



Canadian
Race Relations
Foundation

Fondation
canadienne des
relations raciales

CODE OF CONDUCT AND CONFLICT OF INTEREST POLICY

APPROVAL/EFFECTIVE DATE:

This Policy was approved by the Board of Directors (the “Board”) of the Canadian Race Relations Foundation on May 23, 2024, and is subject to review at least every three years.

- Amended by the Board on November 20, 2024

This Policy replaces:

- Bylaw # 2, most recently revised by the Board on September 20, 2015
- Confidential Report, approved by the Board on September 20, 2015
- Appendix to Bylaw #2, approved by the Board May 3-4, 2008
- Addendum to Bylaw #2, approved by the Board November 5, 1998

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I. SECTION 1: GENERAL PROVISIONS

1.1 ESTABLISHMENT AND PURPOSE

Public trust rests on a belief and confidence that those in public office will conduct themselves ethically and in the best interest of the organization they serve. To this end, the Board of Directors of the Canadian Race Relations Foundation has developed and adopted a *Code of Conduct and Conflict of Interest Policy* (the “Policy”) to govern the conduct of Board and committee members and set out guidelines for avoiding and disclosing conflicts of interest.

The objective of the Policy is to ensure fair, well-informed decision-making that is not influenced by conflicting interests. Equally importantly, it defines the CRRF’s expectations for respectful and collaborative deliberations among colleagues, grounded in an unwavering commitment to the principles of equity, inclusion, diversity, fairness, and respect.

The Policy has been developed in accordance with all applicable laws and regulations of Canada—including the *Conflict-of-Interest Act*, the *Values and Ethics Code for the Public Sector* and the *Ethical and Political Activity Guidelines for Public Office Holders*—and with the CRRF’s own values and governance policies.

1.2 DEFINITIONS

In the Policy, unless the context otherwise requires, capitalized terms have the following meanings:

- i. *Act* means the [Canadian Race Relations Foundation Act \(S.C. 1991, c. 8\)](#).
- ii. *Board* means the Board of Directors of the Canadian Face Relations Foundation, appointed pursuant to the Act, and includes each of the Board Members.
- iii. *Chairperson* means the Chairperson of the Board of Directors.
- iv. *Chief Executive Officer (CEO)* means the CRRF’s Executive Director, who is the CEO under the Act. The CEO is an *ex officio* Board Member.
- v. *Code* means Canada’s [Values and Ethics Code for the Public Sector](#).
- vi. *Commissioner* means Canada’s Commissioner of Conflict of Interest and Ethics
- vii. *Conflict of Interest* has the meaning laid out in Section 4 of this Policy.
- viii. *Conflict of Interest Act* means Canada’s [Conflict of Interest Act S.C. 2006, c. 9](#) and other instruments made under that act, as amended from time to time; Appendix A contains a factsheet on the relevant sections.
- ix. *CRRF or Foundation* means the Canadian Race Relations Foundation.
- x. *CRRF Grant* means any grant, sponsorship, fellowship or other contribution or honour paid, awarded, or otherwise provided by the CRRF to community individuals, organizations, or other eligible recipients.
- xi. *Director(s) or Board Member(s)* means duly appointed Members of the Board, including the Chairperson.



- xii. External Committee Members means non-Directors whom the Board has appointed to any of its committees to support those committees in carrying out their duties.
- xiii. *Guidelines* means Canada's [Ethical and Political Activity Guidelines for Public Office Holders](#).
- xiv. *Members* means CRRF's Directors, *ex officio* Board members, and External Committee Members collectively.
- xv. *Policy* means the CRRF's *Code of Conduct and Conflict of Interest Policy*.
- xvi. Public Office Holder or "POH" has the meaning ascribed to that term in the *Conflict-of-Interest Act*; Board members are Public Office Holders under the *Conflict of Interest Act* and the Guidelines.
- xvii. *Relative* means a person who is related to a Board Member by blood or adoption or is or has been related to the Board Member by marriage or common law marriage.

1.3 SCOPE AND APPLICATION:

The Policy applies to all CRRF Directors and *ex officio* Board members. All are required to agree to read and abide by the Policy and by any other specific guidelines or instructions that may be provided in relation to the Policy's practical application. Members must confirm their adherence to the Policy upon appointment and on an annual basis (see Appendix B).

When carrying out their duties, Members are bound to respect ethical principles and rules of conduct stipulated by law and in the Policy. Should any discrepancy arise, the most rigorous of these principles and rules shall apply.

External Committee Members, while not bound by the Policy, are required to sign a Non-Disclosure and Conflict of Interest Agreement, as included at Appendix B (3).

