

BOARD OF GOVERNORS: CODE OF CONDUCT

Approved: November 30, 2023

Revised: February 7, 2025

1 DEFINITIONS

All capitalized terms in this Code that are not defined have the meaning given in the Bylaws or in the *Act*:

- a) “**Act**” means the *Post-Secondary Learning Act* (Alberta) and the regulations thereunder, as amended from time to time;
- b) “**Allowed Conflict**” means a Conflict that can be managed in a way that is compliant with legislation and Banff Centre policies and procedures, serves the interest, integrity and reputation of Banff Centre and will withstand the test of reasonable and independent scrutiny;
- c) “**Banff Centre**” means the public post-secondary institution constituted under the *Act* and continued as “Board of Governors of The Banff Centre”;
- d) “**Board**” means the Board of Governors of Banff Centre;
- e) “**Chair**” means the individual appointed by the Lieutenant Governor-in-Council through an Order-in-Council to serve as Chair of the Board under s. 52(1)(a) of the *Act*;
- f) “**Code**” means this Code of Conduct as amended from time to time;
- g) “**Concurrent Activity**” means a Governor’s appointment, business, undertaking, employment or self-employment with Banff Centre at the same time as their appointment as a Governor;
- h) “**Confidential Information**” means information that has not been publicly disclosed and is in the best interests of Banff Centre that it remain confidential, and includes information related to, among other things: the security of Banff Centre’s property and community; personal information about an individual; competitive advantages; proposed or pending acquisition of property; labour relations with the Canadian Union of Public Employees Local 4318; litigation or potential litigation; communications involving the Board obtaining or receiving legal advice; strategy for meetings or discussions with the Minister of Advanced Education or other governmental representatives; questions of privilege of the Board or Governors; business or contractual relations where confidentiality has been requested by the originator; conflict of interest of a Governor; or other matters as determined by the Chair in consultation with the President;
- i) “**Conflict**” means a Conflict of Interest or Conflict of Commitment;
- j) “**Conflict of Commitment**” means a situation whereby the external or personal activities, undertakings or relationships of a Governor are so demanding or organized in such a manner or are otherwise such that they may interfere with the Governor’s obligations to Banff Centre;

- k) **“Conflict of Interest”** means a situation in which there is or may be perceived to be a divergence between the private financial benefit, financial interest or personal benefit of a Governor, Related Person or Related Entity and the Governor’s obligations to Banff Centre, such that an impartial observer might reasonably question whether related actions to be taken or decisions made by the Governor would be influenced by consideration of the Governor’s own interests.
- l) **“Governor”** means an individual who is a voting member of the Board, whether by appointment or otherwise;
- m) **“Harassment”** means: (a) unwelcome and inappropriate verbal, written, graphic or physical conduct, or coercive behaviour, where the behaviour is known or reasonably ought to be known to cause insecurity, distress, offence or humiliation and is based on a Protected Ground; or Personal Harassment. In general, Harassment refers to repeated behaviour rather than a passing remark;
- n) **“Leadership Team”** means those individuals employed by Banff Centre and reporting directly to the President including, but not limited to, the Vice Presidents, Executive Directors, Chief Financial Officer and General Counsel;
- o) **“Non-Governor Committee Member”** means a person external to the Banff Centre who is not a Governor of the Board who has been appointed to one of the committees of the Board;
- p) **“Personal Harassment”** means unwelcome verbal, written, graphic or physical conduct, behaviour or communication, not based on a Protected Ground, and directed toward an individual or group of individuals where: (a) there is a misuse or abuse of power having the effect or purpose of significantly abusing, threatening, demeaning or intimidating an individual or group of individuals; or (b) such conduct has the purpose or effect of significantly interfering with work or educational performance; or (c) such conduct creates an intimidating, hostile, or offensive working, living or educational environment;
- q) **“Political Activity”** means: (a) seeking nomination to run as a candidate or being a candidate in an election of any level of government in Canada; or (b) holding office or being elected to a position in an election of any level of government in Canada;
- r) **“Private Benefit”** means a financial benefit, a personal benefit or furthering a private interest (and includes the avoidance of a negative consequence) other than a financial benefit, a personal benefit or a private interest that is: of general application; affects a person as a member of a broad class; or is inconsequential;
- s) **“Protected Grounds”** means race, religious beliefs, colour, gender, physical or mental disability, age, ancestry, place of origin, marital status, source of income, family status or sexual orientation or any form of discrimination prohibited under the *Alberta Human Rights Act* including harassment;

