governors* by double registered mail to the Director, Human Resources, The Banff Centre. The Director, Human Resources will forward the sealed envelope by courier to the Chair of the Committee. The Chair will discuss and refer any concern brought to his/her attention in this manner with the appropriate Banff Centre official.

### ***Step 2***

If the issue cannot be resolved at Step 1, the matter should be referred to the Director of Human Resources or the Vice-President & Chief Financial Officer or, in the absence of the Vice-President & Chief Financial Officer, to the President for review and decision.

In cases where a person has knowledge of actual or alleged violations of this Code, he or she is required to report such violations to his or her supervisor or Executive Officer and the Director, Human Resources as soon as possible after becoming aware of a violation. Anyone who knowingly permits, condones, or acquiesces in the failure of another to comply with this Code will also be considered to be in violation of this Code.

Reports of alleged violations will be handled confidentially and will be promptly investigated. The anonymity of those who report violations will be preserved and the Centre will ensure that those who report violations or provide information are not subjected to harassment, retaliation, discrimination or retribution in the workplace. As violations of this Code will be treated very seriously, any attempt to misuse this Code through malicious or unfounded reporting also will result in investigation and disciplinary action, where warranted, of the individual making such reports.

Proven violations of this Code may result in disciplinary actions including suspension, expulsion, or termination following standard Centre practices and protocols. The Director of Human Resources will consult with department managers and the executive officers to determine appropriate disciplinary actions, which may include dismissal for cause.

### **Course of Action for Members of the Board of Governors**

Members of the Board of Governors who have questions or concerns about inappropriate activities or potential conflicts of interest should:

- According to the member's choice, report the concern to the Chair of the Board, the Chair of the Governance Committee, or the Chair of the Audit, Finance & Investment Committee, who will attempt to resolve the issue. The reporting Board member may ask that he or she remain anonymous.
- If the member who reported the concern is not satisfied, or the respective Chair wishes, the issue will be referred to an in camera session of the Board.

### 3. Guidelines

The following guidelines are not intended to be comprehensive but rather to serve as a guide to avoid conduct and situations which could lead to conflicts of interest and/or of commitment or compromise standards of ethical conduct in these and similar circumstances:

#### **Receipt of Gifts or Benefits**

Employees, members of the Board of Governors, faculty, and consultants must not knowingly seek or accept in relation to Centre business activities, directly or indirectly, gifts, favours or other private benefits from third parties. Examples of such benefits may include, but are not limited to, cash and non-cash payments, goods and services, fees, special value privileges (such as the personal purchase or use of goods or services from a contractor, supplier or vendor at less than a price available to the public, except under a vendor agreement where discount pricing is offered to all employees, faculty, contractors, consultants or volunteers, as the case may be), pleasure or vacation trips or accommodations from any person, group, or organization that does or is seeking to do business with the Centre.

Modest gifts, favours or entertainment may be accepted; examples include calendars, pens, flowers, chocolates, and tickets that are typically valued at \$100 or less. Anyone involved with the purchasing of goods and services for the Centre must be cautious of accepting any benefits from prospective or actual vendors or suppliers.

In determining the appropriateness of a specific gift or benefit, consideration should be given to the following matters:

- Is it legal?
- Is it moderate, reasonable, and in good taste?
- Would public disclosure embarrass the individual or the Centre?
- Is there any pressure to reciprocate or grant special favours?
- Is it in compliance with this Code?

#### **Furnishing of Gifts or Benefits**

Reasonable expenses for the entertainment of customers or prospective customers or prospective employees are permissible to fulfill a bona fide business purpose provided an accounting is made in accordance with Centre policies and procedures.

Except as described below, gifts, entertainment or other benefits shall not be furnished, directly or indirectly, to persons, groups or organizations that do or are known to be seeking to do business with the Centre.

Modest gifts, entertainment or other benefits may be furnished when

- they are of limited value so as not to be perceived or interpreted as a bribe, payoff or other improper payment

- they are made as a matter of ordinary and accepted business practice
- they do not contravene any law and are made in accordance with accepted ethical practices

### **Community/Charitable Support**

The Centre supports and participates in a broad range of community activities, such as charitable events supporting school initiatives, hospitals and other recognized community organizations or groups, and community-wide business and cultural initiatives sponsored by recognized agencies or groups.

In such cases the Centre's support may be furnished in the form of modest contributions of goods or services in kind. Such contributions must be pre-authorized by the appropriate department head or Executive Officer and accounted for in accordance with Centre policies and procedures. Any contributions valued in excess of \$1,000 must be approved in advance by the Vice-President and Chief Financial Officer. Recognizing The Banff Centre's role as one of the largest employers in the Bow Valley and our obligation to be a good corporate citizen, cash donations may be made to select charities subject to the approval of the Board Chair, President and Vice-President and Chief Financial Officer. Cash charitable donations shall not exceed a total of \$10,000 in any given fiscal year.