1.4 ADOPTION, REVIEW, AND INTERPRETATION

The Board is responsible for approving and amending the Policy, on the recommendation of the Board's Governance Committee (see Section 5.1 Roles and Responsibilities). The Policy shall be reviewed at least every three years.

Where actions are prohibited under the Policy, prohibition should be interpreted to include any attempt to carry out the prohibited action, any participation in the action, and any encouragement to carry out the action.

No policy can be expected to cover all possible situations that might be encountered. Members must exercise judgment in applying the principles embodied in the Policy to any specific situation. When in doubt as to the application or interpretation of the Policy, Board members may and are encouraged to seek guidance from and consult with the CRRF's Chairperson, Corporate Secretary and/or the Privy Council Office or the Office of the Commissioner.



II. VALUES

In carrying out their duties, Members are to be guided both by the broad set of values established by the federal government and by those adopted by the CRRF.

2.1 PUBLIC SECTOR VALUES

The federal government's framework for ethical behaviour is described in the *Values and Ethics Code for the Public Sector*, which articulates the following core values:

Respect for Democracy: The system of Canadian parliamentary democracy and its institutions are fundamental to serving the public interest. Public servants recognize that elected officials are accountable to Parliament, and ultimately to the Canadian people, and that a non-partisan public sector is essential to our democratic system.

Respect for People: Treating all people with respect, dignity and fairness is fundamental to our relationship with the Canadian public and contributes to a safe and healthy work environment that promotes engagement, openness, and transparency. The diversity of our people and the ideas they generate are the source of our innovation.

Integrity: Integrity is the cornerstone of good governance and democracy. By upholding the highest ethical standards, public servants conserve and enhance public confidence in the honesty, fairness, and impartiality of the federal public sector.

Stewardship: Federal public servants are entrusted to use and care for public resources responsibly, for both the short term and long term.

Excellence: Excellence in the design and delivery of public sector policy, programs and services is beneficial to every aspect of Canadian public life. Engagement, collaboration, effective teamwork, and professional development are all essential to a high-performing organization.

2.2 CRRF VALUES

While committed to upholding the values as expressed in the *Code*, the CRRF has also developed its own organizational values to reflect its vision, mission, and mandate. These guide the internal conduct of all employees and the CRRF's relationships with community members and the Canadian public. Members are expected to set the tone and lead by example by reflecting these values in all their actions and decisions.

Collaboration: by acknowledging that the fight against racism requires working in tandem.

Fairness and justice: in recognition that anti-racism work requires the courage to uncover and address injustices.

Humility: by staying grounded, listening, and amplifying community voices, and knowing our limitations.

Human Rights: by recognizing how human rights protections are an essential tool for anti-racism.

Respect: which is a critical principle for engaging with individuals, groups, organizations, and institutions.

Transparency: by ensuring that we stay accountable to the communities with which we engage.

III. CODE OF CONDUCT

3.1 BOARD CULTURE AND WORKING RELATIONSHIPS

The CRRF expects its Directors and to work respectfully, constructively and in a spirit of harmony and cooperation with each other and with Management and staff. It is recognized that Members bring with them rich and diverse backgrounds, knowledge, and skills and all are expected to work with their colleagues in a manner that acknowledges each other's unique perspectives, opinions and lived experiences.

While participants in Board deliberations will not agree with each other on all matters, debates shall take place in an atmosphere of mutual respect and courtesy. Discussion, dialogue, and divergent views are welcomed and encouraged before any Board or committee resolution is moved and seconded.

All interactions with CRRF employees should be conducted in a professional manner and reflect the distinct roles of the Board and Management; to preserve the independence of the Board and the authority delegated to Management, the lines between the two should not be disrupted.

Each Member shall contribute to the governance role of the Board by:

- i. Acquiring knowledge of the CRRF's policies and objectives and being familiar with key governing documents, including the CRRF Act, the bylaws, key corporate policies and the Strategic and Business Plans.
- ii. Reading materials and preparing in advance of meetings.
- iii. Observing proper decorum, offering constructive contributions, and voicing opinions respectfully during Board and committee discussions.
- iv. Contributing his/her/their skills, knowledge, and unique perspectives to the benefit of the corporation.
- v. Respecting the authority of the Chairperson and committee chairs during discussions as well as the rights of other Board members to express their views.



- vi. Respecting the confidentiality of Board discussion and materials provided.
- vii. Committing to continuous improvement and acting on the results of Board evaluations in a positive and constructive manner.

Members acknowledge that, following open deliberations, Board decisions and actions must be supported by all and that the Board speaks with one voice. Those who have abstained or voted against a motion must adhere to and support the decision of the majority.

3.2 FIDUCIARY DUTIES

Directors stand in a fiduciary relationship to the CRRF. This means they must always exercise a duty of care and act honestly, in good faith, and in the best interests of the Foundation.

