



## Canadian Civil Defence Museum Association

### Board of Directors' Code of Conduct and Conflict of Interest Declaration

Approved February 11, 2017

In consideration of my serving on the volunteer Board of Directors of the Canadian Civil Defence Museum Association (CCDMA), I acknowledge that the CCDMA has established and enforces policies, procedures, and safeguards to ensure the mission and values of the CCDMA are respected and upheld.

I understand and agree that actions I undertake in the course of volunteering with the Board of Directors of the CCDMA reflect on the CCDMA and may result in damage to the reputation of the CCDMA, an individual, or group association with the CCDMA, or a third-party member of the public, which may not be quantifiable in compensatory damages, but which may form the basis for an application for a specific order made by an authorized tribunal or court, that could subject the CCDMA to investigation, sanctions, or other legal action.

In consideration of the foregoing, I agree to uphold the following responsibilities and requirements:

#### Introduction and Purpose of this Code

1. This Board of Directors' Code of Conduct (Code) for the Board of Directors (Board) of the Canadian Civil Defence Museum Association (CCDMA) sets out fundamental principles and practices for avoiding conflicts of interest, upholding ethical conduct, ensuring the highest standards and maintenance of integrity, and protecting the reputation of CCDMA.
2. The purpose of this Code is to set out standards of conduct for Directors and take all reasonable steps to ensure that:
  - a. the Board provides the independent governance oversight and accountability needed to enable CCDMA to fulfill its strategy, vision, and mandate; and,
  - b. CCDMA stakeholders have confidence and trust in the integrity, professionalism, and impartiality of the decisions made by the Board.
3. The Executive Director shall oversee compliance with this Code and Director disclosure of interests, provide advisory guidance, and investigate potential breaches. This Code is neither all-inclusive nor exhaustive.
  - a. If a board member has been a CCDMA board member prior to presentation of this Code for their signature, the Code is still binding on the board member since their term(s) first began and after their term ends, in perpetuity. If the board member retains membership in the CCDMA after their term on the Board of Directors ends, they will be bound by the CCDMA's Member/Volunteer Code of Conduct and Conflict of Interest Declaration during their membership and after it ends, in perpetuity.

#### Application of this Code

4. The provisions set forth in the Code apply to each Director, and family members and affiliates of the Director, in connection with one's status as a Director, or having a bearing upon one's responsibilities to the CCDMA. For the Purpose of this Code:
  - a. A **family member of the Director** includes, in no particular order, a husband, wife, spouse, domestic partner, common law partner, daughter, stepdaughter, son, stepson, dependent, mother, stepmother, father, stepfather, aunt, uncle, nephew, niece, cousin, grandfather or grandmother; a person residing in the Director's home; or a person in a close personal relationship to the Director.

- b. An **affiliate of the Director** includes any person, firm, or organization with which the Director has a financial or business interest.
- c. A **CCDMA stakeholder** includes, but is not limited to, municipal, provincial, and federal governments and granting agencies, donors, members, media, and the general public.
- d. **Intellectual property of the CCDMA** includes, but is not limited to, any confidential, private, or proprietary information, trade secret, etc., that is of sufficient value to offer the CCDMA potential strategic or economic advantage over other institutions. See Appendix A for examples.
- e. Discussion **in-camera** means meeting in private when discussions must be kept confidential, such as when dealing with breach of policy. Minutes of in-camera sessions are not recorded.

### **Compliance with Laws, Rules and Regulations, and Ethical Conduct**

- 5. Each Director shall:
  - a. comply with the letter and spirit of all laws, rules, and regulations;
  - b. comply with all CCDMA governance policies and procedures concerning the personal and professional conduct of the Directors of the CCDMA; and,
  - c. display the highest ethical standards in the Directors' business, personal, and professional dealings and reputation.

