

CODE OF CONDUCT AND CONFLICT OF INTEREST POLICY

I. INTRODUCTION

The Employee and Board Director Code of Conduct and Conflict of Interest policy provides guidance on standards of conduct expected of employees and Directors including guidelines on conflicts of interest.

The fundamental relationship between each employee and each Director and the Authority must be one of trust; essential to trust is a commitment to honesty and integrity. Ethical conduct within this relationship imposes certain obligations.

II. COMPLIANCE WITH THE LAW

- A. The employees and Directors must act at all times in full compliance with both the letter and the spirit of all applicable laws.
- B. In his/her relationship with the Authority, no employee or Director shall commit or condone an unethical or illegal act or instruct another Director, employee, or supplier to do so.
- C. Employees and Directors are expected to be sufficiently familiar with any legislation that applies to their work to recognize potential liabilities and to know them to seek legal advice. If in doubt, employees and Directors are expected to ask for clarification.
- D. Falsifying the record of transactions is unacceptable.
- E. The Authority is continually under public scrutiny. Therefore, employees and Directors must not only comply fully with the law, but must also avoid any situation which could be perceived as improper or indicate a casual attitude towards compliance.

III. CONFLICTS OF INTEREST

- A. In general, a conflict of interest exists for employees and Directors who use their positions at the Authority to benefit themselves, friends or families.

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- B.** An employee or Director must not use his or her position with the Authority to pursue or advance their personal interests, the interests of a related person, a business associate, corporation, union or partnership, or the interests of a person to whom the employee or Director owes an obligation.
- C.** An employee or Director must not directly or indirectly benefit from a transaction with the Authority over which an employee or Director can influence decisions made by the Authority.
- D.** An employee or Director must not take personal advantage of an opportunity available to the Authority unless the Authority has clearly and irrevocably decided against pursuing the opportunity, and the opportunity is also available to the public.
- E.** An employee or Director must not use his or her position with the Authority to solicit clients for a business in which they have an interest or a business operated by a close friend, family, business associate, corporation, union or partnership, or a person to whom the employee or Director owes an obligation.
- F.** Every employee or Director must avoid any situation in which there is, or may appear to be, potential conflict which could appear to interfere with the employee's or Director's judgment in making decisions in the Authority's best interest.
- G.** There are several situations that could give rise to a conflict of interest. The most common are accepting gifts, favours or kickbacks from suppliers, close or family relationships with outside suppliers, passing confidential information to competitors and using privileged information inappropriately. The following are examples of the types of conduct and situations that can lead to a conflict of interest:

 - i) Influencing the Authority to lease equipment from a business owned by the employee's or Director's spouse.
 - ii) Influencing the Authority to direct funds to an institution where the employee or Director works or is involved.
 - iii) Participating in a decision by the Authority to hire or promote a relative of the employee or Director.

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- iv) Influencing the Authority to make all its travel arrangements through a travel agency owned by the relative of the employee or Director.
 - v) Influencing or participating in a decision of the Authority that will directly result in the employee's or the Director's own financial gain.
- H.** The Authority requires full disclosure of all circumstances that could conceivably be construed as conflict of interest.

IV. DISCLOSURE

- A.** Full disclosure enables employees and Directors to resolve unclear situations and gives an opportunity to dispose of conflicting interests before any difficulty can arise.
- B.** An employee or Director must, immediately upon becoming aware of a potential conflict of interest situation, disclose the conflict in writing to the CEO for employees and to the Board Chair for Directors. This requirement exists even if the employee or Director does not become aware of the conflict until after a transaction is complete.
- C.** If an employee or Director is in doubt whether a situation involves a conflict, the employee or Director must immediately seek the advice of the CEO or Board Chair, as appropriate. It may also be appropriate to seek legal advice.
- D.** Unless an employee or Director is otherwise directed, they must immediately take steps to resolve the conflict or remove the suspicion that it exists.
- E.** If an employee or Director is concerned that another employee or Director is in a conflict of interest situation, the employee or Director must immediately bring his or her concerns to the other employee's or Director's attention and request that the conflict be declared. If the other employee or Director refuses to declare the conflict, the employee or Director must immediately bring his or her concern to the attention of the CEO or Board Chair, as appropriate. If there is a concern with the CEO or Board Chair, the issue should be referred to the Governance Committee.

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- F.** A Director is required to disclose the nature and extent of any conflict at the first meeting of the Board after which the facts leading to the conflict have come to that Director's attention. After disclosing the conflict, the Director:
- i) Must not take part in the discussion of the matter or vote on any questions in respect of the matter. However, the Director may be counted in the quorum present at the Board meeting.
 - ii) If the meeting is open to the public, may remain in the room, but shall not take part in that portion of the meeting during which the matter giving rise to the conflict is under discussion, and shall leave the room prior to any vote on the matter giving rise to the conflict.
 - iii) Must, if the meeting is not open to the public, immediately leave the meeting and not return until all discussion and voting with respect to the matter giving rise to the conflict is completed.
 - iv) Must not attempt, in any way or at any time, to influence the discussion or the voting of the Board on any question relating to the matter giving rise to the conflict.
- V. OUTSIDE BUSINESS INTERESTS**
- A.** Directors must declare possible conflicting outside business activities at the time of appointment. Notwithstanding any outside activities, Directors are required to act in the best interest of the Authority.
- B.** No employee or Director may hold a significant financial interest, either directly or through a relative or associate, or hold or accept a position as an employee, officer or Director in an organization in a relationship with the Authority, where by virtue of his or her position in the Authority, the employee or Director could in any way benefit the other organization by influencing the purchasing, selling or other decisions of the Authority, unless that interest has been fully disclosed in writing and accepted by the Authority.
- C.** A "significant financial interest" in this context is any interest substantial enough that decisions of the Authority could result in a personal gain for the employee or Director.

