

# Board Code of Conduct and Ethics

## Alberta Gaming, Liquor and Cannabis Commission (AGLC)

### Preamble:

The Board Code of Conduct and Ethics for the Alberta Gaming, Liquor and Cannabis Commission (AGLC) applies to AGLC Board Members, including AGLC Chief Executive Officer (CEO). It reflects a commitment to our values (outlined below) and provides a framework to guide ethical conduct in a way that upholds the integrity and reputation of AGLC. We are expected to behave in a way that aligns with this Code. We understand that this Code does not cover every specific scenario. Therefore, we use the spirit and intent behind this Code to guide our conduct, and exercise care and diligence in the course of our work with AGLC. All aspects of the operation of AGLC Board of Directors must be conducted with integrity, trust, impartiality and in accordance with generally accepted standards of behaviour.

### AGLC VALUES:

<b>Integrity</b>	We hold ourselves to a high standard. That means operating fairly and honorably with colleagues, customers and stakeholders, even when no one is watching.
<b>Respect</b>	We listen and empower. Our culture adapts and ensures all are heard to build a vibrant Alberta. And when we misstep, we take accountability.
<b>Collaboration</b>	We harness the power of multiple minds and ideas. By breaking down internal and external boundaries we work together, we amplify our achievements.
<b>Innovation</b>	We are always reinventing. The first answer is not always the best answer, so we let our curiosity challenge the status quo.
<b>Inclusion</b>	We embrace the power of diversity. Each of our unique talents, experiences and relationships come together to form one stronger AGLC.

### Definitions:

For purposes of this Code, unless the context otherwise requires, definitions are as follows:

<b>Board Members</b>	includes all members of AGLC Board of Directors, who are appointed by the Lieutenant Governor in Council. For the purpose of this Code, AGLC Chief Executive Officer (CEO) position also follows the Board Code of Conduct.
<b>Code</b>	means this Board Code of Conduct and Ethics for AGLC Board Members, as amended from time to time and reviewed regularly.

<b>Code Administrator</b>	The Code is managed by the Code Administrator. The Code Administrator for each Board member of the Commission is as follows: <ul style="list-style-type: none"> <li>• the Ethics Commissioner for the Board Chair</li> <li>• the Board Chair for Board Members and AGLC Chief Executive Officer (CEO)</li> </ul>
<b>Conflict of Interest</b>	any situation in which a Board Member, either for themselves or some other person(s) or organization, attempts to promote a private or personal interest which results or appears to result in an interference with the objective exercise of the Board Member’s responsibilities, or an opportunity or advantage by virtue of the Board Member’s position with AGLC.
<b>Ethics Commissioner</b>	is an officer of the legislature who performs specific roles under the <i>Conflicts of Interest Act</i> for Alberta’s agencies, boards and commissions including: assisting in understanding obligations under the Act, advice on ethics or conflicts of interest issues, conduct investigations or make inquiries, and review disclosure statements of Board Chairs and Chief Executive Officers.
<b>Relative</b>	includes an adult interdependent partner, son, daughter, parent, brother, sister, spouse, in-laws, uncles, aunts, nieces, nephews, foster parents and foster children.
<b>Sexual Harassment</b>	Unsolicited and unwelcome conduct of a sexual nature, including comments, gestures or physical contact, either on a one-time basis, or in a continuous series of incidents, that detrimentally affects the work environment or leads to adverse job related consequences. It is behaviour that is offensive, objectionable, coercive and one-sided. Both males and females can be victims of sexual harassment. Sexual harassment is a form of workplace harassment
<b>Workplace Bullying</b>	is a repeated pattern of negative behaviour aimed at a specific person or group. Workplace bullying is a form of workplace harassment.
<b>Workplace Harassment</b>	Any single incident or repeated incidents of objectionable or unwelcome conduct, comment, bullying or action by a person that the person knows or reasonably knows will or would cause offence or humiliation to an employee, or adversely affects the worker’s health and safety, and includes conduct, comment, bullying or action because of race, religious beliefs, colour, physical disability, marital status, source of income, family status, gender, gender identity, gender expression and sexual orientation, and a sexual solicitation or advance, but excludes any reasonable conduct of an employer or supervisor in respect of the management of employees or the workplace.

