



Category:
Governance Process

Title:
Board Code of Conduct and Ethics

Date adopted:
July 31, 2018

POLICY GP-8: BOARD CODE OF CONDUCT AND ETHICS

PREAMBLE:

The Board Code of Conduct and Ethics for the Alberta Gaming, Liquor and Cannabis Commission (AGLC) applies to AGLC Board Members, including AGLC President & Chief Executive Officer (CEO). It reflects a commitment to our values (outlined below) and provides a framework to guide ethical conduct in a way that upholds the integrity and reputation of AGLC. We are expected to behave in a way that aligns with this Code. We understand that this Code does not cover every specific scenario. Therefore, we use the spirit and intent behind this Code to guide our conduct, and exercise care and diligence in the course of our work with AGLC. All aspects of the operation of AGLC Board of Directors must be conducted with integrity, trust, impartiality and in accordance with generally accepted standards of behaviour.

AGLC Values:

- **Integrity** We play by the rules, do the right thing and do what we say we'll do.
- **Respect** We create an environment where each individual is valued and heard, and celebrate the diversity that makes us stronger.
- **Collaboration** Together we are better. Working as a team and with our partners we achieve extraordinary results.
- **Innovation** We imagine the possibilities. We challenge ourselves to look beyond what is and what can be.
- **Excellence** We are all leaders. We work with passion, pride and purpose and own our part in the success of the team.

DEFINITIONS:

For purposes of this Code, unless the context otherwise requires, definitions are as follows:

Board Members includes all members of AGLC Board of Directors, who are appointed by the Lieutenant Governor in Council. For the purpose of this Code, AGLC President and Chief Executive Officer (CEO) position also follows the Board Code of Conduct.

Code means this Board Code of Conduct and Ethics for AGLC Board Members, as amended from time to time and reviewed regularly.

Code Administrator The Code is managed by the Code Administrator. The Code Administrator for each Board member of the Commission is as follows:

- the Ethics Commissioner for the Board Chair
- the Board Chair for Board Members and AGLC President and Chief Executive Officer (CEO)

Category: Governance Process

Title: Board Code of Conduct and Ethics

Policy GP-8

Page 1 of 16



Category:
Governance Process

Title:
Board Code of Conduct and Ethics

Date adopted:
July 31, 2018

Conflict of Interest

any situation in which a Board Member, either for themselves or some other person(s) or organization, attempts to promote a private or personal interest which results or appears to result in an interference with the objective exercise of the Board Member’s responsibilities, or an opportunity or advantage by virtue of the Board Member’s position with AGLC.

Ethics Commissioner

is an officer of the legislature who performs specific roles under the *Conflicts of Interest Act* for Alberta’s agencies, boards and commissions including: assisting in understanding obligations under the Act, advice on ethics or conflicts of interest issues, conduct investigations or make inquiries, and review disclosure statements of Board Chairs and Chief Executive Officers.

Relative

includes an adult interdependent partner, son, daughter, parent, brother, sister, spouse, in-laws, uncles, aunts, nieces, nephews, foster parents and foster children.

Sexual Harassment

Unsolicited and unwelcome conduct of a sexual nature, including comments, gestures or physical contact, either on a one-time basis, or in a continuous series of incidents, that detrimentally affects the work environment or leads to adverse job related consequences. It is behaviour that is offensive, objectionable, coercive and one-sided. Both males and females can be victims of sexual harassment. Sexual harassment is a form of workplace harassment

Workplace Bullying

is a repeated pattern of negative behaviour aimed at a specific person or group. Workplace bullying is a form of workplace harassment.

Workplace Harassment

Any single incident or repeated incidents of objectionable or unwelcome conduct, comment, bullying or action by a person that the person knows or reasonably knows will or would cause offence or humiliation to an employee, or adversely affects the worker’s health and safety, and includes conduct, comment, bullying or action because of face, religious beliefs, colour, physical disability, marital status, source of income, family status, gender, gender identity, gender expression and sexual orientation, and a sexual solicitation or advance, but excludes any reasonable conduct of an employer or supervisor in respect of the management of employees or the workplace.

