



Landscape of Grand Pré Inc. – Le Paysage de Grand-Pré inc.

Code of Conduct

Policy Sponsor:	Governance and Nominating Committee
Policy Contact:	Executive Director
Effective Date:	2017-11-15
Approval:	Board of Directors
Approval Date:	2017-11-15
Review Date:	Every 3 years or as needed

1. Purpose and Application

Landscape of Grand Pré Inc. (the "**Corporation**") is committed to ensuring that in all aspects of its affairs it maintains the highest standards of public trust and integrity. *Some of the material in this code of conduct is based on the harassment and discrimination policy of the Sheridan College Institute of Technology and Advanced Learning.*

The Corporation is committed to provide a working environment that is free of discrimination and harassment and which supports the dignity, self-esteem and fair treatment of everyone taking part in its activities. The Corporation seeks to create a climate of mutual respect that reinforces opportunity and allows for each person to contribute fully to the development and well-being of the Corporation, its members and partners. The Corporation will not tolerate any form of harassment or discrimination as defined by the Nova Scotia Human Rights Act (Act).

2. Scope

2.1 This code of conduct applies to all directors, officers, employees and volunteers.

2.2 All contractual relationships entered into by the Corporation will be governed by a standard contract compliance clause stating that contractors must comply with this code of conduct, including co-operation in investigations. Breach of this clause may result in penalties, including cancellation of contract, if a contractor is found in violation of this code of conduct.

2.3 The Corporation will not tolerate harassment or discrimination in its employment or business dealings, whether these actions take place on its premises or elsewhere.

3. Definitions

Human Rights Act of Nova Scotia (Act)

<https://nslegislature.ca/sites/default/files/legc/statutes/human%20rights.pdf>

Discrimination: Any action, words or behaviour, which negatively affects the status of any member of the Corporation that is based on a prohibited ground, as defined in this code of conduct.

Harassment (as defined by the Act): to engage in a course of vexatious conduct or comment that is known or ought reasonably to be known to be unwelcome.

For the purpose of this code of conduct, harassment may include comment or conduct linked to the prohibited grounds initiated by one person towards another which cause humiliation, offence or embarrassment. Single acts of sufficient severity may constitute harassment.

Understanding Harassment

- Harassment is a form of discrimination. It is prohibited by the Act. It is against the law.
- Harassment is concerned with the impact of behaviour, not the intent.
- Harassment is offensive, degrading and threatening. In its most extreme forms (sexual touching, for example), harassment can be an offence under Canada's Criminal Code.
- There are times when a person causing the harassment is unaware of the impact of his or her behaviour. If you are able to make that person aware of your discomfort, he or she should cease acting in that manner.

Harassment includes, but is not limited to: (i) inappropriate or insulting remarks, gestures, jokes, innuendoes or taunting about a person's racial or ethnic background, colour, place of birth, citizenship, ancestry, creed, or disability (ii) unwanted questions or comments about an employee's or a student's private life (iii) posting or display of materials, including by electronic means, articles, or graffiti, etc. which may cause humiliation, offence or embarrassment on Act-prohibited grounds.

4. Directors' Duties

All directors of the Corporation stand in a fiduciary relationship to the Corporation. As fiduciaries, directors must act honestly, in good faith and in the best interests of the Corporation.

Directors will be held to strict standards of honesty, integrity and loyalty. A director shall not put personal interests or the interests of others ahead of the best interests of the Corporation.

Directors must refrain from placing themselves in any position in which there is a conflict of interest – actual, potential or perceived – between their responsibilities as a director of the Corporation and their personal interests or their responsibilities to others.

A conflict of interest is any situation where an individual's private interests may be incompatible or provide a pecuniary advantage in conflict with his/her duties and responsibilities as a director

of a Corporation. A conflict of interest exists whether or not the individual is actually swayed by the competing interest.

The Board of Directors (Board) commits itself and its directors to serve the best interests of the Corporation in an ethical, businesslike and lawful manner.