## Application:

1. The Code of Conduct and Ethics applies to all AGLC Board Members including the Chief Executive Officer. The Board Code of Conduct and Ethics provides Board Members and CEO with basic principles to guide their behaviour.
2. If specific situations arise that have not been outlined in this policy, they will be administered according to the general principles established in the Board Code of Conduct and Ethics for AGLC. Any questions concerning the application of the Code of Conduct and Ethics shall be referred to the Code Administrator.

## Policy:

Board Members and CEO are expected to conduct themselves in a manner which:

- a) maximizes their contribution to AGLC;
- b) ensures integrity and impartiality in decision making;
- c) promotes the health, safety and well-being of employees and stakeholders;
- d) ensures compliance with AGLC policies and procedures, as well as maintaining confidentiality with regard to AGLC information (including verbal information), documents and reports;
- e) reflects positively on AGLC; and
- f) promotes safeguarding AGLC property and assets.

## Standards:

3. AGLC Board Members and CEO are required to act professionally with the best interest of AGLC in mind. Unacceptable behaviours and conduct include (and are not limited to):
  - a) discourteous behaviour to stakeholders, employees, and other Board Members;
  - b) insubordination;
  - c) theft of property;
  - d) falsifying records;
  - e) neglect of duties;
  - f) a criminal activity arising from the Board Member's conduct while on or off duty; and
  - g) other acts of misconduct deemed inappropriate by the Board or AGLC.
4. Board Members and the CEO shall conduct their duties impartially and independently.
5. Board Members and the CEO are required to maintain confidentiality with regards to AGLC information (including verbal information), documents and reports, unless authorized for distribution by the Code Administrator.
6. Board Members and the CEO must adhere to the requirements of the *Freedom of Information Protection of Privacy (FOIP) Act*. Any subsequent use and disclosure of information provided to the Board pursuant to this policy or any supplementary corporate instructions will be subject to the privacy provisions of the *FOIP Act*.
7. The Board Members and CEO are expected to devote sufficient time and attention to official Board duties and obligations for informed and balanced decision making.
8. The Board Members and CEO must conduct themselves in such a manner as to reflect positively on AGLC and shall conduct themselves with integrity and avoid impropriety or the appearance of impropriety on all occasions.
9. If a Board Member and/or CEO is charged with an offense under the *Criminal Code of Canada* or *Controlled Drugs and Substances Act (Canada)* arising from their conduct while on or off duty, they shall immediately report the charge to the Code Administrator.

10. If a Board Member and/or CEO is charged with any other offence under a statute of Canada, statute of the Province of Alberta, or any other provincial or federal statute, arising from their conduct while on or off duty, they shall immediately report the charge to the Code Administrator, if the existence of the charge or conviction for the offence may be adversely affect AGLC's reputation, the conduct of the programs, or the Board Member and/or CEO's ability to perform their duties.

### **Procedures:**

11. The Board Members and CEO witnessing or otherwise aware of an incident contrary to the Standards outlined in this Code of Conduct and Ethics shall report the incident to the Code Administrator.
12. The Board Members and CEO found in contravention of the Standards shall be subject to disciplinary action by the Code Administrator consistent with the severity of the infraction.

## **Conflict of Interest**

### **Policy:**

There must not be a conflict between the private interests of AGLC Board Members, the CEO and their responsibilities to AGLC. Furthermore, there must not be a conflict in regards to the receipt of gifts and invitations, gaming activity, outside employment, private assets, financial assets, and nepotism.

### **Standards:**

13. A conflict of interest exists when a Board Member, either for themselves or some other person(s) or organization, attempts to promote a private or personal interest which results or appears to result in:
  - a) An interference with the objective exercise of the Board Member's responsibilities, or
  - b) An opportunity or advantage by virtue of the Board Member's position with AGLC.
14. The Board Members and CEO are expected in all regards to conduct their duties with impartiality.
15. Board Members and CEO considering a new offer of employment or appointment must be aware of and manage any potential conflicts of interest between their current position and future circumstances, and must remove themselves from any decisions affecting their employment or appointment.
16. Board members and CEO are prohibited from furthering private interest and are restricted for using influence and insider information as outlined in the following provisions:
  - a) The Board Members and CEO must not take part in a decision in the course of carrying out their office or powers knowing that the decision might further a private interest of the Board Members and CEO, a person directly associated with the Board Members and/or CEO, or the Board Members and/or CEO's minor or adult child.
  - b) The Board Members and CEO must not use their office or powers of influence or seek to influence a decision made by or on behalf of the Crown or a public agency to further a private interest of the Board Members and/or CEO, a person directly associated with the Board Members and/or CEO, or to improperly further any other person's private interests.

- c) The Board Members and CEO must not use or communicate information which is not available to the general public that was gained by the Board Members and/or CEO in the course of carrying out their office or powers to further or seek to further a private interest of the Board Members and/or CEO, or any other person's private interests.
- d) The Board Members and CEO must appropriately and adequately disclose real or apparent conflicts of interest.
- e) For the positions Board Chair and CEO the above restrictions are requirements under s.23.925 of the *Conflicts of Interest Act* (Chair and CEO)

## Acceptance of Gifts

- 17. Board Members and CEO must not use their position to solicit and must not accept a fee, gift, hospitality, educational opportunity or other benefit that could have a real, apparent or potential influence on their objectivity and impartiality in performing their duties on behalf of AGLC.
- 18. The Code Administrator should be consulted if there is uncertainty of whether it is permissible to accept a fee, gift, hospitality, educational opportunity or other benefit.

### Gifts

- 19. Gifts that may be accepted include:
  - a) The normal exchange of gifts between friends;
  - b) The nominal exchange of gifts between persons doing business together;
  - c) Tokens exchanged as part of protocol; and
  - d) The normal presentation of gifts to a Board member participating in public functions, awards, speeches, lectures, presentations or seminars.
- 20. The value of a single gift must not exceed \$250 and must not include cash, cheques or electronic equivalent. Gifts from the same source must not exceed \$500 annually.

### Hospitality

- 21. Invitations may be accepted to hospitality or an educational opportunity, but the value of a single invitation accepted, inclusive of admission, travel, hospitality and accommodation, must not exceed \$400. Invitations from the same source must not exceed \$800 annually.

### Paid Conferences

- 22. A paid conference invitation may be accepted, but the value of any single conference invitation accepted, inclusive of admission, travel, accommodation, hospitality and other incidentals, must not exceed \$5,000.
- 23. Board members will record gifts, hospitality and conferences along with the corresponding dollar amount.

### Exemptions

- 24. A Board Member may apply in writing to the Code Administrator for an exemption to the limits set.
- 25. The Code Administrator may grant an exemption, with or without conditions, approving a specific fee, gift, hospitality, educational opportunity or other benefit. In exercising this discretion, the Code Administrator may assess factors including, but not limited to, relationship building, productivity improvements, apparent conflict of interest and AGLC's reputation.

26. The decision of the Code Administrator must be in writing and set out the reasons for the decision.

## Gaming Activity

27. For reasons of public perception, Board Members and CEO are prohibited from participating in gaming activities that are regulated by AGLC. This prohibition includes electronic gaming (including slot machines, VLTs and online gaming) in all forms as well as casino table games but **does not** include products offered by WCLC including any retail or subscription product, and WCLC electronic product provided through Lotto Spot; paper and electronic play bingo; scratch and win tickets and the purchase of pull tickets or raffle tickets. The restrictions on gaming apply only in Alberta and only to AGLC Board members and CEO and not to spouses or other family members.

