

Code of Conduct and Ethics, Confidentiality, and Conflict of Interest Policy

Canadian Centre on Disability Studies Incorporated (“CCDS”) was created to “promote the presence, participation, access and self-determination of all persons with disabilities through multi-disciplinary activities involving education, research, policy analysis and evaluation, information exchange and dissemination and consultation” (Purpose, CCDS Incorporated Articles of Incorporation, 1995). This CCDS Incorporated Purpose has informed the following organizational vision and mission (Strategic Planning, 2017):

Vision: An inclusive, equitable and accessible society that is sustainable for all.

Mission: As a hub of knowledge on local, national, and global cross-disability issues, we seek to realize behavioural and system level change. Our work is guided by, and furthers the social justice intent of the Universal Declaration of Human Rights, the United Nations Convention on the Rights of Persons with Disabilities, and other international social justice frameworks. Our Mission is realized through the following actions:

- We use community-based research, education and development;
- We seek strategic partnerships and collaborations with institutions, governments, organizations, businesses, and the public;
- We are dedicated to the use of high-quality evidence in disability, and inclusive broader sector, policies, programs, and practices;
- We include persons with disabilities in constructive and meaningful ways in all our activities; and,
- We use methods that include intersectionality, reflexivity, innovation, and excellence.

Volunteers, members and staff of CCDS contribute to the mission of CCDS in various ways. They sit as directors on the Board of Directors, on standing and ad hoc committees and deal with issues that have far-reaching implications. CCDS is well served by the fact that many of those involved have diverse interests and are also involved in a number of activities outside of CCDS.

The volunteers, members, staff and directors of CCDS are exposed to very private, confidential and sensitive information and details about CCDS, in order to carry out its mandate.

Further, because CCDS is a charitable organization, its Directors, officers, members, staff and volunteers are held to an even higher legal standard in respect of their duties to CCDS, and in particular, their duties identified in this Code.

On occasion, an individual serving CCDS in an elected or appointed position, or as an employee, may be involved in a situation which places that person in a potential conflict of interest, or a potential breach of confidentiality. It is important for each director to be able to manage these conflicts of interest and understand the difference between their role as a director of CCDS and their personal interests as a researcher, academic or other public position.

The purpose of this Code is to help Directors, officers, members, staff and volunteers to identify situations that present potential conflicts of interest or situations where confidentiality could be compromised and to provide CCDS with a procedure which, if observed, will provide for a proper handling of the issue in a manner which best serves the interests of CCDS.

We expect all people involved with CCDS to act ethically. This Code is about confidentiality and conflict of interest. As noted below, it also provides guidelines for ethical conduct.

1. PURPOSE AND OBJECTIVE

- (a) The commitment of CCDS is to achieve its Vision, Mission and Values by performing its duties in a manner that maintains and enhances public confidence and trust in the integrity, objectivity and impartiality of CCDS.
- (b) The purpose of this Code of Conduct and Ethics policy (the “**Code**”) is to identify CCDS’s expectations of its Directors, officers, members, staff and volunteers and re-affirm the commitment to achieve the Vision, Mission and Values by engaging in ethical and transparent relationships.

2. TERMS AND OPERATIONAL MATTERS

- (a) Director’s Conflict of Interest Defined: A conflict of interest may be said to exist when a Director, officer, employee or volunteer has a personal interest, a financial interest, and/or a material interest outside CCDS that could influence him or her or could be perceived to influence that person to act in a manner which is contrary to the best interests of CCDS. Frequently a conflict of interest is financial, such as where an individual has a direct or indirect financial interest in another corporation with which CCDS is doing business, or is being compensated for work being performed in conjunction with or in partnership with CCDS. However, a conflict of interest may also arise where a Director, officer, employee or volunteer competes with CCDS in the rendering of services or where he/she serves as a Director, officer or employee of an entity (or of his/her own accord) which results in there being conflicting duties owed to that entity or him/herself and to CCDS. Other examples include using a position, confidential information, organization time, material, or facilities, for personal gain or advancement, or for the expectation of personal gain or advancement.

The conflict of interest that arises for every Director is the fact that each Director is also a member of CCDS and may have personal interests that conflict with the interests of CCDS and which personal interests could influence him or her (or be perceived to influence him or her) to act in a manner which is contrary to the best interests of CCDS.

