



## **Landscape of Grand Pré Inc.**

### **Code of Conduct**

#### **1. Purpose and Application**

The 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. This Code of Conduct applies to all directors and members of board committees.

#### **2. 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 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 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 5 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.

### **3. 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 communications 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.

### **4. 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, strategy, and business plans as established by the board.

### **5. 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.

### **6. 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.

### **7. 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.

## **8. 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.

## **9. Review and Amendment**

This Code of Conduct will be reviewed yearly by the board and may only be amended by the board.

Approval Date: November 15, 2017

Last Review Date: November 15, 2017