

## Employee Conduct Code of Conduct and Ethics

Effective Date: June 30, 2019

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### POLICY

The purpose of the Code of Conduct and Ethics Policy is to establish the rules governing the business and ethical conduct of employees for the Credit Union Deposit Guarantee Corporation (Corporation).

The Code of Conduct and Ethics (Code) applies to all employees and is in addition to any relevant legislation pertaining to the actions of employees, and/or instructions issued by the Government. The Code reflects a commitment to the Corporation's Values of accountability, integrity and respect and provides a framework to guide employees conduct in a way that upholds the integrity and reputation of the Corporation.

Employees are required to behave in a way that complies with the Code. They understand that the Code does not cover every scenario. Therefore, they use the spirit and intent behind the Code to guide their conduct, and exercise care and diligence in the course of their work with the Corporation.

The Code is reaffirmed annually by the Board of Directors to ensure it remains current and relevant. To demonstrate our commitment to transparency and accountability, the Code is available to the public on the Corporation's website. Any changes to this Code will require the prior approval of the Ethics Commissioner.

The President & CEO is responsible for the administration of the Code as the Code Administrator for employees and is responsible for ensuring procedural fairness. The Code Administrator for the President & CEO is the Chair of the Board of Directors.

The President & CEO is identified under an Order in Council as a Designated Senior Official. Along with this Code, the Designated Senior Official must comply with the obligations stipulated in the Conflict of Interest Act. A summary of those obligations are contained under President & CEO.

It is necessary that any discussions, inquiries, or questions that take place regarding a Code of Conduct matter be kept private and confidential by all those involved. Employees must feel confident that only those persons that are required to be involved will be included in the discussion and/or resolution.

Employees who do not comply with any provision of this Code will be subject to disciplinary action up to and including termination of employment with cause.

### Definitions

'Employee' includes all permanent and temporary employees of the Corporation including persons engaged on a contractual basis.

'Associate' is defined as all persons directly associated with an employee including:

- a spouse, a family member – including children under the age of majority, a business associate, or others with whom the employee has a significant personal or business relationship;
- a business or corporation where the employee owns 10% or more of the shares;
- a partnership in which the employee owns 10% or more interest;

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- a person or group of persons acting as an agent of the employee and having actual authority in that capacity.

‘Spouse’ includes a common law partner who is living with an employee in a bona fide domestic basis. It does not include a person who is living apart from the employee if the employee and spouse have separated pursuant to a written separation agreement or if their support obligation and family property have been dealt with by a court order.

“Private Interest” does not include the following:

- an interest in a matter that:
  - is of a general application,
  - affects an employee as one of a broad class of the public, or
  - concerns the remuneration and benefits of an employee-;
- an interest that is trivial;
- an interest of an employee relating to publicly-traded securities held in a blind-trust or in an investment arrangement.

### Behavioral Standards and Guiding Principles

The following behavioral standards and guiding principles are provided to assist employees in their day to day activities and decisions.

#### **Responsibilities**

Employees shall:

- demonstrate and encourage our Corporate Values of integrity, accountability and respect;
- conduct their duties with impartiality at all times;
- devote sufficient care and attention to the ongoing development of competencies and skill sets in order to conduct their duties in the best interest of the Corporation;
- demonstrate and encourage professionalism and ethical behavior;
- comply with all applicable laws, legislation, Corporation Bylaws, Policies and Programs;
- maintain the confidentiality of corporate information and/or documents, ensuring that such information and/or documents are not directly or indirectly made available to unauthorized persons;
- be conscientious stewards of corporate assets and resources;
- exercise sound financial management;
- take action and make decisions that align with the Corporation’s Mandate, direction received from government and the Minister, and the long-term interest of the Corporation;
- take reasonable steps to avoid situations where they may be placed in an actual or perceived conflict of interest;
- disclose, at the earliest opportunity, concerns or situations which they consider an actual or perceived conflict of interest or non-compliance with this Code. Early disclosure to Human Resources or the Code Administrator provides the greatest opportunity to mitigate adverse perceptions and maintain objectivity and integrity for the employee and the Corporation;
- provide disclosures to the Code Administrator in writing in order to thoroughly detail and record the concern or situation;
- seek advice and/or clarification when they are unsure of a situation that may place them, a co-worker or an Associate in an actual or perceived conflict of interest or that may be an actual or perceived breach of this Code.

