



Directors' Code of Conduct

TO:	Board of Directors / Human Resources & Governance Committee
MEETING:	2014-03-25 & 26
FROM:	Maryse Bertrand, Vice-President, Real Estate, Legal Services and General Counsel
PURPOSE:	Approval of a revised Code of Conduct
DATE:	2015-03-16

CONTEXT:

The Human Resources and Governance Committee, aided by the Corporate Secretariat, periodically reviews the Board's policies and procedures as specified in the Corporation's Bylaws, the various terms of reference, and the Board Manual.

The reviews aim to ensure consistency with the Bylaws and between the various Terms of Reference, ensure uniformity across the various instruments, eliminate duplication, clarify ambiguities, and reflect current practices. Contents are also rearranged and reformatted to improve their readability.

The *Terms of Reference for a Director* and the *Code of Conduct and Conflict of Interest Guidelines for Directors* were last reviewed in March 2002 and January 2005, respectively. (Both documents are available on the Board Portal.)

One of the key issues with our Terms of Reference and our Guidelines, is that they include, in an inconsistent manner and in part, provisions that are found in either the *Conflict of Interest Act*, the government's *Ethical and Political Activities Guidelines for Public Office Holders*, or the Corporation's *Bylaws*. Consequently, while Directors may be in compliance with our Terms of Reference or Guidelines, they may inadvertently be non-compliant with statutory provisions or other obligations. For this reason, all provisions covered in the *Conflict of Interest Act*, the *Ethical and Political Activities Guidelines for Public Office Holders*, or our *Bylaws* have not repeated in the proposed *Directors' Code of Conduct*. To assist Directors, the Corporate Secretariat is currently drafting a *Board Governance Guide* that will summarize, among other governance matters, all the statutory and other obligations and expectations that are applicable to Directors.

Also, Terms of Reference (as a governance instrument) are used to elaborate on the exercise of powers and responsibilities, as well as to set out the procedures and processes, flowing from statutory or bylaw provisions. Accordingly, a Code of Conduct is a better vehicle for listing expected behaviours than Terms of Reference.

RESOLUTION:

That the Human Resources and Governance Committee recommend to the Board of Directors that the *Terms of Reference for a Director* and the *Code of Conduct and Conflict of Interest Guidelines for Directors* be replaced by the proposed *Directors' Code of Conduct* (see Appendix).

APPENDIX
DIRECTORS' CODE OF CONDUCT

Further to the provisions of the *Conflict of Interest Act*, the Corporation's *Bylaws*, and the Government's *Ethical and Political Activities Guidelines for Public Office Holders*, Directors are expected to:

1. General Standards of Behaviour

- a) act honestly and in good faith with a view towards the best interests of the Corporation;
- b) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
- c) respect the rule of law and carry out their duties in accordance with legislation;
- d) serve the public interest with integrity;
- e) demonstrate good judgment and professional excellence;
- f) ensure that public sector resources are used responsibly, effectively and efficiently;
- g) give due consideration to the present and long-term effects that their decisions have;
- h) respect the Corporation's confidentiality requirements;
- i) as Directors of a broadcaster that covers political events, try to restrict their political activities to the attendance of all-party candidates meetings to inform themselves and the voting at elections;

2. Participation at Meetings

- a) prepare for each meeting by reading the materials provided for the meeting;
- b) maintain an excellent meeting attendance record and attend the entire meeting, not just part of the meeting;
- c) advise the Chairperson and the President and CEO in advance of introducing significant and previously unknown information or a new decision item at a meeting;
- d) participate fully and frankly in the deliberations and discussions of the Board;
- e) demonstrate an openness to others' opinions and a willingness to listen; and appreciate that this quality ranks as highly as the ability to communicate persuasively;
- f) be a positive and constructive force within the Board;
- g) bring innovative and fresh perspectives to issues;
- h) value Board and team performance over individual performance;
- i) support all Board decisions and act in solidarity so as not to undermine them;

- j) understand the difference between Board's role in providing financial and strategic oversight and Management's responsibility for the day-to-day operations of the Corporation's business;
- k) channel requests for additional information necessary for decision making through the President and CEO (via the Corporate Secretariat where appropriate), the Chairperson of the Board, or a Committee Chairperson;
- l) be available to participate on committees as required and become knowledgeable about the purpose, goals and work processes of their assigned committees as well as the role of management and staff supporting them;

3. Interactions

- a) respect human dignity and the value of every person by treating every person with respect and fairness and working together in a spirit of openness, honesty and transparency that encourages engagement, collaboration and respectful communication;
- b) be at all times professional, civil, courteous and respectful towards other Directors and the Corporation's Management and staff, especially when their views and opinions diverge;
- c) raise issues relating to Directors' conduct or the functioning of the Board with the Chairperson (rather than criticizing them publicly);
- d) ensure that their direct contact with the Senior Executive Team or other Managers does not distract the latter's attention from the Corporation's business operations;
- e) meet or otherwise communicate with various constituencies that are involved with the Corporation at the request, or with the approval, of the Chairperson or the President and CEO and as part of a corporate communication strategy;

4. Corporate and Industry Knowledge

- a) understand the Corporation's strategic direction;
- b) understand financial statements and the indices required to evaluate corporate performance;
- c) become generally knowledgeable of the business of the Corporation and the industry;
- d) participate in Director orientation and development programs; and
- e) maintain a current understanding of the regulatory, legislative, business, social and political environments within which the Corporation operates.