

Alberta Foundation for the Arts

CODE OF CONDUCT

Preamble

The people of Alberta deserve public agencies that are transparent and accountable, and those engaged in serving the public interest are expected to act with the highest standards of professionalism and integrity. These attributes serve to enhance public trust in our democratic institutions.

This is the Code of Conduct (“Code”) of the Alberta Foundation for the Arts (“AFA”). It applies to members of the AFA’s board of directors and to AFA employees. The purpose of the Code is to establish a framework governing the conduct of directors and employees, to ensure that their decisions and actions are made ethically in a way that supports the best interests of the AFA and the public it serves. The Code also fulfills the requirements of the *Alberta Public Agencies Governance Act* and the *Conflicts of Interest Act*.

Directors and employees are expected to behave in a way that is consistent with this Code, and which upholds the integrity and reputation of the AFA. As the Code cannot specifically address every potential scenario or ethical dilemma that might arise, it is essential that the Code’s spirit and intent, reflected in its values and principles, inform its application and guide the conduct of AFA directors and employees.

This preamble is part of the Code.

Part 1 Definitions and Interpretation

1. **Key Terms.** In this Code,

- (a) “Chair” means the person appointed to the position of chair of the AFA’s board of directors;
- (b) “Code Administrator” means the person identified in Part 7 as responsible for the administration of this Code, including managing concerns and complaints respecting potential breaches;
- (c) “conflict of interests” means a conflict, either actual or perceived, between the AFA’s interest and another private interest;
- (d) “director” means a person appointed to the AFA’s board of directors, and includes the Chair and Vice-Chair;
- (e) “employee” means any individual employed either permanently or temporarily by the AFA, whether on a full-time or part-time basis, and includes an employee of the Government of Alberta that is contracted to perform work of the AFA;
- (f) “Executive Director” means the employee that is the highest-ranking executive of the AFA, with primary responsibility for overseeing its day-to-day operations;
- (g) “minor child” includes a minor to whom the director or employee has demonstrated a settled intention to treat as a child of his or her family;

- (h) “perceived” when used in reference to a conflict of interests is the same as “apparent” and means a conflict of interests that, when examined from the perspective of the public, *might be seen* as impairing an individual’s performance or impartiality in respect of their duties with the AFA;
 - (i) “private interest” excludes an interest that (i) is of general application, (ii) affects a director or employee as one of a broad class of the public, (iii) concerns the remuneration and benefits of the director or employee, or (iv) is trivial;
 - (j) “related parties” means family (including minor and adult children), friends, and colleagues or close business associates of the director or employee, as well as those persons or organizations with whom the director or employee is directly associated or with whom he or she otherwise has a close or significant personal or business relationship.
 - (k) “Vice-Chair” means the person appointed to the position of vice-chair of the AFA’s board of directors.
2. **Direct Association.** For the purposes of this Code, a person or entity is directly associated with a director or employee if that person or entity, as the case might be, is
- (a) the director or employee’s spouse or adult interdependent partner;
 - (b) a corporation having share capital and carrying on business or activities for profit or gain and the director or employee is a member of the board or senior officer of the corporation;
 - (c) a private corporation carrying on business or activities for profit or gain and the director or employee owns or is the beneficial owner of shares in the corporation;
 - (d) a partnership of which the director or employee is a partner or of which one of the partners is a corporation directly associated with the director or employee by reason of clause (b) or (c); or
 - (e) a person or group of persons acting with the express or implied consent of the director or employee.