### Expectations

Employees understand that each of the following expectations must be complied with:

- employees must not act in a discriminatory, harassing, bullying, threatening, abusive or violent behavior towards another employee or prospective employee;
- every employee enjoys the same rights in their private dealings as any other Albertan, unless it is demonstrated that a restriction is necessary to maintain an obligation or requirement of the Corporation;
- when not in the workplace, employees' actions could be perceived as representing the Corporation. Employees must exercise sound judgment to avoid situations that call into question the reputation and integrity of the Corporation, including when communicating on social media platforms;
- employees must not act in a manner that promotes their self-interest or that furthers their private interests by virtue of their position or through carrying out their duties;
- employees must respect and protect confidential information, use it only for the work of the Corporation and not use it for personal gain or benefit, for themselves or an Associate. Employees must comply with the Corporation's [Confidentiality and Privacy](#) Policy and Program and [Information Management](#) Policy and Program that guides the collection, storage, use, transmission and disclosure of information;
- employees must not accept additional compensation for duties which they perform in the course of their work for the Corporation;
- an employee who exercises regulatory oversight or other discretionary authority must disqualify themselves from any decisions where there may be circumstances that bring the employee's impartiality into question;
- employees must not allow the performance of their duties to be influenced by offers of future employment or the anticipation of offers of employment;
- in the Corporation's recruiting process, employees must disqualify themselves where an applicant is an Associate and their participation in the process could raise a question as to their impartiality;
- family members may work within the Corporation provided there is no opportunity to exercise favoritism and there are no actual or perceived conflicts of interest for the employees involved. An employee shall not supervise a family member;
- when an employee is subject to more than one code of conduct, the employee must consider the expectations in each of the codes and discuss any potential conflicts with Human Resources or the Code Administrator;
- it is not acceptable to use drugs or any substance(s) in a way that affects their performance or safety, or the performance and safety of their colleagues, or that negatively impacts the integrity or business operations of the Corporation;
- an employee must not engage in criminal activities;
- if charged with an offence under the Criminal Code of Canada, the Controlled Drug and Substances Act or any other federal statute, an employee shall immediately report such a charge to the Code Administrator;
- the disclosure of any actual or perceived conflict of interest does not resolve or absolve the employee from the issue or conflict;

### Conflict of Interest

A conflict of interest exists and an employee is in violation of this Code if they:

- take part in a decision knowing that the decision might be an actual or perceived act of self-interest or furthering the private interests of the employee or an Associate;
- use their position to influence or attempt to influence another employee that could be an actual or perceived act of self-interest or furthering the private interests of the employee or an Associate;
- use or communicate information not available to the general public, that was gained in the course of carrying out their duties to further or seek to further a self-interest or private interests of the employee or an Associate;
- fail to appropriately or adequately disclose an actual or perceived conflict of interest.

To avoid an actual or perceived conflict of interest, employees must not:

- expect nor receive any preferential treatment by a credit union or service provider;
- influence a credit union or service provider with respect to the administration of any contracts where there may be an actual or perceived opportunity to further a self-interest or the private interests of the employee or an Associate;
- serve as a Director of a credit union.

### **Outside Activities**

Employees must avoid participating in outside activities that conflict with the interests and business of the Corporation. Outside activities include:

#### Business Interests:

Employees must not hold interest in a business directly or indirectly through an Associate, that could benefit from or influence the decisions of the Corporation. When a concern or situation materialize that could be an actual or perceived conflict of interest, the matter must be disclosed to the Code Administrator at the earliest opportunity and the Code Administrator Review process must be followed.

#### Supplementary Activities:

Supplementary employment includes an appointment, business, undertaking or employment, including self-employment that involves financial reward or risk.

Prior to acceptance of any supplementary activity, an employee is required to submit in writing to Human Resources or the Code Administrator, their request including their rationale that the supplementary activity is not an actual or perceived conflict of interest. The Code Administrator will review the request taking into consideration whether or not the requested supplementary activity:

- causes an actual or perceived conflict of interest;
- will or may appear to be an official act, opinion or policy of the Corporation;
- unduly interferes with regular duties or may have an impact on the employee's performance or impartiality; or
- may involve the use of the Corporation's premises, equipment or supplies.

The Code Administrator will provide written advisement of the decision to the employee and Human Resources as part of the Code Administrator Review process.

Human Resources or the Code Administrator may disclose authorized supplementary employment to the employee's supervisor or vice-president, if considered necessary.