### **Duties and Responsibilities of CCDMA Directors**

- 6. This Code should be interpreted in accordance with the principle that each Director is expected to discharge that Director's duties in the best interest of the CCDMA, and shall act in good faith and with honesty and integrity.
- 7. The fiduciary duty of a Director is to act in CCDMA's best interests, giving due consideration to CCDMA's stakeholders. Directors shall act in accordance with their fiduciary duty to the CCDMA and their duty of care. Directors shall neither act in self-interest, nor in the interests of any individual CCDMA stakeholder with which the Director's appointment may be associated.
- 8. Although a Director may communicate the interests of a particular stakeholder with whom that Director's appointment may be associated during Board deliberations, such Directors do not represent or operate under the direction or on behalf of any stakeholder. In addition, regardless of their personal opinion or individual vote, Directors shall support and not undermine decisions of the Board to these stakeholders with which Directors' appointments may be associated.

### **Conflicts of Interest**

- 9. To reiterate, in discharging a Director's responsibilities, each Director shall fulfill his or her fiduciary duty to act with a view to the best interest of the CCDMA, and not in any way out of self-interest. The Director shall, at all times, and under all circumstances, seek to avoid, and shall be seen to be free of, any interest or any business or other relationship that could be seen to undermine the Director's ability to fulfill the foregoing fiduciary duty.
- 10. A conflict of interest is a situation or circumstance in which the private interests of a Director influence, or may be reasonably seen to influence, the independent, objective, and impartial performance of one's duties as Director. Private interests include any advantage, financial, business, professional, reputational, or otherwise, (referred to as "materiality") for the Director, or a family member or affiliate of the Director.
- 11. A material conflict of interest may arise for a Director of the CCDMA in a variety of circumstances. The following examples are non-exhaustive and are provided for illustrative purposes. For example, a material conflict of interest exists when:
  - a. there is a significant divergence of interests among Directors and stakeholders associated with their appointment;

- b. there is an arrangement, assessment, contract, decision, investment, procurement, program, project, situation, or transaction involving the CCDMA and a stakeholder with which the Director is associated;
- c. a Director cannot be considered impartial in connection with an arrangement, assessment, contract, decision, investment, procurement, program, project, situation, or transaction of the CCDMA;
- d. a personal, political, religious, or moral belief or activity of the Director conflicts with the interests of the CCDMA or the Director's ability to discharge his or her duties;
- e. a Director adversely affects the reputation or integrity of the CCDMA;
- f. a Director, or a family member or affiliate of the Director, is a member of senior management of the CCDMA;
- g. a Director, or a family member or affiliate of the Director, is, or has been, a partner of, or employed by, a current or former Internal or External Auditor of, or Consultant to, the CCDMA;
- h. a Director, or a family member or affiliate of the Director, has, or seeks to have, a business relationship with the CCDMA, including but not limited to a contract, investment, procurement, program, or transaction with the CCDMA;
- i. the CCDMA makes a decision or enters into an assessment, contract, investment, procurement, program, situation or transaction that will benefit, directly or indirectly, financially, professionally, personally, or reputationally, a Director or a family member or affiliate of the Director;
- j. a Director, or a family member or affiliate of the Director, receives or offers a gift, perquisite or advantage of any nature, of any monetary value, from any person or entity outside of the CCDMA that may be, or that may appear to be, connected with the Director's responsibilities to the CCDMA;
- k. a Director, or a family member or affiliate of the Director, receives or offers any form of present or future advantage, including but not limited to employment, honours, enrichment, or opportunity, from any person or entity outside of the CCDMA that may be, or that may appear to be, connected with the Director's responsibilities to the CCDMA;
- l. a Director receives any form of remuneration from the CCDMA other than compensation and reimbursement of expenses for being a Director;
- m. a Director, or an immediate family member or affiliate, has a close personal relationship with a member of senior management or another Director of the CCDMA; or,
- n. a Director serves on a board with another Director, other than on the Board of the CCDMA.

12. Directors shall at all times:

- a. seek to avoid, and if this is not possible, promptly disclose and report fully, any real or perceived conflict of interest of the above nature, without limitation, to the Executive Director;
- b. not seek to influence the foregoing conflict of interest;
- c. absent themselves from the discussion pertaining to the foregoing conflict of interest; and,
- d. cooperate fully in the information pertaining to, and the management of, the foregoing conflict of interest, in respect to the provisions within this Code.

