

<p>Banff Centre Policy Banff Centre Procedure Additional Information</p>

Category	Human Resources
Type	Policy
Title	Policy – Code of Ethics
Approval Authority	Board of Governors
Implementation Authority	Vice President, Human Resources
Related Policy	Anti-Harassment Prevention of, and Response to Sexual Violence Information Security Privacy Policy Safe Disclosure Unlawful Activity Policy Workplace Violence Policy
Related Procedure(s)	Anti-Harassment Prevention of, and Response to Sexual Violence Information Security – Incident Response Plan Information Security – Storage and Distribution Safe Disclosure (General Disclosures) Safe Disclosure (Serious Wrongdoing) Unlawful Activity Workplace Violence
Related Additional Information	Serious Wrongdoing (FAQs)
Current Approval Date	25/05/2018
Original Effective Date	26/01/2007
Most Recent Revision Date	25/11/2013
Next Review Date	25/05/2021 [3 years for this Policy]

1. PREAMBLE

- 1.1. This Code of Ethics (the “Code”) reflects the commitment of Banff Centre for Arts and Creativity (the “Centre”) to a culture of integrity, accountability and transparency, and to reduce the potential for conflicts of interest by establishing standards of conduct and by providing tools to address issues that arise when personal, employment, contractual and/or fiduciary interests and obligations conflict. The Code outlines the basic principles with which all members of the Banff Centre Community are expected to comply. For the purposes of the Code “Banff Centre Community” includes those persons involved in, associated with, or who have a relationship with, Banff Centre, or its affairs, including all participants, artists, practicum students, employees, faculty, and members of the Board of Governors, and members of the Board of Directors of The Banff Centre Foundation, as applicable. Contractors, consultants and advisors, will be required to carry out their duties for Banff Centre, in a manner consistent with the Code.
- 1.2. The range and complexity of the Centre’s activities are such that it is not possible to produce an exhaustive list of unacceptable behaviors, actions, or conduct, which covers all situations. Therefore, the spirit and intent behind the Code will be used to guide conduct, and to exercise care and diligence, in the course of the Centre’s work.

Please read this Code carefully.

2. CONFLICT OF INTEREST DEFINED

- 2.1. For the purpose of the Code, a conflict of interest means, without restricting the general scope of this term, any situation, actual, perceived or potential, that puts an individual member of Banff Centre Community’s private interests in conflict with the interests of another, so that it may lead an independent, objective and impartial observer to reasonably question whether the individual’s professional actions, or decisions, are influenced by considerations of private or external interests. Conflict of interest situations can involve money, information, influence or power.
- 2.2. A conflict of interest may arise when a member of the Banff Centre Community takes actions, or has interests, that may make it difficult, or may create the potential or the perception of making it difficult to perform their professional obligations in respect of the Centre objectively and effectively, or when they otherwise take action that is inconsistent with the interests of the Centre for their direct, or indirect benefit, or for the direct or indirect benefit of a related third party. A conflict of interest may also arise when a member of the Banff Centre Community receives improper personal benefits as a result of their position, or relationship, with the Centre.

- 2.3. 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 their obligations and duties to the Centre, or have the effect of disadvantaging the Centre.

3. PURPOSE

The purpose of the Code is threefold:

- 3.1. To articulate a standard of ethical conduct consistent with the values and principles of the Centre;
- 3.2. To define conflict of interest and conflict of commitment and outline the procedures for dealing with violations of the Code; and
- 3.3. 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.

4. STANDARD OF ETHICAL CONDUCT

- 4.1. In all circumstances the Centre will maintain public trust and confidence by its commitment to ethical conduct, integrity and quality. All members of the Banff Centre Community 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.
- 4.2. Wherever and whenever Centre business is conducted, members of the Banff Centre Community will:
 - 4.2.1. Conduct their business activities impartially, fairly, openly and free from outside influence or interference;
 - 4.2.2. Act honestly and in good faith to serve the Centre's best interests;
 - 4.2.3. Comply with all applicable laws, governing legislation (as applicable from time to time), regulations and professional standards;
 - 4.2.4. Avoid situations involving an actual, or potential or perceived conflict of interest, between their personal interests or outside interests, and the interests of the Centre;
 - 4.2.5. Refrain from engaging in any business practices, or activities, that are illegal, misleading, dishonest, fraudulent, or otherwise misrepresent or discredit the Centre, or its employees, participants, guests or programs;