Accordingly, directors will abide by the following guidelines and authorities to assist in identifying, disclosing and resolving potential conflicts of interests:

i. Fiduciary Responsibilities:

- a) Based on applicable common law, directors are required at all times to act honestly and in good faith with a view to the best interest of the Corporation. This duty is often called the fiduciary duty. In common law, a fiduciary is a person with discretionary authority which, if exercised, can have a material impact on the beneficiary. Directors are fiduciaries because they have discretionary management powers which, when exercised, may materially affect the Corporation.
- b) The requirement to act honestly does not require further comment. To act in “good faith” has generally been interpreted by the courts to mean free of conflicting interests. Two obvious examples of potential conflicting interests would be personal financial interests of other fiduciary relationships whether through employment or participation on other boards. The requirement to act in the “best interests of a corporation” has generally been interpreted by the courts to mean what directors, upon reasonable grounds, determine to be in the best interest of the corporation as a whole, without the taint of dishonesty or conflict.

ii. Guidelines:

- a) Directors must place their loyalty to the interests of the Corporation ahead of all other interests. This accountability supersedes any conflicting loyalty such as that to business employment, personal interest and advocacy. It also supersedes the personal interest of any director as a resident on or around the lands comprising the Landscape of Grand Pré World Heritage Site or as a member of another organization. Directors who are nominees of a particular member organization, or group must still act in the best interests of the Corporation, even if this conflicts with the interests of the nominating party. No director sits on the board as a representative of a member and while directors may bring forward the perspective of any stakeholder, including its nominating member, discussions and decisions must be carried out based on the best interests of the Corporation taken as a whole.
- b) When the Board is to decide upon an issue about which a director has an

unavoidable conflict of interest, that director shall absent herself or himself without comment from not only the vote but also from the deliberation. For special reasons, the board may request information or interpretation from the person or persons involved.

- c) Directors will not use their positions to obtain employment with the Corporation for financial or professional gain for themselves, family members or close associates. Should a member desire employment, he or she must first resign from the Board.
- d) If a director is approached while in office to take on a new involvement with another organization that might produce a conflict, the director shall disclose in writing the proposed involvement to the Board Chair and the Executive Director. After receiving acknowledgment that the disclosure has been received, the director shall be entitled to act as though no conflict of interest exists unless notified otherwise in writing by the Board Chair within 10 working days of filing the disclosure.
- e) Directors will refrain from exercising individual authority over the Corporation except as explicitly set forth in Board policies.
- f) When developing the Board agenda, potential conflicts of interest will be identified. If there is a potential conflict of interest with a director, this will be discussed by the Board Chair in advance of the meeting with the Director to determine how the conflict of interest will be managed.
- g) Minutes of meeting must identify all declarations of conflict of interest.

5. Confidentiality

Directors and committee members owe a duty to the Corporation to respect the confidentiality of information about the Corporation whether that information is received in a meeting of the Board or of a committee or is otherwise provided to or obtained by the director or committee member. Directors and committee members shall not disclose or use for their own purpose confidential information concerning the business and affairs of the Corporation unless otherwise authorized by the Board Chair. All directors must adhere to the Corporation's Communication Policy.

It is recognized that the role of director may include representing the Corporation in the community. However, such representations must be respectful of and consistent with the director's duty of confidentiality and the Corporation's Communication Policy.

6. Board Spokesperson and Board Solidarity

The Board has adopted a policy with respect to designating a spokesperson on behalf of the

Board whereby only the Board Chair or designate may speak on behalf of the Board.

No director shall speak or make representations on behalf of the Board unless authorized by the Board Chair. When so authorized, the director's representations must be consistent with accepted positions and policies of the Board. Directors acknowledge that properly authorized board actions must be supported by all directors. The Board speaks with one voice. Those directors who have abstained or voted against a motion must adhere to and support the decision of a majority of the directors, particularly with respect to external communications.

The Executive Director, or his/her designates, may speak on behalf of the Corporation. These representations must be consistent with accepted positions and policies of the Board, and the Corporation's vision, mission, strategic plan, and business plans as established by the Board.

7. Media Contact and Public Discussion

News media contact and responses and public discussion of the Corporation's affairs should only be made through the Board's authorized spokespersons. Any director who is questioned by news reporters or other media representatives should refer such individuals to the appropriate representatives of the Corporation.

8. Respectful Conduct

It is recognized that directors bring to the Board diverse backgrounds, skills and experience. Directors will not always agree with one another on all issues. All debates shall take place in an atmosphere of mutual respect and courtesy.

9. Legal Matters

Directors must obey all laws and contractual obligations which apply to them and the Corporation. Requests for outside opinions or advice regarding matters before the Board may be made through the Chair.

10. Non Compliance

Materials breaches of this code of conduct will be dealt with by the Board Chair and may, at the direction of the Board, result in removal from office.

11. Review and Amendment

This code of conduct will be reviewed every three (3) years or as needed and may only be amended by the Board.

Approval Date: November 15, 2017

Last Review Date: March 4, 2020