- (b) A conflict may occur when an interest benefits the family, friends or business associates of a Director, officer, employee or volunteer.
- (c) Some of the more common areas of potential conflicts include the following:
 - (i) Material and direct personal interest in the outcome of any project that CCDS may be directly or indirectly involved in, or which it endorses, which attempts to secure financial funding from the Canadian government, provincial government, university or any third parties;
 - (ii) Material and direct personal interest in funding initiatives affecting CCDS’s programming and activities directed to supporting its beneficiaries;

- (iii) Material and direct personal involvement with sponsors, suppliers, vendors, contractors or donors, such as ownership of a material interest in such an entity, acting in any material capacity in such an entity, or acceptance of material payments, services or loans from such an entity;
 - (iv) Ownership of property directly and specifically affected by CCDS acquired as a result of confidential information obtained from CCDS;
 - (v) In the case of CCDS's employees, other employment or commitments which might materially negatively impact his/her performance or efficiency; and
 - (vi) Using his/her position with CCDS to assist any person, member, organization or other entity in dealings with CCDS. This could be perceived as giving preferential treatment to a party that wishes to deal with CCDS.
- (d) Director Confidential Information Defined
- (i) Any information a Director, officer, employee or volunteer receives from CCDS and/or its Directors, officers, members, employees, volunteers, representatives, agents and professional advisors is confidential. This information includes, but is not limited to, technical, financial and other information relating to the business, assets, operations, liabilities, strategic, fundraising, business and other plans, prospects and affairs of CCDS; information about donors, sponsors, agents, members, clients, customers, consumers, suppliers, distributors, consultants and dealers; employee and compensation information and records; personal information about the financial and health situations of the members of CCDS; fundraising and strategic planning information; pricing information, costs and budgets; license or sublicense arrangements; contracts; research and development activities; computer data, files, tapes, disks, programs (including source codes and object codes) and the information contained in it; sales or marketing techniques or plans; operations and service manuals; business, statistical and technical data, reports, records and files; procedures, processes, proposals and plans; formulae, financial information and projections; business and legal information and communications, mail, notes, correspondence, discussions and memoranda (“**Confidential Information**”).
 - (ii) Directors, officers, employees and volunteers must treat the Confidential Information as strictly confidential and must not divulge it to any person, member, firm, corporation or other entity, and must not make use of any of the Confidential Information (other than for the purpose of providing professional advice to CCDS) unless such person is authorized by CCDS in writing to receive the Confidential Information.
 - (iii) A Director, officer, employee or volunteer must not disclose any Confidential Information to spouses, associates, immediate family, friends,

or persons with whom they are connected by frequent or close association, including members of CCDS.

(e) CCDS's Property

A Director, officer, employee or volunteer must not use CCDS's property for personal use, or allow his/her spouse, associates, immediate family, friends, persons with whom they are connected by frequent or close association, members of CCDS, or a private corporation controlled by a Director, officer, employee or volunteer from using any of CCDS's property for any purpose. CCDS's property includes Confidential Information as well as computer systems and hardware, and CCDS's intellectual property including trademarks, copyrights, logos, name, and reputation.

(f) Gifts, Benefits and Entertainment

Directors, officers, employees and volunteers must refrain from accepting gifts from anyone doing business with or soliciting business from CCDS. Customary and proper courtesies of nominal value (i.e. meals) may be accepted or given as long as they do not place the recipient under any real or perceived obligation.

(g) Legal Requirements

A Director, officer, employee or volunteer must comply with all laws relevant to their conduct and position in relation to CCDS.

(h) Term

Confidential Information remains confidential even after a Director, officer, employee or volunteer leaves CCDS or such Director, officer, employee or volunteer's term of office expires, as applicable. The only time Confidential Information is permitted to be disclosed is where a Director, officer, employee or volunteer is obligated to disclose by law. However, in such a circumstance, the Director, officer, employee or volunteer must provide prompt notice to CCDS of his/her obligation to make such disclosure in order to permit CCDS to seek an appropriate protective order.

(i) Outside Work or Business Activities

A Director, officer, employee or volunteer may consider whether or not his/her position in another organization (including both commercial and non-profit organizations, as well as informal groups such as social media groups like facebook, linked in, etc.) conflicts with or competes with his/her role in CCDS, and/or whether or not the aims and objectives of the other organizations and groups are in conflict or competition with those of CCDS.

(j) Reporting Breaches of the Code

(i) A Director, officer, employee or volunteer must report to a member of the Conflicts Committee any activity which he/she believes:

(A) Contravenes the law;

- (B) Represents a real or potential conflict of interest or a breach of this Code; and/or
 - (C) Represents a misuse of CCDS's funds or assets.
- (ii) All allegations will be kept confidential, except in circumstances where disclosure of the information is required by law or authorized by the parties involved. A Director, officer, employee or volunteer will not be subject to discipline or reprisals for bringing forward, in good faith, allegations of breaches of the Code.