#### Volunteer Activity:

The Corporation encourages employees to invest time and to have a meaningful impact within our community as detailed in the [Total Rewards – Community](#) Policy and Program. When an employee is involved in volunteer work, including non-compensated board appointments, the activity must not:

- influence or conflict with decisions relating to the Corporation;
- be done while carrying out the business of the Corporation;
- make use of Corporation facilities, equipment or resources unless authorized by the Code Administrator.

Should a concern or situation materialize that could be an actual or perceived conflict of interest, the matter must be disclosed to the Code Administrator at the earliest opportunity and the Code Administrator Review process will be followed.

### Teaching and Presentations:

Employees may with the prior approval of the Code Administrator, teach courses or conduct presentations during normal working hours provided that:

- acceptable arrangements can be made for the employee to fulfill their regular duties;
- acceptable arrangements are made with respect to any compensation as a result of the activity;
- acceptable arrangements are made regarding preparation time; and
- no actual or perceived conflicts of interest arise.

### Political Activity:

Employees may participate in political activities including membership in a political party, supporting a candidate for an elected office or seeking an elected office. They must not participate in soliciting contributions for a political party. Acceptable political activity must be clearly separate from activities related to the business of the Corporation; must not be done while carrying out business for the Corporation; and must not make use of Corporation facilities, equipment or resources.

An employee who seeks a federal, provincial or municipal political office may be required to take a Voluntary Leave of Absence starting on the day after the writ of election is issued or on the day that the employee's candidacy is publicly announced, whichever is the later. Information pertaining to the federal, provincial, or municipal duties is to be provided to the Code Administrator prior to the writ of election being issued to identify any potential issues that may require the employee to take a voluntary leave of absence and/or resign if elected.

If the employee takes a voluntary leave of absence during the campaign, and is not elected, the employee will be entitled to the same or similar position with the Corporation effective the day after the election. If elected as a Member of the Legislative Assembly (MLA), the employee must resign their position with the Corporation the day after the election.

### Communications and Public Statements

When dealing with anyone outside the Corporation including public officials, employees must not compromise the integrity or damage the reputation of either the Corporation or an outside individual, business or government entity.

The [Communications](#) Policy and Program details that the Chair of the Board of Directors or his/her designate, or the President & CEO or his/her designate, are the only officers of the Corporation authorized to communicate with the media.

### Leaving the Corporation's Employment

Employees considering a new offer of employment must be aware of and manage any potential conflicts of interest between their position with the Corporation and their future circumstances, and must remove themselves from any decisions affecting their new employment.

Once an employee has left the Corporation, they must not disclose confidential information that they became aware of during their time with the Corporation.

In accordance with the Credit Union Act, an employee is not permitted to be elected or appointed as a director of a credit union for 3 years after leaving the Corporations' employment without the approval from the Minister.

### **Using Corporation Assets**

Employees may have limited use of the Corporation's premises and equipment for incidental purposes providing such use involves minimal additional expense to the Corporation, must not be performed on the employee's work time, must not interfere with the Mandate of the Corporation, and must not support a personal or private business interest.

As detailed in the [Information Technology](#) Policy and Program, the Corporation will provide the necessary software for all corporate computers and equipment to ensure compliance with licensing terms and conditions. Employees shall not make, use or distribute copies of Corporation software.

Any product or technology developed by employees in the course of their employment is the property of the Corporation and shall remain so after terminating their employment. Employees shall not sell, trade, market, reproduce or distribute any such products or technology.

### **Gifts, Hospitality or Other Benefits**

Employees must not solicit gifts, hospitality or other benefits from credit unions regulated by the Corporation.

Employees shall not accept gifts, hospitality or other benefits that are or may be perceived as being connected directly or indirectly with the performance of their duties from any individual, service provider, lobbyists or associated business, other than:

- in the normal exchange of gifts, hospitality or other benefits between persons doing business together;
- are tokens exchanged as a part of protocol;
- are considered normal presentations to persons participating in public functions, awards, speeches, lectures, presentations, or seminars.

Accepted gifts, hospitality or other benefits must be of nominal or nil monetary value. The nominal value of a gift, hospitality or other benefit must not exceed \$100 and must not include cash, cheques or cash equivalents.

Disclosure of gifts, hospitality or other benefits received must be identified annually in the employee's [Code of Conduct and Ethics – Declaration and Disclosure Statement](#). Items not required to be included in the disclosure are:

- Gifts that have a nil monetary value (mugs, proprietary shirts, pens, hats etc.)
- Gifts, hospitality or other benefits received that do not exceed \$100.

Multiple nominal gifts, hospitality or other benefits received from a single source to an employee over the course of the calendar year must be disclosed when the combined total is more than \$100.