- a) **“President”** means the individual as constituted in the *Act* and appointed by the Board to serve as President and Chief Executive Officer of Banff Centre, and who serves on the Board under s. 52(1)(c) of the *Act*. For greater certainty, the President is bound by this Code when acting as a Governor. When acting as an employee of Banff Centre, the President is bound by the Employee Code of Conduct;
- a) **“Related Entity”** means:
- a. a public corporation of which the individual is a director or officer or the beneficial owner of more than 5% of the outstanding shares of any class;
 - b. a ‘for-profit’ private corporation of which the individual is a director or officer;
 - c. a ‘for-profit’ private corporation of which the individual is the beneficial owner of shares in the corporation, except:
 - i. an association as defined in the *Co-operatives Associations Act*;
 - ii. a credit union incorporated under the *Credit Union Act*;
 - iii. a co-operative credit society incorporated by or under an Act of the parliament of Canada; or
 - iv. the United Farmers of Alberta Cooperative Limited;
 - d. a non-profit corporation or an association of which the individual is a director or officer; and
 - e. a partnership of which the individual is a partner or of which one of the partners is a Related Entity of the individual by reason of clause (a), (b), (c) or (d) above;
- b) **“Related Person”** means an individual who is directly associated with another individual and includes:
- a. a parent, sibling and child of the individual;
 - b. a spouse or domestic partner of the individual; and
 - c. any other person who is directly associated with the individual.

2 PREAMBLE

This Code reflects a commitment to Banff Centre’s values and provides a framework to guide ethical conduct in a way that upholds the institution’s integrity and reputation. Banff Centre is committed to providing a living, learning and working environment that is free of threats to

personal safety and is supportive of productivity, artistic expression, creativity, and the dignity, self-esteem and fair treatment of all members of its community.

All Governors are expected to behave in a way that aligns with this Code. While this Code does not cover every specific scenario, it is the spirit and intent behind this Code that should guide each person's conduct.

To demonstrate a commitment to transparency and accountability, this Code is available to the public on Banff Centre's website.

3 OBLIGATIONS OF ALL GOVERNORS

3.1 Principles and Scope

- 3.1.1 While it is expected that all members of Banff Centre's community respect and maintain the highest standards of professional and ethical conduct, this Code only applies to Governors and any Non-Governor Committee Members who shall, for the purpose of this Code, be included in any reference to Governors.
- 3.1.2 Governors are responsible stewards of Banff Centre's resources.
- 3.1.3 Governors will act with honesty and integrity, in a manner befitting the trust and confidence placed in them, and in a manner that will withstand public scrutiny.
- 3.1.4 Governors will discharge their duties in an impartial and non-partisan manner so as to ensure that public confidence and trust in the integrity and impartiality of the Board and Banff Centre are maintained and enhanced.
- 3.1.5 Governors must act in the best interests of the Banff Centre. Board and committee decisions will be made in the best interests of Banff Centre and to advance the mandate and long-term interests of Banff Centre.
- 3.1.6 Governors will exercise due care, skill and diligence in the course of their work with the Board, including demonstrating that they have: (a) made informed decisions in an independent fashion; (b) had reasonable grounds for the decision; and (c) conducted a reasonable analysis of the situation.
- 3.1.7 Once a Board decision is made, Governors will respect the authority of the Board and Board decisions.
- 3.1.8 Governors acknowledge that the Chair is the only official spokesperson of the Board and agree that they will act in a way that is consistent with the Board's protocols on Board communications and public comment.
- 3.1.9 In addition to following this Code in all aspects of Banff Centre business, Governors are expected to seek guidance from the Chair, President or Corporate Secretary in any case where there is a question about compliance with both the letter and spirit of Banff Centre policies.