13. Each Director must immediately take steps to resolve a real or perceived conflict of interest.

14. Both prior to serving on the Board, and annually during the Director's term of office, each Director shall disclose to the Executive Director, financial interests and any potential or actual conflict of interest as soon as it arises or appears likely to arise.

15. Directors who become aware of a potential or actual conflict of interest on the part of a fellow Director, on the basis of information, knowledge, or belief, shall promptly and in confidence raise the issue for clarification with the other Director, and request that the conflict be declared. If the fellow Director refuses to declare the conflict, the Director who is aware of the potential or actual conflict must immediately bring his or her concern to the attention of the Executive Director.

### **Gifts, Hospitality, and Honours**

16. Each Director shall never accept cash payments, gifts, gratuities, honours, awards, privileges, or other personal rewards from, nor offer the foregoing to, any third party, including but not limited to potential or actual customers and suppliers or municipal, provincial, or federal representatives, or any other person or entity outside of the CCDMA that may be, or may appear in any way to be, connected with the Director's responsibilities to the CCDMA, with only one narrow exception. The exception is that gifts that are valued up to \$30 (but not cash or cash equivalent) are acceptable when given or received in accordance with customary business practice. The acceptance or receiving of this gift shall be recorded in a registry, accompanied by the date offered and received, fair market value, and circumstances. A gift is inappropriate if giving or receiving it may be perceived as being in anticipation of immediate or future considerations, or recognition for past consideration by the CCDMA.

### **Expenses of Directors**

17. Transportation, accommodation, hospitality, and Director education and training session fees and expenses incurred by Directors in the attendance at CCDMA Board, committee, annual, and special meetings and for projects shall be recorded as a donation by that Director to the CCDMA, on the basis of the Alberta Museums Association remuneration and expense guidelines, until such time as the CCDMA reaches a sustainable level of funding.

### **Reporting of Illegal or Unethical Behaviour**

18. The CCDMA promotes transparency, openness, and integrity in its operations. This approach is intended to discourage fraudulent acts. Each Director shall report promptly illegal, unethical, or fraudulent acts and suspected misconduct by CCDMA staff or volunteers or by other Directors to the Executive Director. Under no circumstances will a Director be adversely affected for doing so.

### **Political and Outside Activities of Directors**

19. Directors shall not discharge their duties and responsibilities in such a manner so as to diminish the public's trust in the objectivity and impartiality of the CCDMA. Accordingly, Directors shall take all reasonable steps to ensure that the CCDMA does not, directly or indirectly, contribute to or participate in, or be seen to contribute to or participate in, political fundraising. No Director, in their capacity as a Director of the CCDMA, shall contribute to, or participate in, political fundraising. However, nothing in this Code prevents Directors from contributing to, or participating in, political fundraising, provided that they do so in their non-directorial and personal capacities.
20. Directors shall make clear in what capacity they are speaking or writing when doing so publicly, such that inferences are not drawn that a Director may be speaking on behalf of the Board of the CCDMA or of the CCDMA. Directors may only speak on behalf of the Board of Directors or of the CCDMA with the prior explicit consent of the Executive Director.

### **Confidentiality of Information and Disclosure of Information**

21. Directors shall maintain confidentiality of CCDMA information, both during and after their term, and shall obtain clarification if there is any doubt. It is the responsibility of each Director to know what information is confidential. Confidential CCDMA information is any information brought to the attention of the Board or within the CCDMA, including information that is not available to the public, or any information that could result in harm to the CCDMA or could give the person to whom it is disclosed an economic or strategic advantage if it were disclosed. See Appendix A regarding Intellectual Property (IP) and the definition of IP under 4d) above.
22. No Director shall use information obtained as a result of the Director's service on the CCDMA Board for personal benefit, or for any purpose other than discharging their duties as a Director. A Director shall never advance their private interests, or those of any other person or entity, using Intellectual Property of the CCDMA. Each Director shall avoid any activity that may create an appearance that

the Director has benefited from proprietary, confidential information received during the course of one's duties as a Director. The provisions of this Section shall continue to apply to bind each Director without limitation, after the Director's term of service has expired.