4.2.6. Carry out their duties in a manner consistent with applicable environmental legislation;

4.2.7. Maintain a safe and healthy workplace environment in compliance with applicable health and safety laws, as well as in compliance with the Centre's policies relating, in particular to the 1) Anti-Harassment Policy 2) Prevention of, and Response to, Sexual Violence Policy 3) Unlawful Activity Policy 4) Workplace Violence Policy 5) Safe Disclosure Policy and 6) Banff Centre Mandate;

4.2.8. Be responsible for their own conduct and for treating others in an ethical, fair, respectful manner; and

4.2.9. Secure and preserve confidential information and take all precautions to ensure access to confidential information is restricted to authorized individuals and is not disclosed externally;

4.2.10. Refrain from engaging in any inappropriate communication that misrepresent or discredits the Centre or its employees, participants, guests, or programs.

5. NOTIFICATION AND COURSE OF ACTION

5.1. Notification

5.1.1. All members of the Banff Centre Community will receive the 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 members of the Banff Centre Community will receive a copy of the Code.

5.1.2. Review and signing of the Code by employees will form part of the annual performance review process with each employee.

5.1.3. The signing of a declaration of agreement to comply with the Code shall be an annual requirement of the members of the Board of Governors and members of the Board of Directors of The Banff Centre Foundation.

5.2. Course of Action

The following process applies to anyone within the Banff Centre Community (as applicable) who has 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.

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 the process as set out below and as is applicable to the individual concerned.

Anyone who knowingly permits, condones, or acquiesces in the failure of another to comply with this Code is also considered to be in violation of this Code.

5.2.1. Process

Any member of the Banff Centre Community who has:

- 5.2.1.1 A question, or doubt, about the appropriateness of an activity;
- 5.2.1.2 An actual or potential conflict of interest or commitment; and/or
- 5.2.1.3 Any concern regarding a breach in any standard of ethical conduct as identified in section 1 above, (hereinafter the “Concern”), must seek guidance to, and consult with, the appropriate individual(s) as is set out below in the Code:
 - 5.2.1.3.1. If the Concern involves a member of the Banff Centre Community (EXCEPT where the individual is a Vice President, the President and CEO, a member of the Board of Governors or a member of the Board of Directors of The Banff Centre Foundation) - to the Vice President, Human Resources or to the Human Resources Employee Relations Manager;
 - 5.2.1.3.2. If the Concern involves a Vice President - to the President and CEO. The President and CEO is under an obligation to inform the Chair, Human Resources Committee of the Concern;
 - 5.2.1.3.3. If the Concern involves the President and CEO - to the Chair, Human Resources Committee. The Chair, Human Resources Committee is under an obligation to inform the Chair, Board of Governors, the Chair, Governance and Nominating, and the Vice President, Human Resources of the Concern;
 - 5.2.1.3.4. If the Concern involves a member of the Board of Governors (EXCEPT where the Concern involves the Chair, Board of Governors), or a member of the Board of Directors of The Banff Centre Foundation - to the Chair, Board of Governors. The Chair, Board of Governors is under an obligation to inform the Chair, Human Resources Committee (EXCEPT where the Concern directly involves the Chair, Human Resources Committee), the Chair, Governance and Nominating (EXCEPT where the Concern directly involves the Chair, Governance and Nominating), the President and CEO.

5.2.1.3.5. If the Concern involves the Chair, Board of Governors - to the Chair, Human Resources Committee. The Chair, Human Resources Committee is under an obligation to inform the Chair, Governance and Nominating, and the President and CEO. In addition, the Chair, Human Resources Committee will inform the appropriate individual at the Ministry of Advanced Education of the Concern that has been raised with respect to the Board Chair.