- 3.1.10 Governors will comply with all Banff Centre policies and procedures, as amended from time to time.
- 3.1.11 Governors will encourage their colleagues to act fairly and ethically and acknowledge that they are able to raise concerns about a suspected breach of the Code by another Governor in accordance with this Code, without fear of reprisal.
- 3.1.12 In the course of carrying out their responsibilities, Governors will not engage in conduct, behaviour or communication that constitutes Harassment.

3.2 Avoidance and Disclosure of Conflicts of Interest; Concurrent Activity; Allowed Conflicts

- 3.2.1 Governors engage in activities and situations where actual or perceived Conflicts may exist. Rather than disallow all Conflict, Banff Centre assess whether Conflicts can be managed and, where appropriate, permits them as Allowed Conflicts. Governors are required to make active and ongoing disclosures to ensure all Conflicts are being appropriately evaluated and managed.
- 3.2.2 To assist Governors in meeting their obligations under this Code, Governors are required to:
- a) Complete and sign a declaration disclosing any potential, actual or perceived Conflicts of Interest, including any Private Benefit, Related Person or Related Entity that could give rise to a Conflict, at the time of their initial appointment and at the start of each meeting year;
 - b) Disclose in writing any relevant new or additional information about those interests as soon as possible by completing and signing an updated declaration;
 - c) Disclose to the Chair or the Corporate Secretary a potential, actual or perceived Conflicts, including any Private Benefit, Related Person or Related Entity that could give rise to a Conflict, at the first opportunity after they become aware of it and immediately seek guidance from the Chair, President or Corporate Secretary where there is any doubt about the existence of a potential, actual or perceived Conflict;
 - d) Not engage in, or continue, any activity or situation identified as a Conflict until Banff Center has assessed whether the Conflict is an Allowed Conflict and, if so, how the Conflict will be managed;
 - e) Review agenda items and declare any Conflicts of Interest in respect of an item at the beginning of each meeting session of the Board or at the beginning of the item; and
 - f) Actively manage a Conflict of Interest by applying one or more of the options below, as appropriate for the circumstance and as agreed to by the chair of the meeting, if in a meeting, and the Chair if otherwise. Options for action are:

- (i) leave the meeting room during any discussion or decision and abstain from voting on matters for which the Conflict of Interest exists or is perceived to exist;
- (ii) remove themselves from the circumstances which create the Private Benefit that gives rise to the Conflict of Interest;
- (iii) manage the Conflict of Interest in a different fashion with the prior approval of the Governance and Nominating Governance and Nominating Committee; or
- (iv) resign their position as Governor.

3.2.3 Governors involved in, or considering engaging in, a Concurrent Activity with Banff Centre may be in a potential Conflict.

3.2.4 Governors are required to report to the Chair any Concurrent Activity promptly upon engaging in the activity so that the Chair may assess the activity to determine if there is an actual or perceived Conflict. The Chair is required to report their own concurrent activity to the Chair of the Governance and Nominating Committee.

3.2.5 The Chair, or the Chair of the Governance and Nominating Committee, will provide a preliminary non-binding opinion as to whether the Concurrent Activity might conflict with the performance of the Governor's duties with the Board and, if so, whether the Conflict may be managed as an Allowed Conflict, and if so, how.

3.2.6 If a Governor proceeds with the Concurrent Activity, any prior consultation or opinion of the Chair or the Chair of the Governance and Nominating Committee does not relieve the Governor of their obligation to self-assess, and if necessary report, all Conflicts.

3.2.7 If a Conflict can be managed as an Allowed Conflict (including a Concurrent Activity), a suitable method of monitoring and managing the Allowed Conflict will be determined by the Governance and Nominating Committee and implemented before the Governor is free to proceed with, or continue to engage in, the activity or situation or Board related work.

3.2.8 A Governor with an Allowed Conflict must act in accordance with the method of monitoring and managing the Allowed Conflict determined by the Governance and Nominating Committee.

3.2.9 Where an activity or situation is determined to be an Allowed Conflict, it is the obligation of the Governor to ensure that the Allowed Conflict remains manageable and to notify the Chair of any material change in circumstances.