### **Relations with the CCDMA Staff and Volunteers**

23. Directors shall not discriminate against, or exert authority or undue influence over, the CCDMA staff and volunteers due to their position as a Director. Each Director shall refrain from exerting any pressure on any CCDMA staff member or volunteer that might result in any infringement, favoured or unequal application of rules, regulations, policies, or procedures, particularly in respect of the management of the CCDMA's assets, property assessment, human resources, or financial transactions. Requests for corporate staff and volunteer involvement made by any CCDMA stakeholder, inadvertently or inappropriately made to a Director, shall be promptly referred to the Executive Director, and the stakeholder shall be communicated to accordingly, with a copy to the Board of Directors.
24. Directors shall refer any question or issue raised by stakeholders to the Executive Director. A Director shall never intervene personally or express a position that might limit the CCDMA or CCDMA staff. The Executive Director will respond directly to political inquiries.

### **Expectations of Directors**

25. Each Director shall vote on all motions put before the Board, unless a conflict of interest has been declared.
26. Each Director is expected to: attend all scheduled meetings; be fully prepared to participate; listen to the opinions of others with respect; and, encourage robust discussion and constructive dissent.
27. Directors shall act with professional integrity and honesty in their dealings with the CCDMA, including proper use and treatment of the CCDMA's resources and information, and shall comply with the provisions of Board expenses being donated to the CCDMA as part of their fiduciary responsibility to contribute to the sustainability of the CCDMA.
28. The Executive Director in consultation with the Board Chair will periodically review and make recommendation respecting any changes to the Board of Directors' Code of Conduct.

### **Monitoring and Enforcement of the Board of Directors' Code of Conduct**

29. This Board of Directors' Code of Conduct (Code) will be reviewed and signed by each Director annually.
30. Any allegation about, or perceived breach of, this Code by a Director will be discussed by the Board Chair and Executive Director, with the Director. The Executive Director shall report the discussion to the Board of Directors in-camera.
31. Any allegation about, or perceived breach of, this Code by the Board Chair will be discussed by the Vice-Chair and Executive Director, with the Chair. The Executive Director will report the discussion to the Board in-camera.
32. The Executive Director shall be responsible for responding to all questions relating to this Code and for enforcing the standards set forth within it. This could include:
  - a. responding to a Director's questions and requests for clarification and guidance, on any provision within this Code;
  - b. assuring confidentiality to the fullest extent practicable;
  - c. having practices in place to identify, assess, and resolve actual and potential conflicts of interest by Directors. These practices shall enable the Executive Director to assess all the circumstances necessary to determine if Directors have acted honestly and in good faith, and in the best interests of the CCDMA;

having practices for:

- i. identifying arrangements, assessments, contracts, decisions, investments, procurements, programs, situations, transactions, or any other circumstance identified in sections 11 a. to n. where an actual or potential significant conflict of interest could arise;
  - ii. reviewing and assessing arrangements, assessments, contracts, decisions, investments, procurements, programs, situations, transactions, or any other circumstance identified in Paragraphs 11 a. – n. that could put a Director in an actual or potential conflict of interest;
  - iii. submitting to the Board the prior declaration by Directors of their interest in any arrangement, assessment, contract, decision, investment, loan, procurement, program, situation, transaction, or other circumstance identified in Paragraphs 11 a. – n.; and,
  - iv. keeping records of any arrangement, assessment, contract, decision, investment, procurement, program, situation, transaction, or other circumstance identified in Paragraphs 11 a. – n. where an actual or potential conflict of interest arises;
- d. establishing an ad hoc or standing committee to fulfill the foregoing practices, with such committee to consist of Directors that are not directly or indirectly interested in the matters being discussed or considered. Where the Executive Director and the Board have established an ad hoc or standing committee, the Executive Director shall design and recommend that committee to:
- i. be composed of Directors who are not interested in any matter being discussed or considered;
  - ii. have Terms of Reference that clearly sets out its roles and responsibilities; and,
  - iii. have the authority to engage and compensate any internal and external advisor that it determines to be necessary to permit it to carry out its duties; and,
- e. obtaining independent advice on the arrangement, assessment, contract, decision, investment, procurement, program, situation, transaction, or any other circumstance identified in Paragraphs 11 a. – h., or any other Paragraph within this Code.

