



CANADIAN PENSION & BENEFITS INSTITUTE

Code of Conduct

The Board of Directors and Regional Councils Members of the Institute declare publicly that it is their responsibility to protect the interest of the members of the Institute. They acknowledge their responsibility to be accountable to their members and when acting as operational volunteers to be accountable to the CEO. As volunteers, the Board of Directors Members constitutes a specific group within the Institute because they are the individuals responsible for the organization. They have decision-making authority and responsibility regarding governance policies and strategic direction.

With the exception of decisions made at Board meetings, the Directors have no other authority except as conferred by Law, the By-laws of the Institute, a written policy or a resolution of the Board.

Regional Council Members will respect the governance policies of the Institute of which they have been informed, while carrying out activities on behalf of the organization.

The Board of Directors and Regional Councils Members may find themselves working as operational volunteers (e.g. arranging various activities within the organization). When acting in this capacity, they must respect both the governance policies of the Board of Directors with regard to their activities and the responsible authorities as established within the Institute.

The Board of Directors and Regional Councils Members are committed to:

- Conduct their professional lives in accordance with the public good and in such a manner as not to sully the reputation of the Institute and its members.
- Be guided in all their endeavours by acting with fairness, integrity and dignity, respecting confidentiality, and avoiding conflicts of interest and activities for personal gain at the expense of their association or members. They will serve all members of the Institute impartially, provide no special privilege to any individual member, and accept no personal compensation from a member except with the knowledge and consent of the Institute's governing board.
- Support all efforts to increase effectiveness and excellence in management of the Institute, and efficiency in the allocation of the resources made available to them.

Code of Ethics

By adopting the following Code of Ethics, it is the intention of the Board of Directors to assure members and the public that the Institute is worthy of their trust and that it is taking tangible steps to maintain such trust.

- 1- The Board of Directors and Regional Councils Members of the Institute work on a volunteer basis on its behalf and receive neither financial nor material compensation and agree to abide by the Conflict of Interest Policy attached as Schedule A to this Code.
- 2- The Board of Directors Members agree to maintain the confidentiality of any institute related information received unless the Board of Directors has given its express consent that the information be divulged.

- 3- The Regional Councils Members agree to maintain the confidentiality of any Institute related information received unless their respective Regional Council has given its express consent that the information be divulged.
- 4- The Board of Directors and Regional Councils Members agree to maintain transparency with regard to matters of the Institute, while respecting the personal and private lives of individuals. They agree to respond with dispatch to any request for information concerning the Institute's activities.
- 5- The Board of Directors and Regional Councils Members agree to avoid any situation which is a conflict of interest or which may appear to be a conflict of interest. For this reason, among others, they will refrain from pursuing business dealings with the Institute and will avoid any situation where they may be in a position to promote their own personal interests or those of associates to the detriment of the interests of the Institute.
- 6- The Board of Directors and Regional Councils Members agree, according to the Canadian Charter of Rights, to avoid any discriminatory conduct based on, among others but not limited to, sex, race, colour, religion, handicap or political belief.

The masculine gender is used in a generic sense for ease of reading only and without discriminatory intent.



Schedule A Conflict of Interest Policy

CANADIAN PENSION & BENEFITS INSTITUTE

I. Application

This policy applies to all volunteers and staff of the Canadian Pension Benefits Institute (CPBI). This includes but is not limited to members of the CPBI Board of Directors (“directors”), the Chief Executive Officer (CEO), Regional Council members and Regional Administrators.

II. Fiduciary Obligation and Duty of Loyalty

Directors and the CEO owe a fiduciary obligation and a duty of loyalty to the organization. The integrity of the organization’s decision-making may be compromised by a real or perceived conflict of interest on the part of any of its directors or the CEO. Trust and confidence in the Board or the CEO can only be sustained if all forms of conflict of interest are identified, disclosed and resolved.

Regional Councils and Regional Administrators have certain delegated responsibilities, including financial oversight responsibilities. Trust and confidence in their functioning is also very important.

III. Definition

A conflict of interest is:

- any situation in which a person’s private or personal interests may be incompatible or in conflict with their duties and responsibilities on behalf of CPBI
- any situation where the involvement of a person in another organization may, or may be perceived to, influence their carrying out of duties and responsibilities on behalf of CPBI.

A conflict of interest can be:

- of a monetary or economic nature (gain or avoidance of loss), or
- non-economic interests or benefits that may serve an individual’s political, corporate or personal relationship interests

A conflict of interest can also be:

- direct - where a person to whom this policy applies benefits directly (whether financially or otherwise) or
- indirect - where a person to whom this policy applies derives an indirect benefit through:
 - family relationships,
 - being a shareholder or paid director or paid officer or partner in a non-offering company doing business with CPBI (*FOR YOUR INFORMATION: Canadian legislation governing corporations distinguishes between non-offering corporations (commonly referred to as private or closely held corporations) and public offering corporations*),

- being a director or officer with more than 10% of the shares issued by an offering company doing business with CPBI, or
- belonging to a partnership or sole proprietorship doing business with CPBI.

Finally, this policy includes a conflict of interest that is:

- real - an interest that does cause divided loyalties
- potential - an interest that could give rise to divided loyalties depending upon how the situation unfolds (e.g. CPBI issues an RFP for professional services; if a director is a partner in a firm that is considering responding, he/she has a potential conflict; if the firm does not respond, there is no conflict), or
- perceived - when there are reasonable grounds to believe that a person has a conflict, even where there may not be in fact

A conflict of interest does not exist where the interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence a person to whom this policy applies, or where a pecuniary interest is in common with a broad group of which the person is a member.