DUTY OF CARE

Members are expected to exercise a degree of care, skill, and diligence in managing the affairs of the Foundation that a reasonable person would be expected to exercise in the circumstances. Those who have special skills or training will be held to a higher standard of care in matters pertaining to their areas of expertise than would be imposed upon a person without a similar background.

DUTY OF GOOD FAITH AND HONESTY AND TO ACT IN THE BEST INTEREST OF THE FOUNDATION

Members shall act honestly and in good faith and ensure that they exercise their powers for purposes aimed at furthering the objectives of the Foundation.

Members are also bound by a duty to act in the best interest of the CRRF and may not put personal interests ahead of the best interests of the Foundation. Board members do not advocate for or promote regional or other specific interests including those of any external party including individuals and community groups. While Directors shall be knowledgeable of the organizations with which the CRRF engages—and shall consider their interests and perspectives when making decisions—they may not put the interests of any group ahead of those of the CRRF.

DUTY TO COMPLY

Members must comply with the *Canadian Race Relations Foundation Act*, other applicable legislation, regulations, and CRRF bylaws and policies.

3.3 AVOIDANCE OF CONFLICTS OF INTEREST

Members must avoid situations where their personal interests could conflict with their duties to the CRRF or where their duties to the CRRF may conflict with duties owed elsewhere. Each Board member shall also be knowledgeable of and comply with the *Conflict of Interest Act* and



with Board policies on Conflict of Interest and are required to disclose real, apparent or potential conflicts as they arise (see Section IV, Conflict of Interest Policy and Appendix A).

3.4 CONFIDENTIALITY AND PRIVACY

Members are required to exercise discretion in relation to everything of which they become aware in the course of their duties that is not in the public domain. Information obtained about the business and affairs of the CRRF is to always be kept confidential, whether the information is received in a meeting of the Board or a committee or is otherwise provided to or obtained by the Member. Specifically, all Board deliberations, decisions and related discussions and materials must be kept confidential.

The CRRF is subject to the *Privacy Act* (R.S.C., 1985, c. P-21), which sets out conditions and principles for the collection, access, use, retention, disclosure, disposal, and overall protection of personal information. Directors recognize that the CRRF's protection of personal information is essential in maintaining public and employee trust.

It is recognized that the role of Directors includes representing the CRRF in the community. Such representations must be respectful of and consistent with the Director's duty of confidentiality and the CRRF's obligations under the *Privacy Act*. Where Directors are not sure whether certain information is confidential or already in the public domain, it is their duty to verify.

3.5 MEDIA CONTACT AND PUBLIC DISCUSSION

BOARD SPOKESPERSONS

The Chief Executive Officer (CEO) is the CRRF's primary spokesperson, while the Chairperson is the spokesperson for the Board of Directors. News media contact and responses—and public discussion of the CRRF's affairs—should only be made through these authorized spokespersons, unless otherwise specifically designated or delegated.

Directors may not speak publicly or make representations on behalf of the Board unless authorized by the Chairperson—or the CEO, on the Chairperson's behalf. If so authorized, the Director's representations must be consistent with accepted positions and policies of the Board.

All media requests received directly by Directors should be referred to the Corporate Secretary. The Corporate Secretary will transfer these requests to the CEO who will assign the appropriate spokespersons.

INFORMAL COMMUNICATIONS



Directors will inevitably and legitimately have informal communications with parties relevant to the CRRF. In such instances, it is incumbent upon Directors to state that they are communicating in a personal capacity, and not on behalf of the CRRF or the Board.

ATTENDANCE AT EVENTS

Directors are encouraged to participate in CRRF and CRRF-sponsored events and activities. Attendance at such events reflects their support of the CRRF's mandate and is a part of their responsibilities. At the same time, Directors must seek the approval of the Chairperson—or in the Chairperson's absence, the CEO—to attend and/or speak in an official capacity and to be eligible for reimbursement of any costs associated with the event, including travel costs and the *per diem*.

As with all public communications, Directors are expected to exercise vigilance and tact while attending such events.

USE OF SOCIAL MEDIA

The CRRF respects the rights of its Directors to use social media tools in both their personal and professional lives. At the same time, these individuals discharge important public duties and, accordingly, are expected to comport themselves in a manner befitting the trust and confidence conferred on them.

As CRRF representatives, anything Members say could be seen to reflect upon the organization. In all online and offline activities, Members are expected to maintain the professional integrity, neutrality and ethics in keeping with their role as public office holders.

Specific expectations include:

- i. Demonstrating professionalism, honesty, fairness, and integrity at all times in online settings.
- ii. Not associating the CRRF, directly or indirectly, with any public and political position that reflects their personal opinion.
- iii. Not disclosing any personal or confidential information about the CRRF.
- iv. Not posting content on social media sites that may be considered offensive (i.e., obscene, harassing, racist, menacing, disrespectful, discriminatory, fraudulent, invasive of privacy, infringing on intellectual property rights, or otherwise injurious or objectionable).