### **Outside Employment or Business Activities**

Employees may not undertake any consulting agreement, business venture, or accept employment or appointment that could represent a conflict of interest or commitment to the Centre.

Examples of such conflicts include using:

- Centre business contacts or relationships for personal gain
- Centre work time, and/or facilities for work that is unrelated to Centre business
- the services of a Centre employee, who is in a direct line reporting relationship, for personal matters

This section does not forbid the President from making available reasonable work facilities to Board members attending meetings at the Centre, who are required to attend to unexpected or urgent requests related to their own business.

### **Fiscal Integrity and Responsibility**

As appropriate according to their respective roles, employees, members of the Board of Governors, faculty, and consultants shall:

- protect and conserve Centre property and resources and shall not use them for purposes other than authorized Centre activities
- maintain internal controls over Centre resources
- comply with all Centre policies and procedures, as amended from time to time
- report to their respective supervisors and record all financial transactions

- ensure the safekeeping of all Centre records, including proper retention and disposition of such records
- ensure the safekeeping of all Centre assets

Such personnel shall not:

- receive payments or rewards for goods or services which the Centre has purchased (except frequent flyer miles)
- request reimbursement from the Centre for any personal or non-business expenditures
- knowingly condone a family member accepting compensation or benefits from any party in connection with any transaction or activity where the benefit is being offered with the intent to influence the employee's, faculty member's, or consultant's conduct
- sell, donate or otherwise dispose of Centre equipment, assets, supplies, scrap materials or records unless pursuant to Centre policies and procedures governing the disposition of assets
- use any Centre equipment, services, materials, supplies, assets or records for personal benefit, except as may be permitted under the provisions of programs, sponsored grants, or other such Centre-approved arrangements
- use the Centre name, logo or other identifying symbols or text or any Centre copyrighted materials without the Centre's prior written approval or purport to be representing the Centre to advance a private interest
- conduct business on behalf of the Centre with any contractor, vendor, supplier or person in respect of which the individual or a member of his or her immediate family is a principal, officer, owner or representative, or with which or whom the individual or immediate family member has any other significant personal interest
- sell or lease to the Centre the individual's equipment, products or facilities without prior written authorization of the applicable Executive Officer

#### **4. Information and Records**

The collection, handling, retention, storage and disposal of all Centre information is governed by the Freedom of Information and Protection of Privacy Act of Alberta, as amended (“**FOIP**”). All employees are responsible for ensuring compliance with FOIP and all other applicable privacy laws. Information collected and held by the Centre is to be used solely for Centre purposes and may not be used for the purposes of furthering a private or external interest.

Personal information must be protected and may only be disclosed to third parties in compliance with FOIP or as otherwise required by law or court order. Subject to such required disclosure, disclosing or sharing any personal information with others at the Centre must be strictly limited to a compelling need to know and then only for the purposes permitted by a FOIP collection notice, by other applicable laws and by written consent of the individual.

Access to information in the Centre's custody and control will be provided in accordance with FOIP and applicable laws.

All questions concerning permitted disclosures of personal information should be referred to the FOIP Coordinator.

## **5. Political Activities**

No employee, member of the Board of Governors, faculty member or consultant may make, direct or authorize on behalf of the Centre, or use Centre funds for any contribution to any political party, elected official or to any candidate for elected or appointed office.

No employee, member of the Board of Governors, faculty member, or consultant may circulate, distribute or post any campaign information or material on behalf of any political party or candidate for elected or appointed office anywhere on the premises of the Centre.

When engaging in public activity or comment, members of the Board of Governors, including the Chair of the Board and the President of The Banff Centre, should be mindful of any impact their actions or comments could have on The Banff Centre and its activities, and should avoid any actions or comments that could reasonably be expected to adversely affect The Banff Centre. On no account should a member of the Board of Governors engage in negative attacks on political candidates, political parties, members of legislatures, or on government policies germane to the role and business of the Centre.

The Chair of the Board of Governors may comment, when appropriate, on campaign platforms or government policies that may affect The Banff Centre. The Chair may delegate this role to another Governor. Absent such delegation, no Board member should purport to speak on behalf of The Banff Centre or speak publicly on platforms or policies directly relevant to the Banff Centre.

To maintain a non-partisan Board, Board members should consider the best interests of The Banff Centre and generally not play a high-profile role in any election campaign germane to the role and business of The Banff Centre. If a Board member should wish to play a high-profile role in such an election campaign, including running for office, the Board of Governors should consider whether it would be appropriate for the Board member to step down from the Board for the duration of the campaign, or to resign from the Board.

## **6. Personal Relationships**

Personal, consensual relationships between a manager and a direct report may result in a conflict of interest, with the perception or reality of unfairness, exclusion, favouritism, and decisions influenced by personal interest. If such a situation requires remedial action, The Banff Centre will consider that the senior employee bears the greater responsibility.