

Title of Policy	Code of Conduct and Conflict of Interest
Approval Date:	22-September-2020
Approved By:	Board of Directors
Next Renewal:	September 2023

Code of Conduct and Conflict of Interest

Purpose

To provide the Centre for Land Conservation (CLC) Directors and employees with policy and guidance for corporate behaviour that support and uphold generally accepted professional standards in order to:

- Promote integrity and excellence of the CLC in all its work with the public and other stakeholders including clients, funders, partners, and governments at all levels
- Achieve the desired results for the CLC
- Maintain a professional, effective, efficient and collaborative work environment

Standards of excellence include Board and employee accountability, corporate direction, democratic voice, due diligence, governing policies, best practices, effective programs, managing risk, fair treatment, inclusive values, openness and transparency, and the fiduciary duties of Board oversight. As a registered charity, the CLC must also ensure standards of conduct and accounting are practiced in fulfilling its objects and responsibilities.

All Board Directors and all employees will annually acknowledge that they have read, understood and commit to follow this Code of Conduct and Conflict of Interest Policy. When joining the CLC, a Board Directors or employee shall acknowledge that they have read and understand this policy and shall declare any potential or perceived conflict of interest.

The Board Director's fiduciary duty is perhaps one of the most fundamental responsibilities of a director on a board of a non-for-profit organization. It requires that, at all times, the Director act in the best interests of the organization the Director serves.

Scope: The Code of Conduct and Conflict of Interest policy in this document are intended to promote and support the CLC Board Directors and employees in the pursuit of excellence.

1. CODE OF CONDUCT

The conduct of the CLC Board Directors and employees is expected to be generally consistent with this code for behaviour. To build and enhance quality in professionalism, all CLC Board Directors and employees will strive to:

- Act in good faith, honestly and with integrity
- Exercise due diligence in considering issues and questions for judgement in an unbiased manner independent of personal interests
- Engage in open and transparent business dealings and in communications that reflect general fairness, courtesy and respect for stakeholders and each other

- Respect and understand the opinions and beliefs of others, even where such opinions and beliefs may be different from your own perspective
- Take personal responsibility for their actions and decisions and follow through on their commitments to contribute as part of the organization
- Ensure that public confidence and professional respect in the CLC are upheld and can bear close public scrutiny of corporate accountability
- Maintain appropriate standards of confidentiality and avoid any real or perceived conflict of interest
- Conduct themselves truthfully and professionally in accordance with their assigned duties and responsibilities
- Ensure proper care and stewardship of financial assets and resources
- Champion, support and implement decisions of the Board

Anti-discrimination and anti-harassment

The CLC has a zero-tolerance policy with respect to discrimination and harassment.

Human rights are protected in Canada by Canada's Constitution and by federal, provincial and territorial legislation. Consistent with this framework, the CLC adheres to the principles of diversity, equity and inclusion in the conduct of its business and at all times will work to ensure its actions and activities are not discriminatory (i.e. based on race, national or ethnic origin, colour, religion, age, sex, sexual orientation, marital status, family status, disability or pardoned conviction).

Harassment is the improper conduct directed at and offensive to another individual and that is known or should be reasonably known to cause offence or harm. It comprises any objectionable act, comment or display that demeans, belittles, or causes personal humiliation or embarrassment, and any act of intimidation or threat. Harassment is the discriminatory behaviour, directed at an individual that is unwanted or unwelcome, causes substantial distress in that person and serves no legitimate purpose in the workplace.

Implementation of this policy

Complaints should be made as soon as possible after an incident has occurred. To file a discrimination or harassment complaint, the individual should contact the Chair of the Board. Where the complaint relates to the Chair, the individual should contact the Secretary of the Board. The complaint may be verbal or in writing. The Chair of the Board or the Secretary will record the details provided and begin an investigation. All complaints and investigation will be treated confidentially, to the extent possible, and information disclosed will be on a need-to-know basis.

Confidentiality of information

The CLC has a legitimate interest in protecting from unauthorized disclosure of confidential information and technology which includes knowledge, records or data in any form (written, electronic or verbal). This includes, but is not limited to, project files, strategic plans, terms and conditions of contracts completed or under negotiation, donor information, employee salaries and software applications.

