



DIRECTIVE HR-001

CODE OF CONDUCT FOR ETHICS

1.0 INTRODUCTION

- 1.1 Great Lakes Pilotage Authority (Authority) is firmly committed to conducting business in compliance with the letter and spirit of the law and other accepted standards of business conduct reflected in corporate and company policies.
- 1.2 Laws and standards for business conduct are more demanding than ever. Failing to meet these standards could expose the Authority to very serious harm. Moreover, it is wrong.
- 1.3 The Authority's *Code of Conduct for Ethics* provides an introduction to important laws and policies that everyone working for the Authority must follow. The Code is designed to help each of us:
 - **Understand and follow the basic Compliance and Integrity rules that apply to our jobs; and**
 - **Know when and where to ask for advice.**

2.0 PURPOSE

- 2.1 The Directive outlines the values and expected behaviours that guide all Authority Board members and employees in all activities related to their professional duties. By committing to these values and adhering to the expected behaviours, Board members and employees strengthen the ethical culture of public sector and contribute to public confidence in the integrity of the Authority.
- 2.2 This Directive provides direction and measures to assist employees in effectively dealing with real, potential and apparent conflict of interest situations which may arise during employment with the Authority.
- 2.3 This Directive should be read in context of the duties and responsibilities set out in the *Value and Ethics Code for the Public Sector*.

3.0 DEFINITIONS

For the purpose of this directive,

Close relative includes a spouse, parents, stepparents, children, stepchildren, siblings, nephews, nieces, aunts, uncles, grandparents, grandchildren, in-laws and a same or opposite sex domestic partner.

Conflict of Interest arises in a situation in which the Board member or the employee has private interests that could improperly influence the performance of his or her official duties and responsibilities or in which he or she uses his or her office for personal gain.

Real conflict of interest exists at the present time, an *apparent* conflict of interest could be perceived by a reasonable observer to exist, whether or not it is the case, and a *potential* conflict of interest could reasonably be foreseen to exist in the future.

Integrity means upholding the highest ethical standards as to conserve and enhance public confidence in the honesty, fairness and impartiality of the Authority.

Organizational Excellence means the designing and delivery of policies, programs and services with competence, efficiency, objectivity and impartiality.

Respect for Democracy means helping Ministers, under law, to serve the public interest.

Respect for People means treating people with respect, dignity and fairness which contributes to a safe and healthy work environment as well as promotes engagement, openness and transparency.

Stewardship means the responsibility entrusted to use and care for resources, for both the short term and long term.

Wrongdoing relates to serious violations that goes against the public interest or those of the Authority, such as:

- The contravention of any federal or provincial law or related regulation;
- The misuse of public funds or public assets;
- The gross mismanagement;
- An act or omission that endangers the life, health and safety of persons or the environment;
- A serious breach of the Authority's code of conduct; or
- Directing or counselling someone to commit a wrongdoing.

4.0 STATEMENT OF VALUES

4.1 Respect for democracy, respect for people, integrity, stewardship and excellence are the values the Authority Board members and employees are expected to integrate into their decisions, actions, policies, processes and systems. These values are not to be considered in isolation from each other as they will often overlap. Similarly, Board members and employees can expect the Authority to treat them in accordance with these values.

5.0 EXPECTED BEHAVIOURS

5.1 Board members and employees are expected to conduct themselves in accordance with the Authority's values.

Respect for Democracy

5.2 To respect the rules of law and carry out their duties in accordance with legislation, policies and directives in a non-partisan and impartial manner.

5.3 To loyally implement the lawful decisions of their leaders and supporting ministers in their accountability to Parliament and Canadians.

- 5.4 To provide decision makers with all the information, analysis and advice they need, always striving to be open, candid and impartial.

Respect for People

- 5.5 To treat every person with respect and fairness.
- 5.6 To value diversity and benefit of the unique qualities and strengths inherent in a diverse workforce.
- 5.7 To help in creating and maintaining safe and healthy workplaces that are free from harassment and discrimination.
- 5.8 To work together in a spirit of openness, honesty and transparency that encourages engagement, collaboration and respectful communication.
- 5.9 To play a key role in recruitment, evaluation and promotion.
- 5.10 To base appointment decisions on merit.

Integrity

- 5.11 To act at all times with integrity and in a manner that will bear the closest public scrutiny, an obligation that may not be fully satisfied by simply acting within the law.
- 5.12 To never use their official roles to inappropriately obtain an advantage for themselves or to advantage or disadvantage others.
- 5.13 To perform their duties and arrange their private affairs so that public confidence and trust in the integrity, objectivity and impartiality of the Authority are conserved and enhanced.
- 5.14 To take all possible steps to prevent and resolve any real, apparent or potential conflict of interest between their official responsibilities and their private affairs in favour of the public interest.
- 5.15 To act in such a way as to maintain the Authority's trust.

Stewardship

- 5.16 To properly, effectively and efficiently use the Authority's money, property and resources managed by them.
- 5.17 To consider the present and long-term effects that their actions have on people and the environment.
- 5.18 To acquire, preserve and share knowledge and information as appropriate.
- 5.19 To strive to ensure that transparency in the Authority is upheld while respecting their duties of confidentiality under the law.