3.6 POLITICAL ACTIVITIES

The *Ethical and Political Activity Guidelines for Public Office Holders* requires that Directors not participate in a political activity that is, or that may:



- i. Reasonably be seen to be incompatible with their duties as a Director, and/or
- ii. Reasonably be seen to impair their ability to discharge their duties in a politically impartial fashion, and/or
- iii. Cast doubt on the integrity or impartiality of the CRRF.

The *Guidelines* acknowledge that it is not possible to set out, for all public office holders and for all circumstances, a set of definitive or binding rules. Directors are expected to consider the *Guidelines* before embarking on any political activity and, where there is any doubt, shall refrain from the activity in question.

Under the *Guidelines*, political activities include, but are not limited to:

- i. Contributing money, within the law, to political parties, candidates or leadership campaigns at any level of government;
- ii. Being a member of a political party at any level of government in Canada;
- iii. Seeking nomination to run as a candidate or being a candidate in an election of any level of government in Canada;
- iv. Fundraising for political purposes;
- v. Managing a political campaign or campaigning personally on behalf of a candidate in an election;
- vi. Personally displaying campaign material;
- vii. Attending partisan or social events sponsored by one particular political party, a Minister, a Member of Parliament or a Senator where such events are exclusively or primarily of a political or partisan character; and
- viii. Expressing partisan views in a public setting where this may reasonably be seen to be incompatible with, or impair the ability to discharge, the office holder's public duties.

Political activities do not include attending all-party candidates' meetings to inform one's right to vote or expressing partisan views in a private setting. In addition, in all cases all Public Office Holders have the right to vote.

3.7 CONTINUATION OF OBLIGATIONS

Members are obliged to demonstrate loyalty and integrity, even when no longer serving on the CRRF's Board of Directors or its committees. They must not divulge confidential information obtained during their time on the Board. During the year following the end of their term, they must not provide anyone with advice based on information pertaining to the CRRF, or another government body, that is not readily available to the public. Similarly, Directors may not make or participate in decisions that provide them with a significant benefit based on confidential information, unless this information has since become public.

As required under the *Conflict of Interest Act*, during the year following the end of their term, Directors may not act on behalf of anyone in relation to any activity to which the CRRF is party, particularly with regard to information not readily available to the public. This prohibition



includes providing advice to applicants for any of the CRRF's programs, such as for grants, event sponsorship or fellowships.



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Code of Conduct and Conflict of Interest Policy
Approved by the CRRF Board of Directors November 20, 2024

IV. THE CRRF'S CONFLICT OF INTEREST POLICY

4.1 THE CONFLICT OF INTEREST ACT

As Governor-in-Council appointees, the CRRF's Directors are "Public Office Holders", or "POHs" under Canada's *Conflict of Interest Act*. The *Conflict of Interest Act* aims to minimize the possibility of conflicts arising between the private interests and public duties of POHs and provide for the resolution of those conflicts in the public interest.

Appendix A includes a factsheet on the relevant sections of the *Conflict of Interest Act*.

4.2 MEANING OF CONFLICT OF INTEREST

In the Policy, the term "Conflict of Interest" includes, but is not limited to the following situations:

- i. In accordance with the *Conflict of Interest Act*, a person is in a conflict of interest when he/she/they exercise an official power, duty or function that provides an opportunity to further their private interests or those of his/her/their relatives or friends or to improperly further any other person's private interests.
- ii. A conflict of interest arises when personal, occupational, or financial considerations:
 - affect a Member's objectivity, judgment or ability to act in the best interest of the CRRF; and/or
 - improperly influence the performance of a Member's official duties and responsibilities.
- iii. A Director is in a conflict of interest when they are involved in making a decision that could result in that Director, a relative, friend or close associate—or an organization or company associated with that, Director—becoming the recipient of a CRRF Grant.
- iv. An individual who owes fiduciary duties to multiple organizations may be faced with a situation where they cannot discharge those duties to each organization simultaneously (conflict of duty). There is no prohibition on serving as fiduciary for more than one organization and in many cases, duties can be discharged effectively. However, the risk increases and Members are expected to be vigilant and transparent.

4.3 TYPES OF CONFLICT OF INTEREST

Conflict of interest is a conflict between an individual's personal interests and their public duty and includes using one's position or information made available in the line of duty for an improper purpose or personal benefit. A conflict may exist whether or not a monetary benefit has been or may be conferred, and it includes actual, perceived and potential conflicts:

REAL OR ACTUAL

- A **real or actual conflict of interest** exists at the present time. An individual is in a situation where his/her/their duties to the CRRF can be or are being influenced by his/her/their private or personal interests.