3. IMPLEMENTATION

- (a) Administration and Enforcement of the Code
- (i) In order to administer compliance with this Code, the Board of Directors of CCDS has designated the Chair, one director and the Executive Director to carry out the administration and monitoring of the Code (“**Conflicts Committee**”). Should any member of the Conflicts Committee be the subject of any investigation by the Conflict Committee, such person shall recuse him/herself from the Conflicts Committee for the duration of such investigation and recommendation to the Board of Directors, and the Board of Directors of CCDS shall appoint another Director to the Conflicts Committee in such circumstance.
 - (ii) The Conflicts Committee will provide Directors, officers, employees and volunteers with guidance and training on ethical subjects, as well as the interpretation of the Code.
 - (iii) The terms of reference for the Conflicts Committee is set out in a separate policy document, and appended to this Code as Appendix “A”.
- (b) Procedures for disclosure of interests by a Director, officer, employee or volunteer
- A key element in avoiding potential conflicts of interest is a system in which Directors, officers, employees and volunteers serving CCDS provide disclosure of their interests. By disclosing such interests to CCDS, the Conflicts Committee can evaluate the impact on its mission and activities and make a determination regarding whether an actual or perceived conflict of interest exists. It can also identify what steps may be taken to minimize the likelihood that a conflict might arise.
- (i) Each Director, officer, employee or volunteer, upon being elected, appointed, or hired by CCDS, and then annually thereafter, to complete a disclosure form, in the form appended to this Code as Appendix “B”, identifying any relationships, positions or circumstances in which he/she may be involved that he/she believes could contribute to a conflict of interest arising. Such relationships, positions or circumstances might include: the name and nature of all employers, membership on the board of directors of another entity or any fiduciary relationship with another organization, direct or indirect share ownership including those owned or

controlled by an immediate family member and all consultative or advisory arrangements for which monetary compensation is received.

- (ii) The Conflicts Committee shall have the authority to determine whether a conflict of interest exists and to provide strategies to a Director, officer, employee or volunteer who is in a conflict of interest, including, in the case of an insurmountable conflict, a recommendation that such person resign from his/her position in CCDS.
- (iii) A supplementary disclosure must be submitted by Directors, officers, employees or volunteers within 30 days of a change from the information contained in the last disclosure on file with CCDS.

- (c) Actions where a Director, officer, employee or volunteer identifies a conflict of interest or an ethical issue involving him/herself or others

If an issue arises that is covered directly or indirectly by this Code, the matter should be discussed with a member of the Conflict Committee. In the case of a Director of CCDS, the Director must immediately declare a conflict of interest where a conflict or potential conflict arises during a meeting of the Board of Directors, in which case he/she shall refrain from participating in any discussion or voting on any issue relating to the conflict, and shall absent him/herself or herself from the portion of the meeting relating to such matter except as may otherwise be required to provide information or answer questions relating to the matter at issue.

- (d) Consequences of a Breach

In the event of a breach of this Code, appropriate actions should reflect the nature, magnitude and seriousness of the breach.

The Conflicts Committee has the authority to recommend action to the Board of Directors. A Director may be suspended, and an officer, employee or volunteer may be dismissed or suspended, for failure to disclose a conflict, breaches of the Code, or failure to take appropriate remedial action as directed by the Chair of the Conflicts Committee or by the Board of Directors. In extreme situations, the Board may recommend the removal of the Director prior to the expiry of his or her term pursuant to the provisions of the *Canada Not-for-profit Corporations Act* and CCDS's By-laws.

4. REVIEW OF CODE

Each new Director, officer, employee or volunteer shall be required to review a copy of this Code and to acknowledge in writing that he/she has done so in the form appended to this Code as Appendix C.

This Code shall be reviewed annually by the Conflicts Committee. Any changes to the Code will be approved by the Board of Directors in accordance with the requirements regarding policies set out in CCDS's By-laws in place from time to time and an updated copy of the Code will be provided immediately to all Directors, officers, employees and volunteers.

5. LEGAL ADVICE

CCDS may, at any time, and at the sole discretion of the Board of Directors, seek legal advice on any matter related to this Code. Any Director, officer, employee or volunteer of CCDS may, at their own personal expense, seek legal advice on any matter related to this Code.

6. SUMMARY

The most important theme in the Code is to act with honesty and with integrity in all matters. The Code is designed to help guide conduct. But the Code cannot address every circumstance and is not meant to. It is each person's responsibility to read and understand the Code and to comply with it in both letter and spirit.

Some situations may seem ambiguous. Exercise caution when you hear yourself or someone else say, "Everybody does it," "Maybe just this once," "No one will ever know," or "It won't matter in the end." These are signs to stop, think through the situation and seek guidance. Most importantly, do not ignore your instincts. Ultimately, you are responsible for your actions.