



OAK RIDGES MORaine LAND TRUST

Code of Conduct Organization Policy and Managing Guidelines

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PURPOSE:

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

- A) Maintain a professional, effective, efficient and congenial workplace;
- B) Preserve ORMLT integrity and professionalism in its dealings with the public and other stakeholders; and
- C) Ensure that ORMLT mission and objectives are met.

POLICY STATEMENT:

The ORMLT mission is to ensure that significant Moraine properties are protected for future generations through agreements with landowners, acquisition of lands and on-going stewardship. The ORMLT has developed many partnerships working closely with municipalities, conservation authorities, educational institutions, foundations, stewardship councils, other non-government environmental organizations and donors. In addition, the Trust frequently works with federal, provincial and local government departments to help save and sustain the Moraine ecosystem.

ORMLT must ensure that the highest standards of ethical conduct, integrity and professionalism are practiced in fulfilling its responsibilities.

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 and professionalism, all ORMLT Employees, Directors, contractors, volunteers and other service providers shall:

- Act fairly, honestly and with integrity at all times.

- Conduct themselves truthfully and professionally at all times during their engagement with ORMLT.
- Communicate effectively using appropriate business language and in accordance with the ORMLT protocol for internal communication.
- Conduct open and transparent business dealings and engage in communications that reflect fairness, courtesy and respect for all of our stakeholders.
- Exercise professional 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 decorum.
- Maintain appropriate standards of confidentiality and avoid any real or perceived conflict of interest in accordance with applicable federal and provincial privacy laws and ORMLT confidentiality policies.
- Ensure that public confidence, trust and respect in ORMLT operations are upheld and can bear close public scrutiny.
- Do not utilize ORMLT assets or property without appropriate authorization and ensure the proper care and use of ORMLT assets and resources.

ORMLT Directors are expected to exhibit behaviour and conduct that is consistent with the Board of Directors job description and communication protocol, specifically pertaining to respectful and professional communication with Trust staff and volunteers.

PERSONAL OR SEXUAL 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 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). It is discriminatory behaviour, directed at an individual that is unwanted or unwelcome and causes substantial distress in that person and serves no legitimate work-related purpose.

The ORMLT has a zero-tolerance policy with respect to Harassment. Harassment in any form is strictly prohibited.

CONFLICT OF INTEREST:

A conflict of interest arises when Oak Ridges Moraine Land Trust (ORMLT) Employees, Directors, contractors and other service providers are in a position, or perceived to be in a position, to benefit financially (or create an improper benefit to a family member or other organization with which they

are associated) by virtue of their position within the Oak Ridges Moraine Land Trust. Real and perceived conflicts of interest will be addressed using the following guidelines:

- Those covered by this policy shall disclose to the Board the existence of any real or apparent conflict of interest.
- The Chair will call the question of conflict at the beginning of each Board or Committee meeting. A Director or staff shall absent him or herself from Board or committee discussions where such Director has a conflict of interest unless the Board or Committee requests specific information only from the Director.
- No Director shall vote on any issue where he or she has 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. 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.

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

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 Executive Director for employees, contractors and volunteers who will bring the matter to the attention of the Executive Committee to determine appropriate action.
- At any time, an ORMLT Employee, Director, contractor, volunteer and/or other service provider may report suspected violation of this policy, to the Board Chair for resolution at the Executive Committee and where appropriate or necessary by the Board of Directors to comply with approved ORMLT bylaws and policies.

VIOLATION:

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

PROCEDURES:

1. ORMLT shall require that all new Employees, Directors, contractors, volunteers and other service providers annually sign a statement affirming understanding of and requirement for compliance with the Code of Conduct as may be approved from time to time by the Board of Directors.
2. The signed statement may be a separate document or included as part of current job agreements for ORMLT Board Members, Employees, Contractors, Volunteers or other service providers.