APPLICATION:

1. The Code of Conduct and Ethics applies to all AGLC Board Members including the President and Chief Executive Officer. The Board Code of Conduct and Ethics provides Board Members and CEO with basic principles to guide their behaviour.
2. If specific situations arise that have not been outlined in this policy, they will be administered according to the general principles established in the Board Code of Conduct and Ethics for

Category: Governance Process

Title: Board Code of Conduct and Ethics

Policy GP-8

Page 2 of 16



Category:
Governance Process

Title:
Board Code of Conduct and Ethics

Date adopted:
July 31, 2018

AGLC. Any questions concerning the application of the Code of Conduct and Ethics shall be referred to the Code Administrator.

POLICY: Board Members and CEO are expected to conduct themselves in a manner which:

- a) maximizes their contribution to AGLC;
- b) ensures integrity and impartiality in decision making;
- c) promotes the health, safety and well-being of employees and stakeholders;
- d) ensures compliance with AGLC policies and procedures, as well as maintaining confidentiality with regard to AGLC information (including verbal information), documents and reports;
- e) reflects positively on AGLC; and
- f) promotes safeguarding AGLC property and assets.

STANDARDS:

- 3. AGLC Board Members and CEO are required to act professionally with the best interest of AGLC in mind. Unacceptable behaviours and conduct include (and are not limited to):
 - a) discourteous behaviour to stakeholders, employees, and other Board Members;
 - b) insubordination;
 - c) theft of property;
 - d) falsifying records;
 - e) neglect of duties;
 - f) a criminal activity arising from the Board Member’s conduct while on or off duty; and
 - g) other acts of misconduct deemed inappropriate by the Board or AGLC.
- 4. Board Members and the CEO shall adhere to all AGLC policies and procedures with particular emphasis on the following areas:
 - a) The proper accounting and control of monies of AGLC;
 - b) Conducting their duties with impartiality; and
 - c) Corporate security.
- 5. Board Members and the CEO are required to maintain confidentiality with regards to AGLC information (including verbal information), documents and reports, unless authorized for distribution by the Code Administrator.
- 6. Board Members and the CEO must adhere to the requirements of the *Freedom of Information Protection of Privacy (FOIP) Act*. Any subsequent use and disclosure of information provided to the Board pursuant to this policy or any supplementary corporate instructions will be subject to the privacy provisions of the *FOIP Act*.
- 7. The Board Members and CEO are expected to devote sufficient time and attention to official Board duties and obligations for informed and balanced decision making.

Category: Governance Process

Title: Board Code of Conduct and Ethics

Policy GP-8

Page 3 of 16



Category:
Governance Process

Title:
Board Code of Conduct and Ethics

Date adopted:
July 31, 2018

8. The Board Members and CEO must conduct themselves in such a manner as to reflect positively on AGLC and shall conduct themselves with integrity and avoid impropriety or the appearance of impropriety on all occasions.
9. If a Board Member and/or CEO is charged with an offense under the *Criminal Code of Canada* or *Controlled Drugs and Substances Act (Canada)* arising from their conduct while on or off duty, they shall immediately report the charge to the Code Administrator.
10. If a Board Member and/or CEO is charged with any other offence under a statute of Canada, statute of the Province of Alberta, or any other provincial or federal statute, arising from their conduct while on or off duty, they shall immediately report the charge to the Code Administrator, if the existence of the charge or conviction for the offence may be adversely affect AGLC's reputation, the conduct of the programs, or the Board Member and/or CEO's ability to perform their duties.

PROCEDURES:

11. The Board Members and CEO witnessing or otherwise aware of an incident contrary to the Standards outlined in this Code of Conduct and Ethics shall report the incident to the Code Administrator.
12. The Board Members and CEO found in contravention of the Standards shall be subject to disciplinary action by the Code Administrator consistent with the severity of the infraction.

Conflict of Interest

POLICY: There must not be a conflict between the private interests of AGLC Board Members, the CEO and their responsibilities to AGLC. Furthermore, there must not be a conflict in regards to gifts and invitations, gaming activity, outside employment, private assets, financial assets, and nepotism.

