



Code of Conduct Policy

1. Introduction

This policy establishes a code of conduct for the working environment for board members, employees and volunteers of the AFP Ottawa Chapter.

This policy provides a collection of rules and principles for people serving in their individual capacity as a board member, employee or volunteer.

In addition to this policy, directors shall ensure that their membership is in good standing and agree to adhere to the Code of Ethical Standards from AFP Global.

2. General Provisions

Requirements for directors – A director shall:

- a. refrain from using their position with the Chapter or taking advantage of knowledge acquired as a result of such position, for personal advantage or gain or for that of their family members or business associates;
- b. avoid being interested or involved, directly or indirectly in any manner whatsoever, in any contract, lease or other agreement to or in which the Chapter is a party or has an interest;
- c. disclose to the Chapter any circumstances to which the Conflict of Interest policy in section 3 may apply, which disclosure shall be done in accordance with the procedures set out in section 3 of this policy;
- d. disclose to the Chapter any circumstances under which they have been convicted of a criminal offence for the misappropriation of funds, theft, fraud, forgery or any other related crimes as determined by the board of directors from time to time that has occurred in the ten (10) year period immediately preceding their election or appointment or the anniversary of their election or appointment as a director, or during their term as a director, which disclosure shall be done in accordance with the procedure set out in section 3 of this policy;
- e. attend a minimum of 75% of all meetings each year unless there is a reasonable written explanation for such absence based upon health considerations or other extenuating circumstances;
- f. prepare appropriately for meetings of the Board or any committee of the Chapter, including reviewing applicable corporate and financial records, minutes of meetings, and reports and proposals presented to directors;
- g. participate actively in meetings of the Board or any committee, including ensuring that they are conducted in accordance with the by-laws of the Chapter, exercising good judgement in decision-making, recording any dissent, and keeping notes of meetings;
- h. not disclose confidential information acquired in connection with their position with the Chapter, the disclosure of which might be adverse to the interests of the Chapter and contrary to the Confidentiality policy in section 4;

- i. refrain from accepting gifts from anyone doing business with or soliciting business from the Chapter, provided that customary and proper courtesies of nominal value (e.g. business meals) may be accepted or given as long as they do not place the recipient under any real or perceived obligation;
- j. consider whether or not their position in another organization (including both commercial and non-profit organizations) conflicts with or competes with their role as a director, and/or whether or not the aims and objectives of the other organizations are in conflict or competition with those of the Chapter, and disclose such conflict, if one exists or may be perceived to exist, to the Chapter in accordance with the procedure set out in section 3 of this policy;
- k. consider whether or not their private or personal interests and beliefs, regardless of whether they are pecuniary or non-pecuniary, conflicts with or competes with their role as a director and disclose such conflict, if one exists or may be perceived to exist, to the Chapter in accordance with the procedure set out in section 3 of this policy;
- l. be over the age of 18;
- m. not have been declared incapable; and
- n. not be in bankruptcy.

3. Conflict of Interest

Policy: It is the policy of the Chapter that every director should perform their duties and arrange their personal affairs in such a manner that confidence and trust in the integrity, objectivity and impartiality of the Chapter are maintained. Successful implementation of this policy assumes shared responsibility by all directors.

Definition of Conflict of Interest: A conflict of interest may be said to exist when a director of the Chapter or someone close to a director of the Chapter has a material interest outside the Chapter that could influence the director or could be perceived to influence them to act in a manner that is contrary to the best interests of the Chapter. The following areas may give rise to a conflict of interest for directors as determined in the opinion of the Board:

- a. where a director, a family member, or a personal friend, business partner or business associate, has a direct or indirect financial interest in another Corporation with which the Chapter is doing business;
- b. where a director competes with the Chapter in the rendering of services;
- c. where a director serves as a director, officer or employee of an entity which results in there being conflicting duties owed to that entity and to the Chapter; or
- d. where a director either has a private or personal interest which negatively impacts their ability to act in the best interests of the Chapter or to properly carry out their duties and responsibilities as a director.