APPARENT OR PERCEIVED

- An **apparent conflict of interest** is perceived by a reasonable observer to exist, whether or not it is the case, i.e., the Member appears to be influenced by his/her/their private or personal interests.

POTENTIAL OR FORESEEABLE

- A **potential or foreseeable conflict of interest** can be reasonably foreseen to exist in the future, i.e., the Member's duties may be influenced in the future by his/her/their private or personal interests.

4.4 DUTIES OF DIRECTORS

Compliance with the *Conflict of Interest Act* and the Policy is a condition of continuing service with the CRRF and Members must arrange their private affairs in a manner that will prevent them from being in a real, apparent or potential conflict of interest. Specifically, Directors have the following duties:

DUTY TO AVOID AND DISCLOSE

Members shall avoid and disclose any real, apparent or potential conflict of interest in accordance with Section 4.5 of the Policy.

DUTY TO RECUSE

Members shall recuse themselves from any discussion, decision, debate or vote on any matter in respect of which they would be in a real, apparent or potential conflict of interest. For greater certainty, if the Board or a committee is deliberating on a matter with multiple components—with one or more of which the Member has a conflict—that Member must recuse from any discussion, decision, debate on the entire matter and must abstain from voting.

DUTY NOT TO INFLUENCE



No Member shall use his/her/their position to seek to influence a decision of any other person so as to further the Member’s private interests—or those of his or her relatives or friends—or to improperly further another person’s or organization’s private interests.

For greater certainty, with regards to CRRF Grants:

- i. Board Members shall not attempt, directly or indirectly, to influence a decision of the Board or of any committee or panel of the CRRF that relates to the selection of recipients of CRRF Grants.
- ii. Board Members shall not apply for CRRF Grants on their own behalf or on behalf of any other organization or person, during their term as a Board Member and for a period of six (6) months following the end of their term.
- iii. No Board Member shall accept to deliver to the CRRF, on behalf of any other organization or person, any application or nomination for a CRRF Grant.
- iv. No Board Member’s name shall appear on any application for a CRRF Grant.
- v. No Board Member shall communicate with CRRF Management and/or staff on any matter in relation to any application by any entity for a CRRF Grant.
- vi. If a Board Member is asked by any individual from any entity for information concerning anything related to any CRRF Grant, the only action permitted by the Board Member is to provide that individual with the appropriate CRRF contact information to enable that individual to independently reach out to CRRF staff.

DUTY TO BE KNOWLEDGEABLE AND EXERCISE JUDGMENT

Members have a duty to be familiar with the Policy and to adhere to it. They also have a responsibility to be sufficiently familiar with any legislation or regulations that apply to them and to be able to recognize potential contraventions.

4.5 PROCEDURES FOR DISCLOSURE AND RECUSAL

GENERAL PROCEDURES UPON APPOINTMENT AND ANNUALLY

- i) Directors must submit to the Office of the Conflict of Interest and Ethics, within 60 days of appointment, a confidential report in which they disclose all of their assets, liabilities and outside activities.
- ii) Using the forms contained in Appendix B, Members must inform the Corporate Secretary upon appointment *and* annually of companies, institutions, or organizations (collectively the “entities”) for which there may be a conflict, creating an opportunity to pre-emptively avoid any relevant Board or Committee discussions.

ONGOING PROCEDURES FOR DISCLOSURE AND RECUSAL

- iii) Should a meeting agenda include an item about any entity declared under section 4.4(ii), the Corporate Secretary will take the necessary measures to limit the Member’s

participation in the deliberation, including, but not limited to, refraining from distributing documents related to the discussion.

- iv) Notwithstanding Section 4.5 (iii), Members facing any real, apparent or potential conflict of interest concerning issue(s) on which the Board is deliberating, must declare the conflict:
 - All Board and committee agendas shall include an item giving Members the opportunity to verbally declare any conflict relative to any agenda item(s).
 - Members shall recuse themselves from any discussion, decision, debate or vote on any matter in respect of which there would be in a conflict of interest by withdrawing from the meeting.
 - The Corporate Secretary shall ensure that Members' declaration and withdrawal from the meeting are recorded in the minutes and shall record the Member as having abstained from any vote on the matter.
- v) If there is any question or doubt about the existence of a real, apparent, or potential conflict of interest during a meeting, the Members constituting quorum at the meeting will determine by majority vote if a conflict exists. The Member who is the subject of a determination as to the existence of a conflict shall recuse themselves from any discussion, decision, debate or vote on the matter. The minutes of the meeting will record the decision.