STANDARDS:

13. A conflict of interest exists when a Board Member, either for themselves or some other person(s) or organization, attempts to promote a private or personal interest which results or appears to result in:
 - a) An interference with the objective exercise of the Board Member's responsibilities, or
 - b) An opportunity or advantage by virtue of the Board Member's position with AGLC.
14. The Board Members and CEO are expected in all regards to conduct their duties with impartiality.
15. Board Members and CEO considering a new offer of employment or appointment must be aware of and manage any potential conflicts of interest between their current position and future circumstances, and must remove themselves from any decisions affecting their employment or appointment.

| | |
|-------------------------------------|--|
| Category: Governance Process | Title: Board Code of Conduct and Ethics |
| Policy GP-8 | Page 4 of 16 |



Category:
Governance Process

Title:
Board Code of Conduct and Ethics

Date adopted:
July 31, 2018

16. Board members and CEO are prohibited from furthering private interest and are restricted for using influence and insider information as outlined in the following provisions:
- a. The Board Members and CEO must not take part in a decision in the course of carrying out their office or powers knowing that the decision might further a private interest of the Board Members and CEO , a person directly associated with the Board Members and/or CEO, or the Board Members and/or CEO’s minor or adult child.
 - b. The Board Members and CEO must not use their office or powers of influence or seek to influence a decision made by or on behalf of the Crown or a public agency to further a private interest of the Board Members and/or CEO, a person directly associated with the Board Members and/or CEO, or to improperly further any other person’s private interests.
 - c. The Board Members and CEO must not use or communicate information which is not available to the general public that was gained by the Board Members and/or CEO in the course of carrying out their office or powers to further or seek to further a private interest of the Board Members and/or CEO, or any other person’s private interests.
 - d. The Board Members and CEO must appropriately and adequately disclose real or apparent conflicts of interest.
 - e. For the positions Board Chair and CEO the above restrictions are requirements under s.23.925 of the *Conflicts of Interest Act* and the s.25.21-23 *Public Service Act*.

Acceptance of Gifts and Invitations:

17. Board Members and CEO must not accept fees, gifts, tickets to events (sporting, concerts, dinners, etc.) or other benefits that are connected directly or indirectly with the performance of their AGLC duties/functions or that is regulated by AGLC from any individual, organization or corporation, 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;
 - d) Nominal gifts presented to persons participating in a public function;
 - e) Nominal prizes presented to persons who are participating in industry supported events or tournaments; or
 - f) Invitations to events on an occasional basis;
18. The Board Members and CEO may be invited to lunch, dinner, sporting or cultural events, and social occasions. A practice must not be made of accepting such invitations regularly from the same organization. There is no conflict of interest provided these situations do not occur on an ongoing and frequent basis. Board members and CEO must be aware of perceived bias or

Category: Governance Process

Title: Board Code of Conduct and Ethics

Policy GP-8

Page 5 of 16



Category:
Governance Process

Title:
Board Code of Conduct and Ethics

Date adopted:
July 31, 2018

preferential treatment when attending trade shows and product seminars. This helps ensure equitable competition among our existing and potential suppliers, contractors and vendors.

19. Any hospitality (including meals, sporting and cultural events, fees, gifts and benefits from the same single source in any calendar year should not exceed \$100. Where the value exceeds \$100, pre-approval is required in writing by the Board Chair and must be reported to the Corporate Secretary Legal Counsel & Ethics Officer. Pre-approval shall only be granted in accordance with the principles and provisions of the Code and if there is no real or apparent conflict of interest.
20. The Board Members and CEO are expected to avoid situations that would create or appear to create an expectation in the minds of a client or stakeholder that they will receive preferential treatment or services as a result of the gift, meal or entertainment.
21. In dealing with indigenous cultures, the giving of gifts is common and it may not be appropriate to reject the gift. The decision as to about whether Board Member retains the gift personally will need to be reviewed by the Code Administrator dependent upon the value of the gift.
22. In the event a Board Member or CEO is in doubt with respect to the gift or the propriety of acceptance of an invitation, the advice of the Code Administrator or Corporate Secretary Legal Counsel & Ethics Officer must be sought.

Gaming Activity:

23. For reasons of public perception, Board members and CEO are prohibited from playing gaming activities that are regulated by AGLC (with the exception of pull tickets and raffle tickets) or volunteer for charitable gaming events. The restrictions on gambling apply only to AGLC Board members and CEO and not to spouses or other family members.
24. Board Members and CEO may purchase Canadian lottery products. When claiming a lottery, pull ticket or raffle prize of \$1,000 the Board Member must declare themselves to be an AGLC Board Member. Any prize claim presented by a Board Member (including spouse and/or adult independent partner, or children over 18 years old, living in the same household) may be subject to a review of procedures as deemed necessary to substantiate the legitimacy of the claim.