Part 2 Application

- 3. **General.** The Code governs ethical conduct and applies to directors and employees of the AFA. The Code reflects a commitment to AFA’s values and directors and employees must to adhere to its expectations.
- 4. **Multiple Codes.** If a director or employee is subject to other codes of conduct, the director or employee must, where possible, adhere to the expectations of all of them. Potential conflicts between the expectations of this Code and other codes must be discussed with the Chair.
- 5. **Advice or Guidance.** If a director is uncertain how to apply the provisions of the Code or requires advice or guidance about the Code or its application, the director should consult the Chair. If an employee requires similar advice or guidance, the employee should consult the Executive Director, who may consult the Chair.
- 6. **Exemption.** In extraordinary circumstances, the Chair may grant, in writing, a specific and limited exemption to the obligations of the Code, provided the Chair is satisfied that sufficient safeguards are in place to ensure that the exemption does not compromise the interests of the AFA or of the public and that it does not contravene the requirements of the *Conflict of Interest Act*.

Part 3 Core Values

7. These AFA values guide the decisions and conduct of directors and employees:
- (a) Respect
 - (b) Fairness
 - (c) Integrity
 - (d) Transparency

Part 4 Guiding Principles

8. **General.** The principles contained in this Part guide the decisions and behavior of directors and employees.
9. **Principle-Based Expectations.** In carrying out their duties, directors and employees must
- (a) act with integrity, honesty, and in good faith;
 - (b) promote the public interest;
 - (c) uphold and advance the AFA's mandate, goals, and values;
 - (d) act in the best interests of the AFA, placing its interests above their own or others' private interests;
 - (e) exercise reasonable care and diligence;
 - (f) devote sufficient time and attention to their duties and to stay informed on, and effectively participate in, AFA affairs;
 - (g) be responsible stewards of public resources;
 - (h) make decisions and exercise discretion fairly and impartially; and
 - (i) preserve and enhance the reputation of the AFA.

Part 5 Behavioural Standards

10. **General.** Directors and employees must adhere to the behavioural standards contained in this Part. These standards support day-to-day decisions and help directors and employees make the right decisions.
11. **Laws and Policies.** Directors and employees must not engage in any criminal activity, must follow all laws, and must adhere to the AFA's policies, rules, and procedures.
12. **Workplace.** Directors and employees must contribute to a safe, healthy, and productive workplace, in and out of the office, including online. This means following the rules; acting without discrimination, harassment, or violence; and not using alcohol or drugs in a way that affects their job, the safety of themselves or others, or the AFA's operations or reputation.

13. **Privacy.** Directors and employees must respect and protect the privacy of their colleagues and must not share or talk about others' personal information, including online.
14. **Media.** Except in accordance with the AFA's media and communication policy, directors and employees must not talk to the media or publicly share personal opinions about the AFA or its affairs, including online.
15. **Reputational Risks.** Directors and employees must immediately disclose to the Chair any criminal charges made against them or any incident or activity in which they are or were involved that might create a risk of harm to the AFA's reputation.
16. **Use of Property.** Directors and employees are permitted limited use of the AFA's premise, equipment, or other property for incidental purposes if such use involves minimal expense to the AFA, occurs on personal time, and does not support a private business.
17. **Copyright and Intellectual Property.** Any intellectual property created or developed by directors or employees while performing their duties for the AFA in the course of their appointment or employment is property of the AFA.
18. **Confidential Information.**
 - (a) In this section, "confidential information" means all information, in any form, that relates to the AFA or its affairs, including intellectual property and information about the individuals and organizations the AFA serves, but excludes information that is or becomes generally available or known to the public, unless it became so through a breach of confidentiality.
 - (b) Directors and employees must respect and protect confidential information. They must use confidential information only for the work specific to their position and responsibilities at the AFA, and for no other purpose, and must otherwise not disclose it to any entity or person, other than a current director or employee. The obligation to maintain confidentiality continues after appointment or employment with the AFA ends.
 - (c) Upon termination of appointment or employment, as the case may be, directors and employees must promptly return all confidential information and other AFA property in their possession, custody, or control, and must delete any confidential information from their own electronic devices. All work product, records, analysis, files, reports, and documents related to the duties performed by directors and employees or related to the operations or affairs of the AFA are property of the AFA.
19. **Private Interests.**
 - (a) Directors and employees must not act in self-interest or, by virtue of their position or through the carrying out of their duties, further their own private interest or that of a related party.
 - (b) In the course of carrying out their role and duties, directors and employees must not take part in a decision knowing that the decision might further their own private interest or that of a related party.
 - (c) Directors and employees must not use their role or duties to seek to influence a decision to be made by or on behalf of the Government of Alberta or a public agency to further their own private interest or that of a related party, or to improperly further the private interest of any other person or organization.