All information about CLC is proprietary. Inappropriate disclosure of this information could severely damage the economic interests of CLC. Employees and the Board agree not to disclose, misuse or disseminate any such information to anyone outside CLC, except where such disclosure is necessary for the proper and bona fide execution of their duties, or where compelled to do so by law, without the prior

written consent of CLC. Individuals are responsible for ensuring the privacy of confidential information and for exercising discretion in handling such information. The obligation not to disclose such information without written consent will continue to apply even after the individual is no longer an employee or Board Director of the CLC.

2. CONFLICT OF INTEREST

The Centre for Land Conservation (CLC) recognizes that conflicts of interest involving Board Directors or employees can arise in the normal course of business. A conflict of interest arises when “insiders” such as a Board Directors or employee is in a position, or perceived to be in a position, to benefit financially or otherwise, or to create an improper benefit to a family member (typically taken to mean spouse, common-law spouse, parent, siblings, children and any other relative residing within the same household) or other organization to which they are associated by virtue of their position within the CLC. “Insiders” have an ability to influence decisions of the corporation and have access to information not available to the general public.

Wherever the possibility of a conflict or perceived conflict of interest exists, CLC will carefully consider the circumstances and where it is determined such a conflict may harm the integrity, credibility or reputation of CLC, CLC will not proceed with the transaction or activity.

Board Directors do not serve for personal financial interest, and are not compensated except for reimbursement of expenses, and in limited circumstances, for professional services that would otherwise be contracted out. In such cases, the Board or its delegate must formally resolve that a more advantageous arrangement could not have been obtained with reasonable effort under the circumstances.

If there is any possibility that a conflict of interest exists or that an action could give rise to the appearance of a conflict of interest, the action must be considered as soon as possible by the Board or its delegate before any commitment or action is taken. Any transactions which lead to an on-going conflict of interest must be reviewed by the Board or its delegate at least annually, to ensure they are still appropriate. A record kept of all decisions.

How to identify a potential Conflict of Interest:

The following are examples of potential conflict of interest situations:

1. If an Insider is doing business with CLC, directly or through a company or other organization in which he or she has an interest, or of which he or she is an officer, there is a potential conflict of interest between that person and the CLC. The same applies if he or she (or the company or organization) even proposes to do business with CLC. By “doing business” means doing a transaction that would benefit the Insider financially, whether directly or indirectly through his or her company or organization. Thus, contracting a family member to provide services to CLC would be treated as a potential conflict of interest.
2. If a CLC employee is negotiating with a supplier for a large contract, there would be a conflict of interest if an inappropriate gift were accepted (such as an expensive dinner or tickets to an expensive sports event), or favor granted (such as offering a summer job to the staff member’s teenaged child).

Delegation:

Staff Conflict of Interest issues are reviewed by the Chair of the Board, who may decide or take the matter to the Board.

Raising a potential conflict of interest:

It is not always clear that a conflict exists, and if there is any doubt, the issue should be treated as if it were a conflict of interest. Because of the importance and delicacy of the question, the person who is in doubt should speak to the Chair of the Board. Where the matter involves the Chair, the matter should be raised with the Secretary of the Board.

Transactions with Insiders:

Transactions with insiders are not always prohibited. However, the Board or its delegate must first determine that a more advantageous arrangement could not have been obtained with reasonable effort under the circumstances.

Avoiding influencing decisions or actions:

Where there is a conflict, whether disclosed or not, the Director or employee must not take any step that would influence any decision or action relating to the subject matter of the conflict. This is fundamental. If the Conflict of Interest concerns a Board of Director, s/he must recuse her / himself from all discussion relating to the matter.

Prohibited conflict situations:

Any transactions or other situations where there is a conflict of interest between an Insider and CLC that could cause harm to CLC are prohibited. Additionally, situations where it may be perceived that they could cause harm to CLC or its reputation are also prohibited. Where a transition or other activity creates a conflict or potential conflict, the approval of the Board or its delegate is required prior to entering into the transaction or undertaking the activity.

Conflict of Interest amongst employees:

Any familial or other relationship between employees is a conflict of interest.

Conflicting opportunities:

It is understood that CLC Insiders may also be involved with other charities or community organizations. CLC cannot justifiably require them not to assist in raising funds or providing assistance for such groups. Where, however, the Insider is aware of the possibility or possible appearance of a conflict between CLC and another such group, he or she should follow the procedure above for reporting potential Conflict of Interest.

Procedure if this Policy is violated:

Any willful violation of this policy will result in any necessary corrective action being taken, which could include a termination of Board membership, or a termination of employment.