Note: The prohibition against participating in online gaming includes all sites accessible within Alberta.

28. Board Members and CEO may purchase Canadian lottery products (excluding online through PlayAlberta). When claiming a lottery, pull ticket or raffle prize of \$1,000 or more the Board Member must declare themselves to be an AGLC Board Member. Any prize claim presented by a Board Member (including spouse and/or adult independent partner, or children over 18 years old, living in the same household) may be subject to a review of procedures as deemed necessary to substantiate the legitimacy of the claim.

29. Board Members and CEO are prohibited from volunteering for charitable gaming events.

## Outside or Self-Employment

30. Board Members and the CEO may participate in outside or self-employment. Such employment must not:

- a) Involve the use of AGLC property, equipment, tools, computer, materials, supplies, or personnel;
- b) Be directly or indirectly engaged in any other business or undertaking dealing in liquor, gaming, or cannabis;
- c) Be associated with casinos, racing entertainment centres, bingo associations, lottery ticket sales, raffles, or any other gaming operations regulated by AGLC.

31. The Board Members and CEO must avoid a conflict of interest or apparent conflict of interest due to a person's involvement in an appointment, business, undertaking or employment. Before accepting or engaging in any supplementary employment, the Board Member or CEO must notify the Code Administrator in writing about the nature of the employment. The Code Administrator will then review the employment for conflicts of interest and provide a response to the employee in writing.

32. The CEO may not accept or be involved in any appointment, business, undertaking, or employment (including self-employment) other than the appointment, business, undertaking, or employment that is subject to the *Conflicts of Interest Act*, unless approval has been received by: a) a majority vote of the board members; and b) in writing by the Ethics Commissioner along with any conditions.

## Expenditures

33. In incurring expenses for the purpose of conducting AGLC duties, Board Members and CEO must comply with the most recent [Government of Alberta Travel, Meal and Hospitality Expense Policy](#).

## Corporate Security

34. Board Members and CEO must ensure the security of any AGLC IT assets, office space and confidential information to which the Board Members and CEO have access and must immediately report any security breach to the appropriate AGLC personnel.

## Financial Assets and Services

35. Any product or technology developed by Board Members and/or CEO in performing their job responsibilities with AGLC is the property of AGLC. Board Members and CEO:
- a) Must not sell, trade, market, or distribute any such products or services unless otherwise authorized
  - b) Must respect the proprietary knowledge and intellectual property rights of customers, suppliers and others; and
  - c) Must respect copyright and licence agreements.
36. The *Gaming, Liquor and Cannabis Act* [GLCA 53(1) and GLCA 90.11] states that:
- a) No liquor or cannabis licence may be issued:
    - I. To or for the benefit of a person who is an AGLC Board Member, CEO, an employee or agent of AGLC; or
    - II. In respect of any premises if a Board Member, CEO, employee or agent of AGLC is an owner or part owner of the premises or holds an interest in the premises.
37. No Board Member or CEO shall have a financial interest in or be directly engaged in any business or undertaking dealing with gaming regulated by AGLC.
38. Where an actual or proposed business or financial interest of a Board Member or CEO, or of their adult interdependent partner or minor children (under the age of 18 years old) is affected, appears to be affected or may be affected by actions taken or decisions made in which the Board Member or CEO participated in the course of their appointment, the Board Member or CEO shall disclose the business or financial interest to the Code Administrator.

## Financial Disclosure

39. Board Members are required to disclose any financial interests (shares, stock options, trust units, or investment club interest) in one or more of the entities outlined below. However, they are not required to disclose open mutual funds which are traded between investors and a mutual fund company, registered pension plans, employee benefits plans, annuities or life insurance policies.
- a) Gaming Supplier, Gaming Worker Supplier, Gaming Terminal Dealer, Gaming Facility, Lottery Ticket Centre Retailer, Liquor Agency, Cannabis Representative, Liquor and Cannabis Licensees, Liquor and Cannabis Warehouse or Manufacturers.
40. Board Members and CEO who could be placed in a conflict of interest situation due to the nature of their duties and responsibilities will be required to disclose their outside business interests and financial holdings, in writing on a form approved by the Code Administrator annually.
41. The CEO must comply with all disclosure statements and return reporting requirements, post-employment restrictions, and restrictions on holdings in connection with publicly-traded securities, in the manner and in accordance with the timelines set out in the *Conflicts of Interest Act*.
42. As set out in s. 23.93 of the *Conflicts of Interest Act*, the CEO must not own or hold a beneficial interest in publicly-traded securities unless held in a blind trust approved by the Ethics