- (d) Directors and employees must not use or communicate information unavailable to the general public that was gained in the course of carrying out their role or duties to seek to further their own private interest or the private interest of any other person or organization.

20. Conflict of Interests.

- (a) Except as otherwise expressly permitted by the Code, directors and employees must avoid circumstances that create an actual or perceived conflict between the interests of the AFA and their own private interest or that of a related party. This means that all necessary steps must be taken to prevent or eliminate the conflict, and only if the conflict cannot be prevented or eliminated may strategies be explored, and appropriate steps taken, to mitigate or manage the conflict.
 - i. To avoid an actual or perceived conflict of interests, directors and employees may be required to give up the private interest creating the conflict or resign their AFA position.
 - ii. In circumstances where the Code permits steps to be taken to mitigate or manage an actual or perceived conflict of interests, directors or employees may be required to recuse themselves from matters and decisions in which the conflict exists.
- (b) At the earliest opportunity after becoming aware of an actual or perceived conflict of interests, directors and employees must appropriately and adequately disclose the conflict to the Code Administrator. The conflict of interests is not eliminated or mitigated by such disclosure.
- (c) Directors and employees must promptly report, in accordance with the Code's procedures, any potential conflict of interests, actual or perceived, that involves another director or employee.

21. External Activities.

- (a) In this section, "external activities" includes non-AFA appointments, business, undertakings, employment (including self-employment), volunteer work, and other activities.
- (b) Except as otherwise provided in this section, directors and employees must not participate in external activities that create an actual or perceived conflict with the AFA's interests or work. For example:
 - i. **Business Interests:** Directors and employees must not be involved in business interests, either directly or through related parties, that could benefit from or influence decisions of the AFA, or that might be perceived as benefiting or influencing such decisions.
 - ii. **Concurrent Employment or Appointments:** Directors and employees must not take employment, including self-employment, or appointments to an office (such as other agencies, boards, and commissions) that impairs or might be perceived as impairing their performance or impartiality with the AFA.

Prior to accepting any supplementary employment or appointment, directors and employees must notify their Code Administrator in writing about the nature of the supplementary employment or appointment. The Code Administrator must then review the proposed employment or appointment for actual or perceived conflict of interest, as set out below in section 21(d).

- iii. **Volunteer Activity.** Directors and employees must not participate in volunteer activities that impairs or might be perceived as impairing their performance or impartiality with the AFA.
- (c) **Political Activity.** Directors and employees may participate in political activities, including membership in a political party, supporting candidates for elected office, or seeking elected office. However, such activity must be separated from AFA affairs and not done while carrying out AFA work. AFA facilities, equipment, and resources must not be used in these activities. Directors or employees who are elected to be Members of the Legislative Assembly must immediately resign their appointment or employment, as the case may be, ending their affiliation with the AFA.
- (d) **Review for Conflict.** If there is any question whether an external activity creates an actual or perceived conflict of interests, a director or employee may request that the Code Administrator review the external activity and decide. The Code Administrator will report the decision to the director or employee in writing, and if the activity creates a conflict, will instruct on how to resolve it according to the Code. The conflict must be resolved as instructed by the Code Administrator.
- (e) **Pre-existing External Activities of Directors.** If directors, at the time of their appointment to the AFA, are engaged in ongoing external activity that gives rise to an actual or perceived conflict of interests, such as employment with an AFA-funded organization, the external activity need not be ceased to eliminate the conflict, provided appropriate steps are taken to mitigate or manage it.
- (f) **Artists as Directors.** If a director that is engaged in ongoing artistic practice at the time of appointment is subsequently presented with an opportunity to perform a contract or project for an individual or an organization that receives AFA funds, the director may accept the opportunity notwithstanding that it gives rise to an actual or perceived conflict of interests, provided that the opportunity is within the ordinary course of the director's artistic practice, the financial compensation is modest, and appropriate steps are taken to mitigate and manage the conflict, as determined by the Code Administrator. Examples of such contracts or projects include a performing a part in a play, creating a piece of visual art, or teaching an arts class.