4.6 GIFTS AND OTHER ADVANTAGES

The *Conflict of Interest Act* prohibits Directors and members of their family from accepting gifts or other advantages that might reasonably be seen to have been given to influence the Director in the exercise of an official power, duty or function.

A Director or their family members may accept a gift or other advantage:

- i) that is given by a relative or friend that the relative or friend has personally paid for; or
- ii) that is received as a normal expression of courtesy or protocol, official cultural exchange, or is within the customary standards that normally accompany the Director's position, such as:
 - a token expression of appreciation received in the context of an official interaction, such as representing or speaking on behalf of the CRRF at an event,
 - trinkets such as pins, pens, notepads, t-shirts, etc. provided to event attendees,
 - entrance fees to a conference when the Director is speaking in an official capacity.

A gift or other advantage or a series of gifts or other advantages that the Director or a family member accepts from any one source (other than from a relative or friend) in a 12-month period with a total commercial value of over \$200 must be disclosed to the Commissioner within 30 days of the day on which the commercial value exceeds \$200.



Gifts or other advantages with a commercial value of \$1,000 or more must be forfeited to His Majesty in Right of Canada unless the Commissioner determines otherwise.



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V. IMPLEMENTATION AND ENFORCEMENT

5.1 ROLES AND RESPONSIBILITIES

THE CHAIRPERSON OF THE BOARD

The Chairperson, with the support of the Governance Committee and the Corporate Secretary, is responsible for:

- i. Ensuring that Members are informed of their duties and of their responsibilities to comply with the legislative and policy framework regarding conflict of interest, ethics, and political activity;
- ii. Consulting, where appropriate, the Commissioner, government officials, and/or legal counsel; and
- iii. Advising Members concerning appropriate compliance measures to resolve situations where a real, potential or apparent conflict of interest may arise, including suggesting that an activity be curtailed, modified or ceased.
- iv. Launching a review of any alleged or perceived breach (see Section 5.2).

THE GOVERNANCE COMMITTEE

The Governance Committee oversees the development and application of the Policy. The Committee is responsible for interpreting the clauses herein, and for ensuring that the Policy is respectful. Specific responsibilities of the Governance Committee are to:

- i. Review and recommend any proposed amendments to the Board at least every three years;
- ii. Provide advice and support to the Board, the Chairperson and to any Member who raises an issue regarding the Policy; and
- iii. Seek assurances that the requirement for annual declarations and disclosure are being met.
- iv. Support the Chairperson as required in any review process related to an alleged or perceived breach.

The Chairperson may entrust the Governance Committee with any other special responsibilities and/or special mandates related to the application of the Policy.

ROLE OF THE CORPORATE SECRETARY

The Corporate Secretary will assist the Chairperson and the Governance Committee in any work related to the review, application and/or interpretation of the Policy. He/she/they will:

- i. Seek and retain the Members' initial and annual declarations and disclosures required under the Policy;



- ii. Ensure that the procedures described in Section 4.5 relative to declarations and recusals and followed are recorded;
- iii. Support Members in interpreting the policy and seek additional interpretations if required from the relevant external parties, including the Commissioner if required;
- iv. Support the Chairperson and the Governance Committee in the event of any review or other actions relative to reported breaches of the Policy; and
- v. Ensure that any information concerning the private interests of Directors provided under these guidelines is kept in strict confidence and in secure safekeeping.

5.2 DISPUTE RESOLUTION AND PROCEDURES RELATED TO ALLEGED CONFLICTS OF INTEREST

REPORTING A BREACH

Anyone who becomes aware of, or who suspects a breach of the Policy — included but not limited to the irregular use or conveyance of confidential information, or an undisclosed conflict of interest — must report it to the Chairperson.

If the Chairperson is suspected of a breach of the Policy, the report must be made to the Vice-Chairperson of the Board of Directors with notice to the CEO.

Reporting must be confidential and must contain:

- The identity of the individual alleged to have breached the Policy;
- A description of the breach;
- The date or period when the breach took place; and
- A copy of any document(s) supporting the report of a breach.

REVIEW PROCESS

The Chairperson, supported by the Chair of the Governance Committee, will retain full jurisdiction over review processes regarding an alleged or perceived breach of the Policy. When they have sufficient reason to believe that a Member has not complied with any obligation laid out in the Policy, it is the Chairperson's responsibility to launch a review.