Outside or Self-Employment:

25. Board Members and the CEO may participate in outside or self-employment. Such employment must not:
 - a) Involve the use of AGLC property, equipment, tools, computer, materials, supplies, or personnel;
 - b) Be directly or indirectly engaged in any other business or undertaking dealing in liquor, gaming, or cannabis;

Category: Governance Process

Title: Board Code of Conduct and Ethics

Policy GP-8

Page 6 of 16



Category:
Governance Process

Title:
Board Code of Conduct and Ethics

Date adopted:
July 31, 2018

- c) Be associated with casinos, racing entertainment centres, bingo associations, lottery ticket sales, raffles, or any other gaming operations regulated by AGLC.
26. The Board Members and CEO must avoid a conflict of interest or apparent conflict of interest due to a person's involvement in an appointment, business, undertaking or employment. Before accepting or engaging in any supplementary employment, the Board Member or CEO must notify the Code Administrator in writing about the nature of the employment. The Code Administrator will then review the employment for conflicts of interest and provide a response to the employee in writing.
27. The Board Chair and CEO may not accept or be involved in any appointment, business, undertaking, or employment (including self-employment) other than the appointment, business, undertaking, or employment that is subject to the *Conflicts of Interest Act*, unless they have first received written approval from the Ethics Commissioner to do so, and complies with any conditions that the Ethics Commissioner has included in their approval.

Financial Assets and Services:

28. Any product or technology developed by Board Members and/or CEO in performing their job responsibilities with AGLC is the property of AGLC. Board Members and CEO:
- a) Must not sell, trade, market, or distribute any such products or services unless otherwise authorized
 - b) Must respect the proprietary knowledge and intellectual property rights of customers, suppliers and others; and
 - c) Must respect copyright and licence agreements.
29. The *Gaming, Liquor and Cannabis Act* [GLA 53(1)] states that:
- a) No liquor or cannabis licence may be issued:
 - i. To or for the benefit of a person who is an AGLC Board Member, CEO, an employee or agent of AGLC; or
 - ii. In respect of any premises if a Board Member, CEO, employee or agent of AGLC is an owner or part owner of the premises or holds an interest in the premises.
30. No Board Member or CEO shall have a financial interest in or be directly engaged in any business or undertaking dealing with gaming regulated by AGLC.
31. Where an actual or proposed business or financial interest of a Board Member or CEO, or of their adult interdependent partner or minor children (under the age of 18 years old) is affected, appears to be affected or may be affected by actions taken or decisions made in which the Board Member or CEO participated in the course of their appointment, the Board Member or CEO shall disclose the business or financial interest to the Code Administrator.

Category: Governance Process

Title: Board Code of Conduct and Ethics

Policy GP-8

Page 7 of 16



Category:
Governance Process

Title:
Board Code of Conduct and Ethics

Date adopted:
July 31, 2018

Financial Disclosure:

32. Board Members are required to disclose any financial interests (shares, stock options, trust units, or investment club interest) in one or more of the entities outlined below. However, they are not required to disclose open mutual funds which are traded between investors and a mutual fund company, registered pension plans, employee benefits plans, annuities or life insurance policies.
 - a. Gaming Supplier, Gaming Worker Supplier, Gaming Terminal Dealer, Gaming Facility, Lottery Ticket Centre Retailer, Liquor Agency, Cannabis Representative, Liquor and Cannabis Licensees, Liquor and Cannabis Warehouse or Manufacturers.
33. Board Members and CEO who could be placed in a conflict of interest situation due to the nature of their duties and responsibilities will be required to disclose their outside business interests and financial holdings, in writing on a form approved by the Code Administrator annually.
34. The Board Chair and CEO must comply with all disclosure statements and return reporting requirements, post-employment restrictions, and restrictions on holdings in connection with publicly-traded securities, in the manner and in accordance with the timelines set out in the *Conflicts of Interest Act and Public Service Act*.
35. As set out in s. 23.93 of the *Conflicts of Interest Act*, the CEO must not own or hold a beneficial interest in publicly-traded securities unless held in a blind trust approved by the Ethics Commissioner. Approvals for other investment arrangements or exemptions must be granted in writing by the Ethics Commissioner.
 - b. Securities must be managed within sixty (60) days of a person becoming the CEO, the Code's entry into force, or the acquisition of securities by gift or inheritance. The Ethics Commissioner may set out a longer period.
36. As set out in the *Conflicts of Interest Act and Public Service Act*, at a time specified by the Ethics Commissioner, and in a manner and form specified by the Ethics Commissioner, the Board Chair and CEO is required to provide the Ethics Commissioner with an annual and full financial disclosure of all assets, liabilities, investments, holdings and other interests.
37. At a time specified by the Ethics Commissioner, and in a manner and form specified by the Ethics Commissioner, the Board Chair and CEO must also provide to the Ethics Commissioner a return of the assets, liabilities, investments, holdings and other interests of the Board Chair/CEO's direct associates; spouses, adult interdependent partners, minor children, and any corporation or partnership that the Board Chair/CEO, their spouse, or their adult interdependent partner controls.
 - c. Within sixty (60) days of the Code coming into force, the Board Chair and CEO must provide a direct associate return to the Ethics Commissioner.

Category: Governance Process

Title: Board Code of Conduct and Ethics

Policy GP-8

Page 8 of 16



Category:
Governance Process

Title:
Board Code of Conduct and Ethics

Date adopted:
July 31, 2018

d. The Board Chair and CEO must file an updated disclosure or return within thirty (30) days of any material changes to a previous return or disclosure, and within thirty (30) days if no longer designated as the Designated Senior Official or Designed Office Holder.

38. If a conflict of interest situation exists, the business or financial interests shall be placed in a blind trust or otherwise disposed of with notice to the Code Administrator.

Workplace Harassment

POLICY: Workplace and sexual harassment are not acceptable and Board Member(s)/CEO conduct must contribute to a safe and healthy workplace that is free from discrimination, bullying, harassment, or violence.

STANDARDS:

39. AGLC will provide a workplace which is supportive of the productivity, dignity and self-esteem of every employee, Board Member and CEO.

40. Harassment can include: taunting, insulting, gesturing or practical jokes, offensive pictures or materials, refusing to converse or work with an employee, another Board Member or CEO based on the above noted grounds, as well as unwelcome inquiries about a person’s private life or physical appearance.

41. Sexual harassment is unsolicited and unreciprocated behaviour that is generally comprised of offensive sexual comments, gestures or physical contact, either on a one-time basis, or in a continuous series of incidents and is a form of workplace harassment. Unwanted sexual advances, unwanted requests for sexual favours, and other unwanted verbal or physical conduct of a sexual nature constitute sexual harassment when:

- a. Submission to such conduct is made either explicitly or implicitly a term or condition to an individual’s employment, tenancy or receipt of service, or
- b. Submission to or rejection of such conduct by an individual demonstrably affects that individual’s employment, tenancy or receipt of service.

PROCEDURES:

42. Board Members and/or the CEO who believe they have been subject to any kind of harassment have the responsibility to make an objection clearly known to the offender and the Code Administrator.

43. In the event that a complaint is filed by an employee of AGLC against the actions of a Board Member or CEO, the Vice President, Human Resources shall report the claim directly to the Code Administrator.

44. In determining whether the alleged conduct constitutes harassment, the investigation of workplace harassment led by Vice President, Human Resources must assess all of the facts and

| | |
|-------------------------------------|--|
| Category: Governance Process | Title: Board Code of Conduct and Ethics |
| Policy GP-8 | Page 9 of 16 |



Category:
Governance Process

Title:
Board Code of Conduct and Ethics

Date adopted:
July 31, 2018

circumstances, including the nature of the alleged conduct or actions, the environment, and the context in which the incident is alleged to have taken place.

Social Media & Media Relations

POLICY: AGLC supports the use of social media for corporate purposes. This policy provides direction and requirements which must be followed as AGLC participates in social media relations.

STANDARDS:

45. AGLC Board Members shall not make statements on public issues in any way that may be perceived to represent an official act, opinion or policy of AGLC, except as specifically authorized by the Board Chair or person responsible within AGLC Communications Branch.
46. Use of Social Media as a Private Citizen
 - a) The Board Members and CEO have the same rights of free speech as other citizens, except they may not represent AGLC on their personal social media accounts or sites.
 - b) Board Members and CEO remain bound by this Code and the Freedom of Information and Protection of Privacy (FOIP) Act. They must not disclose any AGLC information or content that they are not specifically authorized to disclose. This prohibits posting any information known or acquired through their employment with AGLC.

Post-appointment Activities

POLICY: There must be no conflict between a Board Member's responsibility to AGLC and a member's post-appointment activities.