22. Gifts and Events.

- (a) Except as otherwise permitted by this section, directors and employees must not solicit, accept, or receive gifts (including fees, gratuities, hospitality, admission to events, or other benefits) that are directly or indirectly connected to their role with the AFA or the performance of their duties from any individual or organization.
- (b) Directors and employees may accept or receive
 - i. the normal exchange of gifts or hospitality between persons doing business together;
 - ii. token gifts exchanged as part of protocol; and
 - iii. the normal presentation of gifts to people participating in public functions, such as awards, speeches, or presentations.
- (c) As directors and employees are expected to help build meaningful relationships with AFA stakeholders and to enhance the agency's connection to the arts community of Alberta, they may accept complimentary tickets or admission to stakeholder and arts community events as gifts. Such

gifts must be received by invitation or offer, not solicited, and payment for tickets and admission to events is nonetheless encouraged.

- (d) Except with prior written permission of the Chair, the value of a single gift received cannot exceed \$100 (\$200 for complimentary tickets or admission), and the total value of all gifts received from a single source in any 12-month period cannot exceed \$500. Acceptance of cash or cash equivalents as gifts is prohibited.
23. **Before Directors or Employees Leave the AFA.** Directors or employees applying for a new position or appointment elsewhere must recognize and manage any conflict of interests. They must remove themselves from any matters or decisions related to or affecting the new position or appointment.
24. **After Directors or Employees Leave the AFA.** Once directors and employees leave the AFA, they must not use their contacts with former colleagues to their own private advantage. To avoid actual or perceived conflict, former directors and employees cannot apply for grants or financial support from the AFA for a period of 6 months after leaving the AFA.
25. **Breaches of the Code.** Directors and employees must promptly report any actual or suspected breach of the Code to the Code Administrator, in accordance with the procedures contained in Part 7.

Part 6 Additional Obligation of the Executive Director

26. **Concurrent Appointments, Business, or Employment.**
- (a) In accordance with the *Conflicts of Interest Act*, this section applies to the Executive Director, unless he or she is also an employee of a department of the Government of Alberta.
 - (b) The Executive Director may not participate in any other appointment, business, undertaking, or employment, including self-employment, unless he or she first applies for and receives the written approval of the Ethics Commissioner.
 - (c) This Part comes into force immediately when the Code becomes effective.

Part 7 Code Administrative Procedures

27. **Administration.** The Code Administrator gives advice and manages all concerns about breaches of the Code related to the AFA and ensures that actual or perceived conflicts of interests are avoided or managed.
28. **Code Administrator.** The Code Administrator for directors and employees is as follows:
- (a) the Executive Director for employees;
 - (b) the Chair for directors and the Executive Director; and
 - (c) the Ethics Commissioner for the Chair.
29. **Referrals and Opinions.** The Executive Director may refer any matter under the Code concerning employees to the Chair. The Chair may seek an opinion or recommendation from the Ethics Commissioner on any matter under the Code concerning employees, directors, or the Executive Director.

