

# CODE OF CONDUCT FOR TRUSTEES

## 1. INTRODUCTION

The Board of Trustees of the Canadian Museum for Human Rights is committed to operating at all times in a manner that meets or exceeds public and staff expectations for sound, ethical and value-based leadership. In an organization whose primary purpose is to explore issues of conscience that, by their very nature are sensitive, controversial and elicit a range of varying opinions and perspectives, the Board is equally committed to embracing diversity and respecting a range of conflicting viewpoints.

The Museum's By-laws and Governance Policy establish the mandate, duties, responsibilities, powers and role of the Board of Trustees. The role of the Board is to provide direction and oversight, while Management and staff determine how best to achieve the Board's direction. As Public Office Holders, Trustees are also required to comply with the federal *Conflict of Interest Act*, a copy of which has been provided to the Trustees of the corporation, and a summary of which is appended to this Code of Conduct.

Consistent with the expectations contained in *Conflict of Interest Act* and the Museum's By-laws and Governance Policy, this Code of Conduct for Trustees establishes 15 essential principles that govern the conduct of members of the Board, both individually and in their collective decision-making.

## 2. PRINCIPLES

In carrying out their duties as a Trustee for the Canadian Museum for Human Rights, Trustees will:

1. Perform their duties in a manner that supports the objectives of the Canadian Museum for Human Rights and brings credibility and good will to the Corporation.
2. Exercise the power of their office and fulfil their responsibilities honestly, in good faith and in the best interests of the Museum, rather than in their personal interest or that of a particular constituency.
3. Exercise the same degree of care, diligence and skill that a reasonably prudent person would show in comparable circumstances.
4. Demonstrate prudent judgement, honesty, transparency and openness in their activities on behalf of the Corporation.
5. Comply with the *Conflict of Interest Act*.
6. Demonstrate respect for individuals in all manifestations of their cultural and linguistic diversity and life circumstances.
7. Give fair consideration to diverse and opposing viewpoints.
8. Attend Board meetings, serve on committees of the Board and contribute to discussions and decisions from personal, professional and life experience.

9. Demonstrate due diligence and dedication in preparation for meetings, special events and all other activities on behalf of the Corporation.
10. Respect principles of fair play and due process and conduct themselves in a spirit of collegiality and respect among each other and with staff of the corporation; respect the distinction in the roles of Board and staff consistent with principles of sound governance.
11. Voice, clearly and explicitly, at the time a decision is being taken, any opposition to a decision being considered by the Board.
12. Ask the Board to review a decision, if they have reasonable grounds to believe that the Board has acted without full information or in a manner inconsistent with its fiduciary obligations.
13. Maintain solidarity with fellow Trustees in support of a decision that has been made in good faith in a legally constituted meeting by Trustees in reasonably full possession of the facts.
14. Publicly demonstrate acceptance, respect and support for decisions legitimately taken in transaction of the Corporation's business.
15. Keep confidential all information that they learn about contracts, personnel, fundraising activities and any other matters specifically determined to be matters of confidence including matters dealt with during in camera meetings of the Board.

## DECLARATION:

I \_\_\_\_\_ certify that I have read the Code of Conduct of the Canadian Museum for Human Rights and the *Conflict of Interest Act* and that I pledge to carry out my duties as a Trustee for the Museum in accordance therewith.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

## **APPENDIX TO THE CODE OF CONDUCT FOR CMHR TRUSTEES: *CONFLICT OF INTEREST ACT*: SUMMARY OF RULES THAT APPLY TO PUBLIC OFFICE HOLDERS**

This summary, prepared by the Office of the Conflict of Interest and Ethics Commissioner in August 2007, is intended as a quick reference; the *Act* itself is the final authority.

### **DEFINITION OF CONFLICT OF INTEREST (SECTION 4):**

Public office holders are in a conflict of interest when they exercise an official power, duty or function that provides an opportunity to further their private interests or those of their relatives or friends, or that improperly furthers another person's private interests.

### **GENERAL DUTIES (PART 1)**

All public office holders must:

- arrange their private affairs to prevent a conflict of interest (section 5);
- abstain from participation in decisions that would involve a conflict of interest (subsection 6.(1)); and
- not take any action aimed at circumventing the Conflict of Interest Act (section 18).

### **PROHIBITED ACTIVITIES WHILE HOLDING OFFICE (PART 1):**

- Preferential treatment: of any person or organization based on the identity of the person or organization representing them (section 7);
- Insider Information: using information that is not available to the public to further one's private interests or the private interests of relatives or friends, or to improperly further another person's private interests (section 8);
- Influence: using one's position to influence a decision to further private interests (section 9);
- Offers of employment: being influenced in exercising one's duties by offers of outside employment (section 10);
- Gifts: accepting any gift or other advantage that might reasonably be seen to influence the exercise of one's official duties (section 11);
- Contracting with family: entering into a contract or employment relationship, in the exercise of one's official duties, with a spouse, common-law partner, child, sibling or parent or permitting the entity for which one works to do so (section 14);
- Fundraising: personally soliciting funds if it would place the public office holder in a conflict of interest (section 16).

### **RECUSAL (PART 2)**

- All public office holders must recuse themselves from any discussion, decision, debate or vote if they would be in a conflict of interest (section 21).

### POST-EMPLOYMENT – PROHIBITED ACTIVITIES (PART 3)

- Acting in a manner that takes improper advantage of one's previous office (section 33);
- Acting for or on behalf of any person or organization in connection with any specific proceeding, transaction, negotiation or case where the Crown is a party and where one had acted for, or provided advice to, the Crown while in public office (subsection 34.(1)); and
- Providing advice to clients, business associates or employers using information that was acquired in the course of one's official duties and that is not available to the public (subsection 34.(2)).

### ADMINISTRATION AND ENFORCEMENT (PART 4)

The Commissioner may conduct an examination:

- on the written request of a member of the Senate or House of Commons who has reasonable grounds to believe that a public office holder or a former public office holder has contravened the Act (section 44); or
- on her own initiative if she has reason to believe that a public office holder or a former public office holder has contravened the Act (section 45).