



## CODE of CONDUCT

# ***Alberta Foundation for the Arts***

## **CODE OF CONDUCT**

### **I. Preamble**

The Code of Conduct (Code) for the Board of Directors of the Alberta Foundation for the Arts (AFA) applies to all Board members (members). The Code reflects a commitment to the AFA's values and provides a framework to guide ethical conduct in a way that upholds the integrity and reputation of the agency. Members are expected to behave in a way that aligns with this Code. They understand that this Code does not cover every specific scenario. Therefore, they use the spirit and intent behind this Code to guide their conduct, and exercise care and diligence in the course of their work with the agency. The *Code of Conduct and Ethics for the Public Service of Alberta* applies to Department staff carrying out the work of the AFA

To demonstrate commitment to transparency and accountability, this Code is available to the public on the AFA's website ([www.afta.ab.ca](http://www.afta.ab.ca)).

### **II. Core Values**

- a. Members act with impartiality and integrity.
- b. Members demonstrate respect and accountability by acting in the best interests of the AFA and the Government to exercise care, diligence and skill in carrying out their duties. Members are accountable for staying informed on organizational matters and participate fully in the Board's deliberations and decisions in matters of policy, finance and programs.

### **III. Guiding Principles**

These principles guide the behaviour and decisions of members:

- a. The actions and decisions of members are made to promote the public interest and to advance the mandate and long-term interests of the AFA.
- b. Members are responsible stewards of public resources.
- c. To serve the public interest, members have a responsibility to uphold the AFA's mandate.

- d. Members have a responsibility to act in good faith and to place the interests of the AFA above their own private interests.
- e. Members behave in a way that demonstrates that their behaviour and actions are fair and reasonable in the circumstance.
- f. Members enjoy the same rights in their private dealings as any other Albertan, unless it is demonstrated that a restriction is necessary in the public interest.
- g. When a member, as an individual, is subject to more than one code of conduct, the member must consider the expectations in all. Members understand that this Code is not intended to conflict with other Codes of Conduct, and will discuss any potential conflicts with the Board Chair.
- h. The Code applies to all members unless a specific exemption is granted by the Board Chair. Individual exemptions can be provided as long as the Board Chair is satisfied that sufficient safeguards are in place to ensure that the AFA's interests are not compromised.
- i. Members know that when they become aware of a real or apparent conflict of interest, they must at the first opportunity disclose this conflict to the Board Chair.
- j. Members understand that disclosure itself does not remove a conflict of interest.
- k. Members encourage their colleagues to act fairly and ethically and know that they are able to raise concerns about a suspected breach by another to the Board Chair without fear of reprisal.
- l. Members know that breaches of this Code may result in disciplinary action, up to and including removal of the member.
- m. Members know that if they have any questions about the Code, or are not sure how to apply these principles, they should consult with the Board Chair.
- n. Each member confirms on an annual basis their understanding of, and commitment to, the Code's expectations.

#### **IV. Behavioural Standards**

Behavioural standards help members make appropriate decisions when the issues they face involve ethical considerations. Behavioural standards cannot

cover all scenarios but provide guidance in support of day-to-day decisions. All members must adhere to the following standards:

- a. Members must not engage in any criminal activity and comply with all relevant laws, regulations, policies and procedures.
- b. Members must not use their status or position with the AFA to influence or gain a benefit or advantage for themselves or others.
- c. Member conduct contributes to a safe and healthy environment that is free from discrimination, harassment or violence.
- d. Members must not use drugs or alcohol in a way that affects their performance and safety or the performance and safety of their colleagues, or that negatively impacts the reputation or operations of the AFA.
- e. Members must act in a way that is consistent with the AFA's protocols on public comment (see *AFA Board External Communication Policy*).
- f. Members must take reasonable steps to avoid situations where they may be placed in a real or apparent conflict between their private interests and the interests of the AFA. In other words, actions or decisions that members take on behalf of the AFA must not provide them with an opportunity to further the private interests of themselves, their families, their business associates or others with whom they have a significant personal or business relationship.
  1. Confidential Information  
Members must respect and protect confidential information, use it only for the work of the AFA and not use it for personal gain. Members must comply with protocols that guide the collection, storage, use, transmission and disclosure of information.
  2. Gifts and Gratuities  
Members must not accept or receive gifts and gratuities other than the normal exchange of gifts between friends or business colleagues, tokens exchanged as part of protocol or the normal presentation of gifts to people participating in public functions.
  3. Outside Activities  
Members must avoid participating in outside activities that conflict with the interests and work of the AFA. For example:

- i. **Business Interests:** Members must not hold interests in a business directly or indirectly through a relative or friend that could benefit from, or influence, the decisions of the AFA.
  - ii. **Employment:** Members must not take employment that adversely affects their performance or impartiality with the AFA.
  - iii. **Political Activity:** Members may participate in political activities including membership in a political party, supporting a candidate for elected office or seeking elected office. Any political activity must be clearly separated from activities related to the work for the AFA, must not be done while carrying out the work of the AFA and must not make use of AFA facilities, equipment or resources in support of these activities.
  - iv. **Volunteer Activity:** If members are involved in volunteer work, the activity must not influence or conflict with decisions relating to the AFA.
4. Pre-Separation  
Members considering a new offer of appointment or employment must be aware of and manage any potential conflicts of interest between their current position and their future circumstance, and must remove themselves from any decisions affecting their new appointment or employment.
5. Post-Separation  
Once members have left the AFA, they must not disclose confidential information that they became aware of during their time with the AFA and must not use their contacts with their former colleagues to gain an unfair advantage for their current circumstance.
6. Property  
Members may have limited use of the AFA's premises and equipment for authorized incidental purposes providing such use involves minimal additional expense to the AFA, must not be performed on the member's work time, must not interfere with the mission of the AFA and must not support a personal, private business.

7. Related Persons or Parties  
Members must not participate in decisions where a relationship between the proponent and the member might call into question the impartiality of the member.
8. Copyrights and Intellectual Property  
Any product or intellectual property developed by a Board member in the course of their term while fulfilling their duties as a Board member of the AFA becomes the property of the Government of Alberta.
9. Interacting with AFA and Arts Branch Employees  
Board members are required to follow the requirements of the AFA Board Communication with Arts Branch Staff Policy. (See *AFA Board Communication with the Arts Branch Policy*)

## V. Administrative Processes

Administrative processes help members manage ethical dilemmas, including any real or apparent conflict of interest concerns.

- a. Administration  
The Code Administrator for members and the Executive Director is the Board Chair. The Code Administrator for the Board Chair is the sponsoring department's Deputy Minister.

The Board Chair receives and ensures the confidentiality of all disclosures and ensures that any real or apparent conflict of interest is avoided or effectively managed. As well, the Board Chair is responsible for providing advice and managing all concerns and complaints concerning potential breaches of the Code, including conflicts of interest within the AFA. The Board Chair is responsible for ensuring procedural fairness in responding to and managing concerns. A procedure for dealing with potential conflict of interest can be found in the Ministry's *Common Foundation Procedural Bylaws* (p.10) which is included in Board manuals.

- b. Disclosure  
It is the responsibility of each member to declare in writing to the Board Chair those private interests and relationships that they think could be seen to impact the decisions or actions they take on behalf of the AFA. When there is a change in their responsibilities within the AFA or in their personal circumstance, members shall disclose in writing any relevant new or additional information about those interests as soon as possible. Where a real or apparent conflict of interest cannot be

avoided, members must take the appropriate steps to manage the conflict.

Members disclose these real or apparent conflicts of interest so that the Board Chair is aware of situations that could be seen as influencing the decisions or actions they are making on behalf of the AFA. This provides members, following a review by the Board Chair, an opportunity to take action to minimize or remove the conflict. To actively manage a conflict of interest, options include:

- removing themselves from matters in which the conflict exists or is perceived to exist;
- giving up the particular private interest causing the conflict; and,
- in rare circumstances, resigning their position with the AFA.

c. Reporting a Potential Breach by Another

Members are encouraged to report in writing a potential breach of this Code by another member to the Board Chair. When reporting a potential breach in good faith and with reasonable grounds, members are protected from retaliation for such reporting.

d. Responding to Potential Breach

Once a potential breach has been reported, the AFA's procedures for responding to and managing a potential breach will be promptly initiated. The Board Chair will review the circumstance and details of the potential breach and will notify the member who is alleged to be in breach. The alleged member has the right to complete information and the right to respond fully to the potential breach. The identity of the reporter will not be disclosed unless required by law or in a legal proceeding. The Board Chair makes a decision and completes a report of the review in a timely manner. The decision may range from finding no potential breach to one that reveals suspected criminal conduct.

e. Consequences of a Breach

Members who do not comply with the standards of behaviour identified in this Code including taking part in a decision or action that furthers their private interests may be subject to disciplinary action up to and including removal of the member.

f. Review of a Decision

Members can request in writing that the sponsoring department's Deputy Minister review a decision that has been made by the Board Chair about a real or apparent breach of the Code, including a conflict of interest involving that member.

## VI. Other Resources

### a. Where to Get Advice

When members require advice and guidance in determining whether misconduct or a conflict exists, or need clarification, they may discuss their issue with:

- The Board Chair
- The sponsoring department's Deputy Minister

### b. Questions to Consider

When members are faced with a difficult situation, the following questions may help them decide the right course of action:

- Have I reflected on or consulted with the Board Chair about whether I am compromising the Code's values, principles or behavioural standards?
- Have I considered the issue from a legal perspective?
- Have I investigated whether my behaviour aligns with a policy or procedure of the AFA?
- Could my private interests or relationships be viewed as impairing my objectivity?
- Could my decision or action be viewed as resulting in personal gain, financial or otherwise?
- Could my decisions or actions be perceived as granting or receiving preferential treatment?