#### **Directorial Certificate of Compliance with the Code of Conduct (Certificate)**

33. Each Director shall sign this Certificate and Declaration annually.

34. To the best of my knowledge, information and belief:

- a. I have read the Board of Directors' Code of Conduct (Code).
- b. I understand this Code and each of its sections.
- c. I have sought clarification from the Executive Director with respect to this Code's sections, meanings, interpretation, and application to my circumstances, as the case may be.
- d. I have been, presently am, and agree to be prospectively, in compliance with the letter and spirit of each and all provisions within this Code.
- e. If I come to acquire knowledge, information or belief that I am not, or may not be seen to be, in compliance with the letter and spirit of a provision within this Code, I shall promptly bring such knowledge, information or belief, as the case may be, to the attention of the Executive Director in a prompt, full, and true manner.
- f. I know of no other Director, family member, affiliate, staff member of the CCDMA, or any other person or entity that is not, or may not be seen to be, in compliance with the letter and spirit of each of the provisions within this Code.
- g. If I come to acquire knowledge, information, or belief that any of the foregoing persons or entities in Paragraph 34 f. are not, or may not be, in compliance with the letter and spirit of a provision within this Code, I shall promptly bring such knowledge, information, or belief, as the case may be, to the attention of the Executive Director in a prompt, full, and true manner.
- h. I understand that the Code is subject to change from time to time, and that I will be given adequate notice of such changes.

**General**

35. I agree that failure to comply with the provisions of this Agreement is a serious matter and may result in disciplinary action up to and including termination of my service with the CCDMA. I agree that I bear a continuing obligation both during my service with the CCDMA and after termination of such service to comply with the provisions of this Agreement.

36. I acknowledge that a failure or refusal by me to sign and return this Agreement may delay my appointment to the CCDMA Board of Directors.

37. I have read and fully understand the foregoing provisions.

IN WITNESS WHEREOF, I, \_\_\_\_\_, hereby accept the terms described in the CCDMA Board of Directors' Code of Conduct and Conflict of Interest Declaration, dated this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

Signature of Director: \_\_\_\_\_

Witness Signature: \_\_\_\_\_

**Corresponding documents:**

- CCDMA Board of Directors Code of Conduct policy
- CCDMA Board of Directors Confidentiality policy
- CCDMA Board of Directors Conflict of Interest policy
- CCDMA Board of Directors Information Management policy
- Alberta Museums Association Principles and Guidelines for Alberta's Museum Community
- Canadian Museums Association Ethics Guidelines

**Attachment**

- Appendix A: Intellectual Property of a Museum

## Appendix A: Intellectual Property of a Museum

The following table identifies some of the Intellectual Property (IP) that museums own, create, or care for, categorized by the legal regimes that govern them:

**Table A: The Types of IP a Museum May Own**

Copyright	Trademark	Patent	Trade Secret +
Object collections	Museum name	Exhibit setups	Donor lists
Publications	Logo	Scientific processes	Marketing plans
Website	Exhibit name	Designs	Software code
Multimedia works	Educational program name	Casting techniques	Business ventures
Public relations materials	Building or architectural feature of a building	Mounts	Exhibition concepts
Images	Slogans	Hardware	
Film	Retail store name		
Video	Cafeteria name		
Manuscripts, maps, architectural drawings	Publication name (catalogue, newsletter, magazine)		
Educational materials, e.g., handouts, work exercises, gallery guides, teacher materials	Public program name		
Public programs	Website domain name		
Software			
Databases			
Administrative and cataloguing materials e.g., checklists, catalogue cards, loan agreements, acquisition forms			
Sound recordings (CD's tapes, phonographs)			

<http://canada.pch.gc.ca/eng/1443701322305/1443701319879#tabA>

<accessed January 15, 2017>

+ Information is likely to be considered a **Trade Secret** if it meets the following criteria:

- i. It is not known outside the institution;
- ii. It is known to only a few employees within the institution;
- iii. It is kept secret ("guarded") within the institution;
- iv. It is valuable to the institution and would (if known) also be valuable to its "competitors";
- v. Significant time, effort, and money has been expended by the institution to research and develop the information;
- vi. The information cannot be easily acquired or duplicated.