Nominal gifts, hospitality or other benefits must not exceed a cumulative value of \$200 from a single source within a calendar year.

### **President & CEO**

Additional obligations that are applicable to the President & CEO as the only Designated Senior Official of the Corporation, relate to the position or the information that may be available in the course of carrying out his/her duties. These statutory obligations are detailed within the [Conflict of Interest Act](#). A summary of the obligations include:

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- restrictions on holding publicly-traded securities <sup>\*1</sup> unless:
  - held in an approved blind trust or investment arrangement;
  - written approval is obtained from the Ethics Commissioner to retain ownership; or
  - steps are complied with as directed by the Ethics Commissioner.
- filing a disclosure statement with the Ethics Commissioner<sup>\*1</sup> as follows:
  - within 60 days after becoming a Designated Senior Official;
  - in each subsequent year at the time specified by the Ethics Commissioner;
  - within 30 days after the occurrence of any material changes to the information contained in a current disclosure statement held by the Ethics Commissioner.
- filing returns with the Ethics Commissioner relating to persons directly associated with the President & CEO<sup>\*1</sup> as follows:
  - within 60 day after becoming a Designated Senior Official;
  - within 30 days after the occurrence of any material change in the information contained in a current return held by the Ethics Commissioner;
  - within 30 days after the day he or she ceases to be a Designated Senior Official.
- appropriately and adequately disclosing any actual or perceived conflicts of interest.

The President & CEO, as the only Designated Senior Official of the Corporation, must not:

- be involved in any appointment, business, undertaking or employment (including self-employment) unless written approval from the Ethics Commissioner is obtained; <sup>\*1</sup>
- not take part in decisions while carrying out his or her duties knowing that the decision might further a private interest of the President & CEO, a person directly associated to the President & CEO, or the President & CEO's minor or adult children;
- use his/her office or powers to influence or seek to influence a decision to be made by or on behalf of the Crown or a public agency to further a private interest of the President & CEO, a person directly associated with the President & CEO or the President & CEO's minor child or to improperly further any other person's private interest;
- not use or communicate information not available to the general public that was gained by the President & CEO in the course of carrying out his/her duties to further or seek to further a private interest of the President & CEO or any other person's private interest;

The President & CEO, as the only Designated Senior Official of the Corporation, must also comply with post-employment restrictions for twelve months after the last day the President & CEO position was held. <sup>\*1</sup> These restrictions include not being able to:

- lobby any public office holder;
- act on a commercial basis or make representations with or benefit from any ongoing Corporation matter;
- make representations with respect to a contract with the Corporation;
- solicit or accept a contract from the Corporation;
- accept employment with an individual, organization, board of directors or equivalent body of an organization with which they had a direct and significant official dealings.

<sup>\*1</sup> Provision will come into effect March 16, 2019 or upon the appointment of any Designated Senior Official(s) after the effective date of this Code.

### Administration

Human Resources and the Code Administrator will provide confidential advice and assist in managing concerns and situations concerning the Code, including conflicts of interest. If a situation of non-compliance to this Code or an

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actual or perceived conflict of interest becomes apparent the situation will be addressed by the Code Administrator in accordance with the spirit and intent of the Code.

### **Declaration and Disclosure**

At least annually employees must complete and submit the [Code of Conduct and Ethics – Declaration and Disclosure Statement](#) so that Human Resources and the Code Administrator are aware of any situation(s) that could be seen as influencing the decisions or actions being made on behalf of the Corporation and ensuring that any actual or perceived conflicts of interest are avoided or effectively managed.

The [Code of Conduct and Ethics – Declaration and Disclosure Statement](#) contains:

- acknowledgement by the employee of their review and understanding of the Code of Conduct and Ethics Policy and their agreement to comply with the provisions stipulated in the Code; and
- the employee's disclosure of:
  - any interests and/or relationships that could be an actual or perceived conflict of interest or that could be perceived to have an influence on decisions or actions that may be made on behalf of the Corporation;
  - their membership(s) with credit union(s) to ensure that actual or perceived conflicts of interest are effectively managed;
  - gifts, hospitality or other benefits received over the course of the previous calendar year, as outlined under Gifts, Hospitality or Other Benefits to ensure compliance with the Code.

Employee declarations are held in confidence by Human Resources and/or the Code Administrator unless required to be disclosed under statute or in a legal proceeding, to be released.

Any time there is a change in an employee's responsibilities within the Corporation or in their personal circumstances, employees are required to disclose in writing new, relevant or additional information as soon as possible.