Where Conflict of Interest Does Not Apply: Subject to the review of and final decision by the Board, a conflict of interest will not generally arise in the following situations:

- a. where the interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the director, or where a pecuniary interest is in common with a broad group of which the director is a member; or
- b. where the issue is one of general or public information.

Initial Disclosure Form: Each director shall be required, within thirty (30) days of initial election or appointment to the Board, to complete an Initial Disclosure Form (attached as Appendix "A") identifying any relationships, positions or circumstances in which the director may be involved that they believe could contribute to a conflict of interest arising.

Annual Disclosure Form: Thereafter, for as long as the director remains in office, they will be required to complete an Annual Disclosure Form (attached as Appendix "B") confirming that they will continue to comply with this Policy, and identifying any relationships, positions or circumstances in which the director has subsequently

become involved since their completion of the Initial Disclosure Form that they believe could contribute to a conflict of interest arising.

Reporting of Substantial Changes: Whenever substantial changes occur that a director believes may materially alter the information disclosed in their Initial Disclosure Form or their last Annual Disclosure Form, the director shall promptly report such changes by submitting a new Disclosure Form to the President of the Chapter.

Disclosing a Potential Conflict of Interest - Every director who, either directly or through one of their family members or associates, has or thinks they may potentially have an actual or perceived conflict of interest with respect to a proposed or current contract, transaction, matter or decision of the Chapter, or for any other reason in accordance with this Policy, shall disclose the nature and extent of the conflict of interest at a Board meeting, as well as all material facts relating to the potential conflict of interest. The declaration of conflict of interest shall be disclosed at the Board meeting at which the contract, transaction, matter or decision is first raised. If the director, or their family members or associates, becomes interested in a contract, transaction, matter or decision after the Board meeting at which it is first raised, the director shall make a declaration at the next Board meeting following the director's perception or apprehension of a conflict of interest. After making such a declaration, no interested director shall vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting, on a contract, transaction, matter or decision. Depending on the nature of the particular conflict, the director may also be asked to resign from their position on the board and, if applicable, as an officer of the Chapter.

Board Procedure - If a director believes that any other director is in a conflict of interest position with respect to any contract, transaction, matter or decision of the Chapter or otherwise in accordance with this Policy, the director shall have their concern recorded in the minutes, and the director with the alleged conflict of interest shall have the right to address the Board with respect to the allegation. Thereafter, at the request of the director who recorded the initial concern, the Board, after the director alleged to have a conflict of interest has absented themselves from the room or virtual meeting space, shall vote on whether the director alleged to have a conflict of interest is, in the opinion of the Board, in a conflict of interest. If the Board finds the said director in a conflict of interest, that interested director shall absent themselves during any subsequent discussion or voting process relating to or pertaining to the conflict. The question of whether or not a director has a conflict of interest shall be determined by a simple majority of the Board and shall be final. If the Board finds that the said director is not in a conflict of interest, the Board will then vote on the contract, transaction, matter or decision and the votes of each director shall be recorded.

Breach of Policy - Breaches of this Policy by directors include, but are not limited to, the following:

- a. failure to file an Initial Disclosure Form or Annual Disclosure Form;
- b. intentionally filing an incomplete, erroneous or misleading Initial Disclosure Form or Annual Disclosure Form;
- c. failure to report substantial changes to the information disclosed in an Initial Disclosure Form or an Annual Disclosure Form as required by section 3 of this Policy;
- d. failure to disclose a real or potential conflict of interest as required by section 3 of this Policy; or
- e. failure to otherwise comply with this Policy.

Consequences of Breach of Policy - Where there has been a failure on the part of a director to comply with the terms of this Policy, unless this failure is the result of bona fide error in judgement by the director as determined by the Board, then the Board may:

- a. issue a verbal reprimand to the director;
- b. issue a written reprimand to the director;
- c. request that the director resign; or
- d. impose any other sanction as it may determine in its sole discretion.

The failure of any director to comply with the conflict of interest provisions of this policy does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board.