Commissioner. Approvals for other investment arrangements or exemptions must be granted in writing by the Ethics Commissioner.

- a) Securities must be managed within sixty (60) days of a person becoming the CEO, the Code's entry into force, or the acquisition of securities by gift or inheritance. The Ethics Commissioner may set out a longer period.
43. As set out in the *Conflicts of Interest Act*, at a time specified by the Ethics Commissioner, and in a manner and form specified by the Ethics Commissioner, the CEO is required to provide the Ethics Commissioner with an annual and full financial disclosure of all assets, liabilities, investments, holdings and other interests.
44. At a time specified by the Ethics Commissioner, and in a manner and form specified by the Ethics Commissioner, the CEO must also provide to the Ethics Commissioner a return of the assets, liabilities, investments, holdings and other interests of the CEO's direct associates; spouses, adult interdependent partners, minor children, and any corporation or partnership that the CEO, their spouse, or their adult interdependent partner controls.
- a) Within sixty (60) days of the Code coming into force, the CEO must provide a direct associate return to the Ethics Commissioner.
  - b) The CEO must file an updated disclosure or return within thirty (30) days of any material changes to a previous return or disclosure, and within thirty (30) days if no longer designated as the Designated Senior Official.
45. If a conflict of interest situation exists, the business or financial interests shall be placed in a blind trust or otherwise disposed of with notice to the Code Administrator.

## Workplace Harassment

### Policy:

Workplace and sexual harassment are not acceptable and Board Member(s)/CEO conduct must contribute to a safe and healthy workplace that is free from discrimination, bullying, harassment, or violence.

### Standards:

46. AGLC will provide a workplace which is supportive of the productivity, dignity and self-esteem of every employee, Board Member and CEO.
47. Harassment can include: taunting, insulting, gesturing or practical jokes, offensive pictures or materials, refusing to converse or work with an employee, another Board Member or CEO based on the above noted grounds, as well as unwelcome inquiries about a person's private life or physical appearance.
48. Sexual harassment is unsolicited and unreciprocated behaviour that is generally comprised of offensive sexual comments, gestures or physical contact, either on a one-time basis, or in a continuous series of incidents and is a form of workplace harassment. Unwanted sexual advances, unwanted requests for sexual favours, and other unwanted verbal or physical conduct of a sexual nature constitute sexual harassment when:



- a) Submission to such conduct is made either explicitly or implicitly a term or condition to an individual's employment, tenancy or receipt of service, or
- b) Submission to or rejection of such conduct by an individual demonstrably affects that individual's employment, tenancy or receipt of service.

### **Procedures:**

49. Board Members and/or the CEO who believe they have been subject to any kind of harassment have the responsibility to make an objection clearly known to the offender and the Code Administrator.
50. In the event that a complaint is filed by an employee of AGLC against the actions of a Board Member or CEO, the Vice President, Human Resources shall report the claim directly to the Code Administrator.
51. In determining whether the alleged conduct constitutes harassment, the investigation of workplace harassment led by Vice President, Human Resources must assess all of the facts and circumstances, including the nature of the alleged conduct or actions, the environment, and the context in which the incident is alleged to have taken place.

## **Social Media & Media Relations**

### **Policy:**

AGLC supports the use of social media for corporate purposes. This policy provides direction and requirements which must be followed as AGLC participates in social media relations.

### **Standards:**

52. AGLC Board Members shall not make statements on public issues in any way that may be perceived to represent an official act, opinion or policy of AGLC, except as specifically authorized by the Board Chair or person responsible within AGLC Communications Branch.
53. Use of Social Media as a Private Citizen
  - a) Board Members and CEO have the same rights of free speech as other citizens, except they may not represent AGLC on their personal social media accounts or sites.
  - b) Board Members and CEO remain bound by this Code and the *Freedom of Information and Protection of Privacy (FOIP) Act*. They must not disclose any AGLC information or content that they are not specifically authorized to disclose. This prohibits posting any information known or acquired through their employment with AGLC.
54. Personal social media content that could give the impression of preferential treatment to any specific AGLC stakeholder(s) or of association with individuals whose beliefs do not align with AGLC's values, should be avoided.
55. Board members may take an active role supporting AGLC on social media sites through their personal accounts, when authorized as official spokespeople and provided with approved messaging. This authorization is not required for reposting existing AGLC social media messaging.

## Post-appointment Restrictions

56. As required by the *Conflicts of Interest Act*, the CEO shall not, within a period of twelve (12) months after the last day they hold their position as the CEO:
- Lobby any public office holder, as defined in the *Lobbyists Act*;
  - Act for or on behalf of any person, commercial entity, association or union in connection with any specific ongoing proceeding, transaction, negotiation or case to which AGLC is a party and where the CEO acted for or advised AGLC;
  - Accept service contracts, appointments to a Board of Directors of, or employment with, an entity with which they had direct and significant official dealings during the period of twelve(12) months immediately prior to the termination of their services to AGLC; nor
  - Make representations to, benefit from, solicit or accept, whether for remuneration or not, on behalf of any other person or entity to any department, organization, board, commission, or tribunal with which they had direct and significant dealings during the period of twelve (12) months immediately prior to the termination of their services to AGLC.
57. The CEO may apply to the Ethics Commissioner for a waiver or reduction of a time period to restrictions imposed by the Conflicts of Interest Act.

## Dealings with Relatives, Friends, and Non-Profit Organizations/Charities (of which they are a member)

### Policy:

It is the policy of AGLC to regulate employment, transfers and promotions to avoid potential favouritism or conflict of interest situations that might occur between Board Members, the CEO and employees who are related to one another.

### Standards:

58. Board Members and the CEO are expected to declare the possibility of a conflict of interest through new situations involving interactions of the Board Member and a relative or person with whom they have a personal relationship, family relationship, a business/commercial/financial relationship or a sexual/romantic relationship.
59. Board Members and the CEO may hold membership in organizations that are licensed by AGLC, but may not sit on the executive or board of such organizations, with the exception of organizations obtaining private special event liquor licences and those participating in small raffles. The Board Member is prohibited from obtaining licences, administering the funds, or reconciling and reporting the funds raised through charitable gaming events. Under no circumstances shall a Board Member or CEO directly supervise a relative. Direct supervision is considered to be supervision that involves appointment, promotion, transfer and assignment of duties, completion of performance appraisals or related responsibilities.
60. Any situation which may result in a conflict of interest or favouritism is to be referred by the Board Member or CEO affected to the Code Administrator.

## Procedures:

61. Board Members and the CEO shall identify areas in which they have or believe they have a conflict of interest under the preceding standards, and shall inform the Code Administrator, in writing, of these areas. If Board Members and the CEO are unsure of being in a conflict of interest situation or unsure of the interpretation of this policy, they should disclose any and all involvement to the Code Administrator and seek advice on the appropriate action to take.
62. Board Members and the CEO who exercise a regulatory or other discretionary authority must disqualify themselves from making decisions that involve relatives, friends (whether employed by AGLC or elsewhere in the industry) and non-profit organizations/charities of which they are a member. The Code Administrator shall be advised of the conflict of interest.
63. The Board Members and CEO shall not sit on a hearing or participate in a discussion regarding any issue involving a non-profit organization of which the Board Member is a member. This is regardless of the Board Members and CEO role or activity
64. The Chair of an AGLC selection panel shall ensure that all applicants are questioned concerning any relatives working for AGLC or for industries regulated by AGLC. The names and positions of any relatives identified shall be noted on the selection file.
65. The operating requirements of AGLC will take precedence in cases where a Board Member, CEO and an employee are married or a relationship of interdependence under the *Adult Interdependent Relationship Act* exists. When alternative employment cannot be offered, or is offered and not accepted, the Board Member or the employee will be required to resign.

## Political Activity

### Policy:

AGLC is a politically neutral organization and does not support or endorse any political party or candidate at any level of government. AGLC Board Members and CEO may participate in political activity in a personal capacity, however AGLC is prohibited from donating to any political party or candidate.

### Standards:

Municipal, Provincial, or Federal Elections

66. Board Members and CEO may participate in political activities including holding membership in a political party, supporting a candidate for elected office or seeking elected office. Members should ensure safeguards are in place to prevent conflict of interest arising between those activities and the Board Member and CEO's power/roles at AGLC.
67. Board Members and/or the CEO who run as candidates in provincial or federal elections must take a leave of absence from Board duties. The leave will commence the day after the writ for the election is issued or on the day candidacy is publicly announced, whichever is the later.
68. Board Members and/or the CEO elected to municipal councils shall meet with the Code Administrator to discuss their continued availability and possible conflict of interest.
69. Board Members and/or the CEO not elected are entitled to return effective the day after the election.

## Procedures:

70. Board Members and/or the CEO deciding to run for political office shall advise the Code Administrator of their intentions in writing.
71. In the case of a Board Member or CEO preparing to contest a municipal, provincial or federal election, the Chair shall review the circumstances and make the necessary arrangements for the granting of leave from Board duties if needed.
72. Board Members and/or the CEO who are unsuccessful candidates in municipal, provincial, or federal elections and wish to return to AGLC shall contact the Code Administrator to initiate the process of reinstatement.

## Investigation

### Policy:

Board Members and the CEO shall disclose suspicions of illegal acts, threat of substantial and specific danger to the life, health or safety of individuals or the environment, gross mismanagement of public funds and unethical conduct of any AGLC staff or Board member. AGLC will protect Board Members, the CEO, and employees from reprisals where disclosures are made in good faith and on reasonable grounds. Investigation of disclosures shall be treated with the utmost seriousness and shall be conducted in a fair, objective and expeditious manner.

### Standards:

73. AGLC is committed to maintaining a workplace with the highest standards of integrity and ethical conduct to contribute to its duty to protect the public trust.
74. Board Members and the CEO are encouraged to report in writing a potential breach of this Code to the Code Administrator. When reporting a potential breach in good faith and with reasonable grounds, members are protected from retaliation for such reporting.

### Procedures:

75. In confirmed instances of conflict of interest, the Board Member or CEO shall normally be required to take action to eliminate the conflict within a limited period of time which is to be established for each individual case.
76. If a real or apparent breach is reported, the Code Administrator will tell the Board Member or CEO in writing. The identity of the individual who reported the breach will be kept confidential, unless required by law. The Code Administrator will investigate the matter, make a decision and, then complete a written report.
77. The written report may have facts about the breach found by the Code Administrator. The Code Administrator will decide whether or not the Board Member or CEO under investigation has breached the Code. The Code Administrator's report will also decide what type of breach it is and give any related recommendation or action. The written report will be given to the Board Member or CEO under investigation and any other persons involved. The Board Member or CEO can request all information related to the breach and has the right to respond to the report.

78. Should the Board Member or CEO fail to take the required action, appropriate disciplinary action may be taken by the Code Administrator.

## Discipline – Penalties

### Policy:

Board Members and/or the CEO found in contravention of the Code of Conduct and Ethics policy directives shall be subject to disciplinary action consistent with the severity of the infraction.

### Standards:

79. Board Members and/or the CEO found in contravention of this Code shall be subject to disciplinary action consistent with the severity of the infraction by the Code Administrator which may take one of the following forms:
- a) Verbal reprimand;
  - b) Written reprimand; or
  - c) Referral of the issue to a third party for investigation, with subsequent findings incorporated into a recommendation by the Code Administrator to the Government of Alberta's President of the Treasury Board, Minister of Finance.
80. Should a Board Member or CEO feel that a decision has been made unfairly or without sufficient information, the matter may be referred to the Government of Alberta's President of the Treasury Board, Minister of Finance for review.

## Reprisals

81. A key purpose of the *Public Interest Disclosure Act (PIDA)* and AGLC Policy is the protection of Board Members and CEO from reprisals. Any adverse employment action taken against Board Members and CEO who seek advice about making a disclosure of wrongdoing, make a disclosure of wrongdoing, or who participated in an investigation into a disclosure of wrongdoing are protected under *PIDA*.
82. Any Board Member or CEO who experiences reprisals related to disclosures pursuant to *PIDA* should submit a written complaint using the specified "Complaint of Reprisal" form to the Public Interest Commissioner. Reports of reprisals will be managed and investigated in the same manner as a disclosure.
83. *PIDA* has strong enforcement mechanisms and has created offences for:
- a) A reprisal made in response to an individual that has made a disclosure
  - b) Obstructing an investigation, knowingly withholding material information, destroying or falsifying records, making false or misleading statements to an investigator; or directing another person to do any of the same.
84. Penalties include:
- a) A fine of up to \$25,000 for first conviction;
  - b) A fine of up to \$100,000 for subsequent convictions

85. If Board Members and/or the CEO is not satisfied with the action taken regarding a report of reprisals related to a disclosure of unethical conduct may submit a written complaint directly to the Code Administrator, as appropriate. The Code Administrator, as appropriate, shall initiate the required follow-up.

## **Discipline – Board Member and CEO’s File**

### **Policy:**

All copies of written warnings, reprimands or notices of disciplinary action shall be placed on the Board Member and CEO’s file. Files are to be held by in locked cabinets within the Human Resources office.

### **Standards:**

86. A Board Member or CEO may review their personnel file at any time and shall be notified if any written warnings, reprimands or notices of disciplinary action are added to the file.
87. Neither a Board Member, CEO, nor a representative of them when granted a review of the Board Member or CEO’s file is entitled to remove any documents from the file.
88. Board Member and CEO files shall be retained for a minimum of two (2) years after the Board Member or CEO ceases to hold their position with AGLC.

### **Procedures:**

89. The Chair will review a request for purging a document from the personnel file. When the request is appropriate, the file will be amended accordingly and the affected documents returned to the Board Member or CEO.
90. A Board Member, CEO or their authorized representative may request a photocopy of a document from their personnel file by contacting the Legal Counsel & Ethics Officer.

## **Annual Declaration**

91. Board Members and the CEO must attest annually their understanding of, commitment to, and the expectations of the Code. This includes a signed acknowledgement to abide by this Code.
92. The signature is a pledge that conduct as a member of AGLC Board at all times will adhere to the policies and standards as outlined in the above policy.

## **Board Member and CEO’s Private Disclosure Statement**

93. This document allows Board Members and the CEO to attest that no conflict of interest exists between official Board responsibilities and personal interests.
94. Board Members and the CEO must accurately disclose any financial interests (as well as financial interests of the member’s spouse and minor children) with private corporations, public corporations or non-corporate businesses.

# Board Code of Conduct and Ethics Review

95. This Code for AGLC is reaffirmed annually by the Board of Directors to ensure all content remains current and relevant.

## Notice Period & Effective Date

96. This Code will be published upon approval by the Board of Directors and the Office of the Ethics Commissioner of Alberta, and become effective 30 days after publication.

Approval Dates:	May 24, 2024 (Board) June 21, 2024 (Office of the Ethics Commissioner)
Publication Date:	July 2, 2024
Effective Date:	August 2, 2024