30. **Fairness.** The Code Administrator is responsible for ensuring the procedural fairness of the Code's administrative procedures, including managing reports and investigations of potential breaches.
31. **Confidentiality.** To the extent possible, administrative procedures under the Code must be kept confidential, including the names of persons reporting a breach (to be disclosed only if required by law or procedural fairness), investigations, and any decisions rendered.
32. **Reporting a Potential Breach.**
- (a) Any self-report that admits an actual or potential breach of the Code, or report that alleges a potential breach by another, must be made in writing to the Code Administrator.
 - (b) Provided a potential breach is reported in good faith and on grounds that were reasonable in the circumstances, directors and employees are protected from any reprisal or redress, whether or not the Code Administrator ultimately concludes there was a breach.
33. **Responding to a Potential Breach.**
- (a) Once a potential breach of the Code is self-disclosed or reported, the Code Administrator must promptly initiate an investigation of the matter.
 - (b) If the potential breach was not self-reported, the Code Administrator must preliminarily review the circumstances and details and notify the director or employee of the matter under investigation.
 - (c) As part of the investigation, the Code Administrator may request from the director or employee, or seek from other sources, further relevant details or information. The director or employee has the right to fully respond to the allegations as part of the investigation.
 - (d) Upon conclusion of the investigation, the Code Administrator must decide if the director or employee breached the Code. If a breach is found, the Code Administrator may impose discipline and give related recommendations (or, in the case of terminating a director's appointment, make such recommendation to the Minister).
 - (e) The Code Administrator must render a decision by way of a written report that contains reasons for the decision. A copy of the report must be provided to the director or employee.
 - (f) The director or employee is entitled to all information concerning the breach and has the right to fully respond to the report.
34. **Consequences of a Breach.** Directors and employees who have breached the Code may be disciplined, up to and including termination of their employment or appointment with the AFA.
35. **Review of a Decision.**
- (a) Directors and employees may request, in writing, that a decision of the Code Administrator about a breach of the Code be reviewed as follows:
 - i. a decision of the Executive Director may be reviewed by the Chair; and

ii. a decision of the Chair may be reviewed by the Ethics Commissioner.

(b) Upon review, the Chair must render a decision by way of a written report that contains reasons for the review decision. A copy of the report must be provided to the initial decision-maker and to the director or employee that requested the review.

36. **Ongoing Disclosure re Conflicts of Interests.** Directors and employees must provide a written statement to the Code Administrator identifying any external activities, private interests, or relationships with individuals or organizations that they believe might create an actual or perceived conflict with the AFA's interests or work. The written statement must be reviewed annually and be updated as soon as possible after any change in relevant circumstances or when new information becomes known.

Part 8 Questions to Consider

37. **Self-Reflection.** When directors or employees have concerns with a situation, these questions may help them decide what to do:

- Have I asked the Code Administrator whether I am following the Code's values, principles, and behavioural standards?
- Have I considered the issue from a legal perspective?
- Have I considered whether my behaviour follows a policy or procedure of the AFA?
- Could my private interests or relationships be seen by others as impairing my thinking or impartiality?
- Could my decision or action be seen by others as resulting in my own personal gain?
- Could my decision or action be seen by others as giving or receiving special or preferential treatment?

Part 9 Miscellaneous

38. **Public Availability.** To help demonstrate commitment to transparency and accountability, the Code is made available to the public on the AFA's website.

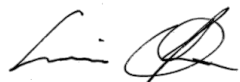
39. **Annual Affirmation.** Directors and employees must confirm in writing that they have reviewed the Code and that they understand and agree to comply with its expectations, as follows:

- a. for directors, upon their appointment or reappointment and then annually; and
- b. for employees, at the start of their employment and then annually.

40. **Periodic Review.** The AFA's board of directors must review and reaffirm the Code at least every 3 years to ensure that it remains current and relevant. To the extent required by the *Conflicts of Interest Act*, any changes to the Code will be provided to the Ethics Commissioner for review and approval.

41. **Notice Period.** This Code will become effective within 3 months of being made available to the public, upon approval of the AFA's board of directors.

The AFA Code of Conduct was approved and adopted at the 195th AFA Board Meeting on November 30, 2018.



Signature

1 January 2019

Date

Liam Oddie
Chair, Alberta Foundation for the Arts

Name