### **Questions, Concerns or Situations**

Employees are encouraged to discuss with a supervisor, a vice president, Human Resources or the Code Administrator in confidence, any questions they may have pertaining to this Code and/or the requirements for compliance to it. When a concern or situation is identified, Human Resources and/or the Code Administrator must be advised. When acting in good faith and with reasonable grounds, employees are protected from reprisal or retribution when bringing forward any questions, concerns or situations.

While it is important that concerns or situations be addressed and brought to the attention of those that can appropriately deal with them, employees must feel confident that only those persons that are required to be involved or made aware will be included in the discussion(s) and/or resolution.

### **Code Administrator Review**

Once a concern or situation is reported the Code Administrator Review process will be promptly initiated. The Code Administrator will review the concern and/or details of the situation and may request additional information before determining the course of action that will be taken. If the concern or situation pertains to another employee, that employee has the right to receive complete information and the right to respond to the concern or situation. During the review process all relevant parties will have an opportunity to be heard and all sides of a concern or situation will be considered, prior to a decision being made.



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When conducting any review, the Code Administrator is required to maintain the confidentiality of the information and privacy of those persons involved in the process unless required to be disclosed under statute or in a legal proceeding.

When determining an appropriate course of action to be taken, the Code Administrator may consider:

- removing the employee from matters in which a conflict exists or is perceived to exist;
- allowing appropriate time for the employee to divest themselves from a direct or indirect interest or situation;
- requesting the employee give up the particular private interest causing the conflict; or
- in rare circumstances, requiring the resignation of the employee from their position.

The Code Administrator is obligated to provide reasons that support the decision. Where a breach of this Code has occurred the employee(s) in violation will be subject to disciplinary action up to and including termination of employment with cause.

An employee can request in writing that the Chair of the Board of Directors review any decision made by the Code Administrator. Alternatively, an employee may:

- apply to the Ethics Commissioner for a review of a ruling on a conflict of interest made by the Code Administrator, or
- report a concern or situation under the [Employee Conduct – Whistleblower](#) Policy and Program.

Any information that is collected by or for, or is in the custody or under the control of the Ethics Commissioner will be governed under applicable statutes of that office.

### COMMUNICATION

This Code will be published on/or before June 15, 2019 and will come into force June 30, 2019.

Human Resources or the Code Administrator will address any questions regarding this Policy.

The President & CEO is responsible for the interpretation and implementation of the Corporation's Policy and Programs.

Information regarding Employee Conduct – Code of Conduct and Ethics may be distributed or communicated to employees through email, team meetings, posters, etc.

### MONITORING & REPORTING

New employees will attend orientation sessions. As part of the orientation session a detailed review of the Corporation's Employee Conduct policies and programs will be conducted.

Annual Awareness sessions will be conducted to ensure that employees have a thorough understanding of the Employee Conduct – Code of Conduct and Ethics.

Annually, employees will be required to review and complete the [Code of Conduct and Ethics – Declaration and Disclosure Statement](#).

The Corporation will support the President & CEO in meeting the obligations under the Conflict of Interest Act as the only Designated Senior Official of the Corporation.

**REVIEW**

All policies and programs are subject to legislated revisions.

A review of this Policy will be conducted annually.

**REFERENCE MATERIAL**

Credit Union Act

Conflict of Interest Act

Lobbyists Act

[Employee Conduct - Whistleblower Policy and Program](#)

[Communications Policy and Program](#)

[Confidentiality and Privacy Policy and Program](#)

[Information Management Policy and Program](#)

[Information Technology Policy and Program](#)

[Total Rewards – Community Policy and Program](#)

[Code of Conduct and Ethics – Declaration and Disclosure Statement](#)

<b>Review Date</b>	<b>Section</b>	<b>Reason for Change</b>
Mar 13, 2019	Policy, Communication, Monitoring and Reporting, Reference Material	Minor changes and clarification regarding gifts, hospitality and other benefits from lobbyists.
Jun 20, 2018	Policy, Communication, Reference Materials	Changes made to align with feedback received from Ethics Commissioners office, and legislated changes as a result of the Lobbyists Amendment Act.
Mar 14, 2018	Policy, Communication, Monitoring and Reporting, Reference Material	Legislative changes regarding Conflict of Interest Act, inclusion of Designated Senior Official obligations, clarification of gifts, hospitality and other benefits. Pending Ethics Commissioner approval.
Mar 15, 2017	Monitoring and Reporting	Name changes to forms/templates for ease of identification and standardization