3.3 Rules Governing Confidentiality

3.3.1 The Board places a high level of responsibility and trust in Governors who must maintain the confidentiality of Confidential Information entrusted to them by Banff Centre or its

stakeholders, except when disclosure is authorized or required by laws, regulations or legal proceedings are expected to maintain confidentiality.

- 3.3.2 To preserve Banff Centre's ability to claim confidentiality over Confidential Information, Confidential Information must be safeguarded and narrowly disclosed. Broad circulation, or even circulation outside of a specified group, including to assistants, can defeat a claim of confidentiality or even the ability to claim exceptions to disclosure under the *Freedom of Information and Protection of Privacy Act* (Alberta).
- 3.3.3 Whenever feasible, Governors should consult with the Chair, the chair of the Governance and Nominating Committee, or the Corporate Secretary if they believe they have a legal obligation to disclose Confidential Information.
- 3.3.4 In addition to their confidentiality obligations under the Bylaws and this Code, Governors will:
 - a) Hold in the strictest confidence all proceedings of closed and in-camera Board sessions and views expressed therein, and will not reveal, distribute or discuss Confidential Information with anyone outside of the appropriate Governors and attendees at any time during or after the Governor's term without the express prior, written authorization of the Chair or the chair of the Governance and Nominating Committee;
 - b) Safeguard all Confidential Information and, upon the termination of their tenure as a Governor, destroy (or return to the Corporate Secretary for destruction) all records of Confidential Information in their possession or created by the Governor in connection with their service on the Board; and
 - c) Advise recipients of Confidential Information that the information they are receiving is confidential and that they are under an obligation to maintain its confidentiality.

3.4 Rules Governing Political Activity

- 3.4.1 Regulating political activities in the public sector derives in part from the need for impartiality or the appearance of impartiality. These Political Activity rules strive to balance the neutrality of the public service with an individual's ability to engage in Political Activity.
- 3.4.2 These rules are grounded in one general principle: that a Governor should not participate in a Political Activity that is, or that may reasonably be seen to be, incompatible with the Governor's duties, or otherwise be seen to impair their ability to discharge their duties in a politically impartial fashion, or would cast doubt on the integrity or impartiality of the Governor, the Board or Banff Centre.
- 3.4.3 Every Governor must consider this Code before embarking on any Political Activity and, where there is any doubt, shall refrain from the activity in question or first seek guidance from the Governance and Nominating Committee.

- 3.4.4 Governors should not identify themselves as such or as affiliated with Banff Centre when involved in any Political Activity. This could increase the risk of the activity being perceived by others as impairing the Governor's ability to perform their duties in a politically impartial manner.
- 3.4.5 Governors are responsible for taking the following actions:
- a) A Governor must notify the Board of their intentions before embarking on any Political Activity.
 - b) A Governor who runs as a candidate in an election at any level of government must take a leave of absence from the Board or resign. The leave will commence the day after the writ for the election is issued or on the day the candidacy is publicly announced, whichever is the earlier.
 - c) A Governor holding office or elected to a position at any level of government must resign from the Board effective the day of their election (or otherwise effective immediately).
 - d) A Governor who has taken a leave of absence and who is not elected is entitled to return to the Board effective the day after the election.

3.5 Protection of Property and Use of Banff Centre Assets

- 3.5.1 Theft, carelessness and waste have a direct impact on Banff Centre. If a Governor becomes aware of any suspected incidents of fraud or theft it should be immediately reported to the Chair, the Chair of the Governance and Nominating Committee, or the President for investigation.
- 3.5.2 Banff Centre resources may only be used for Banff Centre purposes and never for illegal or unethical purposes.
- 3.5.3 Governors have an obligation to protect Banff Centre assets, including proprietary information and must ensure there are appropriate safeguards and policies in place to ensure the assets are protected. Governors have the obligation to preserve proprietary information during their term on the Board and at any time thereafter.
- 3.5.4 Governors are prohibited from:
- a) Taking for themselves opportunities that properly belong to Banff Centre or are discovered using Banff Centre's property, information or position;
 - b) Using Banff Centre's property, information or position for personal gain; and
 - c) Using Banff Centre's property, information or position to compete with Banff Centre.
- 3.5.5 Governors owe a duty to Banff Centre to advance its legitimate interests when the opportunity to do so arises.