Post-appointment Restrictions:

47. As required by the *Conflicts of Interest Act and Public Service Act*, the Board Chair and CEO shall not, within a period of twelve (12) months after the last day they hold their position as the Board Chair/CEO:
 - a) Lobby any public office holder, as defined in the *Lobbyists Act*;
 - b) Act for or on behalf of any person, commercial entity, association or union in connection with any specific ongoing proceeding, transaction, negotiation or case to which AGLC is a party and where the Board Chair/CEO acted for or advised AGLC;
 - c) Accept service contracts, appointments to a Board of Directors of, or employment with, an entity with which they had direct and significant official dealings during the period of twelve (12) months immediately prior to the termination of their services to AGLC; nor
 - d) Make representations to, benefit from, solicit or accept, whether for remuneration or not, on behalf of any other person or entity to any department, organization, board, commission, or tribunal with which they had direct and significant dealings during the

Category: Governance Process

Title: Board Code of Conduct and Ethics

Policy GP-8

Page 10 of 16



Category:
Governance Process

Title:
Board Code of Conduct and Ethics

Date adopted:
July 31, 2018

period of twelve (12) months immediately prior to the termination of their services to AGLC.

48. AGLC will also uphold restrictions 47(b) for its Board Members and CEO as well as not give advice to a client by using information that is not available to the Alberta public concerning the programs or policies of AGLC.

49. The Board Chair and CEO may apply to the Ethics Commissioner for a waiver or reduction of a time period to restrictions imposed by the *Conflicts of Interest Act and Public Service Act*. The Board Members may apply to the Code Administrator for a waiver or reduction of a time period to their respective restrictions.

PROCEDURES:

50. The Board Members and CEO are encouraged to seek advice/direction with Code Administrator of post-appointment opportunities prior to accepting offer. Statutory restrictions may be waived or reduced at the discretion of the Code Administrator.

Dealings with Relatives, Friends, and Non-Profit Organizations/Charities (of which they are a member):

POLICY: It is the policy of AGLC to regulate employment, transfers and promotions to avoid potential favouritism or conflict of interest situations that might occur between Board Members, the CEO and employees who are related to one another.

STANDARDS:

51. Board Members and the CEO are expected to declare the possibility of a conflict of interest through new situations involving interactions of the Board Member and a relative or person with whom they have a personal relationship, family relationship, a business/commercial/financial relationship or a sexual/romantic relationship.

52. Board Members and the CEO may hold membership in organizations that are licensed by AGLC, but may not sit on the executive or board of such organizations, with the exception of organizations obtaining private special event liquor licences and those participating in small raffles. The Board Member is prohibited from obtaining licences, administering the funds, or reconciling and reporting the funds raised through charitable gaming events. Under no circumstances shall a Board Member or CEO directly supervise a relative. Direct supervision is considered to be supervision that involves appointment, promotion, transfer and assignment of duties, completion of performance appraisals or related responsibilities.

53. Any situation which may result in a conflict of interest or favouritism is to be referred by the Board Member or CEO affected to the Code Administrator.

PROCEDURES:

54. Board Members and the CEO shall identify areas in which they have or believe they have a conflict of interest under the preceding standards, and shall inform the Code Administrator, in writing, of these areas. If Board Members and the CEO are unsure of being in a conflict of

| | |
|-------------------------------------|--|
| Category: Governance Process | Title: Board Code of Conduct and Ethics |
| Policy GP-8 | Page 11 of 16 |



Category:
Governance Process

Title:
Board Code of Conduct and Ethics

Date adopted:
July 31, 2018

interest situation or unsure of the interpretation of this policy, they should disclose any and all involvement to the Code Administrator and seek advice on the appropriate action to take.

- 55. Board Members and the CEO who exercise a regulatory or other discretionary authority must disqualify themselves from making decisions that involve relatives, friends (whether employed by AGLC or elsewhere in the industry) and non-profit organizations/charities of which they are a member. The Code Administrator shall be advised of the conflict of interest.
- 56. The Board Members and CEO shall not sit on a hearing or participate in a discussion regarding any issue involving a non-profit organization of which the Board Member is a member. This is regardless of the Board Members and CEO role or activity
- 57. The Chair of an AGLC selection panel shall ensure that all applicants are questioned concerning any relatives working for AGLC or for industries regulated by AGLC. The names and positions of any relatives identified shall be noted on the selection file.
- 58. The operating requirements of AGLC will take precedence in cases where a Board Member, CEO and an employee are married or a relationship of interdependence under the *Adult Interdependent Relationship Act* exists. When alternative employment cannot be offered, or is offered and not accepted, the Board Member or the employee will be required to resign.

Political Activity

POLICY: AGLC is a politically neutral organization and does not support or endorse any political party or candidate at any level of government. AGLC Board Members and CEO may participate in political activity in a personal capacity, however AGLC is prohibited from donating to any political party or candidate.

STANDARDS: Municipal, Provincial, or Federal Elections

- 59. Board Members and CEO may participate in political activities including holding membership in a political party, supporting a candidate for elected office or seeking elected office. Members should ensure safeguards are in place to prevent conflict of interest arising between those activities and the Board Member and CEO’s power/roles at AGLC.
- 60. Board Members and/or the CEO who run as candidates in provincial or federal elections must take a leave of absence from Board duties. The leave will commence the day after the writ for the election is issued or on the day candidacy is publicly announced, whichever is the later.
- 61. Board Members and/or the CEO elected to municipal councils shall meet with the Code Administrator to discuss their continued availability and possible conflict of interest.
- 62. Board Members and/or the CEO not elected are entitled to return effective the day after the election.

Category: Governance Process

Title: Board Code of Conduct and Ethics

Policy GP-8

Page 12 of 16



Category:
Governance Process

Title:
Board Code of Conduct and Ethics

Date adopted:
July 31, 2018

PROCEDURES:

- 63. Board Members and/or the CEO deciding to run for political office shall advise the Code Administrator of their intentions in writing.
- 64. In the case of a Board Member or CEO preparing to contest a municipal, provincial or federal election, the Chair shall review the circumstances and make the necessary arrangements for the granting of leave from Board duties if needed.
- 65. Board Members and/or the CEO who are unsuccessful candidates in municipal, provincial, or federal elections and wish to return to AGLC shall contact the Code Administrator to initiate the process of reinstatement.

Investigation

POLICY: Board Members and the CEO shall disclose suspicions of illegal acts, threat of substantial and specific danger to the life, health or safety of individuals or the environment, gross mismanagement of public funds and unethical conduct of any AGLC staff or Board member. AGLC will protect Board Members, the CEO, and employees from reprisals where disclosures are made in good faith and on reasonable grounds. Investigation of disclosures shall be treated with the utmost seriousness and shall be conducted in a fair, objective and expeditious manner.

STANDARDS:

- 66. AGLC is committed to maintaining a workplace with the highest standards of integrity and ethical conduct to contribute to its duty to protect the public trust.
- 67. Board Members and the CEO are encouraged to report in writing a potential breach of this Code to the Code Administrator. When reporting a potential breach in good faith and with reasonable grounds, members are protected from retaliation for such reporting.

PROCEDURES:

- 68. In confirmed instances of conflict of interest, the Board Member or CEO shall normally be required to take action to eliminate the conflict within a limited period of time which is to be established for each individual case.
- 69. If a real or apparent breach is reported, the Code Administrator will tell the Board Member or CEO in writing. The identity of the individual who reported the breach will be kept confidential, unless required by law. The Code Administrator will investigate the matter, make a decision and, then complete a written report.
- 70. The written report may have facts about the breach found by the Code Administrator. The Code Administrator will decide whether or not the Board Member or CEO under investigation has breached the Code. The Code Administrator's report will also decide what type of breach it is and give any related recommendation or action. The written report will be given to the Board

Category: Governance Process

Title: Board Code of Conduct and Ethics

Policy GP-8

Page 13 of 16



Category:
Governance Process

Title:
Board Code of Conduct and Ethics

Date adopted:
July 31, 2018

Member or CEO under investigation and any other persons involved. The Board Member or CEO can request all information related to the breach and has the right to respond to the report.

71. Should the Board Member or CEO fail to take the required action, appropriate disciplinary action may be taken by the Code Administrator.

Discipline – Penalties

POLICY: Board Members and/or the CEO found in contravention of the Code of Conduct and Ethics policy directives shall be subject to disciplinary action consistent with the severity of the infraction.

