



Code of Conduct

February 2022

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BY-LAW NUMBER 2018-1

A by-law relating to the Code of Conduct of the *RESOURCE PRODUCTIVITY AND RECOVERY AUTHORITY*

1. Our Vision, Mission and Values

Our vision is “a circular economy today for a waste-free tomorrow”.

Our mission is to “support compliance with individual producer responsibility through education and enforcement to foster Ontario’s circular economy, spur innovation, and protect the environment.”

We work diligently to carry out our statutory mandate with independence and integrity while gaining the trust of those we regulate as well as everyone who participates in the delivery of our statutory mandate.

Success requires that we work together guided by a shared set of values. Our values are:

- a) **Integrity:** We believe in working in ways that consistently earn the trust and respect of our colleagues and those we regulate and work with outside the organization in achieving the Authority’s mandate. Open dialogue and transparency are key to achieving this trust.
- b) **Inclusion:** Our practices continuously evolve to ensure we reflect and include the value of diversity (ethnicity, gender, age, national origin, disability, sexual orientation, education, faith, culture, race, perspectives, work experiences, and lifestyles) in our everyday work. We acknowledge that we operate in a changing society and we will reflect that change in our work.
- c) **Collaboration:** We work with team members, colleagues, stakeholders, and partners to build consensus and solve problems, recognizing our obligation to deliver on our regulatory mandate.
- d) **Innovation:** We create, and seek to support others in creating, new solutions by listening, learning, and being open to new ideas and approaches.
- e) **Fairness:** Our policies, systems, and practices are designed and implemented based on principles that ensure the realization of our mission without favoritism or discrimination. We begin by assuming positive intent.
- f) **Accountability:** We acknowledge and take responsibility for our actions, decisions, and policies, ensuring they meet the spirit of our values and reflect the mandate with which the Authority has been entrusted. We are committed to the principle of value for money and to carrying out our activities in an efficient and cost-effective manner. We will conduct our financial affairs in a responsible and transparent manner with due regard for the public interest.

This Code gives effect to our vision, mission and values, and provides guidance on how to approach the ethical issues we will face in our work. We recognize that the complexities of our

work and the potentially wide range of ethical issues we may encounter will require us to apply this Code using common sense and acting in good faith.

2. Application

This Code applies to everyone in the organization – our Directors in their capacities as Board and Committee Members, Officers, and employees. When we contract with consultants and other business partners, we will seek to hold them to the same ethical standards in the work they do for us.

Compliance with this Code is a requirement of those appointed by the Minister to the Board of Directors, elected to the Board, or appointed to a Board Committee, and is a condition of employment with the Authority. Although the Code as a whole applies to everyone in the organization, some parts of the Code apply specifically to Directors, in light of their fiduciary duties to the Authority as well as additional obligations under the Authority's Operating Agreement with the Ministry of the Environment, Conservation and Parks relating to Director conduct.

All Directors, Officers, Committee Members and employees will be provided with a copy of this Code and must sign an acknowledgment annually that they have received and reviewed it. The forms for these acknowledgements are set out in Schedule A.

3. Compliance with Laws and Policies

We will comply with all laws that apply to the Authority and to us individually in the performance of our duties. We will also comply with all Authority by-laws, policies and Board decisions. We recognize that, in addition to this Code, other policies and procedures developed by the Authority may set out more detailed requirements regarding specific aspects of our work.

4. Respect

When we work with one another and with those who interact with the Authority, we do so with respect and courtesy, valuing the range of experience and perspective each of us contributes, and recognizing the dignity of every person we encounter.

We will not engage in any act of harassment or discrimination and we will not tolerate this from any other person.

We understand that we can report any act of harassment or discrimination without fear of reprisal.

5. Confidentiality

Confidential information means all information relating to the Authority that we receive or have access to that is not public. We are committed to protecting confidential information while also allowing access to public information in accordance with our Access and Privacy Code.

The information that is gathered by the Authority or prepared by the Authority is of fundamental

importance to our work. Additionally, many people and organizations that provide information to the Authority do so because they are required to by our governing legislation and accompanying regulations. Much of that information will be commercially sensitive in nature and the persons filing it are entitled to our assurance that it will be kept confidential and only used for the purpose for which it was filed.

We will:

- a) maintain the confidentiality of information that we obtain from others, including from those we regulate, in accordance with our Access and Privacy Code;
- b) maintain the confidentiality of other information relating to the Authority that has not been disclosed to the public, including (i) programs and policies of the Authority, (ii) the financial position of the Authority, and (iii) any other Authority information, in accordance with our Access and Privacy Code;
- c) access confidential information only to the extent required to carry out our duties and always in compliance with the security requirements established to protect that information; and
- d) only use confidential information for carrying out the Authority's work.