3.6 Fair Dealing

- 3.6.1 Governors must deal fairly with Banff Centre's stakeholders.
- 3.6.2 Governors must not take unfair advantage of anyone through illegal conduct, manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

3.7 Acceptance of Gifts and Hospitality

- 3.7.1 For the purposes of this Section 3.7 "Gifts" means all nature of gifts including all tangible gifts, hospitality, event invitations and conference invitations inclusive of travel, admission, hospitality, accommodation and related incidentals.
- 3.7.2 The restrictions contained in this Section 3.7 do not apply to:
 - a) Gifts received by a Governor on behalf of Banff Centre provided such Gifts are immediately surrendered to Banff Centre; and
 - b) Gifts received by a Governor from Banff Centre.
- 3.7.3 Governors must not accept Gifts or other benefits that are connected directly or indirectly with the performance of their duties as a Governor from any individual or entity, other than:
 - a) The normal exchange of Gifts between friends;
 - b) The nominal exchange of hospitality between persons doing business together;
 - c) Tokens exchanged as part of protocol (includes plaques or similar recognition awards); or
 - d) Nominal Gifts presented to persons who are participating in public functions, awards, speeches, lectures, presentations, conferences, workshops or seminars ("Events").
- 3.7.4 The value of any Gift permitted by this section shall not be more than \$250 per Gift to a maximum of \$1,000 per year.
- 3.7.5 For Governors who accept an invitation to speak or participate on a panel at a conference, seminar, workshop or similar event and their speech and/or participation relates to their duties as a Governor, the total value of any Gift permitted by this section for transportation costs, registration fees, accommodation, meals and related incidentals gifted to them in connection with the event at which they are speaking and/or participating shall not be more than \$2,000 per Gift to a maximum of \$6,000 per year. The increased limits as contained in this Section 3.7.5 shall not apply if the acceptance of any of the foregoing gives rise to an actual or perceived Conflict of Interest.

- 3.7.6 The restrictions on the value of an Event invitation as set out in this section shall not apply to the attendance at a social event where such social event is sponsored by:
- a) a registered charitable foundation;
 - b) the Governor General of Canada;
 - c) a provincial Lieutenant Governor;
 - d) a Canadian federal, provincial, municipal or regional government or any member of that government;
 - e) a consul or ambassador of a foreign country; or
 - f) a not-for-profit organization provided such organization is not constituted to serve management, union or professional interests and does not have for-profit enterprises or representatives of for-profit enterprises as a majority of its members.
- 3.7.7 Notwithstanding any other provision of this section Governors must not accept cash or cash equivalent Gifts.
- 3.7.8 In the event Governors are in doubt with respect to the Gift or the propriety of acceptance of an invitation, the advice of the Chair or the chair of the Governance and Nominating Committee must be sought.
- 3.7.9 Governors may request that the Chair or the chair of the Governance and Nominating Committee provide advice relating to the Governor's obligations with respect to Gifts without a readily discernible value or Gifts that exceed the limits in this Code. The Chair or the chair of the Governance and Nominating Committee may provide the Governor with advice relating to Gifts or an increase in the dollar limits set out in this section. The Chair or the chair of the Governance and Nominating Committee must respond in writing and act reasonably and in the best interest of Banff Centre and consider whether there is any real or apparent Conflict of Interest in providing such advice and/or increasing such dollar limits. The Governor will be deemed to have complied with this Code of Conduct if they comply with the written advice and/or dollar limits.

3.8 Outside Employment, Self-Employment, Appointments and Business

- 3.8.1 Governors may participate in outside appointments, businesses, undertakings or employment, including self-employment provided such activity does not cause an actual or perceived Conflict of Interest, and:
- a) allows for sufficient performance of Board related duties or availability for Board work;
 - b) does not involve the use of Banff Centre property, equipment, tools, computer, materials, supplies or personnel; and

c) is not performed in such a way as to appear to represent Banff Centre.

- 3.8.2 Governors participating in outside appointments, businesses, undertakings or employment, including self-employment, shall notify the Chair or the chair of the Governance and Nominating Committee in writing of such activity however, no pre-approval of such activity is required. The Chair or the chair of the Governance and Nominating Committee must review the proposed appointments, businesses, undertakings or employment, including self-employment, to determine if such activity creates a real or apparent Conflict of Interest.
- 3.8.3 The requirement for notice of an outside appointment does not apply to those outside appointments for which a Governor does not receive, and is not entitled to receive, remuneration unless such outside appointment gives rise to a perceived or actual Conflict of Interest.

4 Personal Relationships

- 4.1.1 Intimate relationships between Governors and other members of the Banff Centre Community, regardless of whether such relationships are consensual, will be deemed to create a Conflict of Interest due to the perception, or reality, of unfairness, exclusion, favouritism and influence.
- 4.1.2 Each Governor must report any intimate relationships with other members of the Banff Centre Community to the Chair or the Chair of the Governance and Nominating Committee and shall be expected demonstrate to the Chair or the Chair of the Governance and Nominating Committee that the intimate relationship has ended or to resign as a Governor.

5 Code Administration

5.1 Code Administrators

- 5.1.1 The Chair, with the assistance of the Corporate Secretary, is responsible for administering the Code and is responsible for:
- a) ensuring that Governors are informed of their duties under the Code and of their responsibilities to comply with the Code; and
 - b) consulting where appropriate, General Counsel or external legal counsel to the Board.
- 5.1.2 The Governance and Nominating Committee and its delegate(s) are responsible for providing advice regarding the interpretation and application of the Code. The Governance and Nominating Committee may delegate any of its responsibilities under this Code to the President or Corporate Secretary, as appropriate.
- 5.1.3 Inquiries about this Code and its application should be addressed to the Governance and Nominating Committee or its delegate(s). The Governance and Nominating Committee may direct that Governors contact the chair of the Governance and Nominating

Committee or Corporate Secretary to discuss the interpretation and application of the Code.

- 5.1.4 Every Governor agrees to be bound by any decision of the Governance and Nominating Committee or its delegate(s) regarding the interpretation and application of this Code. Governors further agree to abide by any decision of the Governance and Nominating Committee in the event of non-compliance with the Code.

5.2 Reporting Conflicts and Non-Compliance

- 5.2.1 This Code cannot, and is not intended to, address all situations. In circumstances where a Governor suspects conduct that contravenes policy or good conduct, a Governor has an obligation to report the conduct to the Chair, the chair of the Governance and Nominating Committee, or the President.
- 5.2.2 The Chair or, if the issue pertains to the Chair, the chair of the Governance and Nominating Committee, shall ensure the confidentiality of all inquiries and disclosures and shall ensure that any actual or perceived Conflict is avoided or effectively managed.
- 5.2.3 Where an actual or perceived Conflict of Interest cannot be avoided, Governors, following a review by the Chair or, in the case of the Chair, the chair of the Governance and Nominating Committee, must take appropriate steps to manage the conflict.
- 5.2.4 Governors are encouraged to report in writing a potential breach of this Code to the Chair or, in the case of the Chair, the chair of the Governance and Nominating Committee. When reporting a potential breach in good faith and with reasonable grounds, Governors are protected from retaliation for such reporting.
- 5.2.5 Once a potential breach has been reported, the Chair or, in the case of the Chair, the chair of the Governance and Nominating Committee, will respond to and manage the potential breach promptly. The Chair or, in the case of the Chair, the chair of the Governance and Nominating Committee, will review the circumstances and details of the potential breach and notify the Governor of the allegation. The Governor has the right to complete information and the right to respond fully to the potential breach provided that the identity of the party making the report will not be disclosed unless required by law or in a legal proceeding. The Chair, or in the case of the Chair, the chair of the Governance and Nominating Committee, shall make a decision and complete a written report, including reasons, in a timely manner which report shall be provided to the Governor with a copy to the Board.
- 5.2.6 Governors who do not comply with the behavioural standards identified in this Code will be subject to appropriate disciplinary action by the Board up to and including a request for their resignation; a termination of their appointment (for Board Appointed Governors); or a request of the Minister of Advanced Education that their appointment be rescinded (for Government Appointed Governors).