REFERENCE DOCUMENTS:

Human Resources Organization Policy
Protocol on Internal Communications
Board Member and Confidentiality Agreement
Confidentiality Agreement for Trust Volunteers

DOCUMENTS/POLICIES TO BE REPLACED:

Conflict of Interest & Standards of Service – Board Policy (Sept 13, 2006)

APPENDIX A TO THIS POLICY (Pages 5 and 6):

Guidelines for Administration of the ORMLT Code of Conduct Policy

Appendix A - Guidelines for Administration of the Code of Conduct

General Enforcement of the Code of Conduct

All ORMLT Employees, Directors, contractors and volunteers are expected to comply with the code of conduct. Any reported behaviour that is not consistent with the code of conduct should be addressed

as per the resolution process in the policy however; there may be occasions where immediate action needs to be taken.

In the event that a Director is exhibiting behaviours that are not consistent with the code of conduct, the Board or Committee Chair should remind the Director of their obligation to adhere to the code of conduct and govern their actions accordingly. Should the behaviour continue, the Chair may ask the offending Director to leave the meeting.

In the event that a Director consistently exhibits behaviours not consistent with the code of conduct, the Chair or Board 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 Executive Director can pursue appropriate action as per the HR policy.

Investigation of Formal Complaints

In the event that a Director or Employee wishes to initiate a formal complaint under the code of conduct, the complainant shall provide a statement to the Board 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 Board 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 an objective party will be appointed to carry out an investigation. The Chair will select the objective party consisting of at least 2 other Directors excluding those implicated in the complaint and be acceptable to both parties where possible. During the process of the investigation, all persons involved shall maintain confidentiality to the greatest extent possible.
2. 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.
3. 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.
4. 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 EC for consultation and to make a further recommendation to the Board. Any parties implicated in the complaint will not be permitted to participate in the EC and/or Board discussion or vote on matters pertaining to the complaint.
5. Potential disciplinary actions include (but are not limited to):
 1. Change in behaviour and/or responsibilities
 2. Training
 3. Termination (Employees, contractors and volunteers)
 4. Requested resignation (Directors only)

Addressing Standing Conflicts of Interest

1. The occasion may arise where a declared conflict of interest is determined to be a standing conflict of interest such as perceived conflicts due to memberships with other non-profit organizations dedicated to similar goals or due to engagement of family members in compensation for services to the ORMLT. Such conflicts may exist when identifying potential land conservation opportunities, donor lists and grants, proposals for governmental and private funding, and other

competitive situations between non-profit organizations or the single sourcing of goods or services from family members who receive compensation from ORMLT.

2. If it is determined through the standard conflict of interest declaration policy that a Director may have a standing conflict of interest, a request will be made of the Director for details on the potential conflict, some sample questions are provided as an appendix to this document.
3. Upon receiving the additional details, the Executive Committee will meet to review the responses and may choose to recommend a series of mitigation controls to protect the interest of the ORMLT.
4. The proposed mitigation will be presented to the entire Board for a vote (excluding the impacted individual). For clarity, the individual with the potential conflict should not participate in any discussions regarding their conflict.
5. Potential mitigation actions include (but are not limited to):
 - a. Change in behaviour and/or responsibilities
 - b. Restricted communication with conflicted parties
 - c. Removal from discussions and any vote pertaining to the conflicted party
 - d. Request for removal of the conflict (through resignation of a conflicted party)

Sample Questions (to assess a potential standing conflict of interest)

Explain in detail the situation and/or activity that may be a potential, perceived or actual conflict of interest.

1. What are your current duties/responsibilities with the ORMLT?
2. What compensation will you receive for your efforts? How are you/will you be connected with this endeavour (i.e., an owner/partner/employee/subcontractor/etc.)? Is it expected that your connection will change in the future? If so, how and when? Explain.
3. Is this activity related to your work with the ORMLT? If so, please explain how. If in your opinion, it is not related, explain how you arrived at that opinion.
4. Does your endeavour require you to contact any of the same people you deal with, within your work with the ORMLT? If so, please elaborate.
5. What specialized/confidential knowledge are you privy to by virtue of your role with ORMLT which in any way relates to your outside activity? Will any of this knowledge be used by you in your endeavour?