We will not:

- a) disclose confidential information to any person outside the Authority except where authorized by law and in accordance with the Access and Privacy Code; and
- b) use or disclose confidential information held by the Authority for any purpose that is personal to us.

Schedule B provides more information about how to maintain confidentiality, and when and how information about the Authority may be publicly communicated.

6. Conflict of Interest

It is important to the success and reputation of the Authority and to fulfilling the Authority's statutory mandate that we all act in an objective, impartial and non-discriminatory manner when carrying out our duties, and that decisions we make are fair and are seen to be fair. We must always act and be seen to be acting in the best interests of the Authority and in accordance with our duties to the Authority, without regard to our personal interests.

We will:

- a) avoid any situation that may create, or appear to create, a conflict between the Authority's interests or our duties to the Authority, and our personal interests; and
- b) disclose any real, potential or apparent conflict as soon as it arises.

In particular, we will not take part in or attempt to influence any Authority decision-making process that might result in or appear to result in an advantage to us or a spouse, parent, child, or sibling.

Schedule C provides more information about how to avoid conflicts of interest and how to disclose them if they arise.

7. Payments, Gifts, and Hospitality

We must always act and be seen to be acting in the best interests of the Authority and the persons we do business with, including potential suppliers.

Gifts and hospitality can be used to attempt to influence the recipient and can include cash, tickets, meals, discounts, preferential treatment or privileged access to facilities or services. We will not accept or seek any gift or hospitality from any person interacting with the Authority, including potential vendors.

We may accept invitations to attend conferences, seminars, symposiums, lectures, or learning events as representatives of the Authority if attendance serves a valid business purpose and does not create a reciprocal obligation. We may also accept invitations to receptions, plant openings, or other similar functions if the invitations are widely distributed and attendance serves a valid business purpose and does not create a reciprocal obligation. Invitations to other functions will be declined with reference to this Code.

As representatives of the Authority, we will not accept fees or honoraria, and we will not accept reimbursement of travel expenses from anyone other than the Authority in accordance with the Authority's business expense policy.

8. Duties of Directors

The members of the Board of Directors shall, as part of fulfilling their fiduciary duties to the Authority:

- 1) Use best efforts to provide progressive, collective leadership and direction to the Authority in support of its mandate.
- 2) Use best efforts to attend all Board meetings.
- 3) Commit sufficient time and energy to attend to the Authority's business.
- 4) Be prepared for meetings.
- 5) In addition to attending Board meetings, participate in additional Board functions.
- 6) Adhere to the principle that the CEO is accountable to the entire Board and that no single Director or Committee, task force, working group or advisory group has authority over the CEO.
- 7) Adhere to the principle that the Chair will be the communications link between the Board and the CEO and between the Board and the Minister of the Environment, Conservation and Parks.
- 8) Refer all public requests for comment on the Authority's policies or practices to the Chair, the CEO or the Registrar, who are the official spokespersons for the Authority.

9. Sanctions for Breaches of the Code

Directors and Officers

- a) The Board, in a regular or special meeting called for the purpose, will review any complaints

that a Director has violated any provision of this Code.

- b) The Board will similarly review disputes between Directors that interfere with the ability of the Board to carry out its duties.
- c) Complaints may be referred to an independent arbiter by resolution of the Board.
- d) Allegations of illegal activity shall be immediately referred to appropriate authorities for investigation. Any Director or Officer against whom such allegations are made shall take a leave of absence pending completion of the investigation.
- e) The review of such complaints or disputes shall include an opportunity for the Director or Officer concerned to present his or her position.
- f) The Board may make a determination as it sees fit, including:
 - (i) dismissal of the complaint;
 - (ii) a letter of reprimand;
 - (iii) oral censure before the Board;
 - (iv) removal as an Officer;
 - (v) suspension or discharge from employment;
 - (vi) removal of an elected Director from the Board or a Committee; or
 - (vii) such other outcome as the Board determines is appropriate having regard to the facts and the gravity of the violations of this Code.

Persons other than Directors and Officers

Complaints or reports of employee breaches of this Code of Conduct will be addressed through the organization's regular reporting channels. The CEO will be notified when an employee has breached any provision of this Code of Conduct. The CEO may impose sanctions up to and including discharge from employment.

10. Repeal of By-Law No. 2017-2

- a) By-Law No. 2017-2 is hereby repealed.
- b) The repeal of By-Law No. 2017-2 shall not impair in any way the validity of any act or thing done pursuant to that By-Law prior to its repeal.

11. Effective Date

ENACTED as a By-Law of the RESOURCE PRODUCTIVITY AND RECOVERY AUTHORITY
the 20th day of September, 2018.

AMENDED as of the 17th day of February, 2022.

 _____	 _____
Chair	Secretary

Schedule A: Acknowledgement of Code of Conduct

Acknowledgement of Code of Conduct

I, _____ (name), acknowledge that on _____ (date), I received a copy of the Authority's Code of Conduct and I read it, understood it and agree to comply with it.

I also declare that:

I am not aware of any real, potential or apparent conflict between my personal interests and the interests of the Authority, as of the date set out below.

I am aware of a personal interest that may give rise to a real, potential or apparent conflict with the interests of the Authority.

Description of personal interest:

Signature

Printed Name

Date

Schedule B: Confidential Information

Schedule B provides additional guidance about the obligation to not disclose confidential information. This schedule in no way limits the full extent of the duties set out in the Code of Conduct or at law.

- 1) The following applies to the entire organization. In meeting the obligations to not disclose confidential information you will also:
 - a) Keep confidential all Board and Committee agenda packages, meeting discussions, the details and dynamics of Board discussions, any items marked confidential, and any information provided by the Ministry of the Environment, Conservation and Parks.
 - b) Exercise appropriate care and discretion when discussing the Authority's business on mobile phones or in public places and ensure that computers and other electronic devices on which confidential information is stored are appropriately secured and password-protected.
 - c) Comply with the Authority's data security policies.
 - d) Not disclose confidential information to the Ministry of the Environment, Conservation and Parks except as required by the *Resource Recovery and Circular Economy Act, 2016*, the *Waste Diversion Transition Act, 2016*, or the Operating Agreement.
- 2) The following applies to Directors, Officers, and Committee Members. When communicating to the public about Board activities, the following principles will be adhered to:
 - a) Board Members, with the exception of the Chair, may not speak on behalf of the Authority (unless they have the Chair's permission).
 - b) The Chair may make public statements on corporate policy matters that are within the scope of a policy, decision or action approved by the Board, or a reasonable extension of an approved policy, decision or action. All matters before Committee must be kept confidential.
 - c) The Registrar is responsible for speaking to compliance- and enforcement-based decisions and actions.

Schedule C: Conflicts of Interest

Schedule C provides additional guidance as to how to avoid conflicts of interest, including a more detailed explanation of what constitutes a real, potential, or apparent conflict of interest and how to report a conflict of interest. This schedule in no way limits the full extent of the duties set out in the Code of Conduct.

What is a conflict of interest?

- 1) A conflict of interest refers to situations in which your personal interest may affect, or appear to affect, your objectivity, judgment, or ability to act in the best interests of the Authority or to fulfill your duties to the Authority. A personal interest includes financial or other private considerations.
- 2) Generally, financial interests can lead to a conflict of interest when you are in a position to benefit financially or avoid financial loss, either directly or indirectly, as a result of a contract or other matter that involves the Authority.
- 3) Other personal interests can lead to a conflict of interest when you have non-financial interests such as religious, political, familial, or institutional interests, or any other relationships or biases, that supersede or compete with your objectivity, judgment, or ability to act in the best interests of the Authority.
- 4) A conflict of interest may be real, potential, or apparent.
- 5) A real or actual conflict of interest can arise when you have a personal interest, for example, a close family connection or financial interest, that is sufficient to affect your objectivity, judgment, or ability to act in the best interests of the Authority.
- 6) A potential conflict of interest can arise when you have a personal interest that could affect your future objectivity, judgment, or ability to act in the best interests of the Authority.
- 7) An apparent conflict of interest can exist when a reasonable, well-informed person would conclude that you have a conflict of interest, even if there is no actual conflict.

What happens when a conflict of interest arises?

- 8) Whenever you have a real, potential, or apparent conflict of interest as described in this Code, you must disclose it as soon as it arises:
 - a) Employees who are not executives should disclose it to their supervisor.
 - b) Executives should disclose it to the CEO.

- c) Directors, Committee Members, and the CEO should disclose it to the Chair of the Board, (or the relevant Committee Chair if during a Committee meeting). The Chair of the Board should disclose it to the Vice Chair (or the relevant Committee Chair if during a Committee meeting). Disclosure should occur as soon as it arises, and in advance of a Board or Committee meeting, if possible. Conflicts of interest brought up outside of the context of a Board or Committee Meeting may be raised at a Board or Committee meeting, as necessary.
- 9) If you are unsure whether or not you have a conflict, you must still report the facts and circumstances of the matter to the individuals identified above. You must follow any directions received from the person to whom you made the disclosure relating to managing the possible conflict. Counsel to the Authority may give an opinion as to whether a conflict exists. Such opinion is given to the Authority and not to the affected person and may not be relied on by the affected person. You are responsible for obtaining independent legal advice if you require it from someone independent of the Authority.
- 10) Identified conflicts of interest will be managed in consultation with counsel. After a conflict of interest is disclosed, you must follow any required mitigation measures or other direction received from the person to whom you made the disclosure relating to managing the conflict.
- 11) The following considerations apply to Directors, Officers, and Committee Members:
- a) In the context of Board or Committee meetings:
 - i) If a conflict of interest arises with respect to a matter to be considered at a Board or Committee meeting, the conflict must be disclosed prior to consideration of the matter, if possible.
 - ii) The Director, Officer, or Committee Member who discloses a conflict with respect to a matter must leave the meeting or the part of the meeting during which the matter is under consideration, must not take part in the discussion of or vote on any question in respect of the matter, and must not attempt in any way to influence the voting on any question in respect of the matter. Where a Director or Committee Member leaves a meeting due to a conflict, he or she may be counted to establish a quorum for that meeting (unless the meeting is solely about the topic where the conflict of interest lies).
 - iii) Every disclosure of a conflict of interest at a meeting will be recorded in the minutes of the meeting, whether or not the Director, Officer, or Committee Member requests such conflict to be included in the minutes. The minutes shall reflect that the conflicted individual made the disclosure, withdrew from the meeting or part of the meeting during which the matter was under consideration, and abstained from any voting.
 - iv) The Director, Officer or Committee Member who discloses a conflict will not be provided with any minutes, reports or other material related to the matter.
 - v) If, at a meeting, a Director, Officer, or Committee Member is unsure about whether there is a conflict, or believes another person has a conflict that has not been disclosed, the

Director, Officer or Committee Member may raise with the Chair of the meeting the question of whether a conflict exists.

- vi) As soon as the question is raised at a meeting, the Chair of the meeting will invite representations from any person affected, as well as from the members of the meeting entitled to vote, as to their respective views on the question. Upon the request of the Chair of the meeting, the person who may have a conflict shall temporarily recuse himself or herself from the meeting to allow the remaining members of the Board or Committee to engage in a full discussion regarding the contract, relationship, individual, or organization in question. Counsel to the Authority may, at the request of the Chair, give an opinion as to whether a conflict exists, but such opinion is given to the Authority and not to the affected person and may not be relied on by the affected person. If they require it, the person who may have a conflict is responsible for obtaining independent legal advice from someone independent of the Authority. After representations are made and the discussion is complete, the meeting shall, by a majority vote (from which the person whose possible conflict of interest is at issue shall be excluded), determine whether the conflict of interest exists, and that determination is final and binding.
 - vii) If a conflict of interest affecting a Director or Committee Member is discovered after consideration by the Board or a Committee of a matter, and if the Board or Committee determines that the involvement of the Director or Committee Member influenced or may have influenced the decision of the Board or Committee in the matter, the Board or Committee must re-examine the matter without the individual who has the conflict of interest, and may rescind, vary or confirm the decision.
- b) In meeting the obligation in this Code to avoid conflicts of interest, it would be inappropriate for a Director, Officer or Committee Member to become or seek to become a candidate in a municipal, provincial, or federal election.

Examples of conflicts of interest (these examples apply to the entire organization):

- 12) Any action by the Authority that may result in a financial or non-financial benefit to you or your spouse, child, parent, or sibling. The types of financial interests that may create a conflict of interest and that need to be disclosed include shareholdings and private business relationships, but only those that could, or could be seen to, influence your official responsibilities with the Authority.
- 13) Seeking, accepting, or receiving any personal benefit or preferential treatment from a supplier, vendor or any individual or organization doing or seeking business with the Authority or that is required to register with or report to the Authority.
- 14) Any involvement in or attempt to influence the hiring, supervision, grievance, evaluation, promotion, remuneration or firing of a spouse, child, parent or sibling, by the Authority, an entity that is required to register with or report to the Authority, or a supplier to the Authority.
- 15) Giving preferential treatment to any person or entity, including a person or entity in which you, a member of your family, or your friend has an interest. In particular, this includes offering assistance to a person or entity in dealing with the Authority other than assistance given in

the ordinary course of your duties.

- 16) Being a Director, Officer, or employee of another entity that might have material interests that conflict with the interests of the Authority. This includes entities that the Authority regulates.
- 17) Engaging in any business or other activity not related to your role at the Authority (including volunteer or advisory activities) if doing so would influence or conflict with your duties to the Authority. This includes using Authority resources for outside activities and doing outside work on Authority time.