

CODE OF CONDUCT POLICY

Effective Date: August 3, 2022
Approved by: RDAR Board of Directors
Approval Date: August 3, 2022

1 PURPOSE

1.1. **Definitions** – In this policy:

- **“Board”** means the RDAR Board of Directors;
- **“CEO”** means the Chief Executive Officer of RDAR;
- **“Chair”** means the Chair of the Board;
- **“Directors”** means the individuals elected or appointed to the RDAR Board of Directors and includes officers and committee members;
- **“Policy”** means this Code of Conduct Policy; and
- **“Staff”** means RDAR employees and contractors.

1.2. The purpose of the Policy is to:

- provide guidance to Directors and Staff to ensure that each person is accorded reasonable and fair treatment;
- assist Directors and Staff in avoiding problems relating to role clarity and behaviour;
- preserve the integrity of the Board, committees and RDAR;
- protect the individual rights of Directors and Staff as normal citizens.

1.3. This Policy is additional to any requirements at law and does not excuse any person from complying with any applicable common law or statute.

1.4. For all purposes under this Policy, Staff shall report directly to the CEO, while the CEO and Directors shall report to the Chair.

1.5. To demonstrate commitment to transparency and accountability, this Policy is available to the RDAR Members and to the public on RDAR’s website at www.rdar.ca.

2 APPLICATION

This Policy applies to Directors and Staff except for the sections that are specific to Directors.

3 ROLES AND RESPONSIBILITIES

3.1. The CEO is responsible for the overall administration of the Policy within RDAR. This responsibility includes establishing and maintaining this Policy and ensuring information about the

Policy is communicated to RDAR's Directors and Staff.

- 3.2. The Chair and the CEO are jointly responsible to ensure the principles and processes of this Policy are upheld and administered appropriately.

4 PRINCIPLES

- 4.1. Directors and Staff will seek to uphold the following principles in all that they say and do. They will act in such a manner as to bring credit to RDAR. Directors and Staff will:
 - 4.2. seek to reflect to any external audience the very best of who RDAR is and what it offers to those employed in or affected by the agricultural community;
 - 4.3. place the interests of RDAR above any personal or private interests in any dealings initiated by RDAR or which affect its mandate, vision and policies;
 - 4.4. agree to uphold this Policy and to bring only the highest and best ethical standards to their business dealings;
 - 4.5. make decisions based on objective and ethical standards and will ensure that all decisions are made in a spirit of impartiality;
 - 4.6. ensure that they treat each other with respect; that they will accept each other's reports and advice as the best that the Directors and Staff can present on that occasion and will therefore not bring their work into ridicule;
 - 4.7. not use any information gained as a result of being a Director or Staff of RDAR for personal gain or advantage; and
 - 4.8. ensure that any and all actions, decisions and activities will meet the highest standards of ethical integrity and will be in keeping with the tenor of RDAR standards of personal behaviour.

5 DEALING WITH BREACHES

5.1. Reporting a Potential Breach by Another

- 5.1.1. Directors and Staff are encouraged to report a potential breach of this Policy to the Chair or the CEO. When reporting a potential breach in good faith and with reasonable grounds, Directors and Staff are protected from retaliation for such reporting.

5.2. Responding to Potential Breach

- 5.2.1. Once a potential breach has been reported, RDAR's procedures for responding to and managing a potential breach will be promptly initiated. In the case of a Director or the CEO, the Chair will review the circumstance and details of the alleged breach and will notify the Director in question or the CEO, as the case may be, of the complaint. In the case of Staff, the CEO will review the details of the alleged breach and notify the Staff in question and the Chair.
- 5.2.2. The Director or Staff in question has the right to complete information about the alleged breach, the right to respond fully to the alleged breach and the right to representation.
- 5.2.3. The identity of the reporter will not be disclosed unless required by law or in a legal proceeding.
- 5.2.4. The Chair and CEO will make a decision and complete a report in a timely manner. The decision may range from finding no breach of the Policy to one that reveals suspected criminal conduct. A copy of the report will be provided to the CEO and the Director or Staff in question and the reporter.

5.3. Consequences of a Breach

- 5.3.1. Directors and Staff who do not comply with the standards of behaviour identified in this Policy,

including taking part in a decision or action that furthers their private interests, may be subject to disciplinary action up to and including removal of the Director and Staff from office.

5.4. **Review of a Decision**

- 5.4.1. The Director or Staff in question can request, in writing, that the Board review the decision of the Chair and the CEO that they have breached this Policy. The reporter does not have a right to ask the Board to review the decision of the Chair and the CEO.

6 WHERE TO GET ADVICE

- 6.1. When Directors and Staff require advice and guidance in determining whether misconduct exists, or need clarification, they may discuss their issue with the Chair, CEO, or RDAR Legal Counsel.

7 AUTHORITY AND POWERS

- 7.1. Each Director will respect any applicable legislation which accords to the entire Board the authority to make decisions which guide the actions of the Staff. This authority is vested in the Board when it is convened as a body at a duly constituted meeting.
- 7.2. Directors will therefore refrain from attempting to guide or influence the Staff other than the CEO and then only through discussions and decisions as a Board.

8 RELATIONSHIPS TO DIRECTORS AND/OR STAFF

- 8.1. Directors shall ensure that their behaviour prior to, during, or following a meeting towards other Directors, Staff and representatives of member associations is at all times:
- courteous, professional, fair and unbiased
 - contributes to the preservation of orderly decorum and respect
 - avoids sarcasm, derogatory comments, or questions or comments designed to embarrass
 - is respectful of the rulings of the Board as a whole.
- 8.2. Directors shall acknowledge and respect that the Staff work for RDAR as a corporate body and are responsible for making recommendations that reflect their professional expertise and RDAR's corporate objectives, without undue influence from any individual Director.
- 8.3. In addition, Directors shall acknowledge and respect that the Staff carry out directions of the Board as a whole and administer Board-approved policies and resolutions.
- 8.4. Directors shall refrain from using their position to improperly influence the Staff in their duties or functions or to gain an advantage over others.
- 8.5. Directors are free to relay any issues, concerns, suggestions, or requests of their own (or of others), to the CEO or department heads, but are not permitted to direct the operations of RDAR or the actions of any Staff.
- 8.6. Directors shall limit their contacts with Staff to the CEO and any direct reports.
- 8.7. Directors may have discussions with Staff in meetings or on RDAR premises so long as these discussions do not place pressure on the Staff to take direction or action based on the influence of the Director or interfere with the management of the activities of the Staff by the CEO.
- 8.8. Directors shall refrain from any public criticism of Staff and Staff shall refrain from any public criticism of the Directors.

9 RESPONSIBILITY OF THE CHAIR

- 9.1. The Chair has added responsibilities in ensuring that the organization functions in a manner in keeping with RDAR's mandate, vision, values, goals and priorities.
- 9.2. The Chair will always seek to do what is in the best interests of RDAR and will not allow any external commitments or interests interfere with his/her requirement to act in those best interests.
- 9.3. The Chair will always reflect the best of RDAR while in meetings or at conferences which serve the interests of RDAR and other organizations. Issues and matters which come to the attention of the Chair as a result of such meetings or as a result of other forms of correspondence will be conveyed to all Directors and to the CEO as promptly as possible.
- 9.4. As chair of Board meetings, the Chair will seek to ensure that all Directors are displaying their best behaviour in their treatment of each other, Staff and any visitors/guests.

10 BOARD DECISION-MAKING

- 10.1. The Board will ensure that:
 - the decision-making process of the Board is transparent, accessible, and equitable
 - decisions are made through appropriate channels of the structure
 - their office is not used for personal gain
 - the conduct of Directors is of the highest standard; and
 - there is fairness and respect for the differences amongst Directors and
 - a duty to work together for the best interests of RDAR.
- 10.2. Directors and Staff will accurately and adequately communicate the decisions of the Board, even if they disagree with the majority decision of the Board. Directors and Staff shall show respect for the decision-making process of the Board and must publicly support the decisions of the Board despite their individual opinion on the matter.
- 10.3. Information concerning adopted policies, procedures, and decisions of the Board shall be conveyed openly and accurately. Confidential Information will be communicated only when and after determined by the Board that it is appropriate to do so.

11 BRIBERY

- 11.1. Directors and Staff shall be alert to any attempt of bribery and shall:
 - reject bribery in any form, and
 - report any attempt or perceived attempt to bribe to the Chair and/or CEO.

12 GIFTS AND GRATUITIES

- 12.1. Directors and Staff must not accept or receive gifts and gratuities other than the normal exchange of gifts between friends or business colleagues, tokens exchanged as part of protocol or the normal presentation of gifts to people participating in public functions.

13 PROFESSIONAL DEVELOPMENT

- 13.1. Directors and Staff have the opportunity to promote, support, pursue, and partake in opportunities for professional development, including but not limited to conferences, seminars, and workshops.

- 13.2. Directors and Staff are encouraged to stay updated on issues and trends so that they can be as efficient and effective as possible in the discharge of their duties and responsibilities. Any attendance at such courses and conferences must be as per the approved budget for these matters and as per the approved policies.

14 ALCOHOL & DRUG USE

- 14.1. Directors and Staff shall abide by applicable laws and regulations governing the possession or use of alcohol and drugs. The illegal use, sale, purchase, transfer, or possession of any restricted or controlled drug, narcotic or any other substance while on RDAR premises is prohibited.
- 14.2. While Directors and Staff are attending to their duties and responsibilities of RDAR, they may consume alcohol or legal cannabis responsibly and not to a point that affects their judgement which might adversely affect performance as representatives of RDAR.

15 IMPLEMENTATION

- 15.1. Upon adoption of this Policy and thereafter at the beginning of each term, Directors will be required to sign the Code of Conduct and Conflict of Interest Declaration Form to convey to each other and all stakeholders that they have read, understand, and accept this Policy.
- 15.2. A copy of this Policy will be included as part of the orientation workshop for all Directors and Staff. Directors and Staff are expected to formally and informally review their adherence to the provisions of this Policy on a regular basis or when so requested by the Board.

16 APPROVAL AND POLICY REVIEW

- 16.1. This Policy is approved by the RDAR Board of Directors
- 16.2. This Policy is reviewed annually to ensure that it remains consistent with the organizational objectives of RDAR. The Policy may be reviewed and updated more frequently, if necessary.
- 16.3. This Policy will remain in effect until changed and approved by the Board.

17 ONGOING COMPLIANCE

- 17.1. The nomination form for Directors shall contain a statement by the nominee confirming the nominee's willingness, if elected, to abide at all times with RDAR policies, including this Policy.
- 17.2. RDAR may require any Director to sign an agreement which acknowledges and further implements the requirements of this Policy with respect to the specific circumstances of such Director as a condition to continued service on the Board.

18 REVIEW

- 18.1. This Policy shall be reviewed during RDAR's regular review of its corporate governance policies. The Chair and CEO may specifically remind directors of their confidentiality obligations when contentious or sensitive situations are at the forefront of board affairs.
- 18.2. As a general matter, the Board Chair should ensure to the best of their ability that directors never lose sight of their shared obligation to fulfill the fiduciary duties they owe to RDAR.

19 QUESTIONS

- 19.1. Any questions about this Policy should be addressed to the Chair or the CEO.