4. Confidentiality

Policy: It is the policy of the Chapter that directors shall protect the private nature of the deliberations of any board or committee meetings of the Chapter and ensure the confidentiality of information of the Chapter, its directors, employees, and members.

Confidential Information: Every director of the Chapter shall agree to keep confidential and not to disclose to anyone else outside the Chapter, during and after their service on the Board, all direct or indirect information acquired pertaining to the Chapter and any related activities including, but not limited to:

- a. written materials determined by the board to be confidential including reports, sponsorship information, and operational details;
- b. all electronic information, including mailing lists, information shared on list serves, information available on the internal website and passwords providing access to this information;
- c. membership information, including personal information such as names, addresses, telephone numbers, etc.;
- d. litigation that the Chapter is currently involved with, may be threatened against it, or is contemplated to be taken in the future;
- e. performance of management executives, including evaluations, compensation, contract or employment conditions, and management succession plans; and
- f. legal advice received by the Chapter, either in writing or verbally.

Failure to Safeguard Privacy and Confidentiality: It is the responsibility of the Chapter's board to address any infractions of this Confidentiality Policy and to take action to remedy the problem. Where it has been determined that a director violated the Confidentiality Policy, the Board will consider the extent to which the fiduciary duty of honesty, loyalty and faithful service has been breached in consideration of the need for redress.

Consequences of Failure: Where there has been a severe failure on the part of a director to comply with the terms of this Policy, unless this failure is the result of bona fide error in judgement by the director, as determined by the directors, then the Board may:

- a. issue a verbal reprimand to the director;
- b. issue a written reprimand to the director;
- c. request that the director resign; or
- d. impose any other sanction as it may determine in its sole discretion.

Inquiries - Directors are required to direct any inquiries related to the Chapter's programs and/or operations to the President or their designate for this purpose.

5. Review of Declaration of Conflict of Interest

Declaration of Conflict of Interest: Each new director shall be required to review a copy of this policy and to acknowledge in writing that they have done so (attached as "Appendix C"). Such an Acknowledgement is to be signed immediately following the election or appointment of the director to their office in the Chapter.

Effective Date: October 16, 2024

Last Revised/Reviewed: May 21, 2024

Subject to Review: May 21, 2027

Appendix A - Conflict of Interest Initial Disclosure Form

Name:

Position Title:

I hereby certify that I have read and understood the Code of Conduct policy for AFP Ottawa. I agree to comply with the terms of the policy. I acknowledge my agreement with the spirit and intent of the Policy, and I agree to disclose, in accordance with the Policy, any real, potential, or perceived conflicts (other than those stated below) that may develop before the completion of the next annual statement. I recognize that compliance with this Policy is a condition of my election, appointment or employment with AFP Ottawa.

(check one box only)

- I have no interest which conflicts with the interests of AFP Ottawa.
- I am currently in a situation which is or may constitute a conflict of interest and which is described as follows:

I declare that the information given is true, correct and complete to the best of my knowledge and belief.

Signature:

Date:

Appendix B - Conflict of Interest Annual Disclosure Form

Name:

Position Title:

I agree to continue to comply with the terms of the Code of Conduct policy for AFP Ottawa. I recognize that compliance with its terms is a condition of my continued election, appointment or employment with AFP Ottawa.

(check one box only)

- I continue to have no interest which conflicts with the interests of AFP Ottawa.
- I am currently in a situation which is or may constitute a conflict of interest and which is described as follows:

I declare that the information given is true, correct and complete to the best of my knowledge and belief.

Signature:

Date:

Appendix C - Acknowledgement

As a member of the board of directors of AFP Ottawa, I, the Undersigned, do hereby acknowledge having read the Code of Conduct policy, and by signing the same, do hereby agree to be bound by its terms. I further acknowledge that I understand that failure to comply with this policy will result in appropriate disciplinary action.

Dated at: [city, province], this ____ day of _____, 20____.

Signature of Director:

Name of Director:

Signature of Chair: