



# OAK RIDGES MORaine LAND TRUST

## Code of Conduct and Conflict of Interest Policy

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### 1.0 PURPOSE

To provide Oak Ridges Moraine Land Trust (ORMLT) Employees, Directors and volunteers with a statement of guiding principles for conduct of behaviour in order to:

- Maintain a respectful workplace for all staff, volunteers, participants and supporters;
- Preserve ORMLT integrity in its external relationships;
- Act in accordance with this Code, the Ontario Human Rights Code, Canadian Charter of Rights, the Canadian Land Trust Standards and Practices, other laws applicable to Ontario charities.

### 2.0 GUIDING PRINCIPLES

The conduct of everyone employed by or associated with ORMLT is expected to be consistent with and fully comply with this Code. To preserve and enhance integrity, all ORMLT employees, directors, volunteers shall:

- Sign a commitment to act in accordance with this Policy upon standing for board election or accepting a staff position;
- Act fairly, honestly and with integrity at all times.
- Act only in the best interests of the Trust and not favour the interest of any individual or group over the Trust.
- Conduct themselves truthfully and professionally at all times during their engagement with the Trust.
- Conduct open and transparent relationships and engage in communications that reflect fairness, courtesy and respect in all relationships.
- Exercise judgement in an unbiased manner independent of personal interests.

- Take personal responsibility for their actions and decisions and follow through on their commitments.
- Respect the opinions and beliefs of others, even where such opinions and beliefs conflict with one's own convictions.
- Treat colleagues in a courteous and professional manner, and exercise appropriate judgement in terms of behaviour and language.
- Maintain appropriate standards of confidentiality and privacy in accordance with applicable federal and provincial laws and ORMLT policies.
- Not seek any special benefits or privileges or accept any compensation either personally or on behalf of any other person except as permitted by the terms of my role at the Trust.
- Avoid or promptly declare and appropriately manage any real or perceived conflict of interest (see below).
- Ensure that public confidence, trust and respect in ORMLT operations are upheld and can bear close public scrutiny.
- Act to protect directors, employees and volunteers from harassment, discrimination and violence in the workplace (see below) whether internal or by external individuals such as donors, grant-makers, partners and service providers, as soon as such a situation comes to their attention.
- Not utilize ORMLT assets or property without appropriate authorization and ensure the proper care and use of ORMLT assets and resources.

### **3.0 HARASSMENT, DISCRIMINATION AND VIOLENCE IN THE WORKPLACE**

The ORMLT has a zero-tolerance policy with respect to harassment, discrimination and violence in the workplace. Since there have been legal and societal changes in these areas since the last update of this Code, the following is included to help those in the Trust community understand the Trust's expectations.

#### **3.1 Harassment**

Harassment is defined as an improper conduct by an individual, that is directed at and offensive to another individual and that the individual knew or ought reasonably to have known would cause offence or harm.

Harassment comprises any objectionable act(s), comment(s) or display(s) that demean, belittle, or cause personal humiliation or embarrassment, and any act of intimidation or threat. It includes but is not limited to harassment within the meaning of the Canadian Human Rights Act. (i.e., based on race, national or ethnic origin, colour, religion, age, sex, sexual orientation, marital status, family status, disability and pardoned conviction.

Workplace harassment can involve unwelcome words or actions that are known or should be known to be offensive, embarrassing, humiliating or demeaning to a worker or group of workers, in a workplace. It can also include behaviour that intimidates, isolates or even discriminates against the targeted individual(s). This may include:

- making remarks, jokes or innuendos that demean, ridicule, intimidate, or offend;
- displaying or circulating offensive pictures or materials in print or electronic form;
- bullying\*;
- repeated offensive or intimidating phone calls or e-mails; or

- workplace sexual harassment.

It does not include reasonable action taken by an employer or supervisor relating to the management and direction of workers or the workplace.

### **3.2 Bullying**

Bullying is a relatively recent addition to the responsibility of employers. Some examples of the behaviour that would constitute workplace bullying in Ontario includes:

- Intimidation
- Excluding or isolating someone socially
- Establishing impossible deadlines which will set up the individual to fail
- Withholding important information or providing false information for the individual to be misinformed
- Making jokes that are offensive
- Undermining a person's work
- Persistently criticizing a person rather than their activities or ideas
- Belittling a person's opinion

Sexual harassment includes unwelcome sexual contact and remarks, leering, inappropriate staring, unwelcome demands for dates, requests for sexual favours, spreading sexual rumours (including on-line) and displays of sexually offensive pictures or graffiti.

### **3.3 Discrimination**

Discrimination based on 17 different personal attributes – called grounds – is against the law under the Code. The grounds are citizenship, race, place of origin, ethnic origin, colour, ancestry, disability, age, creed, sex/pregnancy, family status, marital status, sexual orientation, gender identity, gender expression, receipt of public assistance (in housing) and record of offences (in employment). Discrimination can take place directly, by an individual, indirectly through direction from another individual, or unintentional actions that have an adverse affect on persons with one more of the above attributes.

Gender identity and expression includes transgender and other gender non-conforming individuals. Gender identity is each person's internal and individual experience of gender. It is a person's sense of being a woman, a man, both, neither, or anywhere along the gender spectrum. A person's gender identity may be the same as or different from their birth-assigned sex. Gender expression is how a person publicly expresses or presents their gender. This can include behaviour and outward appearance such as dress, hair, make-up, body language and voice. A person's chosen name and pronoun are also common ways of expressing gender.

### **3.4 Violence in the Workplace**

The Ontario Occupational Health and Safety Act (OHSA) defines workplace violence as the exercise of physical force by a person against a worker, in a workplace, that causes or could cause physical injury to the worker. It also includes an:

- attempt to exercise physical force against a worker in a workplace, that could cause physical injury to the worker; and a
- statement or behaviour that a worker could reasonably interpret as a threat to exercise physical force against the worker, in a workplace, that could cause physical injury to the worker.

The definition of workplace violence is broad enough to include acts that would constitute offences under [Canada's Criminal Code](#).

#### **4.0 CONFLICT OF INTEREST**

A conflict of interest arises when an individual's obligation to further the organization's charitable purposes is at odds with their own financial interests or loyalties. Examples include:

- Being in a position, or perceived to be in a position, to benefit improperly (or create an improper benefit to a family member or an organization with which they are associated) by virtue of their position within the Trust.
- Being in a position, or perceived to be in a position, to report internal information to a grantmaker or other organization where they also hold a role.
- Holding positions involving a responsibility for generating revenue or seeking resources at both the Trust and a related organization in direct or potentially direct competition with the Trust.

These are common situations in the not-for-profit world and often cannot reasonably be avoided, so must be managed.

Family members include spouse, siblings, in-laws, ancestors, descendants and spouses of any of the preceding. Organizations include partnerships, employers and other organizations where the individual is employed or on the board.

Real and perceived conflicts of interest involving a director will be addressed as follows:

- The director will disclose to the Chair the existence of any real or apparent conflict of interest within one week of becoming aware and before participating in any related decision-making. The director will disclose sufficient details for the Chair to understand the situation and provide advice.
- The Chair will call the question of conflict at the beginning of each Board meeting. A Director or shall absent themselves from Board or committee meetings or portions of meetings, and discussions or decisions where such Director has a conflict of interest. The Board or a committee may request factual information from the Director prior to recusal.
- No director shall discuss or vote on any issue where they have a real or perceived conflict of interest. All declarations of conflicts of interest, and the subsequent treatment of such declarations, will be recorded in the minutes of the Board meetings along with the reasons for the conflict. The Board will periodically review this record to ensure that conflicts of interest have been dealt with effectively.
- No director or other party covered by this policy shall otherwise attempt to inappropriately influence Board decisions where a conflict of interest or perceived conflict of interest exists.

- If a director is perceived by other directors as being in a conflict of interest that they will not declare, the situation will be discussed at an In Camera meeting. That director will be recused unless invited to attend at the start but must leave before any discussion or decision.
- If action by the Board is required to deal with the conflict of interest, the discussion and decision will take place In Camera.
- If the Chair is in a real or potential conflict, the Vice Chair or designate will perform the duties assigned to the Chair.

In the event a Director is uncertain regarding a potential conflict of interest, that Director shall review the matter with the Board Chair. The Chair shall provide advice, in writing where possible, to the Director.

Real and perceived conflicts of interest involving a staff member or volunteer will be addressed as follows:

- The individual will disclose to the CEO the existence of any real or apparent conflict of interest within one week of becoming aware and before participating in any related decision-making or actions leading to a decision, such as selecting suppliers for a quote or candidates to be interviewed for a position.
- The conflict of interest will be recorded in the employee's human resources file or the volunteer database.
- The individual will not be allowed to make or influence any decision related to the conflict of interest and this shall continue throughout the conflict situation (e.g., contract extensions, performance appraisals).
- The individual will not directly supervise another individual associated with their conflict.
- The CEO may declare the conflict on behalf of the individual if the CEO believes a conflict should have been declared.
- If the CEO has a conflict of interest, the Chair or designate will perform the duties assigned above to the CEO.

In the event an individual is uncertain regarding a potential conflict of interest that individual shall review the matter with the CEO. The CEO shall provide advice, in writing where possible.

## **5.0 CONFLICT RESOLUTION**

- In the event that behaviour which is not consistent with this code of conduct is observed, it is expected that the concerned party will raise the issue directly with the offending individual.
- In the event that the direct conflict resolution is not effective, the concerning behaviour will be escalated to the Board Chair for Directors and the CEO for employees and non-board volunteers.
- The Chair or CEO, as appropriate, will take appropriate action, in consultation with the Board or professional advisors if appropriate, and keep all parties promptly informed. The

situation and the action taken will be documented and the documentation retained until the individual is no longer with the Trust.

## **6.0 VIOLATION OF THE CODE OF CONDUCT**

Failure to comply with this policy could result in disciplinary action up to and including revocation of board service, disciplinary action or termination of employment, subject to the applicable charity and employment laws and approved ORMLT bylaws, policies, principles and procedures for conflict of interest.

In the event that a Director is exhibiting behaviours that are not consistent with the code of conduct, the Chair or other board member will remind the Director of their obligation to adhere to the code of conduct and govern their actions accordingly. Should the behaviour continue, the offending Director may be asked to leave the meeting or event, or refrain from certain contacts within the Trust.

In the event that a Director consistently or egregiously exhibits behaviours not consistent with the code of conduct, the Chair may opt to initiate an investigation as per the formal complaint process below.

In the event that an employee consistently exhibits behaviours not consistent with the code of conduct, the CEO can pursue appropriate action as per the HR policy.

An individual affected by a violation of the Code of Conduct may also initiate a formal complaint if unsatisfied with the resolution to date

## **7.0 FORMAL COMPLAINT**

An individual wishing to initiate a formal complaint regarding the conduct of a board member or the CEO shall provide a statement to the Chair, including the name of the offending individual, the place, date and time of the incident, and the name of any possible witnesses. In the event the complaint is regarding the Chair, the complaint will be registered with the Vice-Chair.

1. Once the formal complaint has been received, the individual(s) the complaint has been filed against will be notified and the Chair may discuss the situation with both parties to attempt to achieve a resolution. Alternatively, the Chair may recommend that the board engage a mediator. Every effort will be made to resolve the situation at this stage to avoid the cost of a professional investigator. Such efforts may include requesting the resignation of a board member.
2. If satisfactory resolution is not achieved, the Board shall determine if the situation is sufficiently serious to use charitable resources for formal investigation. The board may decide that the situation is trivial or outside its control and so advise the complainant.
3. Otherwise, an objective party acceptable to both parties will be appointed to carry out an investigation. During the process of the investigation, all persons involved shall maintain confidentiality to the greatest extent possible.

4. The investigation should be completed and a final report submitted within 30 (thirty) business days of assigning a complaint to an investigator, unless there are extenuating circumstances.
5. Copies of the draft investigation report will be shared with the complainant and the respondent so they can comment on the accuracy and completeness of facts.
6. The parties involved should be notified of the outcome within 5 (five) business days of the reviewing recommendation. In the event that both of the parties involved are agreeable to the recommendations there will be no further action required. In the event that one or both parties disagree with the recommendation, the matter will be referred to the Board, to be dealt with In Camera. Any parties implicated in the complaint will not be permitted to participate in the Board discussion or vote on matters pertaining to the complaint.

If a complaint is initiated regarding an individual other than a director or CEO, the CEO shall follow similar procedures to address the situation within HR Policy and relevant laws.