The review will normally include the following steps:

1. The Chairperson shall inform the Member of the alleged or perceived breach in writing.
2. Over the course of the subsequent seven-day period, the Member under review may submit any comments to the Chairperson relative to the allegations and may request a meeting to discuss the matter.
3. Upon receipt of input from the Member, the Chairperson shall:
 - Attempt to resolve the matter informally, in consultation with the Chair of the Governance Committee as required; **or**

- Refer the matter to the Governance Committee, which shall fairly and respectfully investigate the allegations and make recommendations to the Chairperson
4. The Chairperson and/or the Chair of the Governance Committee may, if necessary, seek appropriate guidance from internal or external subject matter experts, including, without limitation, the Corporate Secretary, external legal and other advisors, and the Office of the Commissioner
 5. Should the Chairperson select to resolve the matter informally, the Chairperson shall report on the matter and its resolution to the Executive Committee.
 6. Should the Chairperson refer the matter to the Governance Committee for investigation, the Governance Committee shall provide advice to the Chairperson, who shall make a recommendation to the Executive Committee. The Executive Committee shall make the final decision on any action to be taken. This action may include reporting the breach or wrongdoing to the Commissioner and/or the responsible Minister.

In the case of alleged wrongdoing by the Chairperson, the Vice-Chairperson shall review the allegations with the CEO. If, in their opinion, the wrongdoings merit action, the Vice-Chairperson must report them to the Government, who will retain all jurisdiction over disciplinary matters.

VI. REVIEW

This Policy will be reviewed by the Governance Committee every three years. The Committee is responsible for recommending any required changes to the Board.

VII. EFFECTIVE DATE

The Board of Directors has approved this Policy on the recommendation of the Governance Committee. The Policy is effective as of November 20, 2024.



VIII. APPENDIX A: CONFLICT OF INTEREST ACT: FACT SHEET¹

SUMMARY OF RULES FOR PUBLIC OFFICE HOLDERS

Public office holders are in a **conflict of interest** when they exercise an official power, duty or function that provides an opportunity to further their private interests or those of their relatives or friends, or to improperly further another person's private interests. (section 4)

GENERAL DUTIES (PART 1)

- Arrange your private affairs to prevent conflicts of interest. (section 5)
- Abstain from participating in decisions that would involve a conflict of interest. (subsection 6(1))
- Do not take any action aimed at circumventing the [Conflict of Interest Act](#). (s. 18)
- Compliance with the Act is a condition of your appointment or employment as a public office holder. (s. 19)

CONFLICT OF INTEREST RULES (PART 1)

You are prohibited from:

- Providing preferential treatment to any person or organization based on the identity of the person or organization representing them. (s. 7)
- Using information that is not available to the public to further private interests. (s. 8)
- Using your position to influence a decision in order to further private interests. (s. 9)
- Being influenced in exercising your duties by offers of outside employment. (s. 10)
- Accepting any gift or other advantage that might reasonably be seen to have been given to influence you in the exercise of your official duties. (s. 11) Certain exceptions to this rule are outlined in ss. 11(2). If you or a member of your family accepts a courtesy or protocol gift that has a value of \$1,000 or more, you must forfeit it to the Crown, unless the Conflict of Interest and Ethics Commissioner determines otherwise. (ss. 11(3))
- Entering into a contract or employment relationship, in the exercise of your official duties, with a spouse, common-law partner, child, sibling or parent, or permitting the entity for which you work to do so. (s. 14)
- Personally soliciting funds if it places you in a conflict of interest. (s. 16)

¹ *Conflict of Interest Act: Summary of Rules that Apply to Public Office Holders*. Published by the Office of the Conflict of Interest and Ethics Commissioner (updated July 2017).

RECUSAL (PART 2)

- You must recuse yourself from any discussion, decision, debate, or vote if you would be in a conflict of interest. (s. 21)

POST-EMPLOYMENT (PART 3)

You are prohibited from:

- Acting in a manner that takes improper advantage of your previous office. (s. 33)
- Acting for or on behalf of any person or organization in connection with any specific proceeding, transaction, negotiation, or case where the Crown is a party and where you had acted for, or provided advice to, the Crown while in public office. (ss. 34(1))
- Providing advice to clients, business associates or employers using information that was acquired in the course of your official duties and that is not available to the public. (ss. 34(2))

ADMINISTRATION AND ENFORCEMENT (PART 4)

The Commissioner may conduct an examination:

- On the written request of a Senator or Member of the House of Commons who has reasonable grounds to believe that a public office holder or former public office holder has contravened the Act (s. 44); or
- On the Commissioner's own initiative if the Commissioner has reason to believe that a public officeholder or former public office holder has contravened the Act. (s. 45)



IX. APPENDIX B: DECLARATIONS

1. ACKNOWLEDGEMENT AND UNDERTAKING (TO BE SIGNED UPON APPOINTMENT)

Board Members are expected to, at all times, remain familiar and comply with the Canadian Race Relations Foundation (CRRF) Code of Conduct and Conflict of Interest Policy (the “Policy”). To this end, and to ensure they are regularly reminded of the importance of complying with the Policy, all new Members are required to sign this Acknowledgement and Undertaking and deliver it to the CRRF’s Corporate Secretary prior to their first Board meeting.

I, the undersigned, _____, (please check one)

- ◇ Director of the CRRF
- ◇ *Ex officio* member of the Board of Directors of the CRRF

, hereby declare that:

1. I have received, read and understood the Board of Directors’ Code of Conduct and Conflict of Interest Policy (the “Policy”), and undertake to comply with all of its principles and requirements.
2. I agree to take all reasonable steps to avoid any real, apparent or potential conflict of interest. If a conflict of interest cannot be avoided, I undertake to declare any real, apparent or potential conflict of interest, and to recuse myself from any consideration of the relevant issue(s).
3. I undertake to confirm in writing, at least annually during the term of my appointment, that I have read, understood, and complied with the most recent version of the Policy. I understand that any contravention of the Policy will be treated as a serious matter and may lead to a recommendation to the Minister for my removal from Office.
4. To comply with the conflict-of-interest rules set out in the Policy, I hereby declare, to the best of my knowledge, the following interests:

Name of Entity	Nature of the Situation	I wish to be excluded from discussions regarding this entity

Signature: _____

Date: _____



2. ANNUAL STATEMENT OF COMPLIANCE

Board members are expected to, at all times, remain familiar and comply with the Canadian Race Relations Foundation’s (CRRF’s) Code of Conduct and Conflict of Interest Policy (the “Policy”). To this end, and to ensure they are regularly reminded of the importance of complying with the Policy, all Board members are required to sign this Annual Statement of Compliance and deliver it to the CRRF’s Corporate Secretary on or before June 30th of each year.

I, the undersigned, _____, a (please check one)

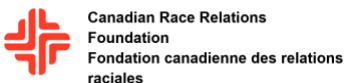
- ◇ Director of the CRRF
- ◇ *Ex officio* member of the Board of Directors of the CRRF

, hereby declare that:

1. I have recently read and understood the Policy and am familiar with its contents as of the date of signature below. Where I have not understood any element of the Policy, I have obtained clarification from Chair and/or the Corporate Secretary
2. I certify that I complied with the Policy throughout fiscal year ending on March 31, 20____.
3. I agree to take all reasonable steps to continue to avoid any real, apparent or potential conflict of interest. If a conflict of interest cannot be avoided, I undertake to declare any real, apparent or potential conflict of interest, and to recuse myself from any consideration of the relevant issue(s).
4. I undertake to continue to comply with the provisions of the Policy and understand that any contravention of the Policy will be treated as a serious matter and may lead to my removal from Office.
5. I wish to declare that the interests that I declared upon my appointment to the CRRF **EITHER:**
 - Remain unchanged, **OR**
 - Have changed and are reflected in the following table:

Name of Entity	Nature of the Situation	I wish to be excluded from discussions regarding this entity

Signature: _____



Date: _____



Canadian Race Relations
Foundation
Fondation canadienne des relations
raciales

Code of Conduct and Conflict of Interest Policy
Approved by the CRRF Board of Directors November 20, 2024

3. CONFIDENTIALITY AND CONFLICT OF INTEREST AGREEMENT Hereinafter known as the “Agreement”

I, _____ (name) acknowledge and agree that:

1. As a member of the _____ Committee (the “**Committee**”) of Canadian Race Relations Foundation (the “**CRRF**”), I have or will be given access to confidential business information relating to CRRF. Confidential information includes any oral, written or electronic data or information existing now or in the future relating to the business, operations and management of CRRF, including financial and commercial information pertaining to the CRRF, CRRF strategies, goals and initiatives, and personal information pertaining to employees, independent contractors or others associated with CRRF (collectively, “**Confidential Information**”).
2. As a Committee Member, I am in a fiduciary relationship with the CRRF and must act at all times honestly, in good faith and in the best interests of the CRRF.
3. I will respect the confidentiality of all matters discussed by the Committee as well as any Confidential Information received in my role as a member of the Committee. All matters that are before the Committee are confidential unless they have been determined not to be confidential by the Chairperson of the Board. All minutes and documents relating to the Committee shall be handled in a secure manner.
4. I will not divulge any Confidential Information either inside or outside the CRRF except as expressly authorized by the CRRF, or as required by law.
5. I will notify the CRRF at the first reasonable opportunity if I become aware of any actual or suspected breach of confidentiality.
6. I will disclose any real, perceived or potential conflicts of interest I may have with the business of the Committee at the beginning of each meeting.
7. I understand that the confidentiality obligations herein shall survive the relationship between the Committee member and CRRF, and any breach of this Agreement may be actionable by CRRF.
8. I understand that failure to abide by this Agreement may result in disciplinary action up to and including removal as a member of the Committee.

I hereby acknowledge that I have read and understand the terms of this Agreement:

Signature

Name

Date