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

5.3. Employees, Faculty, Consultants and Contractors

With respect to employees and faculty proven violations of the Code may result in disciplinary actions including a written warning, suspension, or termination following standard Centre practices or protocols and in accordance with the collective agreement and the Management, Program, Supervisory and Professional Terms and Conditions of Employment. The Vice President, Human Resources, will consult with the appropriate individuals regarding the Concern (as identified above) in order to determine appropriate disciplinary action(s), which may include dismissal for cause. Where the Concern involves the Vice President, Human Resources, the President and CEO, shall lead this process. With respect to consultants or contractors, the President and CEO will contact the company's Chief Executive Officer to advise them of the proven violations and outline the expectations of Banff Centre to remedy the proven violation.

5.4. Board of Governors

The remedial course of action, in respect to any proven violation of the Code by a Board of Governor, shall be determined by the President and CEO in consultation with the Chair, Governance and Nominating Committee. As is deemed appropriate this can be escalated to the Chair, Board of Governors. Communication of the proven violation by a Board of Governor to the other Governors will be determined on a case by case basis by the President and CEO, the Chair of the Governance and Nominating Committee and the Chair of the Board of Governors. The President and CEO and the Chair of the Governance and Nominating Committee shall exercise good judgement in determining remedial action required to address the proven violation.

6. 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:

6.1. Receipt of Gifts or Benefits

Employees, members of the Board of Governors, members of the Banff Centre Foundation, faculty, consultants and other individuals representing the Centre in an official capacity 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 a price less than 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 accommodation 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 \$200 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 must be given as to whether an objective observer in the circumstances would consider the gift or benefit to be unusual or provided for the purpose of creating a sense of obligation or bias toward the individual or could compromise or appear to compromise the objectivity, impartiality or integrity of the affected individual.

6.1.1. 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 to and accepted from, directly, or indirectly, 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:

6.1.1.1 They are of limited value, so as not to be perceived, or interpreted as a bribe, payoff, or other improper payment;

6.1.1.2 They are made as a matter of ordinary and accepted business practice; and

6.1.1.3 They do not contravene any law and are made in accordance with accepted ethical practices.

6.2. 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 Vice President 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, Administration and Chief Financial Officer. Recognizing Banff Centre's role as one of the largest employers in the Bow Valley and its obligation to be a good corporate citizen, cash donations may be made to select charities subject to the approval of the President and CEO, and Vice-President, Administration and Chief Financial Officer. Cash charitable donations shall not exceed a total of \$50,000 in any given fiscal year.

6.3. 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:

6.3.1. Centre business contacts or relationships for personal gain;

6.3.2. Centre work time, and/or facilities for work that is unrelated to Centre business;
or

6.3.3. The services of a Centre employee, who is in a direct line reporting relationship, for personal matters.

6.4. This section does not forbid the President and CEO 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.

- 6.5. Employees considering a new offer of appointment, or employment, must be aware of and manage any potential conflicts of interest between their current position and future circumstances, and must remove themselves from any decisions affecting their appointment, or employment.

6.6. Fiscal Integrity and Responsibility

As appropriate, according to their respective roles, members of the Banff Centre Community shall:

- 6.6.1. Protect and conserve Centre property and resources and shall not use them for purposes other than authorized Centre activities;
- 6.6.2. Maintain internal controls over Centre resources;
- 6.6.3. Comply with all Centre policies and procedures, as amended from time to time;
- 6.6.4. Report to their respective supervisors and record all financial transactions;
- 6.6.5. Ensure the safekeeping of all Centre records, including proper retention and disposition of such records;
- 6.6.6. Ensure the safekeeping of all Centre assets; and
- 6.6.7. Adhere to all Banff Centre's policies and procedures on privacy and confidentiality of these matters.

Members of the Banff Centre Community shall not:

- 6.6.8. Receive payments, or rewards, for goods, or services, which the Centre has purchased (except frequent flyer miles);
- 6.6.9. Request reimbursement from the Centre for any personal, or non-business expenditures;
- 6.6.10. 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, or consultant's conduct;
- 6.6.11. Knowingly offer compensation, or benefits, to any government or political official or their family members where the benefit is being offered with the intent to influence the government official or their family member's conduct. This does not apply to a gift or other benefit that is offered as an incident of protocol that would be in compliance with clause b) Furnishing of gifts or benefits.
- 6.6.12. Sell, donate, or otherwise dispose of, the Centre equipment, assets, supplies, scrap materials, or records, unless pursuant to Centre policies and procedures governing the disposition of assets;

6.6.13. 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;

6.6.14. 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;

6.6.15. 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;

6.6.16. Sell, or lease to the Centre, the individual's equipment, products, or facilities, without prior written authorization of the applicable Vice President; or

6.6.17. Take part in a decision in the course of carrying out their powers, knowing that the decision might further a private interest of either themselves, a person directly associated with the Banff Centre, a Banff Centre representative, or family member.

7. INFORMATION RECORDS

7.1. 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 members of the Banff Centre Community 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.

7.2. 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 basis and then only for the purposes permitted by a FOIP collection notice, by other applicable laws and by written consent of the individual.

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

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

8. POLITICAL ACTIVITIES

- 8.1. No member of the Banff Centre Community 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.
- 8.2. No member of the Banff Centre Community 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.
- 8.3. When engaging in public activity, or comment, members of the Board of Governors, including the Chair of the Board, and the President and CEO of Banff Centre, should be mindful of any impact their actions, or comments, could have on Banff Centre and its activities, and should avoid any actions, or comments, that could reasonably be expected to adversely affect 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.
- 8.4. The Chair of the Board of Governors may comment, when appropriate, on campaign platforms, or government policies, that may affect Banff Centre. The Chair may delegate this role to another Governor, or to the President and CEO. Absent of such delegation, no Board member should purport to speak on behalf of Banff Centre, or speak publicly, on platforms, or policies, directly relevant to Banff Centre.
- 8.5. To maintain a non-partisan Board, Board members should consider the best interests of Banff Centre and generally not play a high-profile role in any election campaign germane to the role and business of 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.
- 8.6. No member of the Banff Centre Community 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.
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9. PERSONAL RELATIONSHIPS

- 9.1. Members of the Banff Centre Community involved in intimate relationships, whether married, common law, or otherwise, shall not be perceived as presenting a conflict of interest, provided that there is neither a direct, or indirect, managerial/subordinate relationship between the respective members of the Banff Centre Community, or a conflict of interest, real or perceived, created as a result of the relationship.
- 9.2. However, personal, consensual relationships between a manager and a direct report will result in a conflict of interest, with the perception, or reality, of unfairness, exclusion, or favouritism, and decisions influenced by personal interest. It is the responsibility of the senior employee to report the relationship to the Vice President, Human Resources. If such a situation requires remedial action, Banff Centre will consider that the senior employee bears the greater responsibility.
- 9.3. In the event that either a managerial/direct report, or other conflict of interest arises, the Vice President, Human Resources, will work with the President and CEO and relevant members of the Banff Centre Community with a view to accommodation and mitigation of any potential concerns. Possible resolutions may require transfer to another department, or position, within Banff Centre.

10. PERIODIC REVIEW

As a standard review process the Code of Ethics shall be reviewed every three years by the Board of Governors to ensure that it remains current and relevant.

11. RELATED DOCUMENTS

Related legislation:

- Alberta Human Rights Act, RSA 2000, c A-25.5
- Freedom of Information and Protection of Privacy Act, SA 2000, c F-25
- Health Information Act, RSA 2000, c H-5
- Occupational Health and Safety Act, RSA 2000, c O-2

Related Banff Centre policies/procedures/additional information

- Policy - Anti-Harassment
- Procedure - Anti-Harassment
- Policy - Prevention of, and Response to Sexual Violence
- Procedure – Prevention of, and Response to Sexual Violence
- Policy - Information Security
- Procedure - Information Security – Incident Response Plan
- Procedure - Information Security – Storage and Distribution
- Policy - Privacy Policy
- Policy - Safe Disclosure
- Procedure - Safe Disclosure (General Disclosures)
- Procedure - Safe Disclosure (Serious Wrongdoing)
- Additional Information - Serious Wrongdoing (FAQs)
- Policy – Unlawful Activity
- Procedure – Unlawful Activity
- Policy – Workplace Violence
- Procedure – Workplace Violence
- Collective Agreement between The Banff Centre and The Canadian Union of Public Employees Local 4318 (in force from time to time)
- Terms of Employment governing Management and Program, Supervisory and Professional Employees

12. For enquiries relating to this Policy, please contact the Policy Office:

policy_office@banffcentre.ca
Ext. 6131