Organizational Excellence

- 5.20 To constantly renew their commitment to serve Canadians by continually improving the quality of policies, programs and services, by adapting to changing needs through teamwork, learning and innovation, and by improving the efficiency

and effectiveness of the Authority's programs and services that respect Canada's official languages.

6.0 RESPONSIBILITIES AND ACCOUNTABILITIES

- 6.1 All employees who work for the Authority as well as its Board members must adhere to the standards contained in this Disclosure and should consult this Code for guidance when acting on behalf of the Authority. Where questions arise about its application, please refer to Directive HR-013 – *Whistle Blowing*.
- 6.2 This Directive represents a commitment to doing what is right. By working for the Authority, an employee is agreeing to uphold this commitment. Employees must understand the standards of this Directive and the policies that apply to their job – and always follow them. Those who fail to follow these standards put themselves, their colleagues and the Authority at risk. They are also subject to disciplinary action up to and including termination.
- 6.3 In addition to the stipulations outlined in this Directive, Board members and employees are also required to observe any specific conduct requirements contained in the statutes governing their particular department (Transport Canada, Infrastructure and Communities) and their profession, where applicable. They are also required to observe the relevant provisions of more general applications including the following:
- *Access to Information Act*
 - *Criminal Code of Canada*
 - *Financial Administration Act*
 - *Official Languages Act and Regulations*
 - *Privacy Act*
- 6.4 Further, employees who engage vendors and consultants must monitor their work for the Authority so that they act in a manner consistent with the principles in this Directive and Directive FI-002 – *Supply Chain Code of Ethics*. Those dealing with vendors and consultants should contact their supervisor for guidance.
- 6.5 Board members and employees are responsible for ensuring that they comply with the Directive and that they exemplify, in all their actions and behaviours, the values of the Authority. In particular they have the following obligation:
- a) report within 60 days of their employment, all outside activities, assets and direct and contingent liabilities that might give rise to a conflict of interest with respect to their official duties, to this end, a Confidential Report with the Integrity Officer, the Chief Financial Officer (CFO);
 - b) every time an important change occurs in the personal affairs or official duties, they must review their obligations under this Directive. If a real, apparent or potential conflict of interest exists, they must file a new Confidential report with the CFO;

- c) when negotiating financial arrangements with outside parties, they must assure compliance with the Conflict of Interest and Post-Employment Measures in accordance with directives on this matter. When in doubt, he/she must immediately report the situation to the CFO in order to seek advice or direction on how to proceed.
- 6.6 When faced with an ethical dilemma, Board members and employees are encouraged to use the opportunities and mechanisms established to raise, discuss and resolve issues of concern related to this Directive.

Senior Management

- 6.7 Senior managers have a particular responsibility to exemplify, in their actions and behaviour, the values of the Authority. They have a duty to infuse these values into all aspects of their work. They are expected to take special care as to ensure that they comply at all times with both the spirit and the specific requirements of this Directive. In particular they have the following obligation:
- a) to ensure that the letter of offer, for an initial appointment, includes the following: “You will find enclosed a copy of the Directive HR-001 – *Code of Conduct for Ethics*. This Directive is a key policy for the management of human resources and is part of your conditions of employment.” Senior management must ensure that Board members and employees are provided with a copy of the Directive on any subsequent appointment. They must ensure that Board members and employees are informed of the requirements of this Directive on an annual basis;
 - b) to encourage and maintain an ongoing dialogue on the Authority’s values and ethics within their department, in a manner that is relevant to the specific issues and challenges encountered by their departments;
 - c) to ensure that mechanisms and assistance are in place to help Board members and employees raise, discuss and resolve issues of concern related to this Directive. The CFO is the designated senior official to assist Board members and employees to resolve issues arising from the application of the Directive;
 - d) to ensure that the personal information in confidential reports is secured in a central repository and treated in complete confidence, in accordance with the *Privacy Act*.

Board Members

- 6.8 Board members have a particular responsibility to exemplify, in their actions and behaviour, the value of the Authority. They have a duty to infuse these values into all aspects of their duties as a Board member. They are expected to take special care as to ensure that they comply at all times with both the spirit and the specific requirements of this Directive. In particular they have the following obligation:

- a) to exercise the director's fiduciary duty. Specifically, to always act honestly, in good faith, and with a preference of the Authority's best interests to those of any other person or organization;
- b) to exercise the director's duty of confidentiality. Specifically, to protect information about the Authority which is confidential or proprietary to the Authority; and
- c) to exercise the director's duty to disclose. Specifically, to disclose information to the Authority that may affect a vital aspect of its business, which the Board member has by virtue of another relationship.

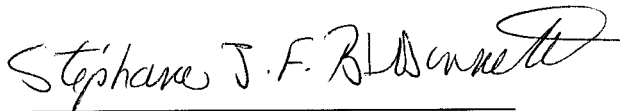
7.0 FAILURE TO COMPLY

7.1 A Board member or employee who does not comply with the requirements of this Directive may be subject to disciplinary measures, up to and including termination of employment.

8.0 ENQUIRIES

8.1 Enquiries about this Directive should be referred to the CFO.

Approved by the Members of
the Authority on August 18, 2015



Secretary

Date of revision: May 24, 2017
November 22, 2018