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- D. These restrictions apply equally to interests in companies or organizations that may compete with the Authority in all of its areas of activity.

VI. CONFIDENTIAL INFORMATION

- A. Confidential information includes proprietary technical, business, financial, legal or Director information, which the Authority treats as confidential.
- B. Employees or Directors may not disclose such information to any outside person unless authorized.
- C. Similarly, employees or Directors may never disclose or use confidential information gained by virtue of their association with the Authority for personal gain, or to benefit friends, relatives or associates.
- D. Employees or Directors are advised to seek guidance from the CEO or Board Chair, as appropriate, with respect to what is considered confidential.
- E. Employees and Directors will comply with Payment Card Industry (PCI) standards and requirements by agreeing to follow ITA's PCI Procedure.

VII. INVESTMENT ACTIVITY

Employees or Directors may not, either directly or through relatives or associates, acquire or dispose of any interest, including publicly traded shares, in any company while having undisclosed confidential information obtained in the course of work at the Authority, which could reasonably affect the value of such securities.

VIII. OUTSIDE EMPLOYMENT OR ASSOCIATION

An employee or Director who accepts a position with any organization that could lead to a conflict of interest or situation prejudicial to the Authority's interests, shall discuss the implications of accepting such a position with the CEO or Board Chair, as appropriate, recognizing that acceptance of such a position may require the employee's or Director's resignation from the ITA / ITA Board.

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IX. ENTERTAINMENT, GIFTS AND FAVOURS

- A.** It is essential to efficient business practices that all those who associate with the Authority, as suppliers, contractors or Directors, have access to the Authority on equal terms.
- B.** Employees or Directors and members of their immediate families should not accept entertainment, gifts or favours that create or appear to create a favoured position for doing business with the Authority. Any firm offering such inducement shall be asked to cease; a sustained business relationship will be conditional on compliance with this code.
- C.** Similarly, no employee or Director may offer or solicit gifts or favours in order to secure preferential treatment for themselves or the Authority.
- D.** An employee or Director may accept modest discounts on a personal purchase of a supplier's or customer's products only if such discounts do not affect the Authority's purchase or selling price and are generally offered to others having a similar business relationship with the supplier or customer.
- E.** Under no circumstances may employees or Directors offer or receive cash, preferred loans, securities, or secret commissions in exchange for preferential treatment. Any employee or Director experiencing or witnessing such an offer must report the incident to the CEO or Board Chair, as appropriate, immediately.
- F.** Gifts and entertainment may only be offered by an employee or Director in the normal exchanges common to established business relationships. An exchange of such gifts shall create no sense of obligation.
- G.** Inappropriate gifts received by an employee or Director should be returned to the donor and may be accompanied by a copy of this Code.
- H.** Full and immediate disclosure to the CEO or Board Chair, as appropriate, of borderline cases will always be taken as good-faith compliance with this Code.

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X. USE OF THE AUTHORITY'S PROPERTY

- A.** An employee or Director requires the Authority's approval to use property owned by the Authority for personal purposes, or to purchase property from the Authority unless the purchase is made through the usual channels also available to the public.
- B.** Even then, an employee or Director must not purchase property owned by the Authority if that employee or Director is involved in an official capacity in some aspect of the sale or purchase.
- C.** Employees or Directors may be entrusted with the care, management and cost-effective use of the Authority's property and should not make significant use of these resources for their own personal benefit or purposes. Clarification on this issue should be sought from the CEO or Board Chair, as appropriate.
- D.** Employees or Directors should ensure all Authority property, which may be assigned to them, is maintained in good condition and should be able to account for such property.
- E.** Employees or Directors may not dispose of the Authority property except in accordance with the guidelines established by the Authority.

XI. RESPONSIBILITY

- A.** The Authority is determined to behave, and to be perceived, as an ethical organization.
- B.** Each employee or Director must adhere to the standards described in this Code of Conduct, and to the standards set out in applicable policies, guidelines or legislation.
- C.** Integrity, honesty, and trust are essential elements of the Authority's success. Any employee or Director who knows or suspects a breach of this Code of Conduct and Conflict of Interest Guidelines, or who is aware of illegal or unethical conduct by someone who is a party to this Code, has a responsibility to report it to the CEO or Board Chair, as appropriate.

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- D. To demonstrate determination and commitment, the Authority requires each employee and Director to review and sign the Code annually. The willingness and ability to sign the Code is a requirement of all employees and Directors.

XII. BREACH OF CODE

A Director found to have breached his/her duty by violating this policy will be liable to censure or a recommendation for dismissal to the Government.

An employee found to have breached his or her terms of employment by violating this policy will be liable for discipline up to and including termination of employment.

Acknowledgement:

I have read policy IA – 8011, Code of Conduct and Conflict of Interest Policy and agree to abide by the policy.

Signature/Printed Name

Date