IV. Examples of Conflict of Interest Situations

A conflict of interest exists where a person to whom this policy applies experiences a “tug of loyalty” between their own agenda/interest and their ability to act in the best interests of CPBI. These situations are most likely to arise when decisions are made to contract services such as event planning, audio-visual support, signage, venues, travel services, administrative services, audit and other professional services, technology and staff hirings.

Examples of conflict situations include:

- The CEO or Regional Administrator hiring a family member to run an event or to do some clerical or administrative work
- A director seeking to direct CPBI investments to their employer’s company
- A Regional Council member participating in a decision to grant an event planning contract to his/her spouse’s company
- Choosing a speaker for a CPBI event to gain personal advantage

As conflict situations arise and are declared, they may be added (on a without attribution basis) to this list of examples for the benefit of future generations of volunteers and staff members.

V. Conflict of Interest Process

CPBI depends on the integrity of the persons to whom this policy applies to disclose their individual conflicts of interest, if any. Directors, Regional Council members, committee volunteers and staff will be asked to sign an acknowledgement of the review of this Policy and to declare any conflicts of interest upon their appointment or reappointment (see Appendix A). Any conflicts arising thereafter will be dealt with pursuant to the process below.

(a) Declarations

A person to whom this policy applies and who feels that he/she may have a conflict of interest should declare the general nature of the conflict at the earliest opportunity as follows:

- Regional Administrators should declare any conflicts to the Regional Council Chair
- The CEO should declare any conflicts to the Chair of the CPBI Board of Directors
- Committee volunteers should declare any conflicts to the committees they serve on
- Regional Council members should declare any conflicts to their Regional Councils
- Directors should declare any conflicts to the Board of Directors

All of the foregoing conflicts should be identified at the next meeting of the committee, Council or Board of Directors and recorded in the minutes. For example, any conflicts on the part of Regional Administrators brought to the attention of Regional Council Chairs should be identified at the outset of the next Council meeting and included in the minutes of that meeting. A similar process would apply to CEO declarations of conflict at the Board of Directors' meeting.

(b) Withdrawal and No Influence

If a person to whom this policy applies has declared or has been found to be in a conflict of interest, he/she must:

- withdraw from a Board, Council or committee meeting (i.e. leave the room) while the matter is being discussed and voted upon to ensure that he/she does not participate in the discussion or vote on the related matter
- not attempt in any way before, during or after the meeting to influence the voting on the related matter.

(c) Concerns and Questions

If a person to whom this policy applies is unsure of whether he/she is in a conflict of interest, he/she should raise the matter with the Board Chair at the earliest opportunity.

Similarly, if any person to whom this policy applies considers that another person has or may have a conflict of interest, he/she should raise the matter with the Board Chair or the Regional Council Chair or Committee Chair, as the case may be. Protecting the integrity of CPBI's decision-making is a shared responsibility.

(d) Final Determination of Conflict Situations

Regional Level

If the person with an alleged conflict and the Regional Council Chair or Committee Chair, as the case may be, are unable to resolve the issue (i.e. determine to their mutual satisfaction whether there is or is not a conflict situation), the following process will be followed:

- The Committee Chair or Regional Council Chair will advise and seek the assistance of the CEO in determining whether or not a conflict situation exists;

- If the matter remains unresolved after involving the CEO, the issue will be brought forward to the Regional Council as a whole for a determination (by majority vote) of whether or not a conflict of interest exists. Of course, the person involved should refrain from voting on the existence of a conflict.
- If the Regional Council is unable to resolve the issue, the conflict will be brought to the Board of Directors as a whole for a determination.

National Level

If the person with an alleged conflict and the Chair of the Board of Directors are unable to resolve the issue (i.e. determine to their mutual satisfaction whether there is or is not a conflict situation), the Board Chair will bring the situation to the Board as a whole. The Board should determine by majority vote whether or not a conflict of interest exists. Of course, the director involved should refrain from voting on the existence of a conflict.

Transactions in which a person with a conflict of interest participated shall not be void or voidable solely for this reason if:

- (a) the material facts of the transaction and the person's interest were disclosed or known to the Board of Directors or Regional Council and the Board or Regional Council thereof authorized, approved or ratified the transaction; or
- (b) the transaction is fair to the CPBI as of the time it is authorized, approved, or ratified by the Board of Directors, or an authorized Regional Council.

VI. Consequences for Breach of Policy

If a person to whom this policy applies does not declare a conflict of interest, the Board of Directors may subject him/her to:

- verbal or written reprimand
- request for resignation (or removal from committees)
- in the case of staff, disciplinary action up to and including dismissal.

Appendix A

**CPBI CODE OF CONDUCT AND CONFLICT OF INTEREST POLICY
ACKNOWLEDGEMENT AND DISCLOSURE**

(to be completed by Directors, Regional Council members, committee volunteers and staff upon appointment or reappointment)

I have read this policy and acknowledge with my signature that I will abide by it and that I am disclosing all known conflicts of interest.

Please check the appropriate box:

- I do not have any conflicts of interest to disclose at this time
- Disclosure is attached

Print Name

Date:

Adopted: May 2016
Next Approval: May 2019