STANDARDS:

72. Board Members and/or the CEO found in contravention of this Code shall be subject to disciplinary action consistent with the severity of the infraction by the Code Administrator which may take one of the following forms:

- a) Verbal reprimand;
- b) Written reprimand; or
- c) Referral of the issue to a third party for investigation, with subsequent findings incorporated into a recommendation by the Code Administrator to the Government of Alberta’s President of the Treasury Board, Minister of Finance.

73. Should a Board Member or CEO feel that a decision has been made unfairly or without sufficient information, the matter may be referred to the Government of Alberta’s President of the Treasury Board, Minister of Finance for review.

Reprisals

74. A key purpose of the *Public Interest Disclosure Act (PIDA)* and AGLC Policy is the protection of Board Members and CEO from reprisals. Any adverse employment action taken against Board Members and CEO who seek advice about making a disclosure of wrongdoing, make a disclosure of wrongdoing, or who participated in an investigation into a disclosure of wrongdoing are protected under *PIDA*.

75. Any Board Member or CEO who experiences reprisals related to disclosures pursuant to *PIDA* should submit a written complaint using the specified “Complaint of Reprisal” form to the Public Interest Commissioner. Reports of reprisals will be managed and investigated in the same manner as a disclosure.

76. *PIDA* has strong enforcement mechanisms and has created offences for:

- a) A reprisal made in response to an individual that has made a disclosure

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|-------------------------------------|--|
| Category: Governance Process | Title: Board Code of Conduct and Ethics |
| Policy GP-8 | Page 14 of 16 |



Category:
Governance Process

Title:
Board Code of Conduct and Ethics

Date adopted:
July 31, 2018

b) Obstructing an investigation, knowingly withholding material information, destroying or falsifying records, making false or misleading statements to an investigator; or directing another person to do any of the same.

77. Penalties include:

- a) A fine of up to \$25,000 for first conviction;
- b) A fine of up to \$100,000 for subsequent convictions

78. If Board Members and/or the CEO is not satisfied with the action taken regarding a report of reprisals related to a disclosure of unethical conduct may submit a written complaint directly to the Code Administrator, as appropriate. The Code Administrator, as appropriate, shall initiate the required follow-up.

Discipline – Board Member and CEO’s File

POLICY: All copies of written warnings, reprimands or notices of disciplinary action shall be placed on the Board Member and CEO’s file. Files are to be held by in locked cabinets within the Human Resources office.

STANDARDS:

- 79. A Board Member or CEO may review their personnel file at any time and shall be notified if any written warnings, reprimands or notices of disciplinary action are added to the file.
- 80. Neither a Board Member, CEO, nor a representative of them when granted a review of the Board Member or CEO’s file is entitled to remove any documents from the file.
- 81. Board Member and CEO files shall be retained for a minimum of two (2) years after the Board Member or CEO ceases to hold their position with AGLC.

PROCEDURES:

- 82. The Chair will review a request for purging a document from the personnel file. When the request is appropriate, the file will be amended accordingly and the affected documents returned to the Board Member or CEO.
- 83. A Board Member, CEO or their authorized representative may request a photocopy of a document from their personnel file by contacting the Corporate Secretary Legal Counsel & Ethics Officer.

Annual Declaration

84. Board Members and the CEO must attest annually their understanding of, commitment to, and the expectations of the Code. This includes a signed acknowledgement to abide by this Code. (Governance Process Policy GP-8).

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|-------------------------------------|--|
| Category: Governance Process | Title: Board Code of Conduct and Ethics |
| Policy GP-8 | Page 15 of 16 |



Category:
Governance Process

Title:
Board Code of Conduct and Ethics

Date adopted:
July 31, 2018

85. The signature is a pledge that conduct as a member of AGLC Board at all times will adhere to the policies and standards as outlined in the above policy (GP-8).

Board Member and CEO’s Private Disclosure Statement

86. This document allows Board Members and the CEO to attest that no conflict of interest exists between official Board responsibilities and personal interests.

87. Board Members and the CEO must accurately disclose any financial interests (as well as financial interests of the member’s spouse and minor children) with private corporations, public corporations or non-corporate businesses.

Board Code of Conduct and Ethics Review

88. This Code for AGLC is reaffirmed annually by the Board of Directors to ensure all content remains current and relevant

Notice Period & Effective Date

89. Upon approval from AGLC Board of Directors and the Office of the Ethics Commissioner of Alberta, this Board Code of Conduct and Ethics